



# Enriching Life Through Food

Premier Foods plc Annual Report for the 52 weeks ended 29 March 2025

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# Overview

As one of the UK's largest food businesses, we're passionate about food and believe that each and every day we have the opportunity to enrich life for everyone. We create great tasting products that contribute to healthy and balanced diets, while being committed to nurturing our people, local communities and our planet.



## Delivering against our growth strategy

Another year of strong business performance, as we continue to deliver against our growth strategy.

### Financial

We have recorded another strong set of financial results, with branded revenue up 5.2% (at constant currency) and Trading profit up 6.0%, ahead of market expectation. Our Branded Growth Model continues to deliver sales growth through new product development ('NPD'), sustained consumer marketing investment and excellent instore execution. Strong cash generation has also helped us to reduce our Net debt to its lowest ever level. With this year of strategic progress and strong financial performance, we are increasing our final dividend by 62%.

> For more information, see the Chief Executive's review on pages 18 and 19

### Strategic

We have continued to make very good progress against all the pillars of our growth strategy. We accelerated capital investment in our supply chain, continuing to invest in projects to improve automation and increase efficiency, in addition to enabling growth through NPD. *Ambrosia* porridge pots contributed to strong progress in our new categories, which grew 46%, while the international business saw revenue growth of 23% (at constant currency). In addition, our acquired brands, *The Spice Tailor* and *FUEL10K*, both delivered double-digit growth.

> For more information, see our strategy on pages 08 and 09

### Sustainability

At the same time, we have made important strides in achieving our ambitions under the three strategic pillars of our Enriching Life Plan – Product, Planet and People. 56% of our product portfolio is now non-HFSS (not high in fat, salt & sugar) and so meet healthy eating guidance as defined by the government, Scope 1 & 2 market-based emissions have reduced by 10%, and over the year we donated the equivalent of more than one million meals to food insecurity charities.

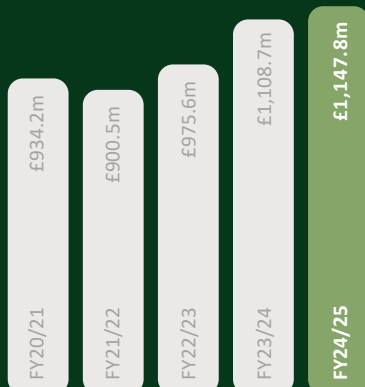
> See our Enriching Life Plan, for more information on our progress on pages 32 to 45



# Highlights

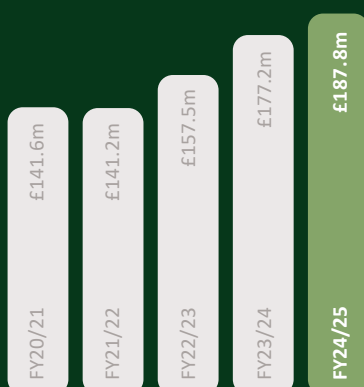
## £1,147.8m

Headline revenue<sup>1,2</sup>  
+ 3.5%



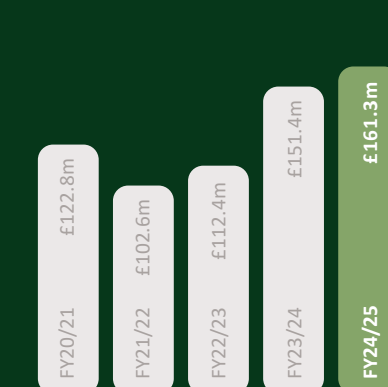
## £187.8m

Trading profit<sup>1,2,3</sup>  
+ 6.0%



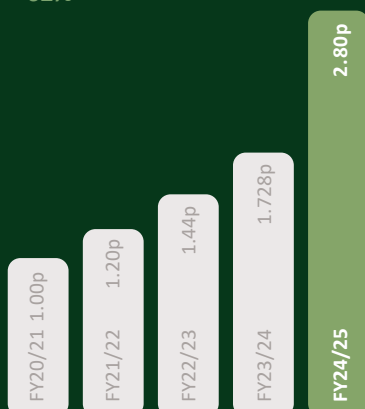
## £161.3m

Profit before tax  
+ 6.5%



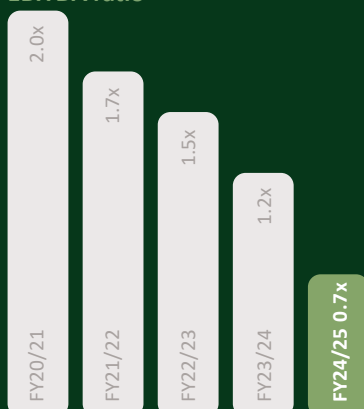
## 2.80p

Final dividend  
+ 62%



## 0.7x

Net debt to adjusted  
EBITDA ratio<sup>1</sup>



## £143.6m

Net debt  
- £92.0m



<sup>1</sup> A definition of Alternative Performance Measures and a reconciliation between headline and statutory measures are provided in the appendices on pages 29 to 31.

<sup>2</sup> Headline revenue excludes Charnwood in FY24/25 and excludes Charnwood and Knighton in FY23/24. Headline revenue for FY24/25 is stated at constant currency to the prior period. Trading profit in FY24/25 is as reported with nil contribution from Charnwood or Knighton. Trading profit in FY23/24 is presented on a headline basis and excludes Charnwood with nil contribution in the prior period from Knighton.

<sup>3</sup> FY22/23 Trading profit was stated including software amortisation, the prior period comparatives have been re-stated accordingly.

[Further analysis of our performance can be found on pages 16 to 19](#)





# About Premier Foods

## What we do

We are a consumer insight led organisation, driving long-term and sustainable shareholder value through our Branded Growth Model, which informs what we do and how we operate. We are proud to be British, employing over 4,000 people operating from 13 sites across the UK, supplying a range of customers with our iconic brands which feature in millions of homes every day.

**over  
4,000**  
employees

**13**  
sites across  
the UK

## Our business model

### 01. Developing and building great brands

Consumers are at the heart of our business model. We produce a wide range of high quality, tasty, everyday meal solutions, with an increasing focus on the key trends of health, nutrition, convenience and indulgence.

We have deep understanding of our consumers, based around insights on how they shop, how they cook and how they eat. We use this insight, together with our knowledge of new and emerging food trends, to develop and launch products that meet their needs, while continuing to grow and develop our existing portfolio of brands.

### 02. Sourcing

We are committed to producing high-quality food that is sourced in a fair, ethical and environmentally responsible way.

We develop long-term sustainable partnerships with suppliers which deliver benefit for both parties, whilst working together to reduce our environmental impact.



### 03. Manufacturing

Our strong manufacturing capabilities allow us to efficiently create a diverse range of high-quality products, whilst maintaining our leading standards of safety, both for our food and our colleagues.

This is all underpinned by our dedicated and experienced workforce.



### 04. Supplying


We operate a centralised distribution hub delivering across the UK and to international markets.

We operate a multiformat, multichannel approach to serve a broad range of customers, including major UK supermarkets, discounters, e-commerce channels, convenience stores, wholesalers and foodservice operators.



## Enriching Life Plan

Our environmental, social and governance ('ESG') strategy, known as our Enriching Life Plan, encompasses everything we touch, from the products we make to the ingredients we source and the communities we operate in. With our purpose – Enriching Life Through Food – at its heart, our plan highlights our commitment to a more sustainable food system.

 See pages 32 to 45 for more information



# About Premier Foods continued

## Our categories

Categories	Brands	Position	Share
Flavourings & Seasonings	  	#1	44%
Quick Meals, Snacks & Soups	 	#1	39%
Ambient Desserts	  	#1	42%
Cooking Sauces & Accompaniments	   	#1	14%
Breakfast (reported categories <sup>1</sup> )	 	#2	11%
Ambient Cakes	 	#1	19%

Source: Category position and market share: Circana 52 weeks ending 29 March 2025.  
<sup>1</sup> Reported categories comprise on the go breakfast pots and drinks, cereal granola and hot cereal porridge sachets.

## Our competitive advantage – Our Branded Growth Model

Leading brand positions01



Insight driven new products02



Sustained marketing investment03



Retailer partnerships04



> See pages 12 and 13 for more information

## The impact we make

Our business model continues to deliver strong and sustainable growth, providing value for our stakeholders.

Shareholders	Consumers	Customers	Colleagues	Suppliers	Communities
694%	89%	+21bps	72%	78%	1m
Shareholder return over the last 5 years.	Of UK households purchased at least one of our products last year.	Market share growth (basis points).	Colleague engagement score.	Of our third-party spend is with UK-based suppliers.	Over one million equivalent meals provided to food insecurity charities.

## Where we operate

### Key

- Grocery factories
- Sweet treats factories
- 📍 Distribution centre
- 📍 Central & corporate services

#### Moreton

*Cadbury cakes*

#### Carlton

*Mr Kipling*

#### Worksop

*Batchelors, Bisto, Homepride, Loyd Grossman, OXO, Saxa, Sharwood's*

#### Stoke

*Mr Kipling*

#### Ashford

*Angel Delight, Batchelors, Bird's, Bisto, Brown & Polson, Marvel, Paxo, Smash*

#### Lifton

*Ambrosia, Angel Delight, Bird's*

#### Andover Mill

*Be-RO, McDougalls*

## Strategic partnerships

### Nissin

We entered into a co-operation agreement with Nissin Foods Holdings Co., Ltd ('Nissin') in 2016. Since inception, we have launched *Batchelors* Super Noodles in a new pot format, using Nissin's leading noodle technology and manufacturing expertise. We also took on distribution of Nissin's Soba cups and Cup Noodles, and have grown the sales of Nissin's Soba noodle bags in the UK. This year we also assumed distribution of the Demae Ramen range. Nissin are now the UK market leader in the authentic quick meals and snacks pot sector, with a 65% share.



### Mondelēz International

In 2024, we signed a new global licence agreement with Mondelēz International to renew the Company's long-standing relationship with the *Cadbury* brand. The partnership covers the production and marketing of *Cadbury* branded cake, as well as home baking and ambient dessert products. The licence also covers multiple countries and has the potential to use a range of *Cadbury* brands in ambient cake.



## Our ingredients

We offer consumers great tasting products made from quality ingredients.

We source a wide range of healthy, natural ingredients for our products, purchasing raw ingredients from a range of suppliers in the UK and from markets around the world. Last year, we purchased over 245,000 tonnes of food ingredients, working with around 194 suppliers. In doing so, we develop long-term sustainable partnerships which deliver mutual benefits. We source our ingredients in a responsible manner to give consumers confidence that the food they purchase is produced in an ethical and sustainable way.

Last year, we purchased around:



### 18,000 tonnes of tomatoes

from markets across the EMEA region, for our *Sharwood's*, *Loyd Grossman* and *Homepride* sauces.



### 69 tonnes of parsley

from UK farmers, for our *Paxo* stuffing, *OXO* cubes and *Batchelors* Cup A Soup.



### 37 million litres of milk

from West Country farmers, for our *Ambrosia* rice pudding, custard and porridge.



### 2,800 tonnes of Bramley apples

from UK orchards, for products such as our *Mr Kipling* fruit pies.



Guntur Sannam chillies from Andhra Pradesh.

“

The ingredients we source to create *The Spice Tailor* range are the freshest we can get – no other customer has such attention to detail when it comes to ensuring all the produce we work with is high quality and locally grown. We love collaborating with Premier Foods to use this high-quality produce to make truly authentic Indian food to be enjoyed in the UK and around the globe.”

One of Premier Foods’ key partners in India.

## Fresh high-quality ingredients, locally sourced

**We make many of our products in a similar way to how people cook at home, but our secret is the freshness and quality of our ingredients. We choose everything that goes into our products with care, following a tried and tested recipe to make a flavourful meal – it’s just we do it on a much larger scale than in a domestic kitchen.**

*The Spice Tailor*’s range of curry kits is a great example of how we source a huge variety of fresh, high-quality ingredients, using suppliers local to where the products are prepared and cooked.

### Sourcing

We have ingredients specialists working on the ground for us across India, and this network works closely with Indian suppliers and growers to source consistent supplies of top-quality vegetables and spices for *The Spice Tailor*. There are no frozen or pre-chopped ingredients used to create the range – whole, fresh produce such as tomatoes, onions, ginger, chilli and cardamom arrives every day to be

transformed into our tasty curry meal kits. For example, our Guntur Sannam chillies come from the farms of Andhra Pradesh, renowned for their pungency and flavour, our red onions are grown around the famous fertile fields of Nashik in the Maharashtra region, while white onion from Mahuva in Gujarat has been found to be the best for many of our recipes.

### Cooking

Our sauces are skilfully prepared and heated in large, authentic pans and vessels to ensure they’re thoroughly cooked and can deliver the depth of flavour and shelf-life consumers expect, while containing no artificial preservatives. Ingredients are added gradually in layers, so each gets the optimum cooking time, ensuring flavour is maximised but without one ingredient becoming overpowering. Onions and chillies can be stronger or spicier depending on where they’re grown and seasonal growing conditions, which is why we also have a highly skilled sensory team, testing ingredients and each batch of finished product, to ensure we get the balance of flavours and heat right every time.

## Perfected in your kitchen

Our meal kits, made in India with Indian ingredients, offer consumers the perfect way to enjoy an authentic curry at home, following a simple three step process to prepare the final dish. In this way, the fresh produce we source in India is transformed into restaurant quality meals which are served up in the UK and to a growing number of overseas markets.



White onions from Mahuva in Gujarat.



# Our strategy

Our growth strategy is based on five strategic pillars to deliver sustainable long-term growth, fund investment behind our brands and provide value for our stakeholders.

While we will continue to grow our core UK business, we also focus on a number of areas which we believe have the ability to deliver additional growth.



## Grow the UK core



### What this means

A vibrant and growing UK business provides the foundation for broader expansion.

### Progress this year

Our Branded Growth Model is at the heart of what we do. Leveraging our leading category positions, we launch new products to market, linked to key consumer trends, supported by sustained levels of marketing investment and delivered through strong customer/retailer partnerships.

One of our focus areas is to launch new product ranges aligned to key consumer trends (for more information see page 14). Under the indulgence theme this year, we extended the popular *Mr Kipling* Signature range to include Chocolate and Caramel layer cakes, building on the success of the Signature brownie bites range. In line with convenience trends, we launched new *Sharwood's* curry kits.

We continued to invest heavily in our brand portfolio, with eight brands benefitting from a blend of mainstream TV advertising, digital and outdoor media. We introduced our new 'OXO' Made with Love TV advertising campaign in the year; a strong illustration of how we build emotional connections with consumers. We also continued to deliver outstanding instore execution in collaboration with our retail partners, demonstrated by *Bisto's* partnership with Wallace & Gromit.

### Future priorities

We will continue to invest behind our brands to drive emotional connections with consumers. Innovation plans for next year include *Mr Kipling* non-HFSS Lunchbox slices, *Mr Kipling* Signature Hot Brownie Puddings and *Batchelors* Meal In Minutes Chicken Casserole & Rice.

**+4.4%**

**UK branded revenue growth  
(at constant currency)**



## Supply chain investment



### What this means

We continue to have a strong pipeline of opportunities to enhance efficiencies across our manufacturing operations. We also allocate significant investment to manufacture new products from our innovation programme and also to enhance the safety and working conditions of our colleagues.

### Progress this year

In FY24/25, we increased capital investment to £41.4m, a 26% increase on last year. This year, we upgraded a cooking sauces line at our Worktop site to improve changeover speed and deliver increased efficiency and capacity. We also installed a new pot filling and packing line at our Lifton Creamery which produces the *Ambrosia* range. Such projects are prime examples of improving efficiencies, so enhancing gross margins and delivering attractive financial paybacks.

We also significantly enhanced the manufacture of our *Mr Kipling* ice-topped cakes with an innovative low temperature process which results in increased efficiencies and lower CO<sub>2</sub> emissions.

Through improving our underlying margins, these projects provide funds for re-investment in our brands, whether it be TV or digital advertising. This in turn serves to strengthen our brand equity and provide the platform for further growth over the medium term.

### Future priorities

In FY25/26, we plan to increase our capital investment again.

We have a number of projects in our capital investment pipeline, including expanding capacity at our Lifton site and enhancing cake manufacturing processes.

**£41.4m**

**Capital investment, up 26%**



## Expand UK into new categories



### What this means

Many of our brands are leaders in their categories, with strong brand equity. We leverage this strength, and our proven Branded Growth Model, by launching into new, adjacent product categories.

### Progress this year

We have again made strong progress in FY24/25, growing new category revenues by 46%. *Ambrosia* porridge pots, available in a ready-to-eat format, again led the growth this year. We achieved further distribution in more customers, while expanding the product range to five variants with the addition of a Cinnamon flavour. As a result, *Ambrosia* now has a 13% market share of the porridge pot market (Source: Circana 24 w/e 29/03/25).

Another strong performer in the year has been Cape Herb & Spice which has grown revenues by 78%. Distribution has steadily increased while also launching new flavour variants such as Greek Style Lemon & Herb. Other initiatives include *Angel Delight* ice-cream, which launched in a handheld format in the year, building on the tubs already available, while *OXO* marinades also grew sales.

### Future priorities

We plan to extend the distribution of *Ambrosia* porridge pots further in FY25/26, leveraging the newly expanded range together with more advertising investment. In ice-cream, we are adding *Mr Kipling* Caramel Tart, *Angel Delight* handheld Strawberry and Vanilla Twists.

**+46%**

**New categories revenue growth**





## Build international businesses with critical mass



### What this means

Building sustainable overseas business units with critical mass, by applying our brand building capabilities and applying them to focus overseas markets including Australasia, North America and EMEA.

### Progress this year

The brands we are focusing on to deliver this growth are *Mr Kipling*, *Sharwood's* and *The Spice Tailor*.

In Australia, we have well established positions in Cake and Indian cooking sauces, with market shares of 15% and 25%, respectively. We have successfully deployed our Branded Growth Model in Australia, launching new products to market such as *Mr Kipling* Strawberry & Cream slices and Raspberry & Cream shortcake whirls and investing in both *Mr Kipling* and *The Spice Tailor* through TV advertising to build brand awareness and emotional connections with consumers. In North America, we are building distribution of *Mr Kipling* in both Canada and USA, with *Mr Kipling* now available in 1,000 Canadian retailers.

In EMEA, our focus is principally on *Sharwood's* and *The Spice Tailor*. We have increased distribution of both brands, with *The Spice Tailor* now present in four EMEA countries.

Overall, our international business delivered revenue growth of 23% in the year (at constant currency).

### Future priorities

In Australia, we will continue to apply all elements of our proven Branded Growth Model to deliver further growth in Cake and Indian sauces. In North America, we plan to increase distribution of *Sharwood's*, *The Spice Tailor* and *Mr Kipling*, while we're also exploring launching into the Breakfast category across some of our target markets.

**+23%**

**International revenue growth  
(at constant currency)**



## Inorganic opportunities



### What this means

We are looking to acquire brands where we believe we can drive significant value through the leveraging of our Branded Growth Model.

### Progress this year

Our two acquired brands, *The Spice Tailor* and *FUEL10K*, have continued to deliver strong progress this year, with revenues of both growing in double-digit percentage terms compared to the prior year.

Additionally, we continue to apply a comprehensive and rigorous approach to searching the market/sector for further suitable opportunities which have the potential to deliver value to the Group.

In applying the Branded Growth Model to deliver this value, *The Spice Tailor* has launched a number of new products during the year, expanding beyond its heartland of Indian and Thai cuisine, introducing new East Asian cooking sauce kits and Chinese cooking sauce kits.

*FUEL10K*, our vibrant brand with its protein-enriched product portfolio, became home to the UK's leading granola product in the year. It also entered the mainstream big-box cereal market, launching new Multigrain Flakes and Multigrain Hoops. Additionally, we embarked on *FUEL10K*'s first out of home media campaign to accelerate brand awareness.

### Future priorities

We will continue to explore opportunities to acquire brands where we believe we can add value through our Branded Growth Model. We apply strict financial discipline in our ongoing search for potential assets to own and are very particular in terms of the choice of brands we will consider, in line with the approach taken with *The Spice Tailor* and *FUEL10K* acquisitions.

**Double-digit growth  
for both *The Spice Tailor* and *FUEL10K***



## Strategy in action



### Growing the UK core

Our Branded Growth Model is at the heart of what we do. Leveraging our leading category positions, we launch new products to market linked to key consumer trends.

One of those consumer trends is indulgence, and **Ambrosia** Deluxe is a good example of a more premium offer in our portfolio.

**Ambrosia** is one of our largest and most loved brands; it is the leader in the ambient desserts category and synonymous with creaminess from Devon. With household penetration of 37%, **Ambrosia** demonstrates strong brand equity in the ambient desserts category.

During FY24/25, we have seen increased demand from consumers for more premium, indulgent, products. **Ambrosia** Deluxe Custard and Deluxe Creamed Rice is made using our creamiest and most luxurious recipe, blended with fresh cream and Madagascan vanilla, exuding indulgent taste and flavours. Building on its success to date, we expanded the range this year to include twin pot

creamed rice in Caramelised Biscuit and Apple & Cinnamon flavours; perfect as a snackable and indulgent dessert. Additionally, the whole **Ambrosia** Deluxe range is non-HFSS (not high in fat, salt and sugar).

Our **Ambrosia** range is manufactured at our Lifton creamery in Devon, where we have invested in a new pot filling and packing line during the course of the year, which not only improves speed and efficiency of the line but also provides additional capacity.

The **Ambrosia** Deluxe range has grown by 45% in FY24/25, demonstrating the strength of the sub-brand in our brand portfolio.

**37%**  
household  
penetration

**45%**  
increase in revenue  
from **Ambrosia**  
Deluxe



## Build international businesses with critical mass

Our international strategy is focused on building sustainable business units overseas, to deliver growth of specific brands in selected geographies, through the application of our brand building capabilities.

The brands in our portfolio which we are focused on are *Mr Kipling*, *Sharwood's* and *The Spice Tailor*. Our main target markets are Australia & New Zealand, North America and EMEA.

Our most established overseas market is Australia, where we hold leading positions in the Cake and Indian cooking sauces categories, with market shares of 15% and 25% respectively. This year, we have really enhanced the application of our Branded Growth Model in the Australian market. For example, *Mr Kipling* has benefitted from increased TV advertising, now across three regions, while we also invested in advertising *The Spice Tailor* on TV for the first time. In terms of new product development, we launched *Sharwood's* Indian cooking sauces in larger, family sized jars which have performed well, while *The Spice Tailor* extended its range to include Spicy Butter Chicken and Coastal Mango variants. Additionally, we have strengthened our retailer relationships during the year, partnering with

charity and promotional events. In New Zealand, we have achieved distribution of *Sharwood's* Indian cooking sauces for the first time in Foodstuffs.

In the US, we achieved our first listings for *The Spice Tailor* and launched new packaging for *Mr Kipling*, emphasising its British credentials. Whilst in Canada, we have been expanding our distribution of both *Mr Kipling* and *The Spice Tailor* this year; we are now present in 1,000 retailer stores with *Mr Kipling* and over 1,400 for *The Spice Tailor*. Rate of sale for both sets of product ranges are building, with both the increased distribution and run rates contributing to North America revenue growth of 16% this year.

## No. 1

branded cake manufacturer in Australia

## +23%

International revenue growth (at constant currency)





# Our Branded Growth Model

Our Branded Growth Model sits at the heart of our business, and consists of four elements:

## We have leading brands...

01

Many of our brands are leaders in their categories with high household penetration.

### Flavourings & Seasonings



### Quick Meals, Snacks & Soups



### Ambient Desserts



### Cooking Sauces & Accompaniments



### Breakfast (reported categories)



### Ambient Cakes



## ...that innovate to meet consumers' needs...

02

We launch new products based on consumer trends.

- 1 Health and nutrition
- 2 Convenience
- 3 Snacking and on the go
- 4 Premium and indulgence
- 5 Packaging and sustainability



Building our position in the Breakfast category, with a range of products, including breakfast pots, granola and boxed cereals. **FUEL10K** became the UK's leading granola product in the year.



Responding to the demand for more premium, indulgent products, we have expanded our range of **Ambrosia** Deluxe to include twin pot creamed rice.

## ...which are supported by engaging marketing...

03

Significant investment in TV advertising and digital activation behind our brands, creating emotional connections with consumers.



In addition to TV advertising, we are also utilising digital channels and campaigns, as well as outdoor media, to drive brand awareness with consumers, including this bus stop digital media featuring our new *Mr Kipling* Chocolate Brownie Bites.

## ...and strong customer partnerships.

04

Focused on driving mutual category growth and delivering outstanding instore execution.



OXO








Partnering with customers to provide impactful instore execution, such as this summer activation for *OXO* and *Batchelor's*, leveraging our broad portfolio of brands.



## Consumer trends and opportunities

The ambient Grocery market is shaped by a number of consumer, economic and social trends.

We have a deep understanding of the consumer trends most relevant to the categories in which we operate. We address these trends as we develop innovative new products and evolve our existing ranges, to ensure we continue to meet consumers' needs. Some of the new product ranges we bring to market may align to more than one of the consumer trends which are outlined below.

Trends	Impact	Our response
<b>Health and nutrition</b> 	Consumers continue to seek better-for-you options in their diet. This may encompass food and meal choices that provide additional health or nutrition benefits, including being lower in one or more of fat, salt, sugar or calories.	Health and nutrition is a leading consumer trend for us and, therefore, one which is pivotal in guiding the type of new products we bring to market. This year, we launched 226 products which support high nutritional standards and 187 products which offer an additional health or nutrition benefit. One example is our category leading <b>FUEL10K</b> granola range which we updated to ensure all products are now non-HFSS (not high in fat, salt and sugar). This means our entire breakfast category offering meets the criteria to be non-HFSS.
<b>Convenience</b> 	Consumers live increasingly busy lives, and don't always have the time to cook from scratch. Accordingly, consumers look for help when preparing and cooking delicious meals at home, especially mid-week.	Convenience is therefore another key consumer trend we incorporate in our innovation programme. To align to this trend, this year, we launched our new <b>Sharwood's</b> curry kits. This range, encompassing a paste and a sauce, enables slightly less confident or less adventurous cooks to enhance their meals, using a choice of ready prepared authentic Indian flavours to create a tasty and simple home-cooked evening meal.
<b>Snacking and on the go</b> 	In addition to cooking at home, many consumer meal and eating occasions take place away from the home. These happen across all mealtime occasions, be that breakfast, lunch or dinner.	In light of this trend, we offer many different products across our portfolio to provide consumers with tasty and convenient products they can eat when they are on the go. Our <b>Ambrosia</b> porridge pots, which require no added ingredients, and which can be eaten either hot or cold, continue to go from strength to strength. We have recently launched new flavours Apple & Blueberry and Sweet Cinnamon and also expanded retailer distribution, so the range is available in even more major retailers.
<b>Premium and indulgence</b> 	There is a demand for more premium and indulgent products. While there is a clear trend for consumers to eat more healthily, we also know when consumers are seeking a treat, they're looking for exceptional taste to warrant the indulgent nature of the eating occasion.	We continue to build premium and indulgent products into our innovation plans. This year, our <b>Mr Kipling</b> Signature range has performed well for us, across a number of products we have launched in recent years. For example, our <b>Mr Kipling</b> Bites range is ideal for those consumers wanting a bite-sized, indulgent, evening sweet snack, with revenue growing by 78% in FY24/25. This year, we added Signature Double Chocolate cakes and Chocolate and Caramel Layer cakes to the range. Additionally, we also expanded distribution of our best ever <b>Mr Kipling</b> Signature mince pies, also driving revenue growth this year.
<b>Packaging and sustainability</b> 	Consumers are also interested in food that helps support healthier and more sustainable lifestyles, are kinder to the environment and made of recyclable or compostable packaging.	Across our portfolio, 96% of our packaging is recyclable, reusable or compostable. Therefore, a significant proportion of our products are entirely recyclable. This year, we have undertaken a major investment at our Lifton creamery which manufactures <b>Ambrosia</b> . As part of this investment, we have installed new filling and packing lines which allow us to manufacture <b>Ambrosia</b> Devon Custard and creamed rice pots in recyclable polypropylene packaging, while increasing our capacity and driving efficiencies.



# Why invest in Premier Foods?

Premier Foods has a range of attributes, which we believe make the Group an attractive investment proposition for both equity and debt investors.

## 01 Portfolio of category leading brands

- We are the market leader in the five main categories in the UK in which we operate.
- Many of our brands have high household penetration and around 89% of households purchase one or more Premier Foods products every year.
- We are building ever stronger positions in our categories overseas, such as Australia, which provides the platform to execute our Branded Growth Model.

## 02 Proven Branded Growth Model

- Through our market-leading brands, we invest in emotionally engaging advertising, launch insight-driven new products and foster collaborative partnerships with our retail customers.
- Our Branded Growth Model allows us to deliver consistent branded revenue growth in our UK core business and also across other areas of our strategy, including new categories, international and acquisitions.

## 03 Strong margin profile

- Our adjusted EBITDA % margins compare favourably with many of our sector peers, including branded multinational FMCG businesses.
- These strong margins provide the platform for us to continually invest behind our brands, through marketing investment and product innovation.
- In FY24/25, our adjusted EBITDA % margins were 18.6%, reflecting the sustained focus on our Branded Growth Model, leveraging the strength of our category-leading brands.

## 04 Supply chain investment

- We run an ongoing capital investment programme throughout our supply chain to capture opportunities for growth, enhance site efficiency through cost reduction initiatives and upgrade our infrastructure.
- We have a deep pipeline of projects from which we expect to generate further efficiency gains and facilitate our growth agenda. We plan to steadily build our capital investment over the medium term.

## 05 Highly cash generative

- We operate a business which is highly cash generative. With our strong adjusted EBITDA margins, lower pensions costs and proportionate levels of capital investment we generate attractive levels of free cash flow.
- We maintain a Net debt/adjusted EBITDA medium-term target of 1.5x and have completed two acquisitions in the last three financial years, while still reducing our leverage.

## 06 Pension obligations solution

- In March 2024, we announced the suspension of pension deficit contribution payments which in FY23/24 were £33m, allowing enhanced capital allocation opportunities.
- In March 2025, we completed the full merger of the RHM and Premier schemes and the dividend match arrangement was removed.
- A full resolution is expected by the end of 2026.

## Underpinned by our purpose, Enriching Life Through Food, and our ESG strategy

### Our ESG strategy

Our Enriching Life Plan is articulated through three strategic pillars of Product, Planet and People. We have set out our ambitions and targets under each pillar as we ensure the food we create helps enable people to lead sustainable, healthier lifestyles. The Enriching Life Plan covers all aspects of sustainable development and encompasses everything we touch, from the ingredients we source to the communities we serve.



## Group Chair's statement

The Company has delivered another strong trading performance and continued strategic progress. This, combined with the work to significantly strengthen our financial position over the last few years, leaves us well placed to build the scale of our business and create significant value for shareholders."

**Colin Day**  
Group Chair

**+8.8%**

increase in adjusted profit  
before tax

**-£92.0m**

reduction in Net debt

**+62%**

increase in final dividend

This report covers our FY24/25 financial year for the 52 weeks ending 29 March 2025<sup>1</sup>. Headline revenue<sup>2</sup> increased by 3.5% versus last year to £1,147.8m and adjusted profit before tax grew 8.8%, to £169.3m. We also reduced our leverage to below 1x adjusted EBITDA and, following the removal of the pension match arrangement, we have proposed a step up in our dividend for the year, increasing distributions to shareholders by 62%.

### Strengthened financial position and strategic progress

The business continues to demonstrate the success of our Branded Growth Model, evidenced by our strong and consistent trading performance and further cash generation. Supported by our strengthened financial position, this has enabled us to drive further progress through our five-pillar growth strategy.

Our trading performance and the suspension of pension deficit contributions in early 2024, has resulted in significantly enhanced free cash flow, allowing the business to continue to reduce Net debt during the year, reaching Net debt/EBITDA of 0.7x.

During the first half of the year, the Group also signed a new five year £227.5m revolving credit facility on improved terms, replacing the previous £175m facility and extending the maturity to May 2029.

All of this provides the Company with further flexibility and capacity to deliver value for shareholders in line with our capital allocation priorities. This year we more than doubled our capital investment programme versus two years ago, which will drive productivity and efficiencies across our operations, supporting our long-term growth plans.

We also continue to benefit from strategic partnerships. We have seen continued momentum from our collaboration with Nissin, working together to launch new products and grow our scale and market share. The Group has also renewed the licence it holds with Mondelēz International Group, to manufacture and sell *Cadbury* cake and ambient desserts through to 2028.

### Shareholder returns

A key priority of the Board is to reinvest in the business to create value and drive long-term growth, whilst maintaining a progressive dividend policy ahead of adjusted earnings.

In a further step towards the full resolution of the pension scheme, earlier this year we completed the full merger of the RHM and Premier Foods sections of the pension scheme, in addition to the removal of the dividend match arrangement. The falling away of the dividend match, has led to a step up in our dividend for the year. I therefore confirm that, subject to shareholder approval, the directors have proposed a final dividend of 2.8 pence per share for the 52 weeks to 29 March 2025, a 62% increase on the prior year.

### External climate

Our brands have demonstrated their relevance and appeal to a broad spectrum of consumers, in all parts of the economic cycle. We have seen our brands perform well in more challenging economic periods, as consumers look to make a nutritious and affordable high-quality meal at home, rather than eating out. Whereas they also turn to our brands when they are looking to trade up into our more premium ranges.

At the start of the financial year, we saw inflation continue to soften from the highs of recent years. Although we have seen some cost pressure towards the end of the financial year, we continue to manage this as far as possible through cost saving initiatives and efficiencies, minimising the price increases we pass onto our customers, whilst working collaboratively with our retailer partners and broad supply base.

Reducing preventable and diet related illnesses is a major objective of the new UK Government and it is expected to be a key focus of the upcoming Food Strategy. Supporting this objective, and offering healthier and more nutritious options to consumers, has been a strategic priority for the business for many years. Five years ago, we set targets to more than double sales of products that meet higher nutritional standards and, for more than 50% of our products, to provide an additional health or nutritional benefit. We are making good progress against both of these objectives, and we have already increased sales of our products that meet a higher nutritional standard, by 36% against the FY20/21 baseline. Looking ahead, our innovation programme is well placed to continue to offer healthier options in line with evolving consumer trends.

## Board priorities and shareholder feedback

The Board remains committed to deliver long-term growth and shareholder value and we continue to believe this will come through the successful execution of our five-pillar growth strategy. We do this by utilising our core brand building capabilities to continue building a strong and growing UK business, which provides the foundations for broader expansion into new categories and internationally.

During the year, we made further progress against our Enriching Life Plan, the name given to our ESG strategy. This has included launching 226 products supporting high nutritional standards, further progress in reducing our Scope 1 & 2 carbon emissions, and continuing to support the communities we operate in, donating the equivalent of over one million meals to FareShare and other food insecurity charities.



**The Board remains committed to deliver long-term growth and shareholder value and we continue to believe this will come through the successful execution of our five-pillar growth strategy.”**

Strengthening diversity within the Board also remains a focus area. We are fully compliant with the recommendations of the FTSE Women Leaders Review, with 40% of our Board and senior management comprised of women. We also align with the recommendations of the Parker Review and remain committed to our ambition set last year, for 7% of senior management to be colleagues from ethnic minorities by December 2027. More information on this can be found in the Nomination Committee section of this Annual Report.

During the year, I met a number of our major shareholders, to discuss their views and receive feedback, and have brought these back for wider Board discussion. Topics have ranged from the financial performance of the business to progress updates against our medium-term strategy.

## Governance and the Board

In May 2024, we announced the appointment of Malcolm Waugh as an independent non-executive director. Malcolm has brought with him over 35 years of experience in commercial, operational and leadership roles, working in a range of international markets, supplying value added products in the packaging, food and drink and other FMCG sectors.

At the same time, we announced that Richard Hodgson would retire from the Board at our 2024 AGM, after almost 10 years. I'd like to take this opportunity to once again thank Richard for his extensive commercial and retail insight and the important contribution he has made to the Company's strategic thinking, over what has been a period of significant transformation.

Following his retirement, Lorna Tilbian, who joined the Board in April 2022, was appointed as the Company's Senior Independent Director.

In November 2024, we made some changes to Board Committee memberships. These included Roisin Donnelly being appointed as a member of the Nomination Committee and stepping down as a member of the Remuneration Committee. Tania Howarth joined the Remuneration Committee and stepped down as a member of the Nomination Committee. Tim Elliott was appointed as a member of the Nomination Committee. Malcolm Waugh was also appointed as a member of the Audit Committee, alongside his appointment to the Remuneration Committee in July.

## In summary

This has been another year of strong and consistent financial performance and strategic progress for the business.

Over the course of the year, I have visited the majority of our sites and engaged with colleagues about numerous initiatives, to support our growth ambitions. These included large scale site investment projects, which will drive efficiency and allow us to reinvest back into our business, skills development programmes and community support and charity projects.

On behalf of the Board, I'd like to express my thanks to all our colleagues, who continue to contribute to our consistently strong performance, as well as thanking our shareholders, suppliers, customers and consumers for their ongoing support.

We end the year on a robust financial footing, and with a clear growth strategy, to enable us to deliver long-term sustainable growth and further shareholder value.

## Colin Day

Group Chair

15 May 2025

<sup>1</sup> A definition of Alternative Performance Measures and a reconciliation between headline and statutory measures are provided in the appendices on pages 29 to 31.

<sup>2</sup> Headline revenue and Trading profit in FY24/25 and FY23/24 exclude the performance of the Knighton and Charnwood sites and in FY22/23 exclude Knighton. Headline revenue for FY24/25 is stated at constant currency to prior year.



## Chief Executive's review

This was another year of strong financial performance, with our brands growing by 5.2%, as we continued to leverage the strength of our Branded Growth Model and made significant progress against all five pillars of our growth strategy. Trading profit grew 6%, while our strong cash generating capacity was reflected in a £92m reduction in Net debt.”

**Alex Whitehouse**  
Chief Executive Officer

**+5.2%**

increase in branded revenue  
(constant currency)

**+6.0%**

increase in Trading profit

**+21 bps**

increase in market share  
(basis points)

I'm pleased to be reporting another year of strong financial growth and further strategic progress, as more consumers bought more of our leading portfolio of brands, demonstrating the business' strong capabilities in building and growing brands.

Our Headline revenue<sup>1,2</sup> increased by 3.5% to £1,147.8m, driven by strong branded revenue growth of 5.2% (at constant currency), underpinned by particularly good volume growth. We gained further market share and outperformed our categories, as consumers switched into our brands from own label and traded up to our more premium ranges.

Trading profit<sup>1,2</sup> grew ahead of our sales growth, increasing 6.0% to £187.8m, as we maintained our strong financial discipline, enabling continued investment behind our brands, a key element of our Branded Growth Model.

### Another strong trading and financial performance

Our core skillset is building brands and growing them in a profitable way – this is the heart of our business and central to what we do. Our strong branded growth this year was underpinned by the successful deployment of our proven Branded Growth Model, which included:

- launching highly relevant new products, based on in-depth understanding of consumer needs and trends, including

*FUEL10K* multigrain flakes and *Sharwood's* two-step curry kits;

- further investment behind our brands as we continue to utilise a variety of tools to build and maintain connections and awareness among our target consumer base, including our new *OXO* 'Made with Love' TV campaign and our first *FUEL10K* out-of-home advertising; and
- ensuring our brands were supported with great execution both instore and online, as we gained further distribution helped by our strong retailer partnerships.

Our trading performance and continued strong cash generation has meant our financial position has further strengthened during the year and we've now reduced our leverage to below 1x adjusted EBITDA.

This was supported by the suspension of pension contributions at the start of the year, which has historically consumed a significant proportion of generated cash. Alongside continued financial discipline, this increased free cash flow enables us to create value through investing behind our capital allocation priorities. These

include investing in our sites to improve productivity and efficiency, acquiring new brands where we can apply our Branded Growth Model and deliver further value, and paying a progressive dividend to shareholders.

This year we took a step further towards full resolution of the pension scheme, with the merger of the RHM and Premier Foods pension schemes, allowing them to be managed as one scheme by the trustees. At the same time, it was agreed that the dividend match requirement would be removed. Consequently, we have chosen to redeploy these funds, significantly increasing the dividend to shareholders this year by 62%.

### Consistent progress on our Growth Strategy

Our five-pillar growth strategy utilises our core brand building skillset across a broader base than our core UK business, while enabling investment in our manufacturing sites to make us more efficient, placing us in a strong position for continued growth. During the year we made further progress against all five strategic pillars.

## Continue to grow the UK core

The majority of our business is currently in the UK, and this year we grew UK branded revenue 4.4% (at constant currency). We have grown our core UK business consistently over the last three years, while maintaining our strong trading profit margins. We have done this while outperforming our key competitors and further increasing our market share.

## Investing in our operational infrastructure

This year we more than doubled our capital investment versus two years ago, to £41.4m. Most of this investment helps drive efficiencies at our manufacturing sites, which fuels our branded growth through a virtuous cycle of investment, while also providing capability for new product development. The upgrade of our cooking sauces line at Worktop is a great example of this investment in efficiency, while the second phase of our sponge pudding line upgrade at our Carlton site, increases automation, drives efficiencies and reduces our CO<sub>2</sub> emissions. We see considerable opportunity over the medium term to invest in further cost reduction initiatives with attractive paybacks and projects to support new product development and further growth.

## Expanding into new categories

Taking our leading brands into new categories where we previously haven't had a presence is our third strategic pillar and sales in those categories took another step up, growing 46% this year. *Ambrosia* porridge pots continued to be the key driver of this, as we invested in TV advertising, gained further distribution in stores and launched new flavour varieties. Looking ahead, we have a pipeline of new category opportunities we are exploring.

## Building international businesses with critical mass

We continued to apply our brand building expertise overseas, growing international sales by 23% (at constant currency), with double digit growth across all our target regions. Cake sales in Australia were a key driver, as we extended our *Mr Kipling* advertising to more regions, launched new products and grew market share. We've also made good progress with *The Spice Tailor*, which is now in 10 markets including over 2,400 stores in the USA and Canada. Australia was also home to our first ever TV advert for the brand. We continue to see significant potential for the key brands

we focus on internationally – *Mr Kipling*, *Sharwood's* and *The Spice Tailor*.

## Inorganic opportunities

Acquiring brands and applying our Branded Growth Model to deliver incremental growth is our fifth strategic pillar. Both *FUEL10K* and *The Spice Tailor* delivered double digit growth in the year and are great examples of the success of this strategy. We are actively seeking further acquisition opportunities, where we believe we can add value, while ensuring we maintain our financial discipline.

## Our Enriching Life Plan

Underpinning all of this is our purpose of enriching life through food, and the work we are doing to create a more sustainable food system through our 2030 Enriching Life Plan commitments, which focus on three areas – Product, Planet and People.

Our first ESG pillar is dedicated to helping consumers eat healthier by creating foods with more nutritional value, which are kinder to the environment. During the year, we increased the proportion of our products which meet higher nutritional standards to 56% and the proportion with an added health or nutritional benefit to 45%. This included launching new *FUEL10K* breakfast cereals and baking mixes, while updating the recipe for our granolas, all of which are now non-HFSS, or not high in fat, salt and sugar, while ensuring they taste great. I'm also pleased to report we hit our 2030 target to have £250m of our sales from plant-based products ahead of schedule.

It is important we play our part in tackling climate change and deforestation and reducing food waste across our operations. This year we reduced our Scope 1 & 2 market-based emissions by 10% against the prior year and 30% since we set our targets in FY20/21. We also recognise the role we have to play in water management at our sites and in the communities in which they are based. This is why we've announced a new target to strengthen our approach to water stewardship.

Finally, our People pillar is focused on building a culture and the skills needed to support our growth ambitions and the wider economy, while giving back to the communities we operate in. In our role as a leading developer of people, we have expanded our T-Level and apprenticeship programmes. We also supported our local communities, hitting our target to donate one million meals a year for the first time



We are proud to be a UK-listed, UK-based manufacturing business, which employs over 4,000 people, making many of Britain's much-loved food brands in our factories across the country."

this year. Further details can be found in the Enriching Life Plan section of this Annual Report.

## Summary and looking ahead

Over the last five years we have demonstrated our ability to continue to grow our leading brands in a profitable way, while navigating an evolving external environment.

The significant financial and strategic progress we have achieved this year is testament to all of our colleagues, who consistently show passion and commitment to driving our continued success.

Looking ahead, we have a clear, proven strategy and a strong and capable team. I remain confident the business will continue to deliver significant further growth and returns for shareholders whilst making a positive impact on society, creating value for all our stakeholders.

**Alex Whitehouse**  
Chief Executive Officer

15 May 2025

<sup>1</sup> A definition of Alternative Performance Measures and a reconciliation between headline and statutory measures are provided in the appendices on pages 29 to 31.

<sup>2</sup> Headline revenue and Trading profit in FY24/25 and FY23/24 exclude the performance of the Knighton and Charnwood sites and in FY22/23 exclude Knighton. Headline revenue for FY24/25 is stated at constant currency to prior year.



# Our purpose, leadership behaviours and culture

Our company purpose – Enriching Life Through Food – guides our actions every day. It brings us together and is reflected in every element of how we run our business for our consumers, our planet and our colleagues.

For consumers it means creating great tasting food that enables people to lead sustainable, healthier lifestyles. For the planet it means making food in a way that respects the world's natural resources and being a responsible and ethical business. For colleagues, we are contributing positively to their lives by creating an inclusive culture of entrepreneurship, where our people can reach their full potential and be their authentic selves at work. Our purpose is also the driving force behind our sustainability strategy, known as our Enriching Life Plan, which encompasses everything we touch, from the products we make to the ingredients we source and the communities we operate in.

> For more information see our **Enriching Life Plan on pages 32 to 45**



## Our Leadership Behaviours and culture

As one of the UK's leading food producers, we're committed to creating a truly great place to work.

Our Leadership Behaviours which are embedded into our recruitment and development processes provide a common framework enabling us to challenge ourselves, and each other, to live them every day.

We were delighted to recently find out that we had been ranked 55 in the top 500 Financial Times UK's Best Employers survey for 2025. This is an excellent result and one which we are very proud of, as it reflects the importance we place on creating a great culture.



**Think Big**



**Drive Change**



**Act Together**



**Stay Curious**



**Spark Brilliance**



**Inspire Ownership**

## Building high performance through Psychological Safety

As the next stage in our engagement journey, we decided to develop a programme to further enhance psychological safety across the organisation, as we believe this is a key step towards building high performing teams.

We established a dedicated working group who developed practical tools which are being rolled out to encourage open dialogue, constructive challenge, and a culture where every colleague feels confident to contribute their ideas.

By prioritising psychological safety, we are taking a structured and deliberate step to

strengthening team performance, fostering innovation, and ensuring that all colleagues can thrive in an environment where they feel heard, valued, and empowered.

## Investing in our colleagues

Investing in colleague development continued to be a key focus area for us throughout this year as we believe continuous learning and growth are essential for the success of both our colleagues and the business.

During FY24/25, we remained committed to building colleague capability through a blend of professional, functional and behavioural development initiatives including internally designed and delivered

bite-size training interventions. We continued to provide access to extensive online learning resources; colleagues' year on year usage of online learning has increased by 22% (January 2024 - January 2025). We also have well established high potential programmes in place for junior and middle management colleagues, and offer a more tailored approach for senior managers.

**94%**

**of factory-based colleagues have participated in a development conversation**

Our mentoring, reverse mentoring and sponsorship programmes continue to grow from strength to strength and have now become embedded in our standard offering. We have also been trialling a new coaching programme, in partnership with Notion Business Coaching, which has delivered strong results from the initial pilot, and therefore have plans to expand it throughout this year.

As part of our early careers pipeline, we offer apprenticeships to both new and current colleagues across several different functions. Our Boost Development programme is an internally delivered soft skills development programme, for apprentices new to the business, to complement their apprenticeship studies and help them network and socialise with each other.



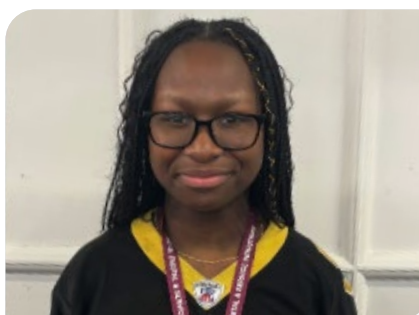
### Cameron Manderfield

Product Development Technologist,  
Workshop

Cameron Manderfield completed his degree apprenticeship in Food Technology at Sheffield Hallam University and is now in a full-time role as Product Development Technologist at our R&D centre. Cameron is also a Tasty Ambassador allowing him to be a great advocate for apprenticeships by sharing his experiences and story with the next generation at school and college events.

Cameron says: "I started as a degree apprentice in December 2020 before moving into a permanent technologist role. Working in product development has given me the chance to work on a wide range of Premier Foods' brands across flavours and seasonings and cooking sauces. For my university dissertation I researched the **OXO** cube manufacturing process and ways we can improve it. I found this particularly interesting as the process is very technical and complicated."

We also hosted T-Level placements (two-year technical qualifications equivalent to three A-levels) in Engineering, IT and Finance.



### Graziella Leonnard

T-Level student with our PBS  
(Premier Business Services) team  
in Manchester.

Graziella says: "I chose this work placement because it offers a unique blend of hands-on experience. I gained knowledge that I wouldn't have obtained within a normal placement, and I was able to put it into practice through on the job assessments. The thing that most surprised me was the number of teams I worked with which also helped me obtain a lot of skill and knowledge. The most positive thing about Premier Foods was the work environment, and I loved the area where the building was located with all the shops around!"

Graziella's placement was arranged via Manchester College who say, "We truly appreciate Premier Foods' commitment to nurturing emerging talent and providing such a positive and enriching placement experience."

We introduced a new colleague development review across our factory locations, called Thrive, where over 94% of factory-based colleagues have participated in a development conversation. Resulting outcomes have been the set-up of adult learning courses for maths and English for Speakers of Other Languages at our factories, with more planned, identifying potential team leaders and building effective cross-skilling plans on production lines to increase engagement and flexibility. Our ambition is that by 2030 at least 80% of our colleagues believe they have the opportunity to develop and grow, as measured through our engagement survey.

## Evolving our Inclusion Culture



At Premier Foods, we recognise that meaningful progress in Inclusion & Diversity ('I&D') is driven by data insight. Our #CountMeIn campaign is a vital part of our commitment to data-led decision-making, enabling us to better understand the diversity of our workforce and tailor our initiatives accordingly.

Now in its third iteration, #CountMeIn invites colleagues to share their I&D data, ensuring we have an accurate representation of our workforce. Our current response rate is 76% which we are delighted with as voluntary data collection relies on the trust and engagement of our colleagues.

This year, we are expanding the scope of our data collection to include social mobility data and more health and disability related questions.

By encouraging participation and reinforcing the value of data collection, we continue to build an organisation that is not only inclusive but also accountable, forward-thinking, and committed to creating equitable opportunities for all.

Over the past year, we have continued to build on our I&D strategy, shifting from raising awareness to embedded cultural change. A key milestone in this journey has been the successful establishment of four Employee Resource Groups ('ERGs') as part of our #oktobeme programme (Gender: driving gender equity, #oktobeproud: championing LGBTQIA+ inclusion, Origins: supporting multicultural awareness and racial equity, accessAble: advocating for health and disability inclusion).

Each ERG plays a pivotal role in raising awareness, influencing ways of working and driving tangible changes across the business. Through their collective efforts we have introduced the #oktobeme Library which is a growing network of colleagues who share their lived experiences in team meetings, huddles, and company-wide discussions, encouraging open conversations and learning.

As we continue to evolve our I&D journey, we are proud of the progress we have made so far and remain committed to embedding inclusion at every level of our organisation, shaping a workplace where everyone belongs, contributes, and thrives.



# Key performance indicators (‘KPIs’)

1

£1,147.8m

Headline revenue<sup>1,2</sup>

FY24/25

£1,147.8m

FY23/24

£1,108.7m

FY22/23

£975.6m

FY21/22

£900.5m

FY20/21

£934.2m

Why is this important?

Delivering sustainable revenue growth is one of our strategic priorities.

Progress we have made

Headline revenue was up 3.5% versus prior year. This growth has been driven by our Branded Growth Model; our branded revenue grew 5.2% in the year (at constant currency), delivered through new product innovation based on current consumer trends, together with engaging advertising and strategic relationships with our retail partners.

2

£187.8m

Trading profit<sup>1,2</sup>

FY24/25

£187.8m

FY23/24

£177.2m

FY22/23

£157.5m

FY21/22

£141.2m

FY20/21

£141.6m

Why is this important?

This measure reflects the revenues and costs associated with the operational performance of the business.

Progress we have made

Trading profit increased by 6.0% versus prior year. This improvement was driven by our strong revenue and margin growth across both our Grocery and Sweet Treats segments.

3

0.7x

Net debt adjusted EBITDA ratio<sup>1</sup>

FY24/25

0.7x

FY23/24

1.2x

FY22/23

1.5x

FY21/22

1.7x

FY20/21

2.0x

Why is this important?

This ratio is the key measure of our debt level relative to the overall performance of the business and informs how much cash we have to invest and return to shareholders.

Progress we have made

Net debt reduced by £92m, from £235.6m to £143.6m, our lowest ever level. Reflecting strong free cash flow in the year, partly offset by capital investment in our factories.

4

£140.3m

Free cash flow<sup>3</sup>

FY24/25

£140.3m

FY23/24

£109.7m

FY22/23

£77.5m

FY21/22

£65.2m

Why is this important?

Free cash flow is a measure of the overall health of the business, reflecting the underlying cash generated by the Group.

Progress we have made

Free cash flow increased by 28% in the year, to £140.3m. Cash flow benefitted from the strong trading performance in the period and also the removal of pension deficit contribution payments, announced in March 2024.

5

£51.8m

International revenue (at constant currency)<sup>4</sup>

FY24/25

£51.8m

FY23/24

£42.2m

FY22/23

£38.9m

FY21/22

£30.7m

FY20/21

£29.9m

Why is this important?

Expanding our international business is one of our five strategic priorities.

Progress we have made

International revenue was £51.8m, 23% higher than prior year, and has more than doubled in the last five years, on a constant currency basis. This was the result of growth in our strategic markets, with strong performances from *Mr Kipling*, *Cadbury* cake and *Sharwood's*. For comparative purposes, international revenue is presented within KPIs at constant currency relative to FY20/21.

1

A definition of Alternative Performance Measures and a reconciliation of headline and statutory measures are provided on pages 29 to 31. FY22/23 Trading profit was stated including software amortisation, the prior year comparatives have been re-stated accordingly.

2

Headline revenue in FY24/25 and FY23/24 exclude the performance of the Charnwood and Knighton sites and in FY22/23 exclude Knighton. Headline revenue for FY24/25 is stated at constant currency to prior year.

3

Prior year comparatives have been represented in accordance with the revised definition of free cash flow set out on page 31.



+21 bps

6

Branded market share  
(value growth)<sup>5</sup>

FY24/25	+21bps
FY23/24	+29bps

Why is this important?

Increasing market share indicates consumer preference for our products and drives category growth for the business.

Progress we have made

Our market share value grew by 21 basis points ('bps'), versus prior year. Demonstrating the strength of our Branded Growth Model and the resilience of the Group's brands, with a particularly strong performance within Sweet Treats.

£435m

7

Revenue from products that meet  
high nutritional standards

FY24/25	£435m
FY23/24	£397m
FY22/23	£335m
FY21/22	£286m

Why is this important?

Under our Enriching Life Plan we have set a target to more than double sales of products that meet high nutritional standards (see page 37 for a definition).

Progress we have made

During the year we have launched 226 products which support high nutritional standards and 187 products which offer an additional health or nutrition benefit.

40%

8

Senior management roles  
held by females

FY24/25	40%
FY23/24	41%
FY22/23	40%
FY21/22	37%

Why is this important?

Under our Enriching Life Plan we are targeting gender balance for our senior management population by 2030.

Progress we have made

The number of females within senior leadership fell back slightly at year-end, but continues to track positively from our base year of 27% in FY20/21. In addition, 48% of graded management roles are held by females. We have continued to improve accessibility to leadership roles through enhanced recruitment, development and mentoring programmes.

<sup>4</sup> International revenue no longer includes the performance of our Irish business, which is now reported within the UK business, and the prior year comparatives have been restated accordingly. For a definition and reconciliation, please refer to note 9 of the Operating and financial review, on page 31.

<sup>5</sup> Circana value share data for the 52 weeks ended 29 March 2025 and 30 March 2024.

51,035

9

Scope 1 & 2 market-based  
emissions (tCO<sub>2</sub>e)

FY24/25	51,035
FY23/24	56,580
FY22/23	65,629
FY21/22	37,848

Why is this important?

Reducing carbon emissions is a key priority under the Planet pillar of our Enriching Life Plan.

Progress we have made

Our total Scope 1 & 2 market-based emissions reduced by 10% over the year, as a result of improved efficiency from capital investment in projects such as new equipment to reduce the heat requirements for key processes, and investments in new LED lighting and air compressors.

0.13

10

RIDDORS  
(FY23/24: 0.12)

0.13
0.21
0.57

● Premier Foods ● All UK manufacturing  
● UK Food manufacturing  
(Reportable accident per 100,000 hours worked)

Why is this important?

Colleague safety is our first priority as a business.

Progress we have made

Our overall RIDDOR rate increased slightly over the year, however, it remains significantly lower than the industry average. We continue to work with colleagues across the business with targeted improvement plans and enhanced training programmes. This includes increased focus on near misses and high potential incidents.





# Operating and financial review

We have made progress against all pillars of our growth strategy; we significantly increased capital investment in our manufacturing sites this year, delivering improved efficiencies and providing the platform for future growth. Our revenue in new categories rose by 46%, led by *Ambrosia* porridge pots, and our overseas businesses grew by 23%<sup>9</sup>. Additionally, *The Spice Tailor* and *FUEL10K* both achieved double-digit revenue growth as we applied our Branded Growth Model to our acquired brands.”

**Duncan Leggett**  
Chief Financial Officer

**+5.2%**

Branded revenue growth  
(constant currency)

**£181.1m**

Operating profit

**14.5p**

Adjusted earnings per share

## Financial results

### Overview

£m	FY24/25	FY23/24	% change (@ actual rates)	% change (@ constant currency)
Branded revenue <sup>1</sup>	<b>1,008.1</b>	958.1	5.1%	5.2%
Non-branded revenue <sup>1</sup>	<b>139.7</b>	150.6	(7.2%)	(7.2%)
<b>Headline revenue<sup>1</sup></b>	<b>1,147.8</b>	<b>1,108.7</b>	<b>3.4%</b>	<b>3.5%</b>
Divisional contribution <sup>3</sup>	<b>264.8</b>	251.2	5.4%	
<b>Headline Trading profit<sup>2</sup></b>	<b>187.8</b>	<b>177.2</b>	<b>6.0%</b>	
<i>Headline Trading profit margin<sup>2</sup></i>	<b>16.4%</b>	16.0%	+0.4ppt	
Adjusted EBITDA <sup>4</sup>	<b>213.2</b>	201.6	5.8%	
Adjusted profit before taxation <sup>5</sup>	<b>169.3</b>	155.6	8.8%	
Adjusted earnings per share <sup>8</sup> (pence)	<b>14.5</b>	13.5	7.3%	
Basic earnings per share (pence)	<b>14.3</b>	13.0	10.0%	

Headline revenue<sup>1</sup> in FY24/25 increased by 3.5% to £1,147.8m, driven by branded revenue which grew by 5.2%. Divisional contribution was up 5.4% to £264.8m and Headline Trading profit increased by 6.0% to £187.8m. Group and corporate costs were £77.0m (FY23/24: £74.0m), the movement largely due to general salary inflation and IT investment.

Adjusted profit before taxation increased by £13.7m, or 8.8% to £169.3m, while adjusted earnings per share also grew by 7.3%. Basic earnings per share for FY24/25 rose 10.0% to 14.3p (FY23/24: 13.0p).

## Statutory overview

£m	FY24/25	FY23/24	% change
<b>Grocery</b>			
Branded revenue	773.3	740.4	4.5%
Non-branded revenue	76.9	110.0	(30.1%)
<b>Total revenue</b>	<b>850.2</b>	<b>850.4</b>	<b>0.0%</b>
<b>Sweet Treats</b>			
Branded revenue	233.8	217.7	7.3%
Non-branded revenue	65.0	69.4	(6.3%)
<b>Total revenue</b>	<b>298.8</b>	<b>287.1</b>	<b>4.0%</b>
<b>Group</b>			
Branded revenue	1,007.1	958.1	5.1%
Non-branded revenue	141.9	179.4	(20.9%)
<b>Statutory revenue</b>	<b>1,149.0</b>	<b>1,137.5</b>	<b>1.0%</b>
Profit before taxation	161.3	151.4	6.5%
Basic earnings per share (pence)	14.3	13.0	10.0%

The table above is presented including revenue from Knighton Foods.

Group revenue on a statutory basis was £1,149.0m, a 1.0% increase on FY23/24, as branded revenue growth of 5.1% was partly offset by non-branded decline of 20.9%, principally due to contract exits associated with the closure of Charnwood/non-branded pizza bases. Grocery revenue of £850.2m was in line with the prior year with branded revenue up 4.5% and non-branded revenue 30.1% lower. Sweet Treats revenue increased 4.0% to £298.8m; commentary is provided in the Trading performance section below.

## Trading performance

### Grocery

£m	FY24/25	FY23/24	% change (@ actual rates)	% change (@ constant currency)
Branded revenue <sup>1</sup>	774.3	740.4	4.5%	4.6%
Non-branded revenue <sup>1</sup>	74.7	81.2	(8.0%)	(8.0%)
<b>Total headline revenue<sup>1</sup></b>	<b>849.0</b>	<b>821.6</b>	<b>3.2%</b>	<b>3.3%</b>
Divisional contribution <sup>3</sup>	229.4	217.5	5.5%	—
<b>Divisional contribution margin<sup>3</sup></b>	<b>27.1%</b>	<b>26.5%</b>	<b>+0.6ppt</b>	—

On a headline basis, Grocery branded revenue<sup>1</sup> increased by 4.6% in the year to £774.3m, partially offset by an intentional reduction in non-branded revenue meaning total Headline revenue<sup>1</sup> grew by 3.3% to £849.0m. Total UK branded revenue growth was 4.4% this year; volume growth was broad based and consistent, up 8%, reflecting both continued delivery of the Group's Branded Growth Model alongside sharper promotional price points compared to the prior year. The Group gained volume share and broadly held value share<sup>14</sup> in its Grocery categories across the year, as its leading brands continue to demonstrate their strength and resilience in what has been a challenging consumer environment. Non-branded revenue declined as a result of contract exits and lower volumes. Divisional contribution increased by 5.5% to £229.4m this year, with margins of 27.1%,

reflecting positive mix benefits from the stronger branded revenue performance.

The Group's well established model of generating value is through leveraging the strength of its market leading brands, launching insightful new products, investing in its brands through emotionally engaging advertising and building strategic retail partnerships with customers.

A broad range of new products were launched in the Grocery business during the year, including *Sharwood's* cooking sauce kits, *Bisto* sausage gravy and *Loyd Grossman* Pesto and Tomato & Mascarpone cooking sauces. The *Ambrosia* Deluxe range also continued to perform very well, growing 45%, tapping into the indulgence consumer trend, and benefitting from out of home media brand investment during the year.

Many of the Group's Grocery brands were advertised in the year using both television advertising but also increasingly leveraging a broader range of mediums including outdoor media and digital. Brands which used the former included *Ambrosia*, *Sharwood's* and *FUEL10K*. The *Ambrosia* media highlighted the increasingly successful Deluxe range which plays to the indulgence consumer trend while *FUEL10K* benefitted from advertising for the first time. Also new this year was the launch of a fresh new *OXO* family TV advertisement, highlighting how a young chef livens up a family meal with *OXO* Stock pots. Examples of brands which used digital media in the year include *The Spice Tailor* and *FUEL10K*.

The Group develops and maintains strategic and collaborative partnerships with customers to maximise category

## Operating and financial review continued

growth and deliver all year-round, highly visible, instore execution of its product portfolio. This year, the Group has been particularly successful in accelerating the levels of display in the breakfast category, as it leverages the high growth ranges of *Ambrosia* porridge pots alongside the broader *FUEL10K* product range, achieving impactful end of aisle displays. Meanwhile, *Bisto* teamed up with Wallace & Gromit with promotional on pack prizes to win. Additionally, distribution points<sup>20</sup>, a measure of shelf availability in major retailers, has increased again, with 501bps gain of distribution in Grocery categories in the second half of the year, meaning more of the Group's products are available in more stores.

Nissin noodles enjoyed another impressive year of volume-led revenue growth and in terms of revenue, it has now surpassed *OXO* in size. The Group began distribution of the Demae Ramen product range in the year, expanded the big pot range it launched last year and continued to gain market share, further extending its leadership of the authentic noodles category.

### Sweet Treats

£m	FY24/25	FY23/24	% change (@ actual rates)	% change (@ constant currency)
Branded revenue	233.8	217.7	7.3%	7.3%
Non-branded revenue	65.0	69.4	(6.3%)	(6.3%)
<b>Total headline revenue<sup>1</sup></b>	<b>298.8</b>	<b>287.1</b>	<b>4.0%</b>	<b>4.0%</b>
Divisional contribution <sup>3</sup>	35.4	33.7	5.0%	—
<b>Divisional contribution margin<sup>3</sup></b>	<b>11.9%</b>	<b>11.7%</b>	<b>0.2ppt</b>	—

Sweet Treats branded Headline revenue increased by 7.3% in the year, partially offset by non-branded revenue, so total Headline revenue grew 4.0%. Divisional contribution increased to £35.4m in Sweet Treats, and margins increased slightly to 11.9%, a 20 basis point improvement on last year supported by strong volume growth. The Group delivered strong market share gains, as it continues to execute its proven Branded Growth Model.

Branded volumes were strong throughout FY24/25, reflecting strong execution of the Branded Growth Model, alongside sharper promotional price points across both *Mr Kipling* and *Cadbury* cake. *Mr Kipling*'s Signature premium ranges performed very well; Brownie Bites grew by 78%, best ever mince pies doubled revenue through expanded distribution and indulgent

Revenue from expanding into new categories grew by 46% this year, with all initiatives growing strongly year on year. *Ambrosia* Porridge pots added a fifth flavour variant, Sweet Cinnamon, during the year and also expanded retailer distribution, with this expected to build further in FY25/26. It also benefitted from inclusion in mainstream *Ambrosia* TV brand advertising and market share<sup>15</sup> of the category increased to 13%. Cape Herb & Spice increased availability of its range in major retailers and introduced new flavours such as Greek Style Lemon & Herb. Ice-cream increased sales as well, introducing a new *Mr Kipling* caramel tart flavour and has plans for further range extensions in the coming year.

Recently acquired brands *The Spice Tailor* and *FUEL10K* both delivered double-digit % revenue growth in FY24/25. *The Spice Tailor* extended further beyond its Indian cuisine heartland in the year, with the launch of Chinese kits including Spicy Kung Po and Fiery Szechuan and East Asian kits such as Japanese Teriyaki. Instore execution has been elevated this year, with *The Spice Tailor* displayed on end of aisle displays

Chocolate and Caramel Layer Cakes were launched to market. This performance again demonstrates the premiumisation consumer trend seen in the UK market. In the second half of the year, *Mr Kipling* also introduced Birthday cake tarts and Strawberry & Cream tarts which have had a very strong start and Strawberry & Cream French Fancies. Brand investment for *Mr Kipling* increased in the year, with further television advertising featuring its 'Piano' advert, in addition to upweighted out of home media focused on communicating the premium Signature range.

*Cadbury* cake grew volumes and revenue consistently during FY24/25; Caramel Mini Rolls were launched in the second half which supported strong performance across the core range. During the year, the Group extended the licence it holds with

alongside the *Sharwood's* brand portfolio to deliver increased visibility and sales. Additionally, the brand has benefitted from digital media during the year. Activity for next year includes the launch of pad thai noodles and authentic poppadoms.

*FUEL10K* has delivered strong progress as a result of applying all elements of the Group's Branded Growth Model in its first full year of ownership with the Group. The brand's Chocolate Granola became the leading granola product in its category, brand investment included out of home media for the first time and instore display was significantly enhanced alongside *Ambrosia* porridge. There is a deep product innovation pipeline, which includes protein bowls, protein enriched noodle pots and high protein soups.

In the fourth quarter, Grocery Headline revenue increased by 1.1%, with branded growth of 1.9% and non-branded revenue 7.4% lower. This run rate reflects the anniversary of commencing sharper promotional price activity, which delivered strong volume growth in the same quarter a year ago.

Mondelēz Europe GmbH to manufacture and sell *Cadbury* cake and ambient desserts through to 2028.

Non-branded revenue declines were due to contract exits of French Fancies in the first half of the year, and Swiss Rolls in the second half and consumers switching to our brands.

In quarter four, Sweet Treats revenue increased by 5.3%, with branded revenue up 7.8% and non-branded revenue 12.5% lower.

### International

Revenue overseas increased by 23%<sup>9</sup> compared to last year. Over the last five years, the international business has more than doubled. In Australia and New Zealand, revenue grew in FY24/25,



with *Mr Kipling*, *Cadbury* cake and *Sharwood's* cooking sauces all delivering growth through successful application of the Group's Branded Growth Model. *Mr Kipling* TV advertising was expanded to an additional region utilising the popular 'Little Thief' advert during the year while *The Spice Tailor* benefitted from mainstream TV advertising for the first time in its history, airing in Australia in quarter four. *The Spice Tailor* also launched new products including Vietnamese Ginger Chicken and Spicy Butter Chicken while *Sharwood's* family sized cooking sauces contributed strongly to market share gains in the year. Additionally, and as the Group expands beyond its cake and cooking sauces heartland in this market, it established a presence with *Paxo* Gravy this year, delivering encouraging results in the second half.

North America revenue increased in the year, with a particularly strong performance in Canada. *Mr Kipling* slices are now available in 1,000 Canadian stores across four major retailers with Vanilla slices the strongest seller. Distribution of *The Spice Tailor* across both US and Canada is now 2,500 stores, an increase during the year, with further distribution planned for this and *Sharwood's* in FY25/26. Next year, the *Mr Kipling* brand will benefit from an updated pack design for the US and Canadian markets, which will accentuate the Britishness of the range.

Revenue in EMEA increased, reflecting new listings of *The Spice Tailor* range compared to the prior year, while *Cadbury* cake grew strongly in the Middle East due to the expansion of *Cadbury* Flake cake in the UAE and Kuwait. In the Netherlands, *Batchelors* launched core ranges Super Noodles and Pasta 'n' Sauce.

### Operating profit

Operating profit was £181.1m in the year, an increase of £3.4m compared to the prior year. Headline Trading profit<sup>2</sup> increased by £10.6m to £187.8m, as described above, and brand amortisation of £20.5m was similar to FY23/24. Net interest on pensions and administrative expenses was a credit of £19.8m, £11.8m lower than FY23/24, due to an interest credit on the opening combined surplus of the pension scheme of £28.8m, partly offset by £9.0m of administrative expenses. The interest credit was £8.4m lower than the prior year due to a lower opening combined surplus of the pension scheme. Non-trading items<sup>10</sup> of £6.3m (FY23/24: £11.4m) were principally due to costs associated with the closure of the Knighton and Charnwood manufacturing sites.

### Finance income and costs

Net finance cost was £19.8m in FY24/25, compared to £26.3m in the prior year. Net regular interest<sup>6</sup> reduced by £3.1m to £18.5m, predominantly due to an increase in interest receivable on bank deposits of

£2.4m, reflecting higher levels of cash held on deposit compared to the prior year. Interest on the Group's Senior secured notes of £11.6m were, as expected, in line with the prior year. Other finance costs payable were £2.2m lower compared to the prior year due to lower non-cash charges on the unwind of long-term provisions and remeasurement of contingent consideration related to acquisitions.

The Group completed the signing of a new five year £227.5m revolving credit facility ('RCF') during the year replacing its previous £175m facility. The new agreement is on improved terms, attracting a margin<sup>19</sup> of 2.0% above SONIA. Since 29 March 2025, the RCF has been increased to £282.5m, exercising an accordion option on the facility.

### Taxation

The tax charge for the year was £36.4m (FY23/24: £38.9m) and largely reflected profit before taxation at the UK domestic income tax rate of 25% of £40.3m, partly offset by adjustments to prior year periods of £3.1m and losses not previously recognised now recognised of £2.2m. The Group is able to offset a proportion of cash tax payable through available brought forward losses. Following the suspension of pension deficit contributions effective 1 April 2024, which were allowable for tax, cash tax payable is expected to be approximately £10m next year.

## Earnings per share

£m	FY24/25	FY23/24	% change
Operating profit	181.1	177.7	1.9%
Net finance cost	(19.8)	(26.3)	24.7%
<b>Profit before taxation</b>	<b>161.3</b>	<b>151.4</b>	<b>6.5%</b>
Taxation	(36.4)	(38.9)	6.4%
<b>Profit after taxation</b>	<b>124.9</b>	<b>112.5</b>	<b>11.0%</b>
Average shares in issue (million)	874.4	862.4	1.4%
<b>Basic Earnings per share (pence)</b>	<b>14.3</b>	<b>13.0</b>	<b>10.0%</b>

The Group reported profit before taxation of £161.3m in FY24/25, a 6.5% increase on the prior year. Profit after taxation was £124.9m, up £12.4m and basic earnings per share was 14.3 pence, an increase of 10.0%.

# Operating and financial review continued

## Cash flow

Net debt as at 29 March 2025 was £143.6m, a reduction of £92.0m compared to the prior year. Net debt / Headline adjusted EBITDA reduced from 1.2x to 0.7x during the year, as Headline adjusted EBITDA<sup>4</sup> increased by £11.6m, from £201.6m to £213.2m.

Headline Trading profit in the year was £187.8m, as described above. Depreciation plus software amortisation was £25.4m in the year, so Adjusted EBITDA<sup>4</sup> was £213.2m, 5.8% higher than FY24/25. A £10.0m outflow of working capital<sup>21</sup>, was similar to the prior year, and due to slightly lower trade creditors. Pension payments were £9.2m, of which administration costs including government levies were £6.5m and £2.7m being the last monthly payment of deficit contributions to the pension scheme (relating to March 2024), prior to suspension. A dividend match payment to the Group's pension schemes of £5.0m was also made in the year. Non-trading items were £7.7m and related to payments associated with closure of the Knighton and Charnwood manufacturing sites.

On a statutory basis, cash generated from operating activities was £158.1m (FY23/24: £121.7m) after deducting finance costs paid of £26.6m (FY23/24: £23.9m), of which £3.8m was transaction costs related to the new Revolving Credit Facility and finance income received of £6.0m (FY23/24: £3.6m). Taxation paid of £9.9m in the period was an increase of £5.5m compared to the prior year, principally due to the suspension of pension deficit contributions which were allowable for tax.

Cash used in investing activities was £41.4m (FY23/24: £62.1m). Capital investment (which represents purchases of property, plant and equipment and purchases of intangible assets) increased from £32.8m in the prior year to £41.4m in the current year. The prior year also included £29.3m relating to the acquisition of *FUEL10K*. As part of the Group's strategy to invest in manufacturing infrastructure in order to unlock margin to invest in driving branded growth, it has a number of opportunities to invest in the business at attractive returns to both increase efficiency and automation and facilitate growth through product innovation. With pension deficit payments now suspended, the Group is allocating more funds to capital investment which will provide the fuel to deliver further branded growth. During the year, it installed an innovative energy efficient process to manufacture icing on certain cake products, which increases line efficiency and also

reduces carbon emissions and also upgraded a *Bisto* packing line, delivering efficiency gains and enhanced pack weight control. In FY25/26, the Group expects to increase its capital investment further, to around £50m, which will include projects such as expanding capacity to facilitate further growth from products manufactured at its desserts site and an additional and larger solar panel installation at another cake site.

Cash used in financing activities was £27.5m in the year (FY23/24: £20.7m) which included a £14.9m dividend payment to shareholders (FY23/24: £12.4m) and £9.9m purchase of shares to satisfy share awards (FY23/24: £6.3m). As at 29 March 2025, the Group held cash and bank deposits of £191.5m and its £227.5m revolving credit facility was undrawn.

## Pensions

The Pension scheme has continued to make strong progress, benefiting from a successful investment strategy for both the RHM and Premier Foods sections since the segregated merger of the scheme in June 2020. As previously announced, deficit contribution payments to the pension scheme Trustee were suspended with effect from 1 April 2024.

Furthermore, the RHM and Premier Foods sections of the pension scheme were legally merged with effect from 29 March 2025. Post merger, the scheme investment strategies are now being managed as one, and the disclosure of assets and liabilities recorded as one total scheme, as outlined in the table below. Additionally, the dividend match mechanism, whereby the pension scheme received a proportion of cash whenever a cash dividend was paid to shareholders, has been removed.

The results of the triennial valuation, at 31 March 2025, will be announced when concluded. A full resolution of the pension scheme, where the scheme is fully de-risked, is forecast to take place by the end of 2026.

Pensions accounting valuation (£m)	29 March 2025	30 March 2024	Change
Fair value of plan assets	3,212.8	3,565.0	(352.2)
Present value of defined benefit obligation	(2,564.1)	(2,963.5)	399.4
<b>Surplus</b>	<b>648.7</b>	<b>601.5</b>	<b>47.2</b>

The Group's pension scheme reported a surplus of £648.7m as at 29 March 2025, an increase of £47.2m compared to the prior year. Asset values fell by £352.2m or 9.9%, while the value of liabilities decreased by £399.4m, or 13.5%. The reduction in value of Government bonds was the main contributor of the reduction in asset values in the year and as an associated point, the applicable discount rate used to value liabilities was higher at 5.75% (FY23/24: 4.80%) reflecting the hedging strategy employed by the scheme. The RPI inflation rate assumption used was slightly lower at 3.05% (FY23/24: 3.15%).

Administration costs associated with running the pension schemes are expected to be £6-8m in FY25/26.

## Dividend

Subject to shareholder approval, the directors have proposed a final dividend of 2.8 pence per share in respect of the 52 weeks ended 29 March 2025 (FY23/24: 1.728p), payable on 25 July 2025 to shareholders on the register at the close of business on 27 June 2025. This represents a 62.0% increase in the dividend paid per share compared to FY23/24, is 54.7% ahead of adjusted earnings per share growth, and reflects redeployment of funds to shareholders following the removal of the dividend match to the Group's pension scheme. The ex-dividend date is 26 June 2025.

## Outlook

The Group expects Revenue growth this year to be more equally balanced between volume and price/mix as it continues to leverage the strength of its Branded Growth Model. Additionally, it expects to deliver further progress against its strategic pillars this year, with expectations for Trading profit growth unchanged. In light of the Group's balance sheet and strong cash generation, the Group expects to increase capital investment again this year in order to deliver attractive returns while also continuing to actively explore M&A opportunities.

## Duncan Leggett

Chief Financial Officer

15 May 2025

## Appendices

The Company's Preliminary results are presented for the 52 weeks ended 29 March 2025 and the comparative period, 52 weeks ended 30 March 2024. All references to the 'year', unless otherwise stated, are for the 52 weeks ended 29 March 2025 and the comparative period, 52 weeks ended 30 March 2024.

All references to the 'quarter', unless otherwise stated, are for the 13 weeks ended 29 March 2025 and the comparative period, 13 weeks ended 30 March 2024.

## Full year and Quarter 4 Revenue

Full year revenue (£m)	FY24/25					
	Statutory revenue	Charnwood	Headline revenue <sup>1</sup>	Headline revenue <sup>1</sup> (constant currency)	Headline revenue % change vs prior year	Headline revenue % change at constant currency
<b>Grocery</b>						
Branded	773.3		773.3	774.3	4.5%	4.6%
Non-branded	76.9	(2.2)	74.7	74.7	(8.0%)	(8.0%)
<b>Total</b>	<b>850.2</b>	<b>(2.2)</b>	<b>848.0</b>	<b>849.0</b>	<b>3.2%</b>	<b>3.3%</b>
<b>Sweet Treats</b>						
Branded	233.8		233.8	233.8	7.3%	7.3%
Non-branded	65.0		65.0	65.0	(6.3%)	(6.3%)
<b>Total</b>	<b>298.8</b>		<b>298.8</b>	<b>298.8</b>	<b>4.0%</b>	<b>4.0%</b>
<b>Group</b>						
Branded	1,007.1		1,007.1	1,008.1	5.1%	5.2%
Non-branded	141.9	(2.2)	139.7	139.7	(7.2%)	(7.2%)
<b>Total</b>	<b>1,149.0</b>	<b>(2.2)</b>	<b>1,146.8</b>	<b>1,147.8</b>	<b>3.4%</b>	<b>3.5%</b>

Quarter 4 revenue (£m)	FY24/25					
	Statutory revenue	Charnwood	Headline revenue <sup>1</sup>	Headline revenue <sup>1</sup> (constant currency)	Headline revenue % change vs prior year	Headline revenue % change at constant currency
<b>Grocery</b>						
Branded	201.9		201.9	202.2	1.8%	1.9%
Non-branded	17.4	–	17.4	17.3	(7.4%)	(7.4%)
<b>Total</b>	<b>219.3</b>	<b>–</b>	<b>219.3</b>	<b>219.5</b>	<b>1.0%</b>	<b>1.1%</b>
<b>Sweet Treats</b>						
Branded	61.6		61.6	61.6	7.8%	7.8%
Non-branded	7.1		7.1	7.1	(12.5%)	(12.5%)
<b>Total</b>	<b>68.7</b>		<b>68.7</b>	<b>68.7</b>	<b>5.3%</b>	<b>5.3%</b>
<b>Group</b>						
Branded	263.5		263.5	263.8	3.1%	3.2%
Non-branded	24.5	–	24.5	24.4	(9.0%)	(9.0%)
<b>Total</b>	<b>288.0</b>	<b>–</b>	<b>288.0</b>	<b>288.2</b>	<b>2.0%</b>	<b>2.1%</b>

Headline adjusted EBITDA to Operating profit reconciliation (£m)	FY24/25	FY23/24
<b>Headline adjusted EBITDA<sup>4</sup></b>	<b>213.2</b>	<b>201.6</b>
Depreciation	(19.6)	(19.5)
Software amortisation <sup>11</sup>	(5.8)	(4.9)
<b>Headline Trading profit</b>	<b>187.8</b>	<b>177.2</b>
Charnwood	0.0	2.3
Amortisation of brand assets	(20.5)	(20.9)
Fair value movements on foreign exchange & derivative contracts	0.3	(1.1)
Net finance income on pensions and administrative expenses	19.8	31.6
Non-trading items:		
Impairment of fixed assets	–	(4.2)
Restructuring costs	(1.2)	(5.3)
Other non-trading items	(5.1)	(1.9)
<b>Operating profit</b>	<b>181.1</b>	<b>177.7</b>



# Operating and financial review continued

Finance income and costs (£m)	FY24/25	FY23/24	Change
Finance costs payable on senior secured notes	11.6	11.5	(0.1)
Bank debt interest – net <sup>22</sup>	5.0	8.3	3.3
	16.6	19.8	3.2
Amortisation of debt issuance costs	1.9	1.8	(0.1)
<b>Net regular interest<sup>6</sup></b>	<b>18.5</b>	<b>21.6</b>	<b>3.1</b>
Other finance costs payable	3.0	5.2	2.2
Write off of financing costs	1.4	–	(1.4)
Other finance income	(3.1)	(0.5)	2.6
<b>Net finance cost</b>	<b>19.8</b>	<b>26.3</b>	<b>6.5</b>

Adjusted earnings per share (£m)	FY24/25	FY23/24	Change
Headline Trading profit	187.8	177.2	6.0%
Less: Net regular interest <sup>6</sup>	(18.5)	(21.6)	14.5%
<b>Adjusted profit before taxation</b>	<b>169.3</b>	<b>155.6</b>	<b>8.8%</b>
Less: Notional tax (25%)	(42.3)	(38.9)	(8.8%)
Adjusted profit after taxation <sup>7</sup>	127.0	116.7	8.8%
Average shares in issue (millions)	874.4	862.4	1.4%
<b>Adjusted earnings per share (pence)<sup>8</sup></b>	<b>14.5p</b>	<b>13.5p</b>	<b>7.3%</b>

Net debt (£m)	
<b>Net debt<sup>12</sup> at 30 March 2024</b>	<b>235.6</b>
Movement in cash	(89.2)
Movement in debt issuance costs	(0.5)
Movement in lease creditor	(2.3)
<b>Net debt at 29 March 2025</b>	<b>143.6</b>

Adjusted EBITDA	213.2
<b>Net debt / Adjusted EBITDA</b>	<b>0.7x</b>

Free cash flow (£m)	FY24/25	FY23/24
Headline Trading profit	187.8	177.2
Charnwood	–	2.3
Depreciation & software amortisation	25.4	24.4
Other non-cash items	4.6	6.6
Capital investment	(41.4)	(32.8)
Working capital <sup>21</sup>	(10.0)	(9.0)
<b>Operating cash flow<sup>16</sup></b>	<b>166.4</b>	<b>168.7</b>
Interest paid	(16.8)	(20.3)
Pension contributions	(9.2)	(38.7)
<b>Free cash flow<sup>13</sup></b>	<b>140.3</b>	<b>109.7</b>
Non-trading items	(7.7)	(14.4)
Purchase of shares to satisfy share awards net of proceeds from share issue	(9.9)	(6.0)
Re-financing fees	(3.8)	(0.5)
Taxation paid	(9.9)	(4.4)
Dividend paid	(14.9)	(12.4)
Additional employer contributions (pensions match)	(5.0)	(3.8)
Acquisition of subsidiaries, net of cash acquired	0.0	(29.3)
<b>Movement in cash</b>	<b>89.2</b>	<b>38.9</b>
Proceeds from borrowings	–	–
<b>Net increase in cash and cash equivalents</b>	<b>89.2</b>	<b>38.9</b>

As previously disclosed, the following table outlines the basis on which the Group reported Headline revenue, Trading profit and adjusted earnings per share for FY23/24. This includes acquisitions but excludes Revenue and Trading profit from the Charnwood site which closed in FY24/25. In FY23/24, all Charnwood revenue was reported in Grocery – Non-branded.

#### Group results ex Charnwood & Knighton (£m)

Revenue	FY23/24				
	Quarter 1	Quarter 2	Quarter 3	Quarter 4	Full Year
Statutory revenue	235.9	258.2	356.3	287.1	1,137.5
Less: Knighton	(4.8)	(4.9)	(3.6)	(1.6)	(14.9)
Headline revenue (FY23/24 basis)	231.1	253.3	352.7	285.5	1,122.6
Less: Charnwood	(3.9)	(3.8)	(3.1)	(3.1)	(13.9)
Headline revenue (FY24/25 basis)	227.2	249.5	349.6	282.4	1,108.7

#### Trading profit (£m) to adjusted EPS (p)

	Half 1	Half 2	Full Year
Trading profit as reported	67.5	112.0	179.5
Less: Charnwood	(0.9)	(1.4)	(2.3)
Headline Trading profit (FY24/25 basis)	66.6	110.6	177.2
Net regular interest	(10.6)	(11.0)	(21.6)
Adjusted profit before taxation	56.0	99.6	155.6
Adjusted profit after taxation at 25%	42.0	74.7	116.7
Adjusted earnings per share (pence)	4.9p	8.6p	13.5p

#### Notes and definitions of alternative performance measures

The Company uses a number of alternative performance measures to measure and assess the financial performance of the business. The directors believe that these alternative performance measures assist in providing additional useful information on the underlying trends, performance and position of the Group. These alternative performance measures are used by the Group for reporting and planning purposes and it considers them to be helpful indicators for investors to assist them in assessing the strategic progress of the Group.

- Headline revenue, including Grocery, UK or International branded revenue is stated on a constant currency basis, while the non-branded revenue is not impacted by the foreign currency movements. The constant currency calculation is made by adjusting the current year's sales to the same exchange rate as the prior year to give a like for like comparison. Headline revenue and non-branded revenue excludes Charnwood & Knighton and is reconciled in appendices.
- The Group uses Trading profit to review overall Group profitability. Trading profit is defined as profit/(loss) before taxation, before net finance costs, amortisation of brand assets, non-trading items (see note 10), fair value movements on foreign exchange and other derivative contracts, net interest on pensions and administration expenses. Headline Trading profit excludes Trading profit generated by Charnwood in the prior year, Charnwood contributing nil Trading profit in the current year and Knighton contributing nil Trading profit in both current and prior year. Headline Trading profit margin is calculated by dividing Headline Trading profit at actual rate by Headline Revenue at actual rate.
- Divisional contribution refers to Gross profit less selling, marketing and distribution costs directly attributable to the relevant business segment. Headline Divisional contribution excludes Divisional contribution generated by Charnwood in the prior year, Charnwood contributing nil Divisional contribution in the current year and Knighton contributing nil Divisional contribution in both current and prior year. Headline Divisional contribution margin is calculated by dividing Headline Divisional contribution at actual rate by Headline Revenue at actual rate.
- Headline Adjusted EBITDA is Headline Trading profit as defined in (2) above excluding depreciation and software amortisation. Adjusted EBITDA is Trading profit as defined in (2) above excluding depreciation and software amortisation. There is no difference between Adjusted EBITDA and Headline Adjusted EBITDA.
- Adjusted profit before taxation is Headline Trading profit as defined in (2) above less net regular interest as defined in (6) below.
- Net regular interest is defined as net finance cost after excluding write-off of financing costs, other finance costs payable and other finance income.
- Adjusted profit after taxation is Adjusted profit before taxation as defined in (5) above less a notional tax charge of 25.0%.
- References to Adjusted earnings per share are on a non-diluted basis and is calculated using Adjusted profit after taxation as defined in (7) above divided by the weighted average of the number of shares of 874.4 million for the 52 weeks ended 29 March 2025 (52 weeks ended 30 March 2024: 862.4 million).
- International sales remove the impact of foreign currency fluctuations and adjusts prior year sales to ensure comparability in geographic market destinations. The constant currency calculation is made by adjusting the current year's sales to the same exchange rate as the prior year to give a like for like comparison. The constant currency adjustment is calculated by applying a blended rate. International sales exclude sales to Republic of Ireland.

£m	Reported	Adjustment	Constant currency
FY24/25	51.3	0.2	51.5
FY23/24	41.9	N/A	41.9
Growth %	22.3%	N/A	22.9%

- Non-trading items have been presented separately throughout the financial statements for the 52 weeks ended 29 March 2025. These are items that management believes require separate disclosure by virtue of their nature in order that the users of the financial statements obtain a clear and consistent view of the Group's underlying trading performance. In identifying non-trading items, management have applied judgement including whether i) the item is related to underlying trading of the Group; and/or ii) how often the item is expected to occur.
- Software amortisation is the annual charge related to the amortisation of the Group's software assets during the period.
- Net debt is defined as total borrowings, less cash and cash equivalents and less capitalised debt issuance costs.
- Free cash flow is Net increase in cash and cash equivalents excluding proceeds from borrowings, less dividend paid, additional employer contributions, re-financing fees, Purchase of shares to satisfy share awards net of proceeds from share issue, taxation paid, acquisitions of subsidiaries net of cash acquired and non-trading items.
- Circana, 52 weeks ended 29 March 2025.
- Circana, 24 weeks ended 29 March 2025.
- Operating cash flow is Free cash flow as defined in (13) excluding interest paid and pension contributions.
- Further details of progress on the Group's Enriching Life Plan can be found on pages 32 to 45.
- Defined as scoring less than 4 on UK Government's Nutrient Profiling Model.
- The Revolving Credit Facility attracts a margin on a ratchet grid according to latest reported Net debt/EBITDA.
- Circana, 26 weeks ended 29 March 2025.
- Working capital is the cash movement from the opening to closing balance sheet position for inventory, trade and other receivables, trade and other payables and provisions; it also includes outflows related to the principle element of leases and is adjusted to exclude non-cash movements in non-trading items.
- Bank debt interest – net represents finance costs payable on bank loans and overdrafts minus finance income receivable on bank deposits.
- Throughout this report, references to the 'year' refer to the Group's 52 week financial period.

#### Additional notes:

- The directors believe that users of the financial statements are most interested in underlying trading performance and cash generation of the Group. As such intangible brand asset amortisation is excluded from Trading profit because it is a non-cash item.
- Group & corporate costs refer to group and corporate expenses which are not directly attributable to a reported segment and are disclosed at total Group level.
- In line with Accounting Principles, the International operating segment, the results of which are aggregated within the Grocery reported segment, are not required to be separately disclosed for reporting purposes.

# The Enriching Life Plan: our purpose in action

As one of the UK's leading food producers and home to some of the nation's most loved and iconic brands, we have both an opportunity and a responsibility to forge a healthier future for our planet and everyone on it.

Our sustainability strategy, known as our Enriching Life Plan, encompasses everything we touch, from the products we make to the ingredients we source and the communities we operate in.

With our purpose, enriching life through food, at its heart, the plan highlights our commitment to a more sustainable food system and, in turn, the UN Sustainable Development Goals ('SDG'). Guiding our work to 2030, it sets out our ambitions to make more nutritious and sustainable food, contribute to a healthier planet and nourish the lives of our colleagues and communities.

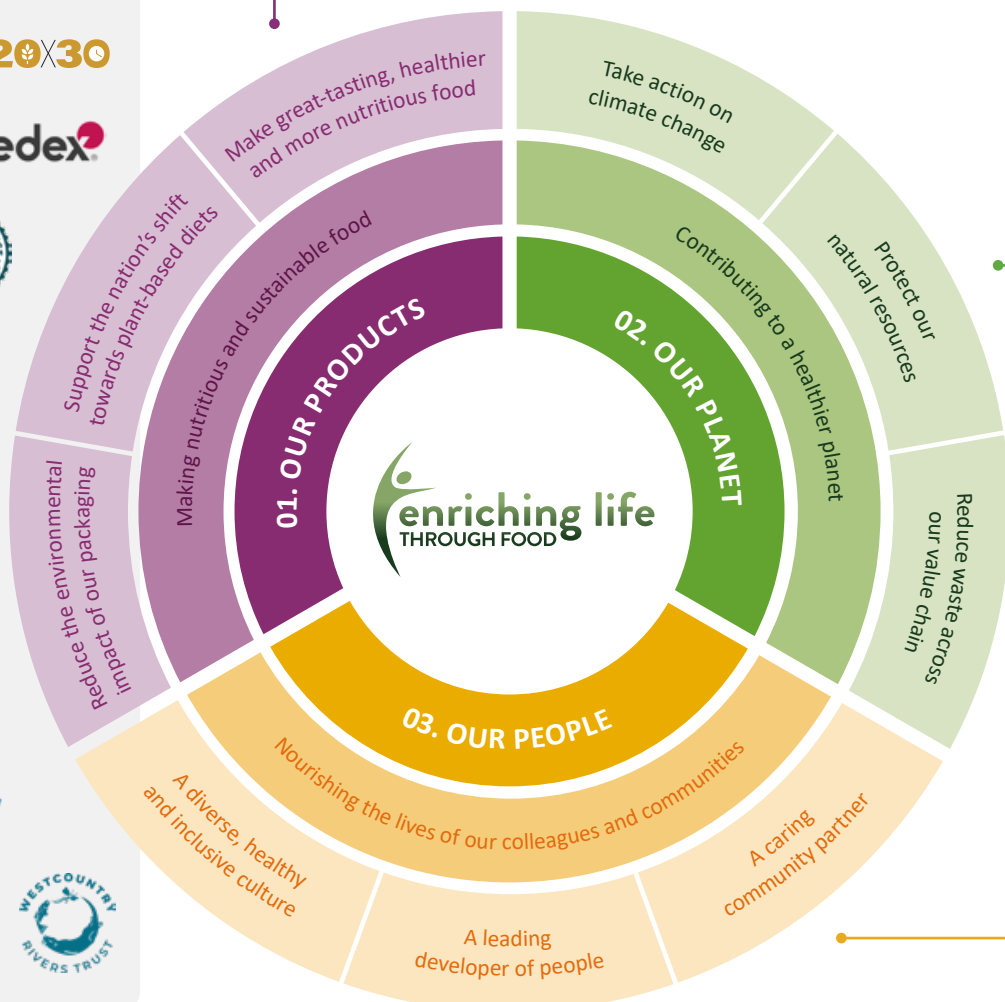


## Partnership for our targets



## Working in Partnership

In order to help shape a more sustainable UK food system, we are members of many industry-leading groups which facilitate collaboration and accelerate action. By participating in these initiatives, we hold ourselves accountable against industry-wide targets and strive to contribute to wider change. Where we feel we have a unique contribution to make across the broader industry we engage more, with colleagues continuing to hold steering group positions on the UK Plastics Pact, the UK Food and Drink Pact, The Food Data Transparency Partnership and the Food Industry Intelligence Network.





## Baked-in behaviours

Excelling in  
food quality

Being  
safe

Sourcing  
with care

Marketing  
responsibly

Doing the  
right thing

## Headline Targets and our support for the UN Sustainable Development Goals\*

### Our Products

More than **double sales** of products that meet **high nutritional standards**

More than **50%** of our products (by Stock Keeping Unit ('SKU')) will provide **additional health or nutrition benefits**

Grow sales of **plant-based products** to **£250m** each year

100% of our **packaging** will be **reusable, recyclable or compostable** by 2025



### Our Planet

Reduce **Scope 1 & 2 market-based emissions by 67%** and reduce **Scope 3 emissions by 25% by 2030** in line with our Science-Based Targets

Target **net zero by 2040 across Scope 1 & 2 emissions** and target **net zero Scope 3 emissions by 2050**

**Deforestation and conversion free** across entire supply chain

Halve our **food waste** and support our suppliers and consumers to do the same, against a 2017 baseline

Improve our understanding of water use within our operations and **improve water efficiency by 5% by 2030**, against a 2024/25 baseline



### Our People

Achieve **gender balance** in our senior leadership team

Provide skills programmes and **work opportunities for excluded groups** to enable fulfilling careers in the food industry

Provide the equivalent of **1 million meals** each year to **those in food poverty**

Be more of a force for good in our communities by **volunteering** at least **1,000 colleague days** each year



\* All targets are 2030 from a 2020/21 baseline unless otherwise stated. For more information on all targets and how they are measured, see our Enriching Life Plan disclosure tables from page 167.

# Our approach: placing our purpose at the heart of our business



Environmental, social and governance ('ESG') issues are constantly evolving, and our strategy is responsive to this, dealing with both changing and emerging risks and opportunities.

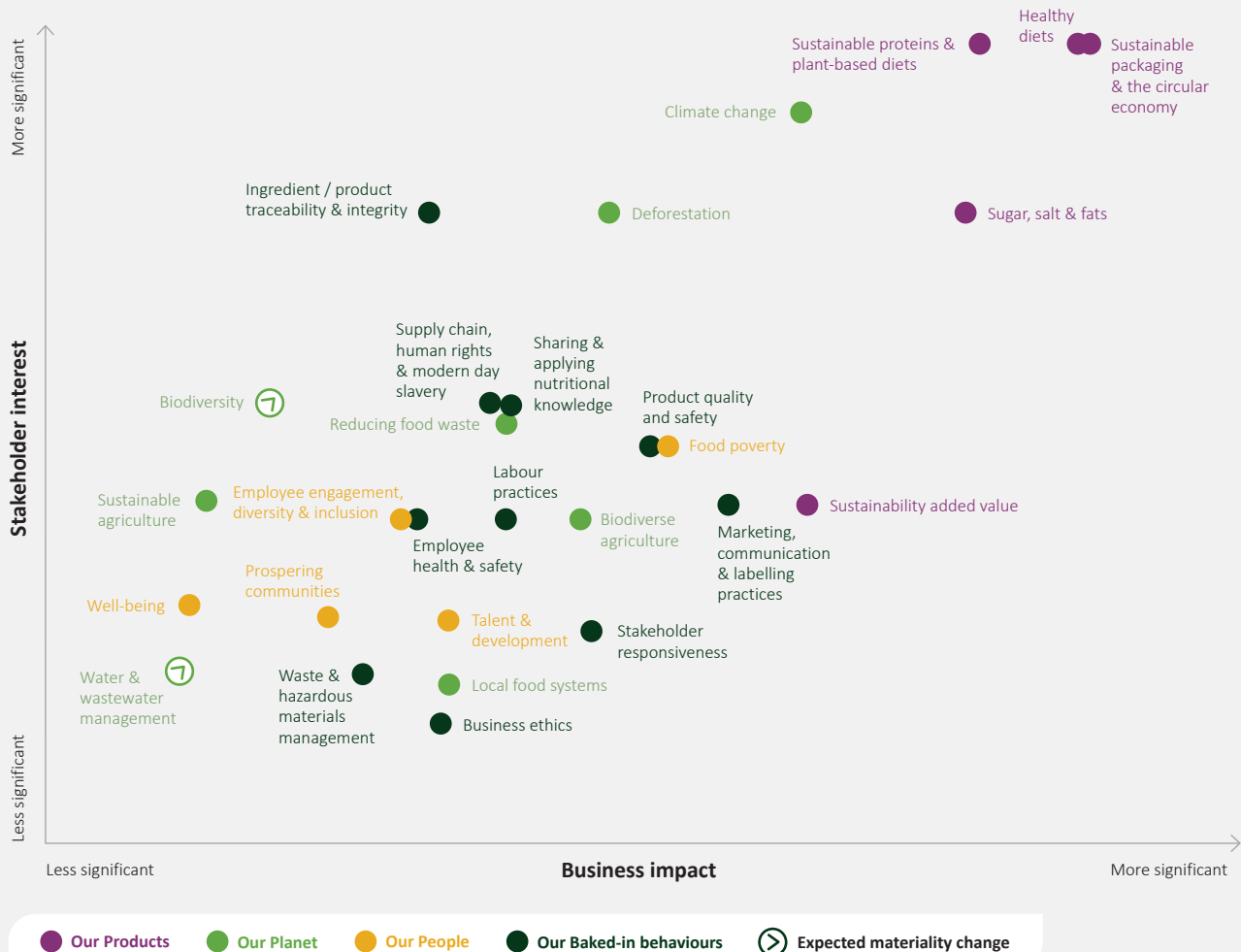
As businesses, policy makers, non-governmental organisations, scientists and citizens understand the issues better, new international and national policies, and voluntary and industry frameworks are being developed to help drive action.

Our Enriching Life Plan builds on the findings of our materiality assessment, which considered the views of a broad range of stakeholders, including customers, investors, specialists and colleagues. This helped us to identify and prioritise the issues most relevant to our business and where they should be addressed in our Enriching Life Plan (see graphic).

2024 was declared as the warmest year on record and saw an increasing number of examples of extreme weather, coupled with ongoing geopolitical instability around the world. The issues of human rights, food security, water stewardship and the ongoing response to climate change have led to increased prominence of the roles civil society and businesses need to play to address these challenges in the future.

We will formally repeat our materiality assessment in the coming year, as we reach the halfway point of our Enriching Life Plan, and the results will inform and reinforce our strategic decision making through 2030 and beyond. While this is the primary process for evolving our strategy, we continually review our priorities and monitor the emergence of nascent issues which may impact the business. We are not obligated to report under the Corporate Sustainability Reporting Directive, however, we will start to adopt some of its recommendations when updating our materiality assessment.

## Materiality assessment



## Our governance

We believe everyone at Premier Foods plays a part in delivering our Enriching Life Plan. ESG sits at all levels of our business and there are elements of it in every role. Our Board has oversight of our strategy, and our Enterprise Risk Management processes ensure oversight of climate-related and other ESG risks (such as water and human rights).

Accountability for the delivery of our plan rests with our Executive Leadership Team ('ELT') and our Steering Groups which report into our ESG Governance Committee, chaired by our CEO. The committee is made up of members of the ELT, who have responsibility for ensuring our Enriching Life Plan is embedded into how we do business, sponsoring steering groups which are led by members of our Senior Leadership Team ('SLT'). Our CEO, CFO and other ELT members have the delivery of specific ESG targets in their annual bonus goals. See the Directors' Remuneration Report and our TCFD statement for more information.

## Our disclosure and reporting approach

Holding ourselves accountable against our targets is essential. We publish progress against our Enriching Life Plan annually and details can be found in our Enriching Life Plan disclosure tables from page 167. We remain committed to sharing our data and progress with industry and NGO platforms such as the UK Plastics Pact, UK Food and

Drink Pact, Champions 12.3 and CDP. We continue to report against the Sustainability Accounting Standards Board ('SASB') disclosure framework (found on our website) and have strengthened our disclosures on our journey to net zero (pages 40 and 41) which explains how we aim to meet our climate targets. We expect to iterate and evolve our roadmap over time to move closer to the recommendations of the Transition Planning Taskforce. We are also preparing for the UK Sustainability Reporting Standards ('SRS') and monitoring their development.

As in previous years, we have sought independent limited assurance over selected FY24/25 performance indicators. For the details and results of these assurance procedures, see our Enriching Life Plan disclosure tables.

## Our responsible approach

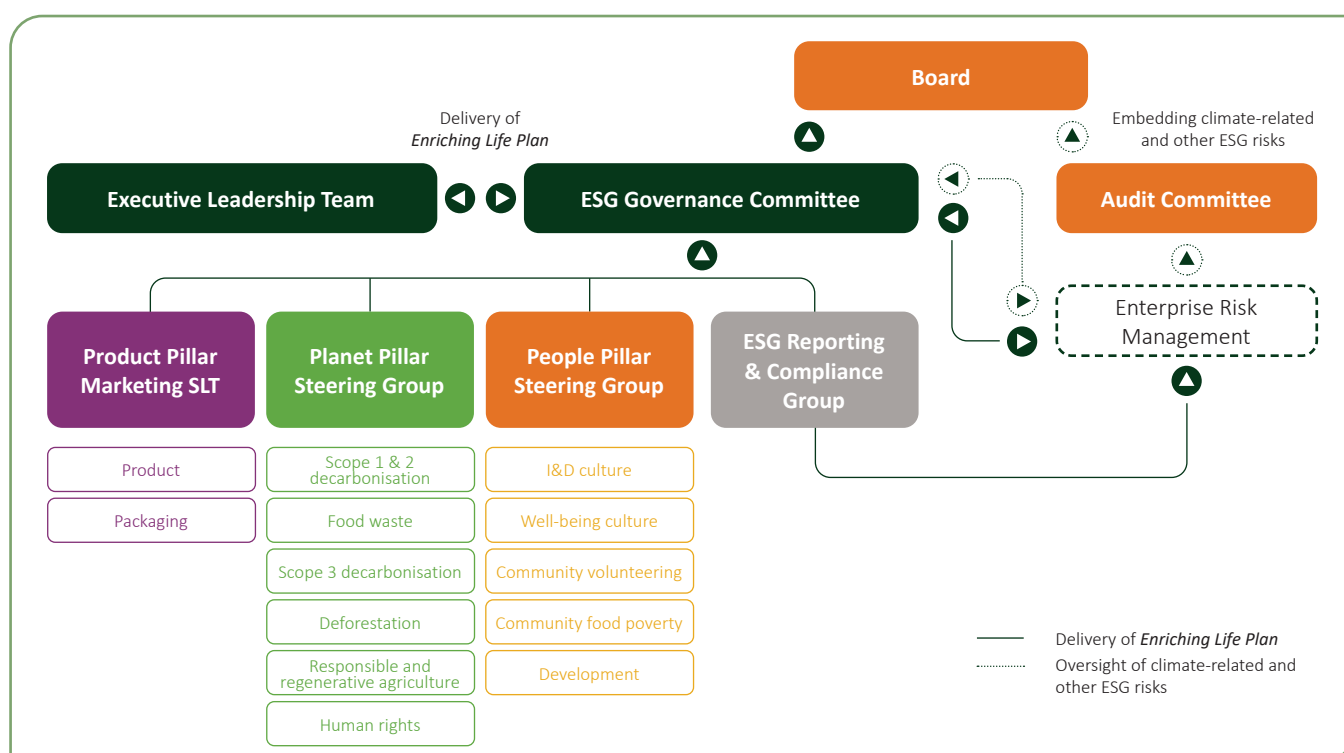
Underpinning the three pillars of our Enriching Life Plan sits the broader ethical foundation and framework that makes up our responsible business approach and our commitment to do the right thing, in the right way. Our code of conduct is designed to help us maintain this framework and the trust in all the things we do at Premier Foods. It encompasses many different aspects, such as speaking up, acting honestly and competing fairly, and we have revised and updated it this year. To be clear about what we stand for in these areas and what we expect from our colleagues, suppliers and partners, the code of conduct directs users

to a range of policies which we regularly review to ensure they reflect our drive for continuous improvement. These policies are linked to leading industry and international standards and agreements where possible and serve as a base for our commitment to transparency, integrity and accountability.

We look to maintain awareness and compliance with our code of conduct and wider responsible business practices by conducting regular mandatory staff training on areas such as data protection, anti-bribery and corruption, and Corporate Criminal Offence legislation. The anti-bribery and corruption training includes guidance on dealing with third parties, facilitation payments, gifts and hospitality, and charitable and political donations. Our Company policy is to not make any donations to political parties or causes. We are committed to constructive engagement with government, and we are aligned to the principles included within the Responsible Lobbying Framework which we adopt voluntarily.

Should there be any concern around conduct, a confidential whistleblowing helpline is provided to enable employees, and any other party that comes into contact with our business, to raise issues that can't be dealt with via the normal channels. The details of any such cases are fed back to the Board via the Audit Committee.

For more detailed information on our policies, please visit the policy section of our website.





# Sustainability in action

## Our Products



### Making nutritious and sustainable food

The product pillar of our Enriching Life Plan is dedicated to helping consumers lead healthier and more sustainable lifestyles by creating foods which have a higher nutritional value, are kinder to the environment and are free of unnecessary or problematic packaging.

#### What's at stake?

The Government's latest obesity report shows that in 2023, 64% of adults in England were estimated to be overweight or living with obesity, and The Health Survey in England, published in September 2024, showed that 15% of children were living with obesity and a further 12% were overweight. Reducing preventable and diet related illnesses is a major objective of the new UK Government and is expected to be a key focus of the upcoming Food Strategy, in particular how to improve the accessibility of healthy and sustainable food, especially for children.

In 2023, 12.7 million tonnes of packaging was placed on the market in the UK. Packaging plays a key role in the food industry by delivering products to consumers safely. However, if poorly designed, excessively used, or irresponsibly disposed of, it can lead to a range of environmental and social issues.

#### Our contribution

Keeping our consumers at the heart of everything we do, we provide nutritious, affordable food and aim to guide consumers towards healthier and more sustainable diets.

- Over the last year we have launched 226 products which support high nutritional standards and 187 products which offer an additional health or nutrition benefit.
- We launched 85 products in 2024 in support of our Action on Fibre Pledge with the Food & Drink Federation. Since the programme began in 2022, we have launched 201 products, sales of which have contributed 324 tonnes of total fibre to the UK market in 2024 alone.
- Whilst launching new **FUEL10K** breakfast cereals and baking mixes meeting the criteria for non-HFSS (not high in fat, salt and sugar), we also changed the recipe of our granolas to meet the same criteria.

- We have launched a range of quick meals across **Batchelors** and **FUEL10K** which are non-HFSS and a source of fibre and protein.
- We have extended our range of **Sharwood's** and **Homepride** cooking sauces for Food Service customers. They are non-HFSS, provide one of your five-a-day and are fortified with vitamins C and D.
- We are supporting the industry's move to fortify all UK milled non-wholemeal flour with folic acid, a move which is expected to prevent around 200 annual cases of serious spine and brain defects in newborn babies.
- We continue to drive our range of iconic **Mr Kipling** cakes which are non-HFSS under the Delicious & Light sub-brand (see case study).
- All our single servings of cake and pudding products meet the UK Government's calorie cap, as set out in their sugar reduction programme.

To support consumers to make healthier choices, the majority of our UK portfolio of products are labelled using the voluntary front-of-pack traffic light labelling scheme showing information on fats, saturates, sugar and salt and all products carry energy information. We have a responsible marketing policy in place and, as before, do not directly market our products to children under 16.

Our products feed thousands of people every day in schools, hospitals and care homes across the country. As well as developing specific products, we publish a range of guidance for those working in these key sectors, providing support on how to deliver nutritious diets for people with dementia and other complex medical conditions. We first sponsored the Local Authority Caterers Association School Chef of the Year competition in 2019, which raises the profile of chefs working in schools, helping young people receive a delicious balanced diet and develop a lifelong love of healthy foods.

Harnessing the power of our trusted brands, we are supporting consumers to transition towards more plant-based diets. This year we have launched **Ambrosia** plant-based custard, which is also non-HFSS. We have now achieved our 2030 target for plant-based product sales and



will be considering our new targets through our upcoming Enriching Life Plan review.

Food quality and safety are a continued focus for our business. All our sites have been awarded grade A or AA+ by the Brand Reputation Compliance Global Standard.

It is also our policy not to use genetically modified organisms in our products. We are founding members of the Food Industry Intelligence Network ('FIIN') to help ensure the integrity of food supply chains and to protect the interests of consumers. We are continually removing artificial colours and flavours from our brands and we do not add non-naturally occurring trans-fats to our products. More information can be found in our Sustainable Accounting Standards Board ('SASB') disclosure on our website.

Packaging plays a vital role in delivering products safely to consumers, but we also recognise the need to reduce its negative social and environmental impact. We have made significant progress in decreasing the amount of packaging we use, making more of that packaging recyclable and helping consumers with clear On Pack Recycling Labels. This year saw a major investment in the design and manufacture of our **Ambrosia** custard and rice pudding pots to make them fully recyclable (see case study). We expect around 97% of our packaging will be recyclable by the end of 2025 and will work with others to help close the gap to 100% (see 2024 Annual Report). We are a founding member of the UK Plastics Pact and with a place on the steering group we are active in discussions on the direction of the Pact once the current commitments come to an end this year. Understanding the importance of effective household recycling systems, we are also supporting industry action with the Government on the future of the Extended Producer Responsibility ('EPR') and Simpler Household Recycling schemes for packaging.

Our ambitions	Our 2030 targets	In-year progress	2030 target progress
<b>Make great-tasting, healthier and more nutritious food</b>	More than double sales of products that meet high nutritional standards.	The Company's branded sales of foods in £m scoring less than 4, and drinks scoring less than 1, on the UK Department of Health's Nutrient Profiling Model has grown by 9%	<div><div></div></div>
	More than 50% of our products (by stock keeping unit ('SKU')) provide additional health or nutrition benefits.	The proportion of products with a health or nutrition benefit has increased from 44% to 45%.	<div><div></div></div>
<b>Support the nation's shift towards plant-based diets</b>	£250m sales in plant-based products made to a vegan recipe.	The sales of plant-based products have grown by 6% and we have reached our 2030 target.	<div><div></div></div>
	Each core range has a plant-based offering.	Launch of <i>Ambrosia</i> plant-based custard and <i>Ambrosia</i> plant-based rice pudding in development.	<div><div></div></div>
<b>Reduce the environmental impact of our packaging</b>	100% of our packaging will be reusable, recyclable or compostable by 2025.	96% of all our packaging and 87% of our plastic packaging is recyclable. Recyclable <i>Ambrosia</i> pots now in market. Collaborating with industry and government to improve household collections and reprocessing to close the gap to 100%.	<div><div></div></div>

All targets are 2030 targets from a 2020/21 baseline unless stated otherwise. See our Enriching Life Plan disclosure tables from page 167 for more information, including key definitions and assumptions.

Not started



Plans in place



Early progress



On track



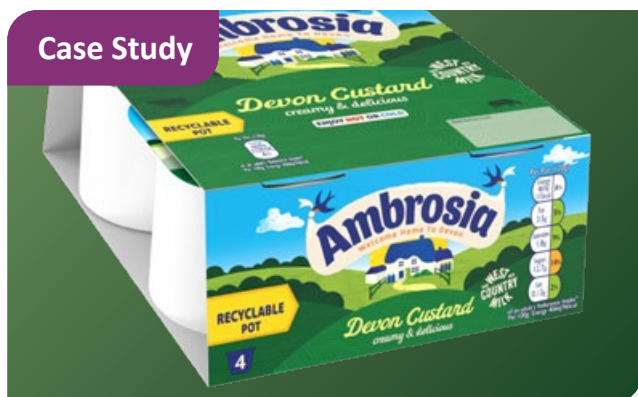
Advanced progress



Complete



### Case Study



### Investing in more sustainable packaging

As part of our commitment to make our packaging as recyclable as possible we have made a major investment to change the pots we use for our *Ambrosia* Devon Custard and Rice Pudding multipacks, which make up around 3% of our total plastic packaging. In the past, we have used Polystyrene packaging because of its ease of filling, ability to form multipacks, the need to be safe for heating by shoppers in their microwaves and for food safety. Replicating all these requirements with a more easily recyclable format has been a major challenge for our suppliers and technical teams. As part of a multi-year investment to modernise our Lifton creamery we have installed new filling and packaging lines allowing us to move to recyclable polypropylene packaging, which also allows us to reduce the weight of the pots. With this change we expect the proportion of our plastic packaging that is recyclable will rise to 90%, up from 48% in 2019.

### Case Study



### Mr Kipling Delicious & Light

Since launching our groundbreaking range of non-HFSS cakes and pies in 2022, we've continued to refine our offering of healthier Sweet Treats under our famous *Mr Kipling* brand. The range gives consumers real choice when they are looking for a more permissible treat which still delivers on great taste.

There are four core products – Bramley Apple Pies, Bramley Apple & Blackcurrant Pies, Chocolate Slices and Angel Slices with Raspberries. In the past year we've updated the packaging to more clearly call out the reduced sugar content, helping shoppers identify the lighter option, while all the other health benefits such as extra fruit and higher levels of fibre also remain.

# Sustainability in action continued

## Our Planet



### Contributing to a healthier planet

With strong commitments on tackling climate change and deforestation, improving the sustainability of farming practices and reducing waste, the planet pillar of our Enriching Life Plan contributes to a healthier planet by nurturing the natural resources that we rely on to make our food.

### What's at stake?

"Climate change is the defining issue of our time, and we are at a crucial moment. From shifting weather patterns that threaten food production, to rising sea levels and rainfall that increases the risk of catastrophic flooding, the impacts of climate change are global in scope and unprecedented in scale" (United Nations). Around 30% of greenhouse gas emissions globally are attributable to the food system – encompassing agriculture and land use, processing and transport, through to consumption and food waste. The food industry has a major role to play in helping the food system transition to a more sustainable, resilient future.

### Our contribution

Our plan recognises the environmental impact of our operations and our wider supply chain. We have stepped up our actions to limit the effects of climate



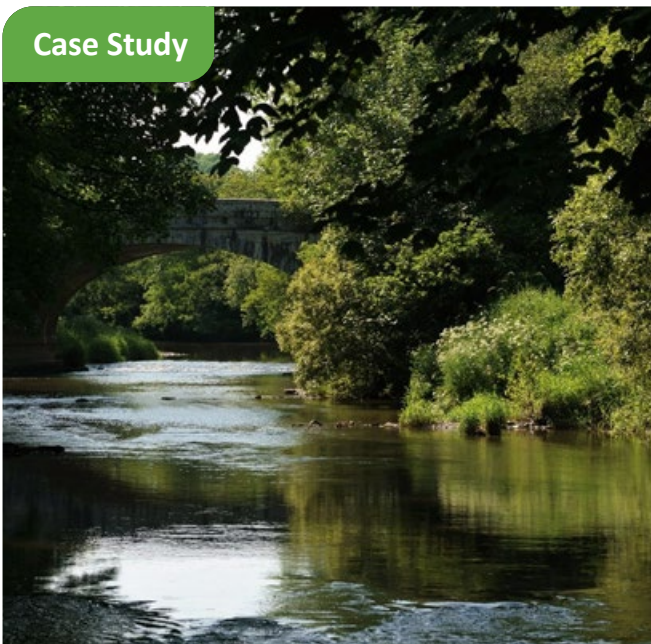
change and are developing our resilience to it (see our TCFD statement from page 46). We recognise our responsibility to protect natural resources through our supply chain and are strengthening our efforts in tackling food waste.

We understand the need to act quickly. We have set near-term decarbonisation targets, which have been validated by the Science-Based Targets initiative, and have developed targets using their new Forestry, Land Use and Agriculture ('FLAG') methodology. These new targets

have been submitted for validation, along with our net zero targets. We have also developed our understanding of the key partnerships, technologies and regulations required to transition to net-zero and lay this out on page 40. Through the year we have reduced energy usage contributing to a reduction in Scope 1 & 2 market-based carbon emissions by 10%. See Enriching Life Plan disclosure tables on page 167.

We recognise that we all need to protect the natural resources on which

### Case Study



### Water

This year we have partnered with **Waterplan**, an AI powered platform, to deepen our understanding of water related risks across our manufacturing sites and key commodity sourcing regions. By leveraging better data and insight we have been able to strengthen our approach to water stewardship, with the development of a new water policy and through new water targets (see our Enriching Life Plan disclosure tables on page 167). These targets reflect our commitment to minimise water usage and to effectively manage effluent across our direct operations, as well as to collaborate beyond the business to understand and address water stress where there is a case for building business resilience. We are, for example, now funding work with the Westcountry Rivers Trust to identify nature-based solutions to mitigate flood risk and improve water quality in a catchment that includes our **Ambrosia** Creamery in Lifton.










we depend. We are therefore tackling deforestation in the products we source which carry the greatest risks: palm, soy, beef, pulp and cocoa. We continue our work with the Roundtable on Sustainable Palm Oil ('RSPO') and the Round Table on Responsible Soy ('RTRS') to drive supply of sustainable commodities and now have 98% of our directly sourced cocoa certified. We were disappointed with the delay in the roll out of EU and UK deforestation legislation, which are key to driving change in the supply chain of these commodities across the industry. Closer

to home, we're committed to responsible and regenerative agriculture where it can help us reduce carbon emissions (see case study on page 42), improve resilience to climate change, help protect natural resources which are at risk and help improve animal welfare. We have laid out minimum standards for key ingredients and packaging suppliers (see pages 42 and 43).

Protecting local environments at our sites has long been a key commitment and all our operational sites are certified to ISO

14001. Our sites have sent zero waste to landfill since 2016 and, as signatories to the Food Waste Reduction Roadmap and Champions 12.3, we have continued to work on reducing food waste in our operations.

We understand the increasing attention on the management of water resources and we have strengthened our approach to how we manage water in our sites, and in our supply chain. (see case study and our TCFD statement for more information).

Our ambitions	Our 2030 targets	In-year progress	2030 target progress
Taking action on climate change	Reduce Scope 1 & 2 market-based emissions by 67% and target net zero by 2040.	Scope 1 & 2 market-based emissions have reduced by around 10% against prior year and 30% since our baseline year of 2020/21.	
	Reduce Scope 3 emissions by 25% and target net zero by 2050 (these targets will be adjusted following validation of new FLAG targets by the Science Based Targets initiative).	51% of our key suppliers now have science-based decarbonisation targets. Our CDP Climate score improved to a B. We have adopted the SBTi's latest FLAG methodology for measuring supply chain emissions and have submitted new net zero targets to SBTi for validation.	
Protecting our natural resources	Deforestation and conversion free palm and beef supply chains by 2025, and across entire supply chain by 2030.	100% certified direct palm and 100% certified or low risk origin soy.  99% certified deforestation free or low risk origin for beef products. We have been unable to obtain the reassurance we require from a South American beef supplier and so will move to a European supplier later in 2025.  Collaborating with industry and policy makers as delays in EU and UK Deforestation regulations limit further progress.	
	Champion regenerative agricultural practices for key ingredients.	Over 99% of directly sourced wheat & flour, 98% of directly sourced cocoa and 100% of directly sourced UK grown sugar beet and UK refined cane meet at least silver standard on the Sustainable Agriculture Initiative Farm Sustainability Assessment ('FSA') or equivalent.  Supporting trials of new approaches to reduce carbon impact and improve resilience of UK grown wheat (see case study on page 42) and developing similar plans with dairy and other arable suppliers.	
	Improve our understanding of water use within our operations and improve water efficiency by 5% by 2030, against a 2024/25 baseline.	A new target this year informed by our work with Waterplan.	
Reducing waste across our value chain	Halve our food waste and support our suppliers to do the same, against a 2017 baseline.	Have carried out a major study to understand food waste in water effluent from our sites.  Held a webinar with our key suppliers to share best practice on food waste reduction. 45% of our key suppliers have now committed to aligned food waste targets.	
	Use the strength of our brands to engage consumers to reduce food waste in the home.	We have again worked with our charity partner FareShare to raise awareness and funds to help tackle food insecurity.  We have strengthened our tools for online retailers to help households to reduce food waste in the home.	

All targets are 2030 targets from a 2020/21 baseline unless stated otherwise. See our Enriching Life Plan disclosure tables from page 167 for more information, including key definitions and assumptions.

Not started



Plans in place



Early progress



On track



Advanced progress



Complete



# Sustainability in action continued

## Our journey to net zero

Our journey to net zero will change the way we work across our business and supply chain.

We understand we cannot deliver this transition alone and are dependent on new partnerships, technologies and regulations. This graphic shows our best current view on the contributions of different elements to decarbonise our business and where collaboration is essential. More information on our transition, progress and dependencies can be found through our Annual Report and on our website.

### Operational efficiency and investment in low energy and low carbon operations

- Eliminate the use of coal at our sites
- Modify processes to use less energy
- New steam generation and boilers to reduce and eliminate fossil fuel usage
- New ovens to reduce and eliminate fossil fuel usage
- Reducing food waste across our operations
- Reduce Global Warming Potential refrigerants

### 100% renewable electricity

- Green electricity tariffs
- On-site generation

### Supporting the transition to more sustainable lifestyles

- Grow sales of plant-based products
- Innovation to develop more plant-based products
- Use the power of our brands to promote more sustainable diets
- Support initiatives to reduce food waste in the home
- Support initiatives to improve packaging recycling in the home

### Low carbon packaging and distribution

- Reducing packaging usage
- Increasing recycled content in packaging
- Adoption of low carbon road haulage and international shipping

### Supplier engagement and decarbonising agricultural commodities

#### All sectors

- Key suppliers to develop SBTi aligned decarbonisation plans
- Support adoption of low carbon fertiliser across commodities
- Eliminate deforestation and land use change across all commodities
- Support suppliers to reduce food waste

#### Dairy sector

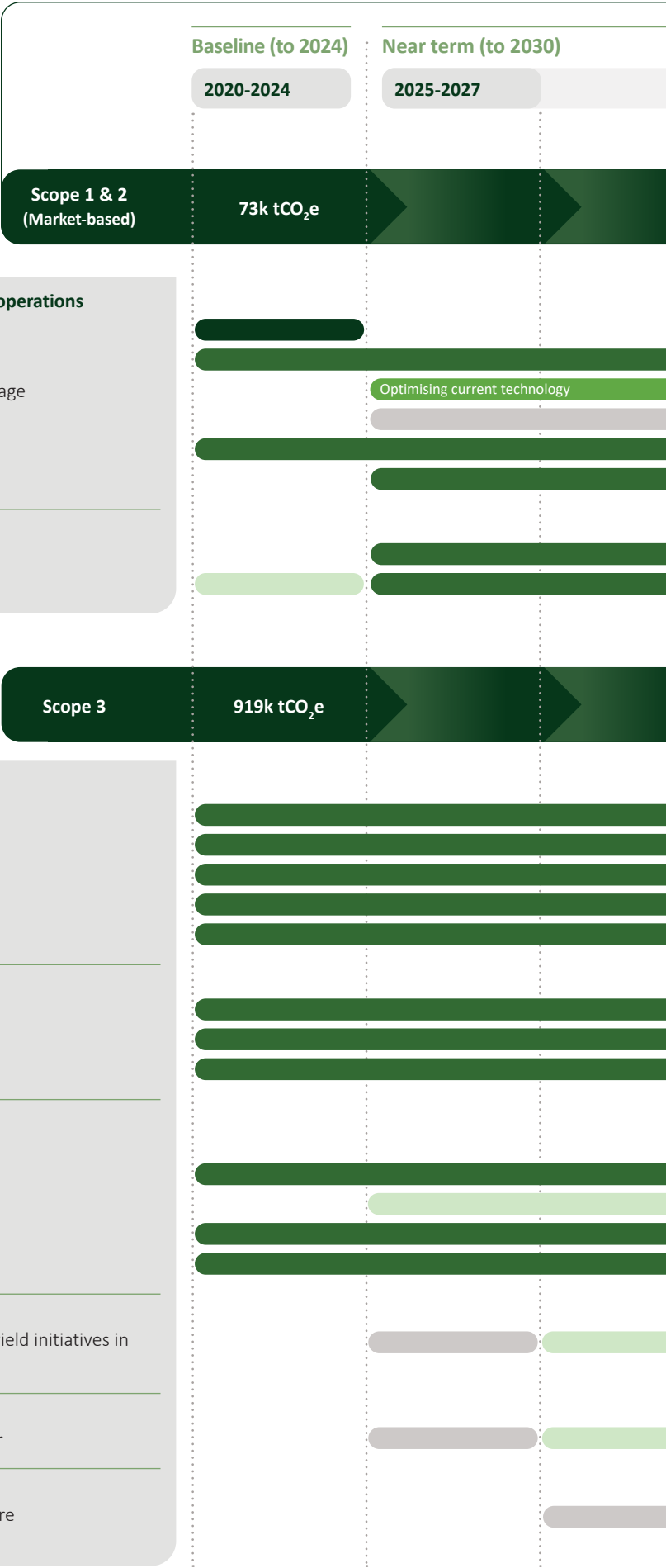
- Support adoption of low carbon animal feeds, slurry management and yield initiatives in the Dairy sector

#### Arable sector

- Support adoption of cover crops and yield initiatives in the Arable sector

### Carbon capture & sequestration

- Collaborate with industry and suppliers on in-supply chain carbon capture methodologies and opportunities



\* All of these focus areas have been considered in our capex plan, see viability statement on pages 68 and 69.





## Sustainability in action continued

### Our Suppliers

We aim to give our consumers great tasting products made from quality ingredients. We source a wide range of healthy, natural raw ingredients, packaging, and other services from a range of suppliers in the UK and from markets around the world.

In 2023, we launched a major new supplier engagement plan to support suppliers in their activities and help us deliver the objectives of our Enriching Life Plan. Many of our suppliers already have well established sustainability programmes; however, others told us they appreciated further direction and support so we laid out a set of key objectives for all key suppliers and then specific requirements covering areas of deforestation, sustainable and regenerative agriculture, food waste and human rights (details on the next page).

Major projects with suppliers this year include supporting a trial on low carbon wheat (see case study), beginning to capture product carbon footprints from suppliers, strengthening sustainability clauses in key tenders and supply contracts, water-related risk assessments for key commodities (see case study on page 38), adoption of low carbon fuels by our haulage partner, and a workshop with key suppliers to share best practice on reducing food waste.

This year we have also adopted the EcoVadis supply chain tool with 91% of our key suppliers sharing important environmental, social and governance data through the platform. We have been recognised in Ecovadis' Sustainability Achievement Awards as Best New Programme in 2024.

We are delighted that this work has also been recognised by the Carbon Disclosure Project with improvements in our ratings for the management of Climate, Water & Forests.

As a business, we understand the role we play in protecting and promoting the human rights of all those working in our value chain. We use the Supplier Ethical Data Exchange ('SEDEX') Radar and Food Network for Ethical Trade ('FNET') Risk Assessment tools to help focus our efforts and build on learnings from others in the industry. At least 96% of our direct spend on ingredients, packaging and bought-in finished goods is with SEDEX registered suppliers. This year we have updated our Human Rights policy and have started a programme of training for our colleagues. We have also updated our Modern Slavery Statement which can be found on our website.



#### Case Study



#### Supporting low carbon wheat

As well as selling flour under our *McDougalls* and *Be-Ro* brands we also use flour in around half of all our products, much of it provided to our sites from our own flour mill in Andover. We understand how important it is to support British farmers with the transition to lower carbon and more sustainable farming practices and have partnered with one of our wheat suppliers to help fund trials of a more sustainable and resilient approach. The trial crop will extend to around 165 acres of arable land close to our mill and will involve the use of low carbon fertilisers and the implementation of other positive farming interventions, such as precision application, new crop and soil management approaches and straw incorporation at harvest. The fertiliser is manufactured using renewable energy and contains technology to help control its release into the soil, dramatically reducing its carbon footprint. We await the results from the 2025 harvest to help understand how effective the trials have been and to see how we can support the adoption of such practices across more of the farms growing the wheat and other arable crops we use.



Last year we purchased over

**245,000**  
**tonnes**  
of food ingredients

Working with around

**194**  
**suppliers**

## Requirements of all key suppliers

**01 Collaborate with key industry groups**

**02 Register and share data on the EcoVadis platform**

**03 Complete and share climate and nature-related risk assessments**

**04 Set carbon reductions targets that are validated by SBTi**

**05 Provide product level carbon footprints**

## Specific requirements dependent on areas of impact



### Provide supply chain transparency

- Provide supply chain mapping data
- Establish a Human Rights Due Diligence framework



### Food waste

- Sign up to an industry Food Waste Initiative – setting target to halve Foodwaste by 2030
- Zero food waste sent to landfill
- Move waste up the food & drink waste material hierarchy



### Forests

- Adopt a Forest Sustainability Policy
- Timebound milestones & targets for Deforestation & Conversion Free ('DCF') Supply Chain
- Demonstrate DCF through responsible sourcing toolkit



### Regenerative Agriculture

- Minimum standard for agricultural commodities equal to Bronze SAI Platform Farm Sustainability Assessment
- Water policy to support increased water stewardship at the farm level
- Report water intensity of agricultural crops



# Sustainability in action continued



## Our People

### Nourishing the lives of our colleagues and communities

Within our People pillar, we are building the culture, skills and capabilities needed to help our business, the UK food sector and the wider economy to thrive and, wherever possible, identifying opportunities to give back to the communities where we operate.

#### What's at stake?

With a footprint in every region in the UK, food and drink is the UK's largest manufacturing sector, contributing £37bn in 'Gross Value Added' to the economy annually and employing almost half a million people. As a result, it offers a wide range of opportunities, but this can be overlooked by talented young individuals. Developing home-grown talent, increasing the attractiveness of the industry to prospective employees and improving workforce skills are therefore key priorities for us. Being open to diversity, in all its forms, allows us to access the widest talent pool, whilst creating an inclusive environment, enabling our teams to excel.

#### Our contribution

At Premier Foods, we believe in inclusion, authenticity, and individuality where everyone is welcome as long as they bring their passion and help us achieve our ambitions.

We want our workforce to reflect the communities in which we operate, we have numerous activities in place to support this. Last year we launched our Women in Leadership programme ('Willow') designed to enable female leaders to excel: this year it has been expanded to more junior colleagues. Our EDGE Sponsorship Programme (Enabling Diversity to Grow and Excel) entered its second year: we pair diverse talented colleagues with senior leaders to provide sponsorship opportunities to under-represented groups. This year we plan to double the number of participants. We have also been using technology to better target diverse candidates and reduce the risk of unconscious bias in our recruitment processes.

We have a robust Health and Safety management system in place, with all of our manufacturing sites accredited to ISO 45001. Our 'Talk Safe Be Safe' and 'Total Observation Process' remain internal priorities. There is an ongoing programme of H&S training for all colleagues through our Safety Leadership Plus and CARES courses (Championing and Recognising Excellence in Safety) and in 2024, we held another H&S week to reinforce it as a key objective for all colleagues. Our RIDDOR (Reporting of Injuries, Diseases and Dangerous Occurrences Regulations) rate of 0.13 per 100,000 hours worked is significantly better than the industry average of 0.57.

To support colleagues with their mental and physical wellbeing, we recently started working with the British Safety Council which provides us with an opportunity to develop healthier and happier colleagues, by enabling them to make improved lifestyle choices.

Our well-established apprenticeship programmes provide fantastic opportunities for our existing colleagues to develop their skills as well as helping us attract new talent into the business. These programmes play an important role in addressing the skills gap faced by our industry, particularly in roles requiring STEM (Science, Technology, Engineering and Maths) skills.

We continue to host T-Level placements and have expanded our offering to Finance. These technical qualifications are an alternative to A-levels and include an industry placement to prepare students for work or further training. Our first T-Level student in IT has continued his development with us and has now started his Level 3 Information Communications Technician apprenticeship, developing into a key member of our Technical Delivery team.

## Case Study



### Global Communities, local actions

As a global business, we work with a range of charities in different territories to help address some of the challenges faced in the communities where we operate. In the UK, through our Fareshare partnership, we supported 3,944 charities, reaching 457,815 vulnerable people via our donations.

In Australia, in Coles stores across the country, we donated 10 cents to Redkite for every pack of *Mr Kipling* sold. Redkite is a national charity that provides a range of non-medical support services for children with cancer and their families.

In India, which is an increasingly important sourcing and manufacturing region for our business, we have supported the charity Sangam World Centre in Pune. The charity aims to empower young women to develop the skills they need to learn, train and grow to become powerful changemakers.



We aim to be a force for good in the communities where we operate. This year, we have supported people facing food insecurity, helped local environmental causes and used our skills to promote employability skills. We are currently in the third year of a five-year partnership with FareShare UK, involving the reduction

of food waste at our sites, redistribution of surplus stock, commercial campaigns with our retailers, and colleague volunteering and fundraising. This year, we provided the equivalent of 1,135,482 meals to support FareShare and other food insecurity charities. Our colleagues volunteered 783 days of time with charities and community

organisations, supported by our partnership with Neighbourly. In response to global disasters we have contributed £50,000 to the British Red Cross Disaster Relief Fund, enabling them to provide vital support to people impacted by major global and local crises.

Our ambitions	Our 2030 targets	In-year progress	2030 target progress
<b>A diverse, healthy and inclusive culture</b>	Achieve gender balance in our senior leadership team.	40% of senior management roles are held by females.	<div><div></div></div>
	Diversity KPIs to reflect regional demographics.	Published our annual I&D report internally, equipping leaders with data for their areas.	<div><div></div></div>
	All sites achieve platinum level Health and Wellbeing accreditation.	Changed provider to British Safety Council and completed gap analysis.	<div><div></div></div>
<b>A leading developer of people</b>	Provide skills and work opportunities for young and excluded groups.	Introduced Sector-based Work Academy Programmes ('SWAP') at two of our manufacturing sites. Planning to roll out to other sites.  We have gifted our Apprenticeship Levy to support 95 apprenticeships across 50 SMEs since 2020 (see case study).	<div><div></div></div>
	75% of STEM vacancies filled by internal candidates.	Expanded T-Level programme to Finance. 67 of our apprentices are in a STEM role. 44% of our STEM vacancies were filled internally.	<div><div></div></div>
	80% of colleagues feel they have opportunity to develop and grow.	94% of factory-based colleagues have had a 121 Thrive conversation which helps to facilitate opportunities to develop and grow.	<div><div></div></div>
<b>A caring community partner</b>	Provide the equivalent of 1 million meals each year to those in food poverty.	Third year of partnership with FareShare. The equivalent of 1,135,482 meals donated to FareShare and other food insecurity charities.	<div><div></div></div>
	Be more of a force for good in our communities by volunteering at least 1,000 colleague days each year.	783 days volunteered by our colleagues to charities and good causes.	<div><div></div></div>

All targets are 2030 targets from a 2020/21 baseline unless stated otherwise. See our Enriching Life Plan disclosure tables from page 167 for more information, including key definitions and assumptions.

Not started



Plans in place



Early progress



On track



Advanced progress



Complete



## Case Study



### Championing thriving careers in the food industry

We are proud to have been recognised with a Gold Charter Mark for the openness of our recruitment and early careers provision by the Social Recruitment Advocacy Group ('SRAG'). It acknowledges the work we have done with the Department for Work and Pensions and local training companies to deliver Sector-Based Work Academy Programmes ('SWAP'), which aim to help those facing barriers to employment with dedicated training back into work. We were able to offer roles to several individuals who have suffered from long-term unemployment.

Our apprenticeship programme and early adoption of T-Level placements were also recognised for providing great entry level opportunities.

We were pleased to be among the first 100 companies to sign their Social Recruitment Covenant committing to recruit from a broader pool of candidates, including those who may not have traditional work experience or qualifications.

# Taskforce on Climate-related Financial Disclosures

## Introduction and Compliance Statement

We recognise that climate change is one of the most pressing issues facing society, and our collective response over this decade will determine how broad and deep the impacts of climate change will be. That's why we must continue to work collaboratively to make a greater positive impact. We see it as both a responsibility and an opportunity, to which we are committed to playing our part.

Our Enriching Life Plan lays out a bold set of ambitions and targets, including our response to climate change; ensuring we play our role in the transition to a net zero future and how we can better prepare our business to adapt to the impacts of climate change.

In 2022, we made our first TCFD disclosure that explained our approach to the management of climate-related risks. Over the intervening years we have strengthened our disclosures and consider it consistent with the listing requirements of LR6.6.6(8) and the recommendations and recommended disclosures from the Taskforce on Climate-related Financial Disclosures ('TCFD'), including the Annex and Guidance published in 2021. The requirements, status and next steps are summarised in each section.

## Our TCFD Climate Risk Journey

### 2022

We conducted training and workshops to raise awareness of climate-related risks and opportunities. Identified six key risks and opportunities disclosed in first TCFD disclosure.



### 2023

Identified three climate change scenarios and quantified risks associated with changes in consumer demand and disruption in supply due to availability of key ingredient and disruption at manufacturing sites.



### 2024

Expanded assessment on the acute and chronic risks associated with supply of key ingredients. Pilots on nature risk assessments. Increased disclosure on the metrics and targets used to measure risk and opportunity to be consistent with all recommendations of TCFD.



### 2025

Carried out more detailed water risk assessments for our sites and key commodities. Concluded second phase of flood resilience work at Worktop site. Engaged with suppliers to understand their resilience. Joined UK government roundtable on UK food system resilience. Continued with our commercial strategy of new product development in new categories and consumption occasions with opportunities in a changing climate. Trialling advanced weather monitoring technology platform to improve short-term risk monitoring of global crop harvests.



## Governance

Describe the Board's oversight of climate-related risks and opportunities.

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

### Aligned

- We have disclosed our approach to Board oversight and management's role in assessing climate-related risks.
- We lay out the skills and experience of our Board and management and how the groups work together.
- We give examples of the issues which have been reviewed and the decisions made by these groups in the year.

### Next steps

- We will continue to provide information to the Board and management on the evolution of climate-related risks and opportunities, and their potential impacts on the business.

The Board has overall accountability for our ESG strategy, the Enriching Life Plan, and climate-related risks.

The Board receives presentations each year on the business' progress on our Enriching Life Plan and receives updates in the form of dashboard reports on key performance and projects for every meeting. These updates include progress on adopting the recommendations of the Taskforce for Climate-related Financial Disclosures.

Members of the Board have experience from consumer goods, retail companies and government departments with strong track records on climate change and sustainability. Colin Day, the Chair of our Board, until recently was a board member at the Department for the Environment and Rural Affairs ('Defra'), chairing the Defra Audit and Risk Assurance Committee. Helen Jones was the chair of the Sustainability Committee at Halfords plc, and Roisin Donnelly is a member of the Sustainable Business Committee at NatWest Group plc.

The governance structure (see page 35) ensures that climate-related and other ESG risks are embedded into the Company's Enterprise Risk Management processes which the Board's Audit Committee reviews. An ESG Reporting and Compliance group has been established under the leadership of the CFO, to support the adoption of the framework. The steering group ensures climate-related risks are properly included in our Enterprise Risk Management process and directly updates the Board's Audit Committee.

Climate risks are reviewed by the Audit Committee of the Board, as reflected in its Terms of Reference, as part of the risk management process, and subsequently presented to the Board twice a year. Climate risks and ESG matters have also been embedded into the annual review and approval of the Group's five-year Strategic Plan and budget approval process, and are taken into account by the Board when making key decisions as part of its responsibility to consider matters under Section 172 of the Companies Act. Examples of this include signing off capital investment plans, including efficiency and resilience projects at our sites.

Day-to-day responsibility for managing climate-related and other ESG risks is delegated to our ESG Governance Committee. Our ESG Governance Committee is chaired by our CEO and comprises relevant members of the Executive Leadership Team ('ELT'), including the CFO. The ESG Governance Committee meets six times a year and manages all ESG risks. The ESG Governance Committee also includes our ESG Director and subject matter experts across the business. Actions taken by the Group during the year include the review of climate-related risks and this TCFD statement, approval of our submission for validation of our net zero carbon targets by the Science Based Targets initiative ('SBTi'), review of progress on our decarbonisation plans and review of our deforestation, regenerative agriculture and Supplier Engagement programmes. Various members of this group have objectives and remuneration which are aligned to our management of climate-related risks and opportunities. For members of the ELT these are covered in the Metrics and Targets section on pages 54 to 57.





# Taskforce on Climate-related Financial Disclosures continued

We are proud to manufacture the majority of our products in our dedicated factories across the UK, serving several commercial channels through a range of different routes to market.

These local operations mean we can expect our own business to be affected by the physical and transitional impacts of climate change in the UK. As a food manufacturer, our business relies on a wide range of raw materials, ingredients and packaging items and, whilst much of this is locally sourced, there are a number of complex international supply chains. These international supply chains, along with our commercial expansion into new markets, mean the global effects of climate change will also impact us. We are therefore preparing our business for a range of physical and transitional impacts of climate change, both locally and internationally, which will represent both risks and opportunities for the organisation over the short, medium and long term.

We have carried out several risk identification workshops with colleagues from across our business, which have identified a number of different risks and opportunities due to climate change. In response to the requirements of TCFD, we have prioritised these risks by likelihood and impact, dividing climate risk into two broad categories – physical risk relating to extreme weather events and long-term chronic shifts in global temperatures and precipitation levels, and transition risk pertaining to changes in regulation, pricing, consumer and customer demand changes and reputation. Over the last four years, we have worked with external organisations and our insurance partners to accelerate our understanding of these risks to our business. As part of this process, we have conducted climate risk training and workshops with key business functions, including our sales, marketing, procurement, finance and operational teams. Engaging key stakeholders, these workshops involved building our understanding of climate-related impacts and resilience and understanding the current impacts of climate change to project future risks and opportunities. The output culminated in the identification of six key physical and transition risks and opportunities which had the most significant potential impact on our business strategy. As in recent years, these risks were reviewed with key leaders in the business to confirm they are still the most relevant risks and opportunities for our business. Further assessment was carried out to develop our understanding of the risks. Three scenarios were considered to support this analysis and are summarised in the table on page 49.



## Strategy

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

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

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

## Aligned

- We have assessed the most important risks of climate change, and disclosed the findings and where they have an impact on our business strategy.
- We have again refreshed our modelling of the impact of changes in demand for our products and expanded the modelling of risks associated with the sourcing of key ingredients.
- We have assessed a range of climate scenarios and, where relevant, we have included the impacts in our financial reporting.

## Next steps

- We will continue to monitor and develop our understanding of these, and other emerging risks, including updates in future disclosures.

## Strengthened risk assessments over the last year

- Modelling of water flood and scarcity risks at our operational sites using the industry leading **Waterplan** tool.
- Modelling of water flood and scarcity risks on 10 key ingredients and commodities using the **Waterplan** tool, building on the previous modelling of the chronic physical risks associated with the availability of 15 key ingredients, accounting for 59% of purchased ingredients by spend, and including those with the most reliance on specific sourcing regions.
- Adopted two new technology tools to better understand near-term risks to availability of key ingredients and commodities.
- Have reviewed risk assessments from 28 of our key 70 suppliers to better understand supply chain risks and resilience. We continue to work with other suppliers to understand their resilience.
- Modelling was refreshed on the commercial risks associated with changing consumer behaviours and covered all our current product sales in the UK over the next 20 years.
- Review of the policy objectives of the new UK government, including carbon pricing, zero emission vehicles, clean industry, forestry and other policy interventions.
- Review of The Climate Change Committee's Independent Assessment of UK Climate Risk, HM Government's Climate Change Risk Assessment and HM Government's Third National Adaptation Programme. Joined the Defra-led roundtable on UK Food System resilience.

## Climate Change Scenarios

### Early Policy Action: Smooth Transition



There is early decisive action within society to reduce global emissions, as well as coordinated policy action towards a low carbon economy. The outcome of this scenario is action sufficient to limit global warming to well below 2°C, aligned to the Paris Agreement.

#### Physical Climate Change Pathway\*

RCP2.6

#### Policy landscape\*\*

Delivery of stated UK government policy objectives in the next 5 years.

Strengthened but well-planned policies for industrial and agricultural decarbonisation from 2029 onwards, informed by the UN PRI Inevitable Policy Response.

#### Commercial and consumer landscape

The Science Based Targets initiative is widely adopted by our customers and they encourage suppliers to make progress using commercial arrangements.

Consumers increasingly seek out products with sound environmental credentials. Credible product information is available to support consumer choices.

### Late Policy Action: Disruptive Transition



There is a delay in implementing the policy response required to reduce global emissions.

#### Physical Climate Change Pathway\*

RCP2.6

#### Policy landscape\*\*

Delivery of stated government policy landscape in UK in the next 5-10 years.

More severe policy response from around 2034, to compensate for the late transition. Includes several of the policy suggestions from the UN PRI Inevitable Policy Response but at a lower scale and implemented more slowly.

#### Commercial and consumer landscape

The Science Based Targets initiative is widely adopted by our customers, and they encourage suppliers to make progress using commercial arrangements.

Consumers increasingly seek out products with sound environmental credentials. Some product information is available to support consumer choices.

### No Policy Action: Business as Usual



This scenario highlights the global impact of a failure by governments to introduce policy interventions to limit global emissions. Under this scenario we see global temperatures increase to above a 3-4°C level of warming.

#### Physical Climate Change Pathway\*

RCP8.5

#### Policy landscape\*\*

Delivery of stated government policy landscape in UK in the next 5-10 years.

Disjointed and ineffective policy response from around 2034.

#### Commercial and consumer landscape

The Science Based Targets initiative is adopted by many of our customers, and they encourage suppliers to make progress using commercial arrangements but divergence in approach.

Consumers increasingly seek out products with sound environmental credentials. Some product information is available to support consumer choices.

\* Representative concentration pathway, as laid out by the International Panel on Climate Change ('IPCC').

\*\* Whilst the business is impacted by EU and local legislation, the UK policy framework is most important given the significance of the UK market to our revenues and as the location of our manufacturing base. The business does not meet the criteria for reporting obligations under the EU Corporate Sustainability Reporting Directive ('CSRD') or the proposed Directive on Corporate Sustainability Due Diligence ('CSDDD').

In all scenarios and for all risks, specific consideration was given to the next five years as this reflects the period covered in our business strategy cycle and therefore key financial planning, statements and disclosures. To align with our enterprise risk management and materiality processes, risks were assessed to determine whether they reached the criteria of a potential impact of greater than £5m in any year in the period of the business strategy cycle. Whilst some risks have previously been identified in the 6-10 year planning horizon, we do not believe any of those have moved into the most immediate planning horizon. Government policies around industrial decarbonisation and carbon pricing have not developed as quickly as might have been expected.

# Taskforce on Climate-related Financial Disclosures continued

## Key physical risks

### Disruption to our operations as a result of acute extreme weather events.

#### Unmitigated risk

The most significant risk to our sites comes from flooding as a result of intense localised rainfall. Our Lifton site was previously identified as being at risk of flooding from a river bordering the site but investments have already been made to mitigate this risk. The extreme weather experienced during the summer in 2022 helped us identify processes and infrastructure which will be increasingly vulnerable to higher localised rainfall and higher temperatures. In some circumstances, these necessitated temporary changes to working practices in order to maintain production.

#### Time horizon

Next 5 years



6-10 years

More than 10 years

#### Addressed in our business strategy



Supply chain investment

#### Mitigating actions as part of our strategic planning

##### Protecting key infrastructure

A more detailed risk assessment was carried out with the industry leading tool **Waterplan** identifying no new flooding risks and suggesting little risk to operations as a result of localised water scarcity.

Investments in flood protection were made at Lifton in 2021, Workop in 2023 and this year the second phase of investments were concluded to protect key operational infrastructure at our Workop site.

All sites have strong extreme weather protocols, including local site investments to improve resilience in collaboration with our insurance partner.

#### Outcome

In all scenarios we do not deem this mitigated risk reaches the threshold for materiality in the period covered in our business strategy cycle.

### Changes in the availability, price or quality of key ingredients, as a result of more extreme weather events or chronic changes in climate in sourcing regions.

#### Unmitigated risk

Our previous analysis identified one commodity with a local yield risk in the short term and three commodities with local yield risks in the medium-to-long term as a result of the chronic impact of climate change. This analysis was expanded this year using the **Waterplan** tool to consider flooding and water scarcity risks. This has refined our understanding of water-related risks and opportunities.

#### Time horizon

Next 5 years



6-10 years

More than 10 years

#### Addressed in our business strategy



Supply chain investment

#### Mitigating actions as part of our strategic planning

##### Supplier collaboration and R&D

We have now strengthened the suite of tools we use to understand water and climate-related risks to the supply of key ingredients. We have laid out a requirement on all key suppliers that they provide climate and nature related risk assessments and we have started to collect these from key suppliers to better understand their resilience.

In order to manage these risks we continue to develop a broad range of sourcing options for key commodities, and in some cases could adopt product reformulation to broaden the range of ingredients we can use in our products.

We seek to minimise the cost of these actions, although in some cases, it may be necessary to include price increases in our commercial strategy.

Our programmes to improve ingredient yields and reduce food waste in our own operations will also contribute to our resilience.

#### Outcome

In all scenarios we do not deem this mitigated risk reaches the threshold for materiality in the period covered in our business strategy cycle.

#### Time Horizon Key as described on page 49



Smooth transition



Disruptive transition



Business as usual



## Key transition risks

### Financial impact of increasing energy costs and carbon pricing.

#### Unmitigated risk

In all climate scenarios, we assume increases in the pricing of electricity and gas. This is driven by many factors, including, but not limited to, the policies adopted by governments to address climate change.

This will impact our own energy prices and also those of suppliers, who will likely seek to recover some of those costs.

We have two sites which are currently covered by the UK Emissions Trading Scheme ('ETS').

Government policies in this area are developing more slowly than might have been expected and we still assess they will not impact the business in the next 5 years.

#### Time horizon

Next 5 years

6-10 years



More than 10 years



#### Addressed in our business strategy



Supply chain investment

#### Mitigating actions as part of our strategic planning

##### Progressing on our journey to net zero

Our journey to net zero is laid out on pages 40 and 41 and includes improvement and investment in low energy and low carbon operations and a transition to 100% renewable electricity which will help mitigate the impact of any changes in electricity and carbon pricing.

Our work has a particular focus on sites currently covered by the UK ETS. Developments at these sites will bring emissions below the criteria for involvement in the scheme and therefore represent a financial opportunity.

#### Outcome

In all scenarios we do not deem this mitigated risk reaches the threshold for materiality in the period covered in our business strategy cycle.

### Evolving legislation and regulation could lead to increased business complexity and force changes in key business processes.

#### Unmitigated risk

Premier Foods operates in a complex regulatory environment, set by national governments and their adoption of global frameworks. Current UK legislation is focused on disclosure and understanding risks which, whilst increasing reporting obligations, will not have material impact on our operations. Governments have objectives to support the transition to a low carbon economy which will encourage the adoption of new technology and energy sources for manufacturing and transport, and will represent opportunities to support our own transition.

Government policies in this area are developing more slowly than might have been expected and we still assess they will not impact the business in the next 5 years.

#### Time horizon

Next 5 years

6-10 years



More than 10 years



#### Addressed in our business strategy



Supply chain investment

#### Mitigating actions as part of our strategic planning

##### Horizon scanning on upcoming legislation and emerging technology

We have strengthened our ESG risk assessment and disclosure standards to prepare for upcoming reporting requirements.

Our reporting working group reviews upcoming legislation twice a year to include in our functional plans.

Our engineering team reviews emerging low carbon technology, and programmes to support their adoption, for suitability in our applications.

#### Outcome

In all scenarios we do not deem this mitigated risk reaches the threshold for materiality in the period covered in our business strategy cycle.

# Taskforce on Climate-related Financial Disclosures continued

## Key commercial opportunities & risks

### Changes in consumers' demand for our products, in the event of changing weather patterns.

#### Unmitigated risk

Premier Foods produces, markets and distributes a range of products which are consumed in a range of situations. Consumption of food and drink is impacted by weather and many of our products have a seasonal demand pattern. Changes in the climate will alter seasonal patterns and, therefore, may change the demand for different types of products. This represents both a risk and an opportunity for Premier Foods, with demand for products traditionally consumed in autumn and winter, potentially under threat from shorter and less severe cold weather, and products consumed in hotter weather, potentially able to exploit increased opportunities from longer and warmer summers.

Whilst there are an increasing number of consumers who are interested in the sustainability credentials of the products they purchase, this is not yet at a point where we expect it to have a significant impact in the next five years.

#### Time horizon

Next 5 years

6-10 years



More than 10 years

#### Addressed in our business strategy

-  Continue to grow in the UK core
-  Expand UK into new categories
-  Build international businesses with critical mass
-  Inorganic opportunities

#### Mitigating actions as part of our strategic planning

##### Commercial planning and category expansion

By understanding the factors which impact consumers' purchasing decisions, we are well placed to manage the risk of reduced demand for products at specific times.

Our commercial strategy includes expansion into new categories, many of which have different use occasions and are more suitable for warmer weather. Recent examples include the launch of *Angel Delight* and *Mr Kipling* ice creams, *FUEL10K* drinks, and *FUEL10K* and *Ambrosia* breakfast products.

#### Outcome

When considering this risk (excluding the associated opportunities), we do deem that this mitigated risk could reach the threshold for materiality in the period covered in our business strategy cycle and it has therefore been considered in our viability statement.

### Commercial opportunities from supporting customers' and consumers' demands for more sustainable products.

#### Unmitigated risk

Many of our major customers have their own science-based targets to tackle climate change and have developed strategies to encourage decarbonisation and resilience in their supply chains. These strategies could include the rewarding of positive progress through supplier financing terms, product listings, or collaborative projects. There is also a risk that retailers could penalise suppliers who are not making sufficient progress on addressing issues in their own products and services.

Whilst there continues to be a group of consumers who seek out more sustainable products, this continues to be a reasonably small proportion of all consumers and the majority aren't considering sustainability in their purchasing decisions. We do not see this changing significantly in the next 5 years.

#### Time horizon




Next 5 years

6-10 years



More than 10 years

#### Addressed in our business strategy

-  Continue to grow in the UK core
-  Expand UK into new categories
-  Build international businesses with critical mass
-  Inorganic opportunities

#### Mitigating actions as part of our strategic planning

##### Strengthening the sustainability credentials of our products and collaboration

Our Enriching Life Plan lays out a wide range of ways in which we are improving the sustainability credentials of our products. Many of these are well aligned to the objectives of our customers. We have met with the sustainability teams at Morrisons, Sainsbury's, M&S, Tesco and Co-op. We monitor consumer sentiment to understand the factors that are most important in purchase decisions and are well placed to respond to those opportunities.

One particular opportunity is consumers' increasing demand for plant-based products, which is a key part of our commercial plans. This year saw the launch of *Ambrosia* plant-based custard.

#### Outcome

In all scenarios we do not deem this mitigated risk reaches the threshold for materiality in the period covered in our business strategy cycle.

#### Time Horizon Key as described on page 49



Smooth transition



Disruptive transition



Business as usual

## Risk management

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

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

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

### Aligned

- We have disclosed how climate-related risks and opportunities are identified, assessed and managed through our Enterprise Risk Management process.

### Next steps

- We will continue to improve the management of climate, and other ESG risks, through our Enterprise Risk Management process.



## Climate-related risks are identified and managed through our established Enterprise Risk Management framework

The risk management framework is used to inform our principal, watchlist and emerging risks. Our Internal Audit and ESG teams work closely to update our principal risks as they relate to climate change, and climate change is considered as a principal risk. We have taken steps to more formally integrate the identification of climate-related risks into our existing bottom-up risk management framework, including training and new templates to ensure their inclusion.

Response strategies are developed for the key risks identified across the business. We use this to define controls and monitor metrics. This will ensure that the appropriate decisions on mitigating, transferring, accepting or controlling the climate-related risks are made. Risk owners from the ELT are assigned and are responsible for embedding our response to risk-related issues in our business strategy.

All key risks are reviewed with risk owners, on a bi-annual basis, to assess and understand the evolution of the risk and whether our current risk management controls are sufficient. Outputs of this work are then included in the Risk Management sections of each Annual Report.

Last year we made a requirement of our 70 key impact suppliers to provide climate and nature risk assessments using the TCFD and TNFD frameworks. This year we have been analysing the resilience of our key suppliers and are using this new insight to better manage shared risks. This will also be used to help inform future risk assessments, mitigation actions and sourcing decisions.

“

It's clear that a changing climate will be one of the trends which will impact the food shoppers want to buy and eat, either through changing eating occasions or through a growing demand for more sustainable products. Our strength in understanding shopper insights and our bold Enriching Life Plan put us in a good position to capitalise on these trends.”

**Alex Whitehouse**  
Chief Executive Officer

“

We understand that, to best manage the climate-related risks and opportunities in the supply of the ingredients we use, we will need to work in new ways with our suppliers. The launch of our new supplier engagement programme last year was a key step on developing a more resilient supply chain.”

**Gareth Pullan**  
Procurement Director



# Taskforce on Climate-related Financial Disclosures continued

## Metrics and Targets

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

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

Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.

### Aligned

- We disclose the metrics and targets we use to guide our actions, and also where they form part of executive remuneration.
- We disclose our full Scope 1, 2 and appropriate Scope 3 greenhouse gas emissions.
- We disclose a wide range of other non-financial performance metrics.

### Next steps

- We will continue to monitor performance against our targets and develop new targets as new mitigation and adaptation actions are adopted.
- We will continue to strengthen provision of non-financial data to improve its use in decision making and disclosures.

Our performance in reducing greenhouse gas emissions and progress against our science-based targets are key metrics to help us understand our management of climate-related risks and opportunities.

A full view of our global energy consumption and greenhouse gas emissions data in line with the UK Government's Streamlined Energy and Carbon Reporting ('SECR') Regulations can be found on pages 57 and 58. In addition, there are a range of other key environmental and commercial performance measures linked to our management of climate-related risks and opportunities which are shown in the following tables. Many of these, and other important performance indicators, can be found in our Enriching Life Plan disclosure tables and our Sustainable Accounting Standards Board ('SASB') disclosure on our website. We also disclose annually to CDP (formerly the Carbon Disclosure Project).

The table below shows where members of our Executive and Management Teams have been financially incentivised on the delivery of this target for the 52 weeks ending 29 March 2025. For Executive Directors more information can be found in the Directors' Remuneration Report.

Target and objective (2030 unless otherwise stated)					
Disclosure and Reporting	Metrics		Mitigation	Adaptation	Executive and Management remuneration
Data, disclosure and reporting	<ul style="list-style-type: none"><li>• Strengthen quality of key ESG data and ensure compliance with all ESG and non-financial disclosure requirements.</li></ul>	<ul style="list-style-type: none"><li>• Deliver limited assurance on key ESG non-financial metrics (2024/25).</li><li>• Disclosure consistent with the recommendations of TCFD (2024/25).</li></ul>	●	●	<ul style="list-style-type: none"><li>• The introduction of a new non-financial controls framework, which incorporates climate-related risks, formed part of the objectives of the Chief Financial Officer in the reporting period.</li></ul>

Target and objective (2030 unless otherwise stated)					
Key physical risks	Metrics		Mitigation	Adaptation	Executive and Management remuneration
<b>Disruption to our operations as a result of acute extreme weather events</b>	<ul style="list-style-type: none"> <li>Operational performance and service levels (internal measure).</li> <li>Climate risk score assessing exposure to climate-related risks at our sites provided by our insurance partner (internal measure).</li> </ul>	<ul style="list-style-type: none"> <li>Customer service levels.</li> <li>Delivery of our site infrastructure plans.</li> </ul>	●	●	<ul style="list-style-type: none"> <li>Business continuity and reducing and mitigating risks formed part of the objectives of the Chief Supply Chain Officer in the reporting period.</li> </ul>

Target (2030 unless otherwise stated)					
Key physical risks	Metrics		Mitigation	Adaptation	Executive and Management remuneration
<b>Changes in the availability, price or quality of key ingredients, as a result of more extreme weather events, or chronic changes in climate in sourcing regions</b>	<ul style="list-style-type: none"> <li>Quantitative yield forecast tool developed with third party to understand local and global impact of physical climate change (internal measure).</li> <li>We are now collecting information from key suppliers on their compliance against environmental certification schemes.*</li> <li>We have made a requirement of our key impact suppliers to share their own climate and nature risk assessments using the TCFD and TNFD frameworks. We are tracking compliance rates and now use the findings to strengthen our own disclosures (internal measure).</li> </ul>	<ul style="list-style-type: none"> <li>Ensuring continuity of supply on key ingredients.</li> <li>Managing portfolio exposure to yield loss and availability issues through chronic and acute climate-related risks.</li> <li>Halve our food waste and support our suppliers to do the same.</li> </ul>	●	●	<ul style="list-style-type: none"> <li>Business continuity and reducing and mitigating risks formed part of the objectives of the Chief Supply Chain Officer in the reporting period.</li> </ul>

\* Disclosed in our Enriching Life Plan Disclosure tables.

# Taskforce on Climate-related Financial Disclosures continued

Target and objective (2030 unless otherwise stated)					
Key transition risks	Metrics		Mitigation	Adaptation	Executive and Management remuneration
<b>Financial impact of increasing energy costs and carbon pricing</b>	<ul style="list-style-type: none"> <li>Scope 1, 2 and 3 emissions (see page 58).</li> <li>Energy usage (see page 58).</li> </ul>	<ul style="list-style-type: none"> <li>Reduce Scope 1 &amp; 2 market-based emissions by 67% and reduce our Scope 3 emissions by 25%, all by 2030 (against a 2020 baseline).</li> </ul> <p>These targets have been validated by the Science Based Targets initiative.</p> <ul style="list-style-type: none"> <li>Net zero in our own operations by 2040 and in our total supply chain by 2050.</li> </ul>	●		<ul style="list-style-type: none"> <li>Reductions in scopes 1 &amp; 2 market-based emissions formed part of the objectives of the Chief Supply Chain Officer in the reporting period.</li> </ul>
<b>Evolving legislation and regulation could lead to increased business complexity and forced changes in key business processes</b>	<ul style="list-style-type: none"> <li>Packaging usage and recyclability.*</li> <li>Food Waste.*</li> <li>Certification status of key commodities addressing environmental and social risks.*</li> </ul>	<ul style="list-style-type: none"> <li>Ensure 100% of our packaging is reusable, recyclable or compostable by 2025.</li> <li>Halve our food waste and support our suppliers to do the same.</li> <li>Deforestation and conversion free palm and meat by 2025, and across the whole supply chain by 2030.</li> </ul>	●	●	<ul style="list-style-type: none"> <li>Improving packaging recyclability and preparing for upcoming packaging regulations formed part of the objectives of the R&amp;D Director in the reporting period.</li> <li>Reducing food waste formed part of the objectives of the Environment and Safety Manager in the reporting period.</li> <li>Ensuring compliance with upcoming deforestation regulations formed part of the objectives of Procurement Managers in the reporting period.</li> </ul>

\* Disclosed in our Enriching Life Plan Disclosure tables.



Key commercial opportunities and risks	Target and objective (2030 unless otherwise stated)				Executive and Management remuneration
	Metrics	Mitigation	Adaptation		
<b>Changes in consumers' demand for our products in the event of changing weather patterns</b>	<ul style="list-style-type: none"> <li>Internal tool to assess the impact of climate change on the consumption of products in key categories (internal measure).</li> </ul>	<ul style="list-style-type: none"> <li>Expand UK into new categories and grow international business – ongoing.</li> </ul>		●	<ul style="list-style-type: none"> <li>The commercial performance of new categories and international expansion formed part of the objectives of the Chief Marketing Officer and the Chief Customer Officer in the reporting period.</li> </ul>
<b>Commercial opportunities from supporting customers' and consumers' demands for more sustainable products</b>	<ul style="list-style-type: none"> <li>Sales of plant-based products.*</li> <li>Core product category with a plant-based offerings.*</li> <li>Packaging usage and recyclability.*</li> <li>Certification status of key commodities addressing environmental and social risks.*</li> <li>Customer feedback and consumer insight (internal measure).</li> </ul>	<ul style="list-style-type: none"> <li>Expand UK into new categories and grow international business (ongoing).</li> <li>Grow the sales of plant-based products to £250m per annum by 2030.</li> <li>Ensure each core product category has a plant-based offering by 2030.</li> <li>Ensure 100% of our packaging is reusable, recyclable or compostable by 2025.</li> <li>Zero deforestation and conversion free palm and meat by 2025, and across the whole supply chain by 2030.</li> </ul>		●	<ul style="list-style-type: none"> <li>The commercial performance of new categories and international expansion form part of the objectives of the Chief Marketing Officer and the Chief Customer Officer in the reporting period.</li> </ul>

\* Disclosed in our Enriching Life Plan disclosure tables.

## 2024/25 Streamlined Energy and Carbon Reporting

Premier Foods' GHG emissions are calculated and reported based on the 'The Greenhouse Gas Protocol: GHG Protocol: A Corporate Accounting and Reporting Standard – Revised Edition' ('GHG Protocol') and the complementary 'Corporate Value Chain (Scope 3) Accounting and Reporting Standard', setting our boundaries to include all key requirements and following an operational control approach. <https://www.premierfoods.co.uk/sustainability/our-progress/Premier-Foods-reporting-criteria-for-specified-ESG-performance-metrics-2024-25.pdf>

The Greenhouse Gas Protocol (2015) defines location-based Scope 2 emissions as reflecting “the average emissions intensity of grids on which energy consumption occurs” and market-based Scope 2 emissions as reflecting “emissions from electricity that companies have purposefully chosen”.

Scope 3 emissions include all relevant categories using a mix of primary data and estimates with a choice of assumptions following a conservative approach. Emissions factors were selected from a range of reputable sources including Ecoinvent, Agribalyse and BEIS. All emissions values in this report are given in metric tonnes of carbon dioxide equivalent ('tCO<sub>2</sub>e').

All of our energy use is based in the UK. We have no manufacturing or office facilities under our control outside of the UK and as such, our Streamlined Energy and Scope 1 & 2 Carbon data below is all UK based.

# Taskforce on Climate-related Financial Disclosures continued

	FY 24/25	FY 23/24
<b>Production output and energy usage<sup>1</sup></b>		
Production Output (tonnes)	<b>280,632</b>	290,675
Total Energy Usage (MWh)	<b>(A) 229,152</b>	247,118
Headline Revenue (£m) <sup>4</sup>	<b>1,147.8</b>	1,108.7
Energy usage intensity (MWh/£m)	<b>199.6</b>	222.9
<b>Scope 1 and 2 greenhouse gas emissions<sup>1</sup></b>		
Scope 1 Greenhouse Gas Emissions (tCO <sub>2</sub> e)	<b>(A) 29,539</b>	34,614
Scope 2 Greenhouse Gas Emissions – location-based (tCO <sub>2</sub> e)	<b>(A) 14,418</b>	15,405
Scope 2 Greenhouse Gas Emissions – market-based (tCO <sub>2</sub> e)	<b>(A) 21,496</b>	21,966
Total Scope 1 & Scope 2 Greenhouse Gas Emissions – location-based (tCO <sub>2</sub> e)	<b>(A) 43,957</b>	50,019
Total Scope 1 & Scope 2 Greenhouse Gas Emissions Intensity – location-based (tCO <sub>2</sub> e/£m) <sup>4</sup>	<b>38.3</b>	45.1
Total Scope 1 & Scope 2 Greenhouse Gas Emissions – market-based (tCO <sub>2</sub> e)	<b>(A) 51,035</b>	56,580
Total Scope 1 & Scope 2 Greenhouse Gas Emissions Intensity – market-based (tCO <sub>2</sub> e/£m) <sup>4</sup>	<b>44.5</b>	51.0
<b>Scope 3 greenhouse gas emissions<sup>2</sup></b>		
Purchased goods and services (tCO <sub>2</sub> e)	<b>553,775</b>	622,319
Upstream transport and distribution (tCO <sub>2</sub> e)	<b>34,788</b>	34,737
Downstream transport and distribution (tCO <sub>2</sub> e)	<b>38,436</b>	38,379
Other relevant Scope 3 emissions (tCO <sub>2</sub> e) <sup>3</sup>	<b>60,858</b>	60,509
FLAG related emissions (tCO <sub>2</sub> e) <sup>5</sup>	<b>370,223</b>	
Non-FLAG related emissions (tCO <sub>2</sub> e) <sup>5</sup>	<b>317,634</b>	
Total Scope 3 emissions (tCO <sub>2</sub> e)	<b>687,857</b>	755,944

<sup>1</sup> All of our energy use and therefore Scope 1 & Scope 2 greenhouse gas emissions are UK based.

<sup>2</sup> FY 24/25 Scope 3 greenhouse gas emissions are based on the 2024/25 financial year. FY 23/24 Scope 3 emissions are based on the 2023 calendar year.

<sup>3</sup> Includes; capital goods, fuel and energy related activities, waste generated in operations, business travel, employee commuting, upstream leased assets, processing of sold products and the end of life treatment of sold products (packaging).

<sup>4</sup> Headline revenue in FY24/25 and FY23/24 excludes Knighton and Charnwood and for FY24/25 is stated at constant currency to prior year.

<sup>5</sup> New measure and data is unavailable for prior year.

## Independent assurance

Consistent with the prior periods of independent limited assurance activity, PricewaterhouseCoopers LLP ('PwC') has performed an Independent Limited Assurance engagement on selected balances within the 2024/25 data, shown with the symbol (A), in accordance with the International Standard on Assurance Engagements 3000 (Revised) 'Assurance Engagements other than Audits or Reviews of Historical Financial Information' and International Standard on Assurance Engagements 3410 'Assurance engagements on greenhouse gas statements', issued by the International Auditing and Assurance Standards Board. The Independent Limited Assurance Report can be found on our website <https://www.premierfoods.co.uk/sustainability/our-progress/ESG-Disclosure-Assurance-Report-2024-25/accept> along with our Methodology Statement – the basis on which the KPIs are calculated and on which the limited assurance is given at the following link <https://www.premierfoods.co.uk/sustainability/our-progress/Premier-Foods-reporting-criteria-for-specified-ESG-performance-metrics-2024-25.pdf>.

## Principal energy efficiency measures taken in 2024/25

As part of our Enriching Life Plan, we have set bold targets to decarbonise our own operations and support our suppliers to do the same. Energy efficiency is a crucial element of this plan and we have in place a 'Smart Energy' programme under the leadership of our Operations Director. The programme coordinates the organisation's work on energy efficiency through site energy councils who are driving short-term behavioural and operational improvement programmes. Our engineering team is driving long-term investment in new processes and equipment. Projects this year include the installation of new equipment to reduce the heat requirements for key processes and investments in new LED lighting and air compressors. To support our transition to renewable electricity we have installed solar panels at our Stoke plant with plans being finalised for a larger installation at our Carlton site in Yorkshire.

Both energy use and associated CO<sub>2</sub>e emissions are monitored monthly through our internal environmental performance reporting and we are improving the quality of available information by investing in metering equipment. This allows us to more clearly identify improvement opportunities and prioritise them based on their potential benefits.

# Risk management

Effective risk management protects our business and complements our strategic decisions as we strive to grow the business.

## Our approach

Our Board owns and oversees our risk management programme. It is responsible for ensuring that our risks are aligned with our goals and strategic objectives. The Audit Committee assists the Board in monitoring the effectiveness of our risk management and internal control policies, procedures, and systems.

We have historically followed an established risk management framework to identify, evaluate, mitigate and monitor the risks we face as a business. Our approach is both top-down and bottom-up to ensure that

we have maximum input from the Board and from operational management. Our objective is not only to identify current and emerging risks that our business faces as we execute our strategy and grow the business, but also to ensure that consideration of risk is embedded in our strategic decision-making.

Operational responsibility for risk management is embedded throughout our organisation and our first line of defence remains our colleagues, who have a responsibility to manage day-to-day risk in their areas guided by Group policies,

procedures, and controls frameworks. The Executive Leadership Team ('ELT'), and ultimately the directors, ensure that these risks are managed, maintained, reviewed and mitigated according to these frameworks. The Group's Internal Audit function continues to provide assurance over the effectiveness of mitigating controls. While copies of these reports are provided to the ELT to action any necessary control improvements, the Internal Audit function reports directly to the Audit Committee who monitor and challenge management to ensure control improvements are actioned.

The diagram below summarises the approach and responsibilities for the year.

## Risk Management Framework

### Board of Directors

Overall responsibility for maintaining sound risk management and internal controls. Assess principal risks and set risk appetite. Approve the viability statement.

### Audit Committee

Set risk management framework. Assess effectiveness of the Group's risk framework and internal controls, including direction of internal audit.

### Executive Leadership Team

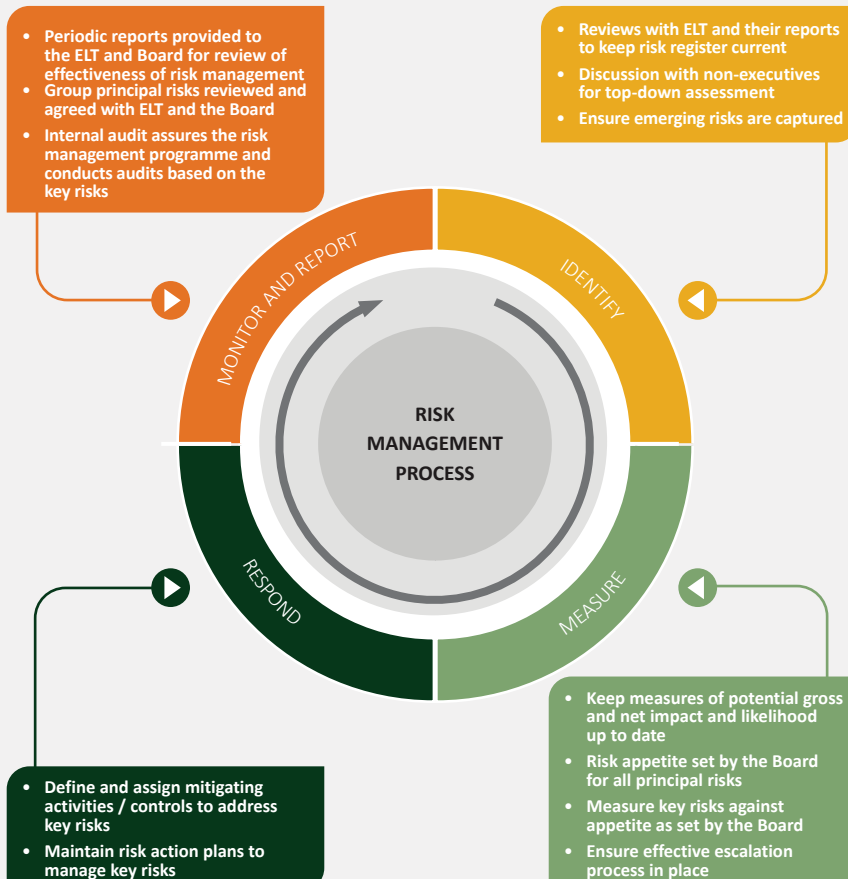
Implement risk management framework. Assess effectiveness of the Group's risk framework and internal controls

### Risk & Controls and Internal Audit

Test internal controls and co-ordinate risk management activity, provide support to business risk owners and report risk information across the Group.

### Operational Management

Own and review operational risks, operate controls and implement mitigation actions. Escalate concerns regarding emerging risks or changes to existing risks.



During the year, we enhanced our enterprise risk management process. This included comprehensively updating the Group's Risk Policy that was reviewed and approved by the Audit Committee, as well as redefining our risk taxonomy, and updating the risk register framework to capture and consider more attributes associated with our key risks.

The ELT lead the refreshed risk identification process, which included each member of the ELT holding an extended workshop with their functional leadership teams to consider the full population of risks considered relevant to their areas of responsibility and the Company as a whole. This was followed by a robust ELT-level review of identified

risks, their categorisation, and relevant mitigating actions. In addition, an extended workshop was held with the non-executive directors to share the enhanced process being used by the Group and obtain their input given their broad experience. The combined output was then reviewed by the whole Board.



## Risk management continued

The process is summarised below.



For FY25/26, we will conduct further workshops, and the periodic ELT reviews will continue to ensure we identify emerging risks and to monitor the effectiveness of the controls that mitigate our key risks. In addition, a Risk and Controls management committee will be in place, with representation from risk owners from senior management risk owners, the Risk & Controls and Internal Audit functions, and key ELT members.

Output from the Group's risk management process will continue to be reviewed by the Board and the Audit Committee in line with the responsibilities of the UK Corporate Governance Code.

### Principal risks and uncertainties

The Board has conducted a robust assessment of the principal and emerging risks facing the Group. These are based on the most critical individual risks on our refreshed risk register, some of which have been aggregated. They include those that we consider could most impact our business model (see pages 03 to 05), the delivery of our long-term strategic objectives (see pages 08 and 09), and that could threaten our future performance, solvency or liquidity. These risks and uncertainties (pre-mitigation) are set out in this report, together with a description including key mitigating activities in place to address them.

The 'Changes in FY24/25' information for each principal risk highlights changes in the profile of our principal risks and/or describe our experience and activity over the last year.

As a result of our risk management refresh programme, we have updated certain of our principal risks.

- 'Technology' has been renamed as 'Technology and cyber'.
- 'HR and employee' risk is now 'People'.
- 'Food safety' continues to be of pivotal importance. It is now shown as a separate principal risk, having previously been subsumed in 'Operational integrity'.
- 'Strategic delivery' has been removed. Our review programme identifies all key risks against the five strategy pillars and the most significant, either individually or in aggregate, form the principal risks. These risks – and how we manage them – are therefore the underlying factors that may impact delivery of our strategy.
- Consequently, we also now include 'M&A activity' as a separate principal risk relating directly to our strategy pillar of 'Inorganic opportunities'.

### Risk appetite

Our approach is to minimise exposure to reputational, financial and operational risk while accepting and recognising a risk/reward trade-off in pursuit of our strategic and commercial objectives. We operate in a challenging and highly competitive marketplace, and, as a result, we recognise that strategic, commercial and investment risks will be required to seize opportunities and deliver results. We are therefore prepared to make certain financial and operational investments in pursuit of growth objectives. Our acceptance of risk is subject to ensuring that potential benefits and risks are fully understood and appropriate measures to mitigate those risks are first established.

The principal risks for which we have least tolerance are those that could prevent us from ensuring that our products are safely made and delivered on time to our customers. That includes making sure that the supply chain from start to finish is not subject to large scale interruption, including that from a cyber-attack. As these significant risks could materialise rapidly, we prioritise mitigation of them.

We also have no tolerance for fraud and failing to comply with the law and regulations that are applicable to us. We have a higher risk appetite for commercial activities in pursuit of growth, including M&A activity and development of new products.

Risk appetite statements are reviewed by the ELT, with overall responsibility for their determination being held by the Board. They guide management's actions in executing the strategy.

## Emerging risks

The ELT and the Board formally review emerging risks when considering the outputs of the risk management processes. Through the detailed top-down and bottom-up risk workshops held during the year, and further discussions held across the business, we seek to identify changes in existing risks and new risks that may have a significant impact. This includes horizon scanning and utilising in-house knowledge and expertise supported by input from external sources, to identify emerging risks for consideration and review.

While significant consideration has been given to assessing emerging risks, we have also concluded that these emerging risks are adequately captured across our existing broad set of principal risks. As a result, no new principal risks are proposed this year, although as noted above we have modified some existing principal risks to better reflect our risk profile.

## Future initiatives

We continuously evolve and improve our approach to risk management in light of the ever-increasing volatility and uncertainty in the external environment.

The workshops held in FY24/25 generated numerous risks that do not necessarily elevate to the principal risks disclosed in this report, but they are captured on our risk register to ensure we continue to monitor them. This process has further embedded a "think risk" mindset complementary to our strategic drive for growth. Our approach will be supported by the Risk and Controls management committee that will be in place in FY25/26.

## 01 Climate change

Link to strategy



### Risk and potential impact

Climate change has the potential to dramatically change the world in which we live and operate. Tackling climate change, by taking measures to limit its impact to manageable levels, has become a key priority for governments and businesses. As the impacts of climate change become clearer, businesses are looking to understand how this will impact their operations. Through our work on the requirements of the Task Force for Climate-related Financial Disclosures (TCFD), we have identified risks and opportunities associated with operational disruption, ingredients sourcing, energy pricing, policy changes and changing consumer behaviour.

Direct risks relate to ingredients and demand for our products. Climate changes may impact the availability of ingredients of the required quality, which could impact production and risks increased prices. Climate also affects demand for some of our product portfolio, particularly some grocery products more associated with cooler weather.

### How we manage it

- Our decarbonisation targets have been submitted to, and approved by, the Science-Based Targets initiative ('SBTi') and are embedded within our Enriching Life Plan. We track progress against our targets in line with our commitments.
- An assessment of the physical risks associated with more extreme weather across the Company's manufacturing sites has been carried out in partnership with our insurance partners, with investments made at our sites to reduce the risk and impact of river and pluvial flooding. This assists management of our 'Supply chain interruption' risk (risk 10).
- An assessment of the risk of changes in the availability, price or quality of key ingredients, as a result of acute and chronic changes in the climate in key sourcing regions has been conducted and mitigating actions to reduce the risk of supply issues on key commodities have been identified.
- An assessment of the risk associated with changes in the demand for our products in the event of changing weather patterns has been carried out and considered as part of our commercial planning.

### Changes in FY24/25

- Although the impacts of climate change are becoming more visible, they are in line with the scenarios and risk profiles we have assessed over the last two years. The risk has remained stable year-on-year as we continue to make progress against the targets we have set for ourselves under our Enriching Life Plan and required of us under TCFD.
- Further information can be found in the Enriching Life Plan and TCFD sections of the Annual Report and Enriching Life Plan disclosure tables. This includes initiatives undertaken during the year.

### Risk trend



# Risk management continued

## 02 Food safety

Link to strategy     

### Risk and potential impact

Food safety is of paramount importance to Premier Foods. It would clearly be unacceptable if our processes and standards regarding ingredients, manufacturing and packaging fail to prevent consumers ingesting product that contains allergens or is otherwise unsafe. This would also adversely affect our reputation and future sales.

### How we manage it

- A dedicated team reports directly to the ELT to manage quality and safety throughout the product lifespan.
- New suppliers are risk assessed before on-boarding which involves site visits and audits where necessary. New ingredients are risk assessed for undeclared allergens and contamination, specifications verified, legislative compliance assured, and may be physically tested.
- Manufacturing standards are developed and adhered to, including Food Safety Plans (HACCP) and Site Defence Plans (TACCP). There is widespread use of preventative and detective equipment in factories. All issues, irrespective of scale, are logged, risk assessed and remediated if required. The manufacturing processes and locations are subject to periodic audits.
- Packaging is developed in line with relevant legislation and is subject to review by multiple functions in our business.
- There is a formal monitoring and reporting of all product complaints received from consumers with appropriate warnings or triggers in place to alert in the event of emerging issues. Media is routinely reviewed for indications of issues.

### Changes in FY24/25

- The underlying risk has remained unchanged. The principal risk has been separated out from ‘Operational Integrity’, now ‘Supply Chain Interruption’ (risk 10), to reflect its pivotal importance to our business.

### Risk trend



## 03 Impact of government legislation on our products

Link to strategy   

### Risk and potential impact

There is continued media and Government scrutiny on health and obesity. This focus may result in a decline in demand for cakes and desserts and/or our share of them, along with the risk of additional complexity and cost as a result of any reformulation. The second phase of the Government legislation restricting promotions of High Fat, Salt or Sugar (‘HFSS’) products by ‘volume:price’ comes into force on 1 October 2025 with an ‘advertising’ restriction.

The business is subject to tax on non-recyclable plastic packaging under the Extended Producer Responsibility (EPR) regulations. The first payment is due on 1 October 2025. Any further legislation introduced by the UK Government may adversely impact the products that the Group manufactures.

### How we manage it

- We have a wide range of product offerings that includes non-HFSS products, which extends our range of healthier choices, enhances the nutrition profile of our existing core ranges, and helps consumers to make healthier eating choices. Further details are in our Enriching Life Plan section of this Annual Report.
- We have an ongoing evaluation and development of the brand portfolio and innovation pipeline with a focus on healthier options that help us align with changing consumer preferences (also see Risk 09).
- Our Environmental, Social and Governance (‘ESG’) Committee, chaired by our CEO, has a range of cross-functional steering groups that are responsible for the delivery of our ESG strategy, including our Packaging Steering Group. This ensures focused efforts, through KPI-driven targets, to optimise our packaging and reduce its environmental impact and mitigate the impact of the tax on non-recyclable packaging. This is achieved by using materials from certified sustainable sources wherever possible, increasing our use of recycled materials, and increasing the recyclability of our packaging. 96% of our packaging, by weight, is recyclable at year-end.

### Changes in FY24/25

- The risk profile decreased year-on-year as we continue to manage our business in line with our strategy and in compliance with legislation.
- The Group continues to adapt its strategy to support the phases of the UK Government’s programme to tackle obesity. This includes continuing to extend the range of non-HFSS products available to consumers.
- The Group continues to ensure the minimisation of packaging, and that it is fully recyclable.

### Risk trend



## 04 Legal compliance

Link to strategy



## Risk and potential impact

Our business is subject to legal and regulatory requirements relating to our products, our colleagues, and at a corporate level. A failure to comply with existing, new and emerging legislation, both domestically and internationally, may have a significant impact on our revenues, costs and reputation.

Product legislation includes restrictions on High Fat, Salt or Sugar ('HFSS') products (see 'Impact of government legislation on our products', risk 03), 'Food safety' (risk 02), labelling and packaging, which incur costs to manage, may affect our 'Product portfolio' and may damage our reputation.

Legislation relating to our people includes Health and Safety and minimum wages.

As a FTSE listed organisation, we are subject to listing rules and disclosure requirements, and competition law and intellectual property laws wherever we do business. The consequences of breaches of some legislation, including GDPR, the Criminal Corporate Offence Legislation and the Economic Crime and Corporate Transparency Act (ECCTA) could be material.

## How we manage it

- We have dedicated Legal and Regulatory teams in place to monitor laws and regulations to ensure compliance, protect intellectual property and defend against litigation, where necessary. Business functions are partnered with a legal representative to facilitate open information sharing and awareness of potential issues.
- We work closely with our external advisors and the regulators, government bodies and trade associations regarding current and future legislation which would impact the Group.
- Whistleblowing processes are in place that are routinely tested to ensure that they are fit for purpose.
- We have leading food industry processes in place to manage health and safety and food safety issues (including an ongoing programme of internal and external audits and quality assurance checks).
- Regular mandatory compliance-related training is in place covering key risk areas.
- Our ESG Committee oversees various initiatives throughout the supply chain, including compliance with TCFD reporting recommendations.

## Changes in FY24/25

- The risk remained stable year-on-year, although we continually address all relevant new legislation.
- In response to the effective date of ECCTA (1 October 2025), we have prepared a risk register specific to frauds that our business could perpetrate against third parties. Controls will be tested on a timely basis to ensure we have reasonable procedures in place to prevent such fraud (and fraud where we are the victim).

## Risk trend



## 05 M&amp;A activity

Link to strategy



## Risk and potential impact

'Inorganic growth' is one of the pillars of our strategy. It requires the identification of companies that complement our existing business and will increase our scale, whether in existing or new markets.

Failure to acquire suitable targets at an appropriate price will impede our growth objectives.

Failure to integrate acquired businesses could adversely impact expected returns on investment and distract management from existing business.

## How we manage it

- We have a team dedicated to the identification of targets that are consistent with our inorganic growth strategy objectives.
- We have a planned structure for engaging the right skill levels and seniority (including external resource where appropriate) to evaluate and execute deals according to their risk profile, including a dedicated M&A committee.
- Project management leadership is identified to manage integration post-acquisition, which includes co-opting appropriate colleagues and ELT representation.

## Changes in FY24/25

- Premier Foods acquired *FUEL10K* in October 2023 and has now integrated it successfully. It is delivering the expected growth.

## Risk trend



## Key



Grow the UK core



Supply chain investment



Expand into new categories



Build international businesses with critical mass



Inorganic opportunities



Increase



No change



Decrease



# Risk management continued

## 06 Macroeconomic and geopolitical instability

[Link to strategy](#)


### Risk and potential impact

Our business is impacted by uncertainties and economic developments that can affect energy and commodity costs. The Russian/Ukrainian war and Middle East instability is ongoing and there is potential for other global events. Although inflation has declined significantly from the peak in 2022, there remain economic pressures domestically and from overseas that may directly impact product sales, input prices and profitability.

Economic instability could also have other financial impacts on the availability and cost of financing, foreign exchange rates, taxation rates, tariff rates and pension liability valuations.

### How we manage it

- We seek to hedge certain key commodities and energy supplies, where appropriate, to manage our exposure to fluctuations in commodity prices.
- We actively manage foreign exchange currency volatility through hedging activity and through an ongoing supplier risk management process.
- Our cost-saving and efficiency programmes seek to minimise the impact of inflationary pressures.
- The ELT closely monitors developments related to commodity costs and carefully consider the prices of our products.
- We continually monitor our customer and supplier base for potential exposure to applicable trade sanctions.
- Our finance team continually monitors internal and external financial metrics to enable measured responses, whether on input costs, finance costs, pensions or responses to consumer activity as a result of the economic climate.

### Changes in FY24/25

- Over the last four years, we have navigated the impacts of high inflation and amended supply chain sourcing and shipping according to ongoing political events.
- Recent challenges to global free trade markets have caused international economic uncertainty. This risk is therefore higher.
- We continually monitor for new issues affecting commodity prices, and for new legislation and taxation to understand their impact on the business and to enable mitigating activity. We strive to manage our cost base so we can continue to support our customers and consumers.
- Company pension contributions were suspended in March 2024. The funds were merged and, at the end of FY24/25, formal agreements were finalised with the trustees. The funds are now fully funded with triggers and payment terms agreed for dealing with any future deficit.

### Risk trend



## 07 Market and retailer actions

[Link to strategy](#)


### Risk and potential impact

Premier Foods is a primarily UK-based business, which is a highly competitive market. A significant proportion of our sales are concentrated in four retailers. A failure to maintain strong relationships with these retailers and others may impact our ability to obtain competitive pricing and trade terms and/or the availability and presentation of our brands.

Actions taken by retailers or other partners (for example, changes in pricing and promotion strategies), may negatively impact our financial performance and can also have an impact on the overall market for our products.

### How we manage it

- We have strong relationships with major retailers built on the strength of our brands, our expertise in our categories and shopper insight.
- We have a programme of continuous innovation rooted in consumer insights and designed to build category growth.
- We develop commercial plans with customers that include investment and activation plans.
- We are growing our international business by the locally tailored application of our proven UK Branded Growth Model strategy in target markets, which continues to reduce customer concentration.
- We continue to execute our multi-channel strategy across all channels, including on-line and discounters, mitigating the risk of customer concentration.

### Changes in FY24/25

- The risk profile remained stable year-on-year.
- We continued to work with all our customers, including category partnerships and range reviews, to match our product offering to consumer needs.
- We recorded growth in branded sales as a result of our strong innovation pipeline, sustained brand investment and close customer partnerships.
- Our international business continued to grow as we focus on the Group's strategic markets.

### Risk trend



### Key



Grow the UK core



Supply chain investment



Expand into new categories



Build international businesses with critical mass



Inorganic opportunities



Increase



No change



Decrease

## 08 People

Link to strategy



## Risk and potential impact

The successful delivery of the Group's strategy depends on having the appropriate number of colleagues (capacity) with the right skills (capability), as well as the right organisation design. Certain functions are specialised, and we must compete with other companies to retain and recruit talent, both in existing business and for the future needs of expansion in line with our strategy.

## How we manage it

- We continue to invest in colleague development and engagement initiatives, including an all-colleague engagement survey. See the 'Our purpose, leadership behaviours and culture' section of this Annual Report for more information.
- We have processes in place to attract diverse talent into the business with the right capabilities and behaviours through our in-house resourcing team.
- We have increased our Organisational Design capability to make sure we have the correctly designed organisation to deliver our plans.
- We are developing strategies to increase the focus on developing our own in-demand skills, e.g. engineering.
- We have succession plans in place to retain and progress our internal talent pipeline.
- We have a well-established and successful graduate recruitment and development programme and invest in apprenticeship training in all areas of the business.
- We benchmark pay and benefits to make sure we remain competitive in the market and, where appropriate, make changes to our offering.

## Changes in FY24/25

- The risk profile remained stable year-on-year.
- We continue to maintain a strong focus on process and cost improvement to manage and mitigate the increased cost of labour.
- In addition, we maintain Group-wide communication tools as well as holding quarterly Town-Hall meetings to ensure colleagues are briefed on business performance as well as new strategic initiatives that will grow the Company.
- We have introduced four Employee Resource Groups (ERGs) covering LGBTQIA+, racial equity, health and disability inclusion, and gender equity. They raise awareness, shape policies, and drive tangible changes across the business, removing barriers and fostering inclusion.

## Risk trend



## 09 Product portfolio

Link to strategy



## Risk and potential impact

Consumer preferences, tastes and behaviours change over time. As part of this, consumers' desire for healthier choices and premiumisation are significant trends. Our ability to anticipate these trends, innovate and ensure the relevance of our brands are critical to our competitiveness in the marketplace and our performance. Furthermore, sales of many of the Company's products can be adversely affected by seasonal weather conditions. We may fail to successfully evolve our portfolio to take advantage of growth categories and/or re-invent our core brands to meet consumer needs.

We may also suffer an event detrimental to brand reputation that could adversely deter our consumers' from choosing our products.

## How we manage it

- The Group offers a broad range of branded products across a range of categories and markets which offer a wide choice to the end consumer.
- We perform regular assessments of consumer and customer trends and have an insights programme to anticipate changes in consumer preferences. This helps us evolve our existing product offerings, as well as identify adjacent product categories to launch into.
- We continue to invest heavily in new product development with well-established stage gate controls to ensure we continue to adjust to consumers' requirements.
- We continue to review the impact of weather on sales during our monthly product performance reviews.
- We monitor media and complaints to identify trends and issues that could damage our brand reputation.
- Our M&A activity may include expanding into higher growth categories.

## Changes in FY24/25

- The risk remained stable year-on-year.
- We continue to expand our product offerings within adjacent categories such as ice cream, *Ambrosia* Porridge, *OXO* Marinades and Cape Herb & Spice.
- The performance of recent acquisitions (*The Spice Tailor* and *FUEL10K*) is strong and diversifies our offering. See risk 05 'M&A activity' in respect of further acquisition risk.

## Risk trend



Risk management continued

10 Supply chain interruption

Link to strategy    

Risk and potential impact

Our strategy is dependent on our ability to deliver our products to our customers. There are risks throughout the supply chain: disruption related to correct and timely delivery of raw materials (and bought in finished goods); interruption to factory production; and failure of our outbound logistics.

Supply issues could arise, for example, from a supplier failure, crop failure due to a significant adverse event, or inbound shipping disruption, due to geo-political reasons. Supply shortages may both interrupt production and cause commodity price increases.

Factory disruption could arise from fire or flood, ‘Cyber’ (see risk 11) attacks, plant and machinery failures or loss of key personnel.

Outbound logistics may arise from operational issues at our principal logistics partner, or, in peak periods, a lack of suitable secondary storage facilities.

How we manage it

- We have robust quality management standards applied and rigorously monitored across our supply chain.
- We have an appropriately resourced and skilled procurement function that possesses the requisite market and industry knowledge to pinpoint raw material market developments.
- Procurement category plans are in place to mitigate against single supplier risk.
- We have business continuity and disaster recovery management processes in place. These are reviewed and refreshed on an ongoing basis.
- Cross-functional teams help to manage any sourcing challenges because of broader macroeconomic factors.
- We have service level agreements with our principal logistics partner and monitor their performance.
- Appropriate insurance coverage is in place to mitigate the financial impact of material site issues or logistics issues.
- We have an ongoing programme to improve our site resilience, supported by our insurance partner.
- The supply chain function reviews resourcing plans to ensure appropriate labour availability across factories, warehouse and transport.
- A dedicated team reporting directly to an ELT member manages governance of quality and safety throughout the product lifespan.
- Our factories continued to maintain production levels through careful management of production capacity and through sourcing and retaining a reliable pool of labour.
- We continued to maintain continuity to the supply chain (and hence high levels of customer service) through our KPI monitoring of key suppliers.


Changes in FY24/25

- This risk has been renamed (previously ‘Operational integrity’), and ‘Food safety’ has been created as a separate principal risk (risk 02). Although improvements continue as noted below, there remains an inherent risk level that is managed.
- We continue to improve our operational resilience through various initiatives, including Capex projects that replace existing plant and machinery and provide increased reliability and efficiency, and also benefit growth and costs.
- Our suppliers have continued to supply us with raw materials, packaging and bought-in finished goods, aided by accurate demand forecasting providing forward views of demand planning requirements.

Risk trend





Key

 Grow the UK core


 Supply chain investment


 Expand into new categories

 Build international businesses with critical mass

 Inorganic opportunities

 Increase

 No change

 Decrease

11 Technology and cyber

Link to strategy



Risk and potential impact

We are reliant on functioning and connected technology within the business including at factories, with our suppliers, customers and technology hosts.

A successful cyber-attack, or other systems failure, could result in us not being able to manufacture or deliver products, plan our supply chain, pay and receive money, or maintain proper financial control. This could have a major customer, financial, reputational and regulatory impact on our business.

How we manage it

- Our centrally governed IT function continually monitors known and emerging threats with incident response plans in place to manage/eliminate these risks.
- This includes maintaining firewalls and threat detection and response systems with regular penetration testing performed.
- Business continuity plans are in place across the business and these, as well as disaster recovery procedures, are tested regularly.
- Information and IT policies are in place and are regularly reviewed. Compulsory IT training is regularly run, including internal phishing awareness campaigns, to validate that the learning is embedded throughout the organisation.
- Our cyber-security strategy and actions are regularly monitored by the Audit Committee and the Board.
- We review our cyber-insurance coverage on a regular basis.

Changes in FY24/25

- The risk profile has remained stable during the year. The ever-increasing frequency and complexity of external security threats, including the use of AI, is offset by continued investment in IT systems and network architecture, which helps protect the perimeter of the organisation and restrict the potential reach or spread of attacks in the business.
- As part of our ongoing work to protect the Company, we commissioned a third-party professional services company to review information security maturity. Its results will guide ongoing enhancements.

Risk trend





## Viability statement

The directors, in accordance with provision 31 of the UK Corporate Governance Code 2018, have assessed the viability of the Group, taking into account the current financial position, the Group's strategic and financial plan, and the potential impact on profitability, liquidity and key financial ratios of the principal risks documented on pages 61 to 67. These factors have also been carefully assessed with consideration of the global political environment and other political and economic events, the retail market and increasing costs including inflation.

The directors have determined that five years is the most appropriate period to assess viability over. This timeframe is consistent with the way the Board views the development of the business over the medium term, and is appropriate for both business planning and measuring performance. The directors also considered the consistent business performance, nature of the Group's activities and the degree to which the business changes and evolves given the dynamic nature of the FMCG sector when determining the assessment period.

In order to report on the viability of the Group, the directors reviewed the overall funding capacity and headroom available to withstand severe but plausible events and carried out a robust assessment of the principal risks facing the Group, including those that would threaten its business model, future performance, solvency or liquidity. This assessment also included reviewing mitigating actions in respect of each principal risk.

The starting point for the viability assessment is the Group's strategic plan, which was updated and signed off by the Board in March 2025. Sensitivity analysis was applied to this base financial information and the projected cash flows were stress tested against a severe but plausible downside case, the viability assessment being an extension of the going concern assessment (see page 121). As at 29 March 2025, £227.5m of committed borrowing facilities available to the Group were undrawn, the covenants linked to the facilities are shown in note 2.1 of the financial statements. The Board reviewed the level of performance that would cause the Group to breach its debt covenants and considered all of the principal risks, focusing on those which have the potential to materially reduce Trading profit or adversely impact the Group's liquidity. The risk assumptions considered to have the greatest potential impact have been modelled in the severe but plausible downside case, further detail of which are shown in the table opposite.

Consideration has been given to the impact of climate change which identified an increase in costs of external specialists, capital investment and regulatory requirement within the assessment period, best estimates for which are included in the Group's strategic plan and a sensitivity was modelled as discussed above. Monitoring of climate risk continues and whilst this work remains ongoing it is not believed that the climate related risks would have a significant impact on the business within the five-year viability review period. See pages 46 to 58 for an overview of the work related to TCFD.

In assessing the Group's viability, the Board considered a combination of the severe but plausible assumptions simultaneously materialising in the downside case and for a sustained period, in conjunction with mitigating actions such as reducing discretionary costs and capital investment. The likelihood of the Group having insufficient resources to meet its financial obligations and breach its covenants is unlikely under this case.

In addition, a reverse stress test was conducted to identify the magnitude of Trading profit decline required before the Group breaches its debt covenant, which indicates that a Trading profit decline of more than half in each year of the five-year review period is required to breach covenants, which is considered extreme and not plausible.

Based on this assessment, the Board confirms that it has a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the five-year period to 30 March 2030.



Risk scenarios modelled	Action taken	Link to principal risks on pages 61 to 67
<b>Materials, packaging, utilities and supply chain inflation in the market place<sup>1</sup>.</b>	We have modelled further inflation in the market place, increasing input costs, we have assumed that this is not all recovered with an adverse impact on volume and margin.	<b>06, 07, 10</b>
<b>A cyber-attack or system failure shuts down the operating systems temporarily stopping production<sup>1</sup>.</b>	We have modelled production stopping at all manufacturing sites for two weeks in the Viability review period, with the associated loss of sales due to the halt in production, and taking into account the levels of stock held.	<b>11</b>
<b>Climate change: impact on revenue<sup>1</sup>.</b>	We have modelled the expected reduction in revenue anticipated if Representative Concentration Pathway ('RCP') 8.5 were followed.	<b>01, 09</b>
<b>Retailer strategy results in margin dilution<sup>1</sup>.</b>	We have modelled a reduction in gross margin for our UK business over the viability review period.	<b>06, 07</b>

<sup>1</sup> Risk impact included in the Going Concern 12-month review period.

## Non-financial and sustainability information statement

This statement, along with the information incorporated by cross-reference, complies with the non-financial reporting requirements set out in Sections 414CA and 414CB of the Companies Act 2006.

The section on our Enriching Life Plan fulfils the requirements under Section 414CB of the Companies Act 2006 for content on environmental matters, our employees, social matters and non-financial key performance indicators. Further information on climate related targets can be found on pages 32 to 45.

Information on human rights can be found on page 108.

Content on anti-bribery and corruption can be found on page 108.

Our business model can be found on pages 03 to 05.

Principal risks and how they are managed can be found on pages 59 to 67.

The Section 172(1) statement is set out on pages 79 to 81.

The strategic report, set out on pages 01 to 69, has been approved by the Board.

By order of the Board

**Simon Rose**

General Counsel & Company Secretary

15 May 2025

# Board of directors

## Colin Day

Non-executive Group Chair



### Appointed to the Board

August 2019 (appointed Nominations Committee Chair in August 2019)

### Skills and experience

Colin was previously Chief Financial Officer at Aegis Group plc and then Reckitt Benckiser plc before spending six years as Chief Executive of Essentra plc. He has served as a non-executive director on the boards of major listed UK businesses, including Amec Foster Wheeler, WPP, Cadbury, Imperial Brands, easyJet, Meggitt and Euromoney Institutional Investor. He was also a board member of the Department for Environment, Food and Rural Affairs, until his term ended on 1 December 2024.

Colin is currently non-executive director and Audit and Risk Committee Chair at S4 Capital plc and a non-executive director of FM Global. He is also a member of the Board and Finance Committee of Cranfield University. Colin is a Fellow of the Association of Chartered Certified Accountants.

## Alex Whitehouse

Chief Executive Officer

### Appointed to the Board

August 2019

### Skills and experience

Alex joined the Company in July 2014, holding the positions of Managing Director of the Grocery Strategic Business Unit and then UK Managing Director before his appointment as Chief Executive Officer. Alex has significant senior international, marketing, sales, strategy, innovation and general management experience gained across multiple geographies. He spent 18 years with Reckitt Benckiser plc, where he held senior leadership roles, including Managing Director, New Zealand and Worldwide Head of Shopper and Customer Marketing. Earlier in his career, he held a number of retail management positions with Whitbread plc.

## Duncan Leggett

Chief Financial Officer

### Appointed to the Board

December 2019

### Skills and experience

Duncan joined the Company in September 2011 and has held a number of senior roles within finance, including Group Financial Controller and Director of Financial Control and Corporate Development. Prior to joining the Company, Duncan spent nine years at KPMG, working with clients across a variety of industries. Duncan's responsibilities include operational and corporate finance, corporate development, investor relations, treasury and pensions. He is a qualified Chartered Accountant.

## Lorna Tilbian

Senior independent director



### Appointed to the Board

April 2022 (appointed SID in July 2024)

### Skills and experience

Lorna has extensive experience, as an equity analyst covering the media sector and an investment banker, with strong financial analysis and leadership skills.

During her career, Lorna was executive director and Head of the Media Sector at Numis Corporation PLC. She was a founder of Numis, having previously worked at Sheppards, as a director at SG Warburg and an executive director of WestLB Panmure. Lorna is executive Chair of Dowgate Capital Ltd, non-executive director and Remuneration Committee Chair of Rightmove plc, non-executive director of Finsbury Growth & Income Trust plc, and a non-executive director and Senior Independent Director of ProVen VCT plc.

## Roisin Donnelly

Non-executive director



### Appointed to the Board

May 2022

### Skills and experience

Roisin has over 30 years' marketing and brand building experience, gained at Procter & Gamble, where she was responsible for a large portfolio of leading consumer brands within the UK, Europe, EMEA and the Americas. Most recently, she spent 12 years as Chief Marketing Officer, UK and Ireland, and then two years in the same role for Northern Europe. Roisin has served as a non-executive director of Just Eat plc, Holland & Barrett Ltd, HomeServe plc and Bourne Leisure Ltd. She is currently a non-executive director of NatWest Group plc, non-executive director and Remuneration Committee Chair of Sage Group Plc, and also a member of the Board of Trustees of the British Heart Foundation and the Digital Advisory Board of Coca-Cola Europacific Partners.

## Tim Elliott

Non-executive director



### Appointed to the Board

May 2020 (appointed Audit Committee Chair in July 2023)

### Skills and experience

Tim has nearly 40 years' experience in investment banking and corporate finance, advising a wide range of companies and industries, particularly those in the consumer and retail sectors. During his career, Tim held Managing Director roles at both Barclays Capital and JP Morgan and, more latterly, was a Partner and Consultant at KPMG. Tim has deep knowledge and experience of capital markets and is currently a Senior Advisor with Alvarez & Marsal's Debt Advisory practice.

**Tania Howarth**

Non-executive director

**Appointed to the Board**

March 2022

**Skills and experience**

Tania has extensive senior executive experience from her roles across global FMCG businesses. She was Chief Operating Officer of Nomad Foods, a European frozen foods business listed on the NYSE, with household brands such as Birds Eye, Findus and Iglo. During her 10-year tenure, she had responsibility for Supply Chain, Quality, HR, IT and M&A integration. Prior to this, Tania was CIO for Coca-Cola's European and African businesses and spent nine years at Walkers Snack Foods, latterly as CIO. Tania is an advisor to the Private Equity business within Goldman Sachs Asset Management and a member of the Technology Advisory Board at NatWest Group plc.

**Helen Jones**

Non-executive director

**Appointed to the Board**

May 2020 (appointed Workforce Engagement NED in September 2020 and Remuneration Committee Chair in July 2022)

**Skills and experience**

Helen has over 35 years of commercial and general management experience within FMCG and multi-site consumer businesses. During her executive career, Helen was Group Executive Director of Caffè Nero Group Ltd and Managing Director of Zizzi restaurants. Prior to this, Helen spent nine years at Unilever, having previously been the successful architect for the launch of the Ben & Jerry's brand in the UK and Europe. Helen is currently non-executive director and Remuneration Committee Chair of THG PLC and Virgin Wines UK PLC.

**Yuichiro Kogo**

Non-executive director

**Appointed to the Board**

March 2021

**Skills and experience**

Yuichiro is General Manager, Corporate Planning Division, of Nissin Foods Holdings Co., Ltd ('Nissin') and is responsible for devising Nissin's M&A strategy, as well as originating and executing business alliance and investment transactions. Prior to joining Nissin, he was Vice President at the Investment Banking Division of Goldman Sachs Japan Co., Ltd. During his nine years at the firm, his key responsibilities included execution of global equity/debt financing transactions, as well as coverage of corporate clients across multiple industry sectors, including technology, steel and natural resources.

Yuichiro received a BA in Economics from Keio University and an MBA from the University of Chicago.

**Malcolm Waugh**

Non-executive director

**Appointed to the Board**

July 2024

**Skills and experience**

Malcolm has over 35 years' experience in commercial, operational and leadership roles working in a range of international markets, supplying value added products in the packaging, food and drink and other FMCG sectors. He has been CEO of Frugalpac™ since July 2018, overseeing the business as it industrialises and commercialises its low carbon packaging products against its defined strategies. Malcolm previously spent 6 years as Managing Director and Group Commercial Director at Essentra PLC and prior to that was Tetra Pak's Commercial Director for the UK and Ireland for 15 years.

**Committee membership**

Audit Committee



Remuneration Committee



Nomination Committee



Independent



Committee Chair



# Governance overview

## Group Chair's introduction

### Dear shareholder,

On behalf of the Board, I would like to introduce the Group's corporate governance statement for FY24/25.

### Board leadership

The Board is responsible for the Group's overall governance structure. It provides stewardship of the Company with the purpose of safeguarding its long-term sustainable success, creating value for the Group's shareholders and other stakeholders, and enabling the Group to make a positive contribution to the communities and wider societies in which it operates.

### Group strategy

The Board has an important role to play in reviewing and approving the Group's strategy, and in providing effective oversight of the implementation of the key elements of the strategy, in order to deliver long-term sustainable growth. The Board has received regular strategy updates from key members of management throughout the year, and is pleased to note the progress made against all five strategic pillars. In March 2025, the Board reviewed progress against the Group's five-year strategic plan, the key steps to deliver the stretching growth plans and the organisational design needed to implement it. Further information on strategic development and implementation is set out in the Strategy section of this Annual Report.

### Purpose, values and culture

One of the Board's responsibilities is to assess and monitor culture and behaviours throughout the organisation, to ensure these are aligned with the Group's strategy and purpose. It did this as part of the assessment and approval of the Group's five-year strategic plan in March 2025. The Board's effectiveness in monitoring the culture and behaviours, throughout the organisation, was also considered as part of this year's internal Board evaluation, and an update on the development of the Company's culture was presented at the Nomination Committee in March 2025.

Continuing progress is being made in embedding the Group's purpose and values across the business, with investment in communication and engagement with colleagues, and training in areas such as leadership and inclusion and diversity. We monitor progress through regular HR updates, Group-wide colleague surveys, site visits by the Board, issues raised in whistleblowing helpline calls, colleague retention levels and through the work of the Workforce Engagement NED.

## Governance, risk and internal control

The Board is responsible for the oversight of risk and the effectiveness of the Group's system of internal controls, including the financial reporting process. The Board has an effective governance and risk framework, which has been devised to ensure that the Group is being operated and managed appropriately, and that prudent and effective controls are in place to identify and manage or mitigate those risks.

During the year, the Board received regular updates from the Audit Committee on risk and control matters discussed by the committee. The Board has also undertaken a robust assessment of the Group's emerging and principal risks, as part of an enhanced risk management process introduced in the year, incorporating a new Enterprise Risk Management Policy, framework, taxonomy and timetable. A separate Non-executive Risk Workshop, facilitated by the Director of Internal Audit and Risk, was also held to provide a top-down assessment of material risks facing the business. Further details of the Group's risk landscape can be found in the Risk Management section of this Annual Report.

The Board has delegated authority for monitoring risk management and internal controls to the Audit Committee and further information is set out on pages 85 to 89.

## ESG strategy and climate risks

The Board has overall responsibility for the Group's ESG strategy and oversight of the climate-related risks which the business faces as a leading UK food producer.

In 2021, the Board approved a new ESG strategy, the Enriching Life Plan, which is focused on three areas: Product, Planet and People. While the Board has overall accountability for our ESG Strategy and climate-related risks, it delegates day-to-day management to the ESG Governance Committee, which is chaired by the CEO and is supported by the ESG Director, members of the ELT and subject matter experts from across the Group. Regular updates are provided by the CEO and Steering Groups. The Board reviews ESG strategy on a biannual basis and progress against ESG targets is reported at each scheduled Board meeting. During the year the Board reviewed and approved the priorities planned for the following 18 months. Since the introduction of the Enriching Life Plan, significant progress has been made against the three pillars of Product, Planet and People and this progress has been recognised by external stakeholders. Further details can be found in the Enriching Life Plan section of this Annual Report.

Climate-related risks are incorporated into the Group's Enterprise Risk Management framework. This ensures a bottom-up approach to the identification and quantification of risks for prioritisation, as well as oversight through appointed members of the ELT, the Audit Committee and, ultimately, the Board. In addition, the ESG Governance Committee oversees the ESG Reporting & Compliance Group, which is responsible for embedding the TCFD framework across the business. ESG matters and climate risks are considered by the Board when making key decisions as part of its responsibility to consider matters under Section 172 of the Companies Act 2006.

## Workforce engagement

The Board and its committees receive regular updates on workforce matters, and this is a standing item reported to the Board via HR reports. They include updates on key issues, such as site-based pay negotiations, vacancies and recruitment, the review of talent management and succession plans, the results of periodic employee engagement exercises and action plans to address the issues raised.

These activities are enhanced by the work of the Remuneration and Audit Committees, which review remuneration arrangements for the workforce across the business and the issues raised via the Group's confidential whistleblowing helpline and management's response to them.

Helen Jones, as the Group's Workforce Engagement NED, has an important role in fostering effective engagement with the workforce to enable the Board to be kept informed of the views of the workforce, and ensure these views are taken into consideration as part of the Board's decision-making process. 'Voice Forums' are held at all our sites, facilitating two-way engagement with colleagues across the business. In FY24/25, Helen attended these meetings at various sites and the results were fed back to the Board. During the year, it was noted that a sense of pride and strong team spirit was apparent across sites, the payment of a discretionary bonus and the provision of Christmas hampers were well received by colleagues, and that there were high levels of engagement from colleagues.

## Compliance with the UK Corporate Governance Code 2018

The Board supports the principles laid down by the UK Corporate Governance Code 2018 (the 'Governance Code'), as issued by the Financial Reporting Council, which applies to accounting periods beginning on, or after, 1 January 2019 (available at [www.frc.org.uk](http://www.frc.org.uk)).

The Board reviewed the recent publication of the 2024 UK Corporate Governance Code and steps are being taken towards compliance for when the new measures come into force.

The Board considers that it has complied with the requirements of the UK Corporate Governance Code 2018 during the financial year.

The table opposite, along with the reports of each Board committee, demonstrate how the Group has applied the principles of the Governance Code.

## Annual General Meeting ('AGM')

We understand the importance of the AGM to shareholders and value the opportunity to meet in person. We look forward to welcoming shareholders in person once again to the AGM, which will be held at our head office, Premier House, Centrium Business Park, Griffith's Way, St Albans, AL1 2RE, on Thursday, 17 July 2025 at 12.00pm. I look forward to meeting with shareholders then.

## Colin Day

Group Chair

15 May 2025

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# Governance overview continued

## Governance framework

Our governance framework facilitates effective, entrepreneurial and prudent management that promotes the long-term success of the Group. It also generates value for shareholders and contributes to all our stakeholders whether customers, consumers, suppliers, employees, the Government or wider society. The Board of directors is responsible for the governance of the Group, including providing oversight of the Group's purpose, strategy, values, and the approach to ESG matters. It provides the leadership to put them into effect, supervising the management of the business, monitoring performance, and reporting to shareholders on their stewardship.

### Shareholders and other stakeholders

Board	<b>Group Chair</b> Responsible for the leadership of the Board, ensuring its effectiveness and promoting the highest standards of corporate governance. Chairing Board meetings, ensuring timely and accurate distribution of information and full review and discussion of agenda items.		<b>Chief Executive Officer ('CEO')</b> Responsible for the day-to-day management of the Group, working with the Executive Leadership Team to ensure the implementation of the agreed strategy.	
	<b>Senior Independent Director ('SID')</b> Supports the Group Chair and leads the non-executive directors in the oversight of the Group Chair. Available to shareholders if they have concerns that cannot be raised through normal channels.	<b>Non-executive directors ('NEDs')</b> Using experience, knowledge, objectivity and judgement to scrutinise executive management's plans, performance and the development of the Group's vision, values and strategy, and ensure effective governance.	<b>Chief Financial Officer ('CFO')</b> Responsible for developing and implementing the Group's financial strategies, financial risk management, treasury, investor relations and pensions strategy.	<b>General Counsel &amp; Company Secretary</b> Ensures that there is an effective flow of information between management and the Board. Advises the Board on legal and governance matters and supports the Board evaluation process and induction programme.

Committees	<b>Nomination Committee</b> Responsible for Board appointments, succession planning and reviewing the structure, size and composition of the Board, ensuring that there is a healthy balance of skills, knowledge, experience and diversity on the Board. Provides oversight of inclusion and diversity, talent management and succession planning for the wider Group.	
	<b>Audit Committee</b> Monitors the integrity of the Group's external reporting and provides oversight and governance of the Group's Internal Audit team, internal controls, risk management and the relationship with the external auditors. The committee also monitors compliance with the Taskforce on Climate-related Financial Disclosures ('TCFD') reporting regulations and provides oversight of the Group's whistleblowing procedures.	<b>Remuneration Committee</b> Responsible for setting the Directors' Remuneration Policy and the remuneration for the Group Chair, executive directors and senior management, to ensure that it is aligned with the Group's strategic objectives and culture. The Committee also has oversight of the remuneration of the wider workforce.

Management	<b>Executive Leadership Team ('ELT')</b> The Board delegates day-to-day responsibility for managing the business to the ELT and its sub-committees. The ELT comprises of the heads of the commercial business units and corporate functions. The ELT meets on a monthly basis, with weekly follow ups. Members of the ELT also regularly present to the Board.	
	<b>ESG Governance Committee</b> Chaired by the CEO and including members of the ELT, the committee is responsible for setting the Group's ESG strategy, monitoring performance and ensuring ESG is embedded into the way the business operates.	<b>ESG Reporting &amp; Compliance Group</b> Chaired by the CFO and responsible for assessing and managing the Group's ESG reporting and compliance obligations, climate related risks and opportunities, and embedding the TCFD framework across the business.

➤ Further information can be found in the Enriching Life Plan section of this Annual Report

➤ Further information can be found in the TCFD section of this Annual Report

## Key Board activities in the year

### Strategic development and implementation

Maintaining responsibility for overall leadership of the Group and providing oversight of purpose, values and strategy for long-term sustainable success. Amendments to the structure of meetings has aided focus on the delivery of the Group's strategic priorities, allowing more time for forward-looking matters, such as innovation, investment and growth initiatives.

- Reviewed progress against the Group's five-year strategic plan and the Group's business plans for the medium term.
- Monitored, and received updates on, the Group's international strategic plan.
- Considered regular updates on potential M&A opportunities, in line with the Group's acquisition model, and monitored the ongoing benefits of *The Spice Tailor* and *FUEL10K* acquisitions.
- Reviewed the progress of the Group's expansion into new categories.
- Approved a number of infrastructure investments at the Group's sites to increase efficiency, support the innovation pipeline and reduce the Group's energy emissions.
- Received updates on customers and commercial execution.
- Reviewed NPD strategy and initiatives.

### Operational performance

Oversight of the Group's operations, ensuring effective planning and execution of the day-to-day running of the business, enhanced by the review of a range of KPIs and more detailed quarterly reports on health & safety, IT, corporate affairs and human resources.

- Monthly trading updates from the UK and international businesses.
- Operational performance including supply chain efficiencies, warehousing, logistics and customer service levels.
- Reviewed the Group's IT strategy, including cyber security, IT risk, the Enterprise Resource Planning system (SAP), analytics & insight, and colleague productivity.
- Monitored the closure of the Group's Charnwood factory following an assessment of its viability.
- Received regular updates on external matters impacting the Group, including regulatory, legal and macro-economic developments impacting the business and key stakeholders.

### Financial performance and risk

Monitoring financial performance against budgets and plans, ensuring resources are in place to deliver strategic objectives and any necessary corrective actions are taken. The Board ensures that there is an effective system of risk management and internal control through regular risk reviews and reporting from the Audit Committee. The Board provides overall approval of the Group's risk management framework and risk appetite.

- Approved the annual budget, re-forecasts and monthly management accounts.
- Continued to review the medium-term financing requirements of the Group.
- Monitored the funding levels and investment strategy of the Group's defined benefit pension schemes and considered the strategic options and timeframe for a full resolution for the schemes.
- Reviewed the key risks facing the business, including environmental risks, emerging risks and the risk appetite of the business.
- Reviewed the viability statement over the next five years.
- Approved the Half Year and Full Year results, and the Q1 and Q3 trading statements.
- Reviewed the Annual Report to confirm it is fair, balanced and understandable.

### Governance and culture

Responsible for ensuring that the Group's culture aligns with its purpose, values and strategy, taking into account the views of all stakeholders, and other Section 172 factors, during discussions and decision making. In addition, reviewing the Group's overall corporate governance arrangements and compliance with relevant legislation and best practice.

- Reviewed diversity within the Board and for the wider Group.
- Reviewed the Group's medium-term plans for organisational structure, to ensure it was aligned with, and supported, the Group's strategic plan and growth strategy.
- Engaged in and reviewed the feedback from the internally facilitated Board and committee evaluations.
- Received updates from the Committee Chairs and the Workforce Engagement NED.
- Reviewed governance best practice and the Governance Code.
- Reviewed and approved updated versions of the matters reserved for the Board and committee terms of reference.

### Responsibility and sustainability

Oversight of the Group's strategy to address environmental and social matters. Non-financial performance is monitored and assessed, ensuring that there is alignment with Group's financial goals, values and culture.

- Reviewed updates on the Group's ESG Strategy, the Enriching Life Plan and the targets set under each of the three pillars.
- Approved a new Human Rights Policy.
- The Board reviewed updates regarding the Group's approach to health and safety, product safety and trends and issues relating to nutrition, modern day slavery, gender pay, inclusion and diversity and plastic packaging.



# Governance overview continued

## Board allocation of time over the year



- Strategic development and implementation – **41%**
- Operational performance – **19%**
- Financial performance and risk – **23%**
- Environmental, Social and Governance (including colleagues and health & safety) – **17%**

## Board and Committee membership and meeting attendance

As highlighted in last year's Annual Report, Richard Hodgson resigned as a director and Malcolm Waugh was appointed as a director, both with effect from the AGM on 18 July 2024. Following these changes a review of committee membership was undertaken with the aim of helping to broaden non-executive directors' experience, allow fresh input and ideas, and distribute responsibilities more evenly. Details of the committee changes are set out in the table below.

During the year, there were six scheduled meetings of the Board, four meetings of the Audit Committee, four meetings of the Remuneration Committee and three meetings of the Nomination Committee. In addition, a further four Board meetings and calls were convened for specific business. All directors are expected to attend the AGM, scheduled Board meetings and relevant committee meetings, unless they are prevented from doing so by prior commitments. Where a director is unable to attend a meeting, they have the opportunity to read the papers and ask the Chair to raise any comments. They are also updated on key discussions and decisions that were taken at the meeting. Non-executive directors also have the opportunity to meet without management present.

Details of Board and committee membership, and attendance at scheduled Board meetings and committee meetings, are set out in the table below.

	Board	Audit Committee	Remuneration Committee	Nomination Committee
<b>Executive directors</b>				
Alex Whitehouse	6/6	–	–	–
Duncan Leggett	6/6	–	–	–
<b>Non-executive directors</b>				
Colin Day	6/6	–	–	3/3
Richard Hodgson <sup>1</sup>	1/1	–	1/1	1/1
Roisin Donnelly <sup>2</sup>	6/6	4/4	2/2	1/1
Tim Elliott <sup>3</sup>	6/6	4/4	4/4	1/1
Tania Howarth <sup>4</sup>	6/6	4/4	2/2	2/2
Helen Jones	6/6	–	4/4	–
Yuichiro Kogo	6/6	–	–	–
Lorna Tilbian	6/6	–	–	3/3
Malcolm Waugh <sup>5</sup>	5/5	1/1	3/3	–

<sup>1</sup> Richard Hodgson resigned from the Board with effect from 18 July 2024.

<sup>2</sup> Roisin Donnelly was appointed as a member of the Nomination Committee and stepped down as a member of the Remuneration Committee with effect from 7 November 2024.

<sup>3</sup> Tim Elliott was appointed as a member of the Nomination Committee with effect from 7 November 2024.

<sup>4</sup> Tania Howarth was appointed as a member of the Remuneration Committee and stepped down as a member of the Nomination Committee with effect from 7 November 2024.

<sup>5</sup> Malcolm Waugh joined the Board and was appointed a member of the Remuneration Committee with effect from 18 July 2024 and was appointed as a member of the Audit Committee with effect from 7 November 2024.

## Conflicts of interest

The Group has procedures in place for managing conflicts of interest and directors have continuing obligations to update the Board on any changes to these conflicts. This process includes relevant disclosure at the beginning of each Board meeting as well as the Group's annual formal review of potential conflict situations, which includes the use of a questionnaire.

Under our Relationship Agreement with Nissin (which held 24.84% of issued share capital as at 29 March 2025), it is entitled to nominate an individual for appointment to the Board. This is conditional upon Nissin retaining an interest in shares in the Company (representing 15% of issued share capital). A summary of the principal terms of the Relationship Agreement can be found on the Group's website. During the period to 29 March 2025, no other director had a material interest at any time in any contract of significance with the Company or Group, other than their service contract or letter of appointment.

## Induction

All directors receive a tailored induction, on joining the Board, covering their duties and responsibilities as directors. Non-executive directors also receive a full briefing on all key areas of the Group's business and they may request further information as they consider necessary. A typical induction would include meetings with Board colleagues, the ELT and other key senior management, site visits and an induction on directors' duties, key elements of the Listing Rules, Disclosure and Transparency Regulations, the Market Abuse Regulation and the operation of the Board and its committees.

## Board information

The main source of information, provided to directors, is via the Board papers, which are designed to keep directors up to date with all material business developments in advance of Board meetings. In addition, training on specific issues is provided as and when required. Non-executive directors also meet with senior management, outside of Board meetings, to discuss specific areas of interest in more detail e.g. brand and marketing plans, customer strategy and pension investment strategy. Board papers, generally, contain the following standing items: CEO business review; CFO review (incorporating investor relations and treasury), financial dashboard and KPIs, commercial and performance review, health and safety and ESG performance. In addition, there are quarterly, biannual and periodic updates on a range of matters, such as human resources, diversity, talent management, corporate affairs, commercial performance, new product development, IT, customer service levels, operations and logistics, ESG strategy, strategic projects, and capital expenditure.

## Terms of reference

During the year, the Board reviewed the matters reserved for the Board, and the terms of reference for each of its committees, against recent developments in corporate governance and best practice. The matters reserved and the committees' terms of reference can be found on the Group's website.

## Board and committee evaluation

The Board conducts a three-year rolling evaluation process. During the process, the input of each Board member is kept confidential to foster open, honest and in-depth feedback. A report is then presented to the Board and an action plan is drawn up.

The three-year rolling evaluation process normally follows the following format:

**Year 1** – an externally facilitated evaluation is carried out to assess the effectiveness of the Board, each committee and the Group Chair.



**Years 2 and 3** – an internally facilitated evaluation is managed by the Company Secretary. A questionnaire is prepared by the Company Secretary, in conjunction with the Group Chair, focusing on the core responsibilities of the Board.

## Progress since FY23/24

Good progress has been made with regard to the areas of focus highlighted in the evaluation carried out last year.

The Board has continued to monitor the delivery of the Group's growth strategy, with a particular focus on potential M&A opportunities and the international business. During the year, a new International Managing Director was appointed and a detailed review of the international business was undertaken by the Board, with an emphasis on the opportunities to scale up the business.

Following the retirement of Richard Hodgson in July 2024, Malcolm Waugh, who has considerable commercial, strategic and operational experience from the food and drink industry, was appointed to the Board. The Group is developing a new Enterprise Risk Management process as part of the project to prepare the Group for the requirements of provision 29 of the 2024 UK Governance Code, which will apply from FY26/27, and this has been reviewed by both the Audit Committee and Board over the year. The Board has also continued to monitor employee matters through regular updates on HR matters, talent and succession, diversity and Workforce Engagement NED meetings.

## FY24/25 evaluation

Following the externally facilitated evaluation carried out by Lintstock in FY22/23, we carried out an internally facilitated evaluation for FY24/25, in line with our three-year rolling evaluation process. When drafting the evaluation questionnaire, the Company Secretary, in conjunction with the Group Chair, considered and reviewed the outcomes of the prior year evaluation to ensure that any areas of focus were provided with the requisite attention to drive continued improvement. The questionnaire also focuses on the core duties of the Board, as outlined in the matters reserved for the Board, as well as the wider macroeconomic environment facing the business.

In March 2025, a report was presented to the Board summarising the outcome of the process. As a result of this report, the Board agreed an action plan which will be monitored throughout FY25/26.

# Governance overview continued

## Outcomes from the FY24/25 evaluation

The overall response to the questionnaire was very positive, with the feedback confirming that the Board was well positioned, in terms of skills and expertise, to guide the business in the execution of its strategy. As well as Board composition and a strong understanding of Group strategy, areas of strength included oversight and understanding of ESG matters, and the relationship between Board members and senior management. Risk was highlighted as an area of consistent improvement, with work continuing to progress in light of the changing regulatory environment and future plans being noted.

Following the review, the Board agreed that its focus over the next 12 months should include:

- **Strategy** – to continue executing the Group’s strategic plan to accelerate growth, specifically focusing on strategic M&A, international expansion, and organisational design/capability to support the long-term growth ambitions of the business.
- **Stakeholders** – consider opportunities to strengthen the Board’s understanding of key stakeholders, with a particular focus on customers, suppliers and the government/regulatory environment.
- **Risk Management** – to continue the implementation and embedding of the Group’s new risk management process, to identify the key risks facing the business and the mitigation plans.
- **Colleagues and culture** – to strengthen the Board’s understanding of employee engagement and company culture through clearer metrics by which to measure and monitor culture, and more direct engagement with colleagues.
- **Board balance** – to keep under review the balance of skills on the Board and the need for additional expertise to support the Group’s growth strategy, whilst balancing the need for diversity.

## Assessment of the Group Chair’s performance

As part of the annual Board evaluation process, Lorna Tilbian, the Senior Independent Director (‘SID’), led a review of the Group Chair’s performance. This took the form of an initial questionnaire, followed by a meeting held with the other non-executive directors, without the Group Chair being present. The review focused on the Group Chair’s overall leadership of the Board, the governance process, the conduct of Board meetings and the quality of debate. In addition, the Group Chair’s relationship with major shareholders and his understanding of their priorities were discussed.

A summary of the key findings was shared at a subsequent meeting between the SID and the Group Chair. It was confirmed that the Group Chair is highly capable and leads the Board in providing constructive challenge, displayed in positive Company and shareholder outcomes. He continues to dedicate sufficient time to the role, with his preparedness being commended.

## Board focus highlights

2024	<b>May</b> <ul style="list-style-type: none"><li>• Full Year results and dividend</li><li>• Product &amp; people safety</li><li>• M&amp;A strategy</li></ul>
	<b>July</b> <ul style="list-style-type: none"><li>• Q1 trading statement</li><li>• Annual General Meeting</li><li>• Group strategy update</li><li>• Human rights and modern slavery</li><li>• NED fees</li></ul>
	<b>September</b> <ul style="list-style-type: none"><li>• Talent &amp; succession</li><li>• Site investment</li><li>• Enriching Life Plan</li><li>• International strategy</li></ul>
	<b>November</b> <ul style="list-style-type: none"><li>• Half Year results</li><li>• Risk review</li><li>• Pensions update</li><li>• IT strategy</li><li>• Media strategy</li><li>• Committee membership</li></ul>
2025	<b>January</b> <ul style="list-style-type: none"><li>• Q3 trading statement</li><li>• M&amp;A update</li><li>• Gender pay gap</li><li>• Workforce engagement</li></ul>
	<b>March</b> <ul style="list-style-type: none"><li>• Annual budget</li><li>• Five-year strategic plan</li><li>• Board evaluation</li><li>• Non-executive risk workshop</li></ul>

## Stakeholder engagement and Section 172(1) statement

### Our approach

The Board is responsible for leading shareholder engagement. Like many major UK businesses, the Group operates in a complex and interconnected commercial and regulatory environment, which impacts and touches many different stakeholders. By understanding and engaging with stakeholders, the Board can consider its interests and priorities when making key decisions. This also aligns with our purpose of Enriching Life Through Food for our consumers, our planet and our colleagues, and ensures that we work constructively with stakeholders to deliver value creation and promote the long-term sustainable success of the Group.

The information in this section sets out our key stakeholders and our engagement with them. Set out below is a case study, which illustrates where the Board has taken into consideration the interests of various stakeholder groups.

### Capital allocation

The Group is highly cash generative, benefitting from strong EBITDA margins and, in recent years, reduced interest costs on its financing. In addition, in March 2024, the Group announced the suspension of pension deficit contribution payments, which historically have consumed a significant proportion of cash. This position creates increased free cash flow and has presented additional options for the business to consider with regard to capital allocation. Over the year, the Board has considered a range of options for capital allocation which impact a range of stakeholders.

### Supply chain investment

During FY24/25, the Group spent £41.4m in supply chain investment, an increase of 26% on prior year. The Board considered and approved a range of investments with attractive paybacks, including upgrades to the cooking sauces line at Worksop and *Mr Kipling* pie line at Carlton. Investment is focused on increasing operating efficiency and automation at our manufacturing sites. It also improves product quality and support new product development which benefits consumers. In many cases, investment can also improve energy efficiency, reduce waste and increase the use of recyclable packaging which supports the ESG commitments set out in our Enriching Life Plan.

Overall efficiency savings reduce costs and improve margins, which in turn enables reinvestment into our brands and organisational capability, to drive the delivery of the Group's growth strategy over the long term.

### M&A

Another area of focus is inorganic growth through acquisition. The Board approved the purchase of two businesses – *The Spice Tailor* in August 2022 and *FUEL10K* in October 2023. Over the year, the Board has continued to monitor and assess potential branded assets which would benefit from the application of the Group's proven Branded Growth Model. Consideration of potential acquisitions include an assessment of a range of financial metrics, with a focus on Return on Invested Capital. It also involves consideration of a range of stakeholders including the interests of shareholders, colleagues, customers, suppliers, wider community and environment.

### Dividends

Alongside investing to drive further growth, when considering capital allocation, the Board remains conscious of the importance of dividend payments for shareholders. Following the full merger of the RHM and Premier Foods sections of the Group's pension schemes earlier in the year, the dividend match arrangement with the pension scheme has been removed. The falling away of the dividend match has led to a significant step up in our dividend this year, and the Board has proposed a final dividend for FY24/25 of 2.80p per share to shareholders, representing a 62% increase on the prior year.



# Governance overview continued

## Consumers

### Why are they important to us?

Consumers buy our products, cook with them and enjoy eating them – they are at the heart of the Group's business model.

### What is most important to them?

- Great-tasting, convenient and affordable products.
- Innovative products that meet consumer needs or solve a problem for them.
- Access to healthier choices and products that have a better nutritional value.
- Convenient and environmentally responsible packaging.

### Engagement and outcomes

It is essential that we have a good understanding of our consumers so that we can identify consumption and lifestyle trends in order to help us to create products that meet their needs.

Consumer insights from various channels are shared and discussed at Board meetings, including details on consumer behaviours, market trends and competitor activities. Product tastings and NPD are showcased at Board meetings. Consumer feedback is reported to the Board via KPIs.

We have a dedicated Consumer Careline, through which we monitor and deal with issues our consumers raise. We also regularly benchmark our products with consumers in blind panel tests.

## Customers

### Why are they important to us?

Building long-term, sustainable relationships with our customers is essential to the success of our business and the delivery of our growth strategy.

### What is most important to them?

- Category leadership.
- Excellent customer service levels.
- Innovative, relevant products that meet consumers' needs.
- Environmental, nutritional and sustainability issues.

### Engagement and outcomes

We seek to develop sustainable partnerships with our customers focused on driving mutual category growth. Regular meetings take place at many levels, through the sales team, senior management and CEO. These cover range reviews, new products, promotions, displays and service levels. Feedback from customers is also provided via an annual customer survey.

## Colleagues

### Why are they important to us?

We have an experienced and dedicated colleague base and a responsibility to ensure all colleagues work in a safe environment where they have opportunities to learn and develop in their careers.

### What is most important to them?

- Reward and recognition.
- Safe and pleasant working conditions.
- Job security.
- Learning and development opportunities.
- Health and well-being.
- Inclusion and diversity.

## Engagement and outcomes

We communicate and engage with colleagues in many ways, throughout the year, to ensure they understand our business priorities and performance. This ensures that, in turn, we can listen to their issues and concerns. Feedback is received via Group employee surveys, line management HR teams and focus groups, resulting in targeted action plans to address key areas for improvement. Biennially, we issue our all employee survey to allow employees to provide us with feedback.

We have regular company briefings, led by the CEO and senior leadership team, and shared by video feed to all sites across the Group. There are regular site briefings from management to give presentations and listen to feedback, supplemented by ELT and Board visits. Colleagues can also access news via digital screens and our company intranet.

The Board receives regular updates on key employee issues and internal communications. To increase the focus on two-way communication, the Workforce Engagement NED regularly attends employee forums to discuss key issues directly with colleagues.

A formal whistleblowing procedure is in place to allow colleagues to raise any concerns or issues they have confidentially, and details of all cases raised are fed back to the Board via the Audit Committee. For further information see page 108.

## Suppliers

### Why are they important to us?

We develop strong relationships with our suppliers, based upon mutual trust and respect, to ensure that we can source high-quality ingredients, products and services at the right price.

### What is most important to them?

- Understanding the Group's strategy and growth plans.
- Forming long-term collaborative partnerships.
- Transparent terms of business.
- Payment terms.

### Engagement and outcomes

We have open, constructive and effective relationships with our key suppliers, through regular meetings, which provide both parties the ability to feedback on successes, challenges and our ongoing strategy. The Group's whistleblowing helpline has been extended to include the supply chain, to allow suppliers and their employees to raise any concerns anonymously.

Periodic audits of our raw material, packaging and co-manufacture suppliers (our 'Direct Suppliers') are undertaken to ensure compliance with ethical sourcing standards, and that suppliers are operating under a recognised Global Food Safety Initiative certification programme. All Direct Suppliers, and key high risk indirect partners, are requested to register with Supplier Ethical Data Exchange and share relevant ethical data.

In 2023, we launched a major new supplier engagement plan, to support suppliers in their activities and help us deliver the objectives of our Enriching Life Plan. Many of our suppliers already have well established sustainability programmes, however, others have told us they appreciate further direction and support. As a result we have laid out a set of key objectives for all key suppliers and specific requirements covering areas of deforestation, sustainable and regenerative agriculture, food waste and human rights. Further information is set out in the Planet pillar of the Enriching Life Plan section of this Annual Report.

## Communities and environment

### Why are they important to us?

As a responsible food manufacturer, we consider the impact we have in the areas we operate, including local businesses, residents and charities. We also recognise our role in reducing our environmental impact while contributing positively to local communities both socially and economically.

### What is most important to them?

- Providing long-term employment and developing skills.
- How our factories impact on local communities.
- Volunteering and supporting charities.
- Our environmental commitments, as set out under the Enriching Life Plan.

### Engagement and outcomes

Updates are provided to the Board on Environmental, Social and Governance ('ESG') matters affecting the business, so that the long-term sustainability of the Group can be considered in its decision-making. The Board receives updates on KPIs, relating to our economic contribution and environmental impact, as well as our contributions to the community, both at a local site level and via the work we do with our corporate charity partners. In 2021, the Board reviewed and approved a new ESG strategy, the Enriching Life Plan, based around three pillars: Product, People and Planet. Since the launch of the Enriching Life Plan, we've volunteered more than 1,400 days of colleague time to good causes.

## Government and society

### Why are they important to us?

The Board is committed to acting responsibly and upholding high standards of business conduct. The Group actively contributes to discussions, where we believe we can add value and insights to important conversations on key societal issues, including building a resilient food system, sustainable packaging, ensuring food safety, promoting nutrition and health, and supporting employment and skills development.

### What is most important to them?

- Food safety.
- Nutrition.
- Tax.
- Conducting business in a fair way.
- Regulatory and legal compliance.
- International trade.
- Employment and skills.
- Supply chain resilience.

### Engagement and outcomes

The Board receives regular updates, from the ESG Director and Head of Public Affairs, on key regulatory issues affecting the Group and the food industry, such as nutritional guidelines, advertising and promotions, and packaging reforms.

The General Counsel & Company Secretary provides updates on governance, legal, regulatory and compliance matters.

We seek to take an active role in responding to the key issues affecting our industry, either via direct engagement and government forums, or through membership of organisations such as the Institute for Grocery Distribution and the Food and Drink Federation.

## Bond holders, banks and pension schemes

### Why are they important to us?

The Group's bank lending groups and bond holders provide important ongoing financing for the Group. The Group also has a large defined benefit pension scheme, with approximately 40,000 pensioners and deferred pensioners, who depend on the Group's long-term ability to fund the schemes.

### What is most important to them?

- The Group's strategy and trading performance.
- Cash flow and Net debt levels.
- The financial strength of the Group.

### Engagement and outcomes

Management engages regularly with the Group's bank lending groups and bond holders via conference calls, conferences and face-to-face meetings.

The CFO maintains a regular dialogue with the Pension Trustee, via attendance at Trustee and Investment Committee meetings and regularly reports on the Group's trading performance. Periodic updates are provided to the Board on funding levels and investment strategy.

## Shareholders, investors and analysts

### Why are they important to us?

An important role of the Board is to represent and promote the interests of its shareholders, as well as being accountable to them for the performance and activities of the Group.

### What is most important to them?

- Shareholder return over the medium term.
- Good governance and stewardship.
- Delivery of financial performance.
- Dividends.

### Engagement and outcomes

The Board believes it is very important to engage with its shareholders and does this in a number of ways.

This includes financial results presentations and conference calls for shareholders and analysts, face-to-face meetings, investor conferences, investor road shows and anonymous shareholder feedback via brokers. The Group Chair and CEO meet regularly with shareholders to discuss strategic and governance matters. The SID and committee Chairs are also available to engage with shareholders on specific matters, when appropriate.

Board members also have the opportunity to meet with private shareholders at the Company's AGM.

Alongside investing to drive further growth, consistent financial performance has enabled us to grow dividend payments since we reinstated them four years ago. Maintaining this progressive dividend policy, and due to the removal of the dividend match arrangement with the pension scheme, the Board has recommended a final dividend for FY24/25 of 2.80p, an increase of 62% from the prior year.

# Nomination Committee report

## Dear shareholder,

On behalf of your Board, I would like to present the Nomination Committee report for the period ended 29 March 2025.

The responsibilities of the Committee are set out in its terms of reference (available on the Group’s website), and include:

- Considering the size, structure and composition of the Board;
- Leading the formal, rigorous and transparent process for the appointment of directors;
- Making appointment recommendations so as to maintain an appropriate balance of skills, knowledge, experience and diversity on the Board;
- Ensuring a formal and rigorous Board and committee evaluation is undertaken on an annual basis (an overview of which is provided on pages 77 and 78); and
- Overseeing the Company’s policy, objectives and strategy on inclusion and diversity.

The Committee also reviews the succession requirements of the Board and senior management, and makes recommendations to the Board as appropriate. With the exception of myself, as Group Chair, only independent non-executives are members of the Committee. I was appointed Group Chair in 2019 and was considered fully independent on appointment. Details of the Committee’s meeting attendance are set out on page 76.

## Board membership and recruitment

The procedures for appointing new directors are set out in the Committee’s terms of reference. The process is led by the Group Chair, except where the appointment is for their successor, when it is led by the SID. This includes an assessment of the time commitment expected for the role, other significant business commitments and any potential conflicts of interest.

Before an appointment is made, the Committee evaluates the balance of skills, knowledge, experience and diversity on the Board, as well as the skills required to help deliver the Group’s strategy and meet any future challenges of the business.

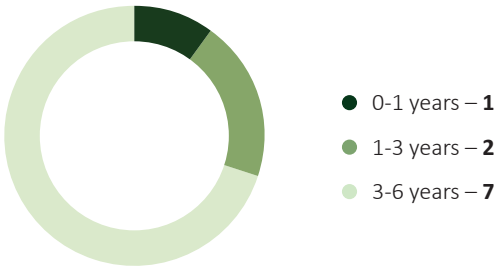
The Committee prepares a candidate specification setting out the role and capabilities required. Non-executive directors and the Group Chair are generally appointed for an initial period of three years, which may be renewed for a further two terms. Reappointment is not automatic at the end of each three-year term.

During the financial year, a review of the Committee’s effectiveness was undertaken. In addition, the Committee considered the composition, balance and diversity of the Board. As reported in the prior year’s Annual Report, Malcolm Waugh was appointed as a non-executive director at the AGM on 18 July 2024, with Richard Hodgson stepping down from his role, having served more than 9 years, at the same time. Following the changes, Board committee membership was refreshed. Lorna Tilbian was appointed as Senior Independent Director, replacing Richard Hodgson, following the AGM.

Committee membership	
Colin Day	Appointed August 2019 (appointed Committee Chair August 2019)
Roisin Donnelly	Appointed November 2024
Tania Howarth	Appointed March 2022 and stepped down as a member in November 2024
Tim Elliott	Appointed November 2024
Lorna Tilbian	Appointed April 2022

## Board tenure

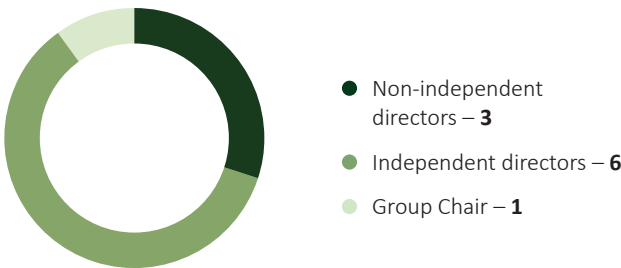
The average length of appointment of our NEDs was 3.6 years, as at period-end. The breakdown for the full Board can be seen in the following chart.



As at 29 March 2025

## Board independence

The Governance Code recommends that at least half the Board, excluding the Group Chair, should comprise non-executive directors determined by the Board to be independent.

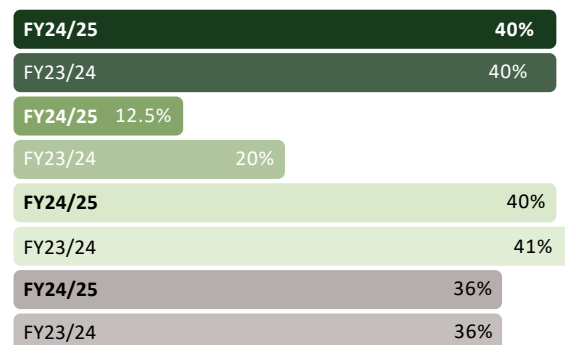


As at 29 March 2025

Only independent NEDs are members of the Board’s committees, with the exception of the Nomination Committee which is chaired by the Group Chair, who was considered independent on appointment. Yuichiro Kogo, who represents our largest shareholder, is fully independent of management, but is not considered independent. Further details of the relationship agreement under which Yuichiro is appointed, can be found on page 76.

## Gender diversity

The data below displays the percentage of women across various levels of the business, as at 29 March 2025.



- Board – **4 of 10** (FY23/24: 4 of 10)
- ELT – **1 of 8** (FY23/24: 2 of 10)
- ELT and direct reports – **21 of 53** (FY23/24: 23 of 56)
- All colleagues – **1,500 of 4,136** (FY23/24: 1,457 of 4,048)

## Review of NED performance

Over the course of the year, a review of the contribution and performance of the independent non-executive directors was undertaken. This included a review of the contribution of each NED, their other appointments and whether these impacted on their availability to commit appropriate time to their roles, their continuing independence, and training and development needs. This was considered by the Committee as part of its assessment of the current composition of the Board and the need for any future appointments, as part of the succession planning process. As part of the review a number of changes were proposed to committee memberships, to broaden non-executive directors' experience and distribute responsibilities more evenly. Following this assessment, it was agreed that the Board had an appropriate balance of skills, experience and knowledge of the Group to enable it to discharge its duties and responsibilities effectively. In addition, the current Board was felt to have a broad range of retail, marketing, commercial and financial experience, which is appropriate for the size and complexity of the Group. Consequently, the Committee recommended the re-election of all directors at the 2025 AGM.

## Talent and succession management

The Group's talent and succession process is reviewed on an annual basis. This includes a robust assessment of the risk of individuals leaving the business and the likely impact, and developing plans to mitigate identified risks. The review also highlights the key talent and development plans specifically focused on strengthening gender and ethnic diversity within management. Senior Leadership was reviewed in detail, including all members of the ELT and their direct reports.

There is a strong culture of succession planning and talent management within the organisation. This has resulted in a significant proportion of senior roles being filled internally, including the current CEO and CFO, and the majority of ELT, Factory General Manager and commercial positions. Colleagues see this as positive, helping not only in attracting talent externally, but also with internal retention. The Board assessed the strength of the talent pipeline and, where there were potential risks, the plans to address these. Following the latest review, it was noted that internal successors to the ELT are to be provided with increased exposure to the Board and that a development programme is being introduced which will focus on the identification of junior and middle managers with the potential to be future leaders. The Committee is satisfied that appropriate steps are being taken to ensure a healthy pipeline of emerging talent and that appropriate development plans are in place to retain colleagues who have been flagged as key talent.

## Inclusion and diversity

The Board adopted a Diversity Policy in 2022, which is available on the Group's website, and was reviewed and reapproved in May 2025. The purpose of the policy is to ensure an inclusive and diverse membership of the Board and its committees, to enhance decision-making and assist in the development and delivery of the Group's strategy. The Board believes it is important that its membership includes a broad mix of skills, professional and industrial backgrounds, geographical experience and expertise, gender, tenure, ethnicity and diversity of thought.

The Board, or where appropriate the Nomination Committee, will:

- Consider all aspects of diversity when reviewing the composition of the Board and its committees, and when reviewing the Board's effectiveness;
- Only engage executive search firms who have signed up to the voluntary Code of Conduct on diversity and best practice and request them to identify suitable candidates for appointment to the Board on merit against objective criteria, having regard to the benefits of diversity in promoting the success of the Group;
- Encourage the development of a diverse internal talent pipeline to meet future succession planning needs of the Group, by supporting and monitoring the Group's actions to increase the proportion of senior leadership roles held by women, people from ethnic minority backgrounds and other underrepresented groups across the business; and
- Assist the development of a diverse pipeline of high-calibre candidates by encouraging senior individuals within the business to take on additional roles to gain valuable board experience.

The Board and Committee regularly review the Group's approach to diversity (including both gender and ethnicity), within senior management and across the whole business and this remains an area of significant focus. The Board supports the recommendations set out in the FTSE Women Leaders Review and the Parker Review. As at 29 March 2025, the Company is compliant with the targets set under LR 6.6.6R(9), with 40% of Board directors and senior management being women, one of the senior Board positions being held by a woman and one Board member being from a minority ethnic background.



# Nomination Committee report continued

## Ethnic diversity at senior management level

In light of the Parker Review recommendations published in March 2023, the Group has set an ambition for 7% of senior management (defined as the ELT and their direct reports) to be colleagues from ethnic minorities by December 2027 (representing a near doubling from the FY23/24 base year of 3.6%). This target was set after reviewing the most recent census data for where we operate and taking into account our current diversity level, our talent and succession pipeline and potential vacancy opportunities. We feel this target is stretching and appropriate. As at FY24/25, 5.7% of senior management are colleagues from ethnic minorities.

Inclusion and diversity is one of the core principles of Premier Foods' People strategy, which forms part of the Group's Enriching Life Plan. Premier Foods is committed to creating an inclusive culture across its whole organisation and aims to ensure all existing and potential colleagues are provided with equal opportunity and are respected, valued and encouraged to bring their authentic selves to work. The Group has adopted the following diversity targets:

- Achieving gender balance for the senior management population by 2030; and
- Ensuring diversity KPIs at our sites reflect their regional demographic by 2030.

The Group has developed and launched a Reverse Mentoring Programme, which is designed to help address the gender imbalance within senior roles across the business. There has been a strong improvement in female representation within senior management (the ELT and their direct reports) over the last few years, increasing from 28% in FY20/21 to 40% in FY24/25.

The Group has an established Sponsorship Programme for diverse colleagues across the graded management population, with the assistance of an external partner, which is designed to enable diverse talent to develop and excel. The Group continues to promote a range of programmes to raise awareness of inclusion and diversity throughout the business.

Continued progress has been made in recording colleague diversity data. Colleagues are able to provide their personal data by different methods, which include the completion of a paper-based application, via a tablet, by scanning a QR code or a unique URL link for connected users. The questions, included in the survey, are based around nine protected characteristics, which include gender identification, ethnic background, sexual orientation, age demographic and parental/carer status. Colleagues are presented with a pick list of answers and always offered a 'prefer not to say' option.

Further information on our approach to inclusion and diversity, across the business, is set out in the section on Our purpose, leadership behaviours and culture, and progress against our KPIs is set out in the Enriching Life Plan Disclosure Tables.

Information/data on the diversity on the Board and ELT, as required under Listing Rule, LR 6.6.6R(10), is presented in the tables below. These set out the position as at the year-end (29 March 2025), and no changes have occurred up to 15 May 2025.

## Gender identity

	Number of board members	Percentage of the board	Number of senior positions of the board (CEO, CFO, SID and Chair)	Number in executive management	Percentage of executive management
Men	6	60%	3	7	87.5%
Women	4	40%	1	1	12.5%
Not specified/prefer not to say	–	–	–	–	–

## Ethnic background

	Number of board members	Percentage of the board	Number of senior positions of the board (CEO, CFO, SID and Chair)	Number in executive management	Percentage of executive management
White British or other White (including minority-white groups)	9	90%	4	7	87.5%
Mixed/Multiple Ethnic Groups	–	–	–	–	–
Asian/Asian British	1	10%	–	1	12.5%
Black/African/Caribbean/ Black British	–	–	–	–	–
Other ethnic group, including Arab	–	–	–	–	–
Not specified/prefer not to say	–	–	–	–	–

## Colin Day

Nomination Committee Chair

15 May 2025

# Audit Committee report

## Dear shareholder,

As Chair of the Audit Committee, I am pleased to present the Committee’s report for the period ended 29 March 2025. The Committee has delegated responsibility from the Board for ensuring the integrity of the Group’s Financial Statements, reviewing the effectiveness of the Group’s financial reporting systems and internal controls, and for the risk management process which identifies, assesses and reports on risk.

The Committee also keeps under review the relationship with the external auditors, including the terms of their engagement and fees, their independence and expertise, resources and qualification, and the effectiveness of the audit process.

All members of the Committee are independent non-executives, who collectively have a broad range of FMCG, commercial, operational, IT, financial and marketing experience relevant to the Group’s business. I was appointed as Audit Committee Chair in July 2023, having served on the Committee for three years. I have recent, relevant financial experience, having spent over 40 years in corporate finance and investment banking, advising a wide range of companies and industries, particularly those in the consumer and retail sectors, and previously having served as Audit Committee Chair of CPP Group plc. Further details of Committee memberships, directors’ experience and meeting attendance are set out on pages 70 and 71, and page 76. In addition to the Committee members, the CEO, CFO, Group Chair, Group Financial Controller, Director of Internal Audit and Risk and external audit partner are regularly invited to attend and present at the Committee’s meetings.

## Areas of review

During the financial period, the Committee held four scheduled meetings. Key areas of review were as follows:

- Monitored the integrity of financial reporting, including the FY23/24 Annual Report and the Full Year, Half Year and quarterly results announcements;
- Ensured the Annual Report is fair, balanced and understandable, and in compliance with relevant regulations;
- Considered the going concern and viability statements for the Group;
- Reviewed the ongoing impact of macro-economic developments on the Group’s performance and viability, including the inflationary pressures on input costs;
- Reviewed the assessment and reporting of non-trading items in the financial statements and provided challenge to both the external auditor and management. The Committee also continued to monitor the principles used by the Group when determining the classification of items as non-trading;
- Reviewed the use of alternative performance measures, ensuring there was clear rationale for use and that their use complied with relevant guidance;
- Reviewed the practicality of aspiring to a controls-based audit and concluded that, for a company of Premier Foods’ size and complexity, a fully controls-based approach is unlikely, for the time being at least, to be the most efficient approach;
- Reviewed key tax matters and the work undertaken to strengthen the Tax function and its operations;
- Reviewed the statutory audit plan with the lead audit partner to assess the scope, methodology and areas of key risk and materiality;

## Committee membership

<b>Tim Elliott</b>	Appointed May 2020 (appointed Committee Chair July 2023)
<b>Tania Howarth</b>	Appointed March 2022
<b>Roisin Donnelly</b>	Appointed May 2022
<b>Malcolm Waugh</b>	Appointed November 2024

- Reviewed the Group’s policy on Auditor Independence and Non-Audit Services;
- Received regular reports from the Internal Audit function, monitored its activities, effectiveness and resourcing, and approved both the annual internal audit plan and internal audit charter;
- Received regular updates on upcoming changes in governance and financial reporting requirements, including the requirements of the FRC’s UK Corporate Governance Code and monitored the implementation of the plans for enhancing, where necessary, the risk and internal control framework in preparation for the new disclosures regarding internal controls;
- Reviewed the adequacy of the Group’s whistleblowing helpline, and the calls received through the service and management’s response to them; and
- Following a request from the Audit Committee, in April 2025, PwC provided a learning session showcasing their Automated Revenue and Automated Inventory tools. This enabled members of the Committee to gain insight into the audit technology that PwC is using and how it supports the audit process.

## External auditors tender and appointment

The Committee confirms that it has complied with the requirements of the Competition & Markets Authority’s Statutory Audit Services Order 2014 during the financial year. As highlighted in last year’s Annual Report, the Company undertook a formal audit tender exercise in 2022, following which PricewaterhouseCoopers LLP (‘PwC’) was appointed by the Board in August 2022 to act as its independent auditors for the period ended 1 April 2023. The current lead audit partner is Richard Porter. PwC’s reappointment was approved by shareholders at the AGM in July 2024, with 99.99% of votes cast being in favour. The Board will propose a resolution for shareholders to approve the reappointment of PwC as independent auditors for the period ending 28 March 2026 and for the Audit Committee to be authorised to set the auditors’ remuneration.

Having conducted a comprehensive and competitive tender process and appointed a new external auditor in August 2022, the latest point to undertake the next tender will be after the period ending 27 March 2032, at which point the current external auditor could be reappointed for a further 10-year term, following a competitive tender.

## External auditors’ independence, effectiveness and non-audit services

The effectiveness of the external auditor is monitored by the Committee through regular engagement with senior management

## Audit Committee report continued

and private meetings held with the external auditor without the presence of management. Their effectiveness is also considered as part of the Committee's annual evaluation process. Following the completion of the FY23/24 year-end audit by PwC, a full day meeting was held between PwC and management to discuss the audit process and make recommendations for enhancements. In addition, a formal effectiveness evaluation was undertaken by the Director of Internal Audit & Risk, via the use of a survey of key management involved in the audit process. Noted areas of strength of the statutory auditor were the experience, integrity, and judgement of the audit team, and the appropriate challenge to management on material items. A number of areas were identified where processes could be enhanced, including aspects of overall project planning and communication, the phasing of the audit work and the project management for the audit at the Group's shared service centre in Manchester, which were incorporated into the FY24/25 audit plan.

In addition, following the year-end, PwC issued a Management Letter setting out recommendations for enhancements to both the audit process and year-ending reporting. This was reviewed in detail by the Committee, along with Management's responses, and a plan was agreed to address the recommendations in advance of the FY24/25 audit.

The Committee has reviewed the auditors' independence and assessed the effectiveness of the external audit process by reference to: the scope of the audit work undertaken; presentations to the Committee; feedback from management involved in the audit process; the separate review meetings held without management present; relevant UK professional and regulatory requirements; the Company's Auditor Independence and Non-Audit Services policy; and the relationship with the auditors as a whole, including the provision of any non-audit services.

In accordance with our policy, the Committee has continued to review the level of non-audit fees with management during the year. The Committee also received an update from PwC's lead audit partner on the internal controls, which they employ to safeguard their independence, integrity and objectivity. The Group's policy on Auditor Independence and Non-Audit Services, which is aligned with the FRC Revised Ethical Standard 2019, is available on the Group's website.

Non-audit fees for the period amounted to £258k (FY23/24: PwC £242k) representing approximately 22% of the average audit fee for the last three years. This included assurance work in connection with the Half Year interim review. In addition, as part of the Group's ongoing ESG strategy, PwC was engaged to perform independent limited assurance procedures on selected FY24/25 ESG performance measures. As with previous years, the external auditor was also engaged to provide royalty statements, which are required under the Group's *Cadbury* licence with Mondelez International. The Committee remains mindful of guidelines in respect of non-audit services and the potential threat to auditor independence, as set out in the FRC's Revised Ethical Standard 2019. The Committee assessed that, in each case, the nature of the work would be best performed by PwC due to their size and knowledge of the business, the timescale required for completing the assignments, and the overall cost in undertaking the work. In addition, PwC consulted their own internal Audit Quality and Risk Management team prior to agreeing the engagements. PwC's procedures for ensuring compliance with quality control standards, maintaining independence, integrity and objectivity were also

reviewed and no matters were identified that might impair the auditors' independence and objectivity.

Following these reviews, the Committee is satisfied that PwC is independent and effective, and has recommended to the Board that PwC be reappointed as external auditors at the AGM in 2025.

### Financial Reporting Council ('FRC') Audit Quality Review

As part of their routine quality monitoring process, the FRC conducted an Audit Quality Review ('AQR') on the work of the external auditor, completed in respect of the audit work conducted on the Annual Report for the 52 weeks ended 30 March 2024. There were no key findings reported following the review. The Audit Committee reviewed the FRC's AQR report and were satisfied with the outcome.

### Finance strategy

In March 2024, a new finance strategy was launched by the CFO. This incorporates a long-term vision to ensure scalability of the finance team to support the Group's growth strategy, build capability and expertise, driving simplification and alignment across the Group's legacy reporting systems, optimising the Group's entity resource planning system (SAP) and system automation. The project scope also incorporates measures to address recommendations noted from PwC's Management Letter following the FY23/24 Audit process and internal audit recommendations in respect of financial reviews undertaken in the year. Regular progress updates have been reviewed by the Committee over the year.

### Risk management

The Group has a risk management framework to identify, evaluate, mitigate and monitor the risks the business faces. The risk management framework incorporates both a top-down and a bottom-up approach to ensure all the Group's risks are identified.

During the year, the risk management process was enhanced. This included a new Enterprise Risk Management Policy, framework and taxonomy. Over the year the process has been run across all Group functions. Initial 'bottom up' reviews were being undertaken with ELT members and their leadership teams via workshops as part of the initial risk identification stage; current mitigation activities were also collated to form a baseline set of controls. In addition, a separate non-executive Risk Workshop, facilitated by the Director of Internal Audit and Risk, was held to provide a top-down assessment of material risks. Following this process, the Committee then carried out a review of the enhanced risk register and the resulting reported principal risks facing the business. The output from these assessments has, subsequently, been presented to and reviewed by the Board, who retain ultimate accountability for risk management for the Group, for further review and discussion.

Further details of our risk management process are set out in the 'Risk management' section of this Annual Report.

### Taskforce on Climate-related Financial Disclosures ('TCFD')

The Committee provides oversight of the Group's compliance with the recommendations of TCFD. The previous TCFD Steering Group has been incorporated into the ESG Reporting & Compliance Group to streamline the ESG governance structure but retains the same mandate of developing the Group's approach to TCFD, raising awareness of climate-related risks around the business and reporting on progress to the Committee. The ESG Reporting

& Compliance Group also co-ordinates the adoption of TCFD recommendations into the Group's Enterprise Risk Management processes and ensures visibility and oversight of the programme by the ESG Governance Committee. Over the year, the Committee reviewed progress against the various work streams, the Group's TCFD roadmap and the four disclosure pillars (Governance, Strategy, Risk Management, and Metrics and Targets). Further information is set out in the TCFD section of this Annual Report.

## Internal controls

The Committee maintains responsibility for reviewing the process for identifying and managing risk and for reviewing internal controls. It receives reports from management, the Director of Internal Audit and Risk, and the statutory auditors, in addition to the results of any investigations performed as a result of colleague whistleblowing reports, or otherwise. The Committee considers the implications of findings from the risk management process and from both the internal and external auditors to the Group's controls framework. Any issues are reported and discussed, and management are challenged as to what actions they are taking to improve the control framework and minimise the likelihood of their reoccurrence.

The Board has delegated authority to the Committee to monitor internal controls and conduct the annual review. This review covers all material controls, such as financial, operational and compliance, the preparation of the Group's consolidated financial statements, and also the overall risk management system in place throughout the year under review, up to the date of this Annual Report. The Committee reports the results of this review to the Board for discussion and, when necessary, agreement on the actions required to address any material control weaknesses. The Committee confirms that it has not been advised of any failures of material controls or material control weaknesses during the year and the Committee concluded that the Group's internal controls framework remains effective.

During the year, the Committee continued to receive updates on the Group's preparations for the enhanced risk and control disclosures required by the FRC's UK Corporate Governance Code 2024, to ensure that the Group meets its responsibilities. A Steering Committee, chaired by the CFO, oversees a Project Execution Team. The testing programme is now in its second year and supported by the introduction of a new integrated risk management and controls platform to provide a central repository for documentation, controls testing and self-assessments. As at period-end, all controls tested were deemed effective and the overall control framework was deemed to be operating effectively.

## Internal audit

The Internal Audit function carried out a range of reviews across the Group providing independent assurance to the Committee on the design and operating effectiveness of internal controls to mitigate financial, operational and compliance risks. The purpose, authority and responsibilities of Internal Audit are embodied in the Internal Audit Charter, which the Committee reviews and approves on an annual basis. The Director of Internal Audit and Risk has dual reporting lines to the Audit Committee Chair and the Group CFO, and regular meetings with the CEO.

The Committee discussed and approved the FY24/25 audit plan to be executed by the Internal Audit team at the start of the year, ensuring its alignment with the Group's strategic priorities, risk management outputs, and routine compliance control and

monitoring requirements. During FY24/25, internal audit reviews covered areas including intercompany processes, balance sheet reconciliations, payroll, payment disbursement systems and several cyber resilience assessments covering both corporate and factory site networks.

The Committee reviewed the results of the internal audit reports during each meeting, looking in detail at any reports where processes and controls require improvement. The Committee is also provided with updates on the implementation of agreed management actions and overall control environment improvement at each meeting. For any management action requirement not met to its agreed timetable, the responsible management are required to provide a full explanation to the Committee as to the reasons for the delay before a new deadline is agreed.

The internal audit resource is monitored such that, if internal or external circumstances should give rise to an increased level of risk, the audit plan can be supplemented accordingly. During the year, the Internal Audit function's head count was increased. The audit plan remains flexible and any changes to the agreed audit plan are presented to, and agreed by, the Committee. The effectiveness of the Internal Audit function is reviewed on an annual basis and the Committee concluded that the Internal Audit function has remained effective.

## Risk management and internal control over financial reporting

The directors have key procedures established to confirm that they have reviewed the effectiveness of the system of risk management and internal control of the Group during the year, the key features of which are as follows:

- An annual budgeting process with regular re-forecast of outturn, identifying key risks and opportunities.
- Regular reporting of financial information and performance to the Board, with management monitoring the results throughout each financial year.
- An Internal Audit and Risk function which reviews key business processes and business controls, reporting to the Audit Committee.
- Third party reviews commissioned periodically by the Group of areas where significant inherent risks have been identified, such as health and safety, ESG, and cyber security.
- An organisational structure, with clearly defined limits of responsibility and authority, to promote effective and efficient operations.
- A performance management appraisal system, which covers the Group's senior management based on agreed financial and other performance objectives.
- Significant emphasis on cash flow management. Bank balances and available liquidity are reviewed on a regular basis and cash flows are compared to forecast.
- Reporting to the Board and/or its committees on specific matters including updated key risks, taxation, pensions, insurance, treasury management, interest and commodity exposures. The Audit Committee approves the Group's Risk policies and Treasury policies.
- Defined capital expenditure and other investment approval procedures, including due diligence requirements where businesses are being acquired or divested, or there is a material change in operational or corporate structure.



## Audit Committee report continued

- A policy suite that covers regulatory requirements, including anti-bribery and corruption, cyber security, health and safety and hazard awareness, Corporate Criminal Offence, Economic Crime and Transparency Act, with training and compliance monitoring.

Any control weaknesses that these procedures identify are monitored and addressed in the normal course of business. No control failings or weaknesses that are material to the Group as a whole have been identified in the year to 29 March 2025.

### Process for preparing consolidated financial statements

The Group has established internal control and risk management systems in relation to the process for preparing consolidated financial statements. The key features of these internal control and risk management systems are:

- The Internal Audit and Risk function and management conduct various checks on internal financial controls periodically.
- Management regularly monitors and considers developments in accounting regulations and best practice in financial reporting and, where appropriate, reflects developments in the consolidated financial statements. Appropriate briefings and/or training are provided to key finance personnel on relevant developments in accounting and financial reporting. The Audit Committee is also kept apprised of such developments.
- Any recommendations from the auditors, the Financial Reporting Council, and others in respect of financial reporting are assessed with a view to continuous improvement in the quality of the Group's financial statements.
- The monthly financial performance of the Group is subject to review by both the ELT and the Board.
- The Group's financial results, which consolidates the results of each operating segment, and makes appropriate consolidation adjustments, is subject to various levels of review by the Group Finance function.
- The draft consolidated financial statements are reviewed by an individual independent from those individuals who were responsible for preparing the financial statements. The review includes checking internal consistency, consistency with other statements and arithmetical accuracy.
- The Audit Committee and the Board review the draft consolidated financial statements. The Audit Committee receives reports from management and the external auditors on significant judgements, changes in accounting policies, changes in accounting estimates and other pertinent matters relating to the consolidated financial statements.
- The financial statements are subject to external audit.
- The Group uses the same firm of statutory auditors to audit all material Group companies.

### Alternative Performance Measures ('APMs')

The Group's performance measures continue to include a number of measures that are not defined or specified under IFRS. The Audit Committee has considered presentation of these additional measures in the context of the guidance issued by the European Securities and Markets Authority ('ESMA') and the FRC in relation to the use of APMs, challenge from the external auditor, and the view that such measures provide meaningful insight for shareholders into the results and financial position of the Group. The Committee reviewed the APMs used within the Group's financial statements, how the APMs were defined and the rationale for their use.

APMs are defined relative to the equivalent IFRS measures on page 31.

### Fair, balanced and understandable

The Board requested that the Audit Committee confirm whether the Annual Report taken as a whole was fair, balanced and understandable and whether it provided the necessary information for shareholders to assess the Group's position and performance, business model and strategy. The Audit Committee recommended that the Board make this statement, which is set out on page 109.

In making this recommendation, the Committee considered the process for preparing the Annual Report, which included regular cross functional reviews from the teams responsible for preparing the different sections of the report, senior management review and verification of the factual contents. The review also considered:

- the balance and consistency of information;
- the disclosure of the risks facing the business;
- whether the overall message of the narrative reporting is consistent with the financial statements;
- whether the overall message of the narrative reporting is appropriate, in the context of the industry and the wider economic environment;
- whether the Group Chair's statement and CEO's review include a balanced view of the Group's performance and prospects; and
- whether the Annual Report is consistent with messages already communicated to investors, analysts and other stakeholders.

### Significant issues in relation to the financial statements

The Committee considered the following significant issues in relation to the financial statements with management and the internal and external auditors during the year:

#### Commercial arrangements

Commercial payments to customers in the form of rebates and discounts represent significant balances in the income statement and balance sheet. Calculations of these balances require management assumptions and estimates, including volumes sold and the period of the arrangements. The Committee reviewed the assumptions and estimates and the level of accruals and provisions in detail. Further information is set out in note 3.3 of the financial statements.

### Carrying value of goodwill and brands

Goodwill and brands represent a significant item on the balance sheet and their valuation is based on future business plans whose outcome is uncertain. The value of goodwill is reviewed annually by management and the Committee and the brands are reviewed at each reporting date to establish if there is an indicator of impairment.

For the purpose of goodwill, the Group has three cash-generating units ('CGUs') – Grocery, Sweet Treats and International. The Committee reviewed the results of the goodwill impairment testing of the Grocery CGU and the review of the carrying value of certain of the Group's brands. The goodwill attributable to the Sweet Treats CGU was impaired in 2015 and the International CGU has no goodwill or intangible assets. The results of the impairment testing included management's assumptions in respect of cash flows, long-term growth rates and discount rates. The Committee also considered sensitivities to changes in assumptions and related disclosure, as required by IAS 36. The impairment testing for goodwill and brands is based on a number of key assumptions that rely on management judgement and concluded that no brands were impaired in FY24/25 (FY23/24: None). Further information is set out in notes 11 and 12 of the financial statements.

### Carrying value of the Parent Company's investments in subsidiaries

The carrying value of the Parent Company's investments in its subsidiaries is a significant item on the Parent Company's balance sheet. The investment is reviewed annually for impairment by management and the Committee. The cash flow forecasts used in the impairment model are based on the latest Board-approved five-year Strategic Plan, sensitivities then being applied to reflect the potential impact of future inflation and impact of climate change in line with RCP 8.5. This year's review concluded that no impairment of the Parent Company's investment in its subsidiaries was required. Further information is set out in note 4 to the Parent Company's financial statements.

### Defined benefit pension plans

The Group used to operate three defined benefit schemes in the UK, all closed to future accrual but holding substantial assets and liabilities. Since June 2020, the Premier Foods Pension Scheme and Premier Grocery Products Pension Scheme have been managed as legally separate sections of the RHM Pension Scheme. With effect from 29th March 2025, the RHM Pension Scheme was desegregated with the liabilities of all three sections now paid from a single pool of assets.

Valuation of the scheme liabilities is based on a number of assumptions, such as inflation, discount rates and mortality rates, each of which could have a material impact on the valuation under IAS 19 included in the balance sheet. The scheme also holds assets for which quoted prices are not available. As at 29 March 2025, the scheme reported a surplus of £648.7m (FY23/24: scheme surplus of £601.5m). Asset values and liabilities fell due primarily to lower returns on scheme assets and rising interest rates. The Committee reviewed the basis for management's assumptions and the movements in the IAS 19 valuation in detail over the year. The financial assumptions were based on the same methodology as last year. Further information is set out in note 13 of the financial statements.

### Non-trading items

In identifying non-trading items, management have applied judgement including whether i) the item is related to underlying trading of the Group; and/or ii) how often the item is expected to occur.

PwC undertook comprehensive testing of items that have been considered 'non-trading', at both the Half Year and Full Year. The Committee also reviewed these items, and provided challenge to management, in order to ensure these items do require separate disclosure by virtue of their nature and size, so that the users of the financial statements obtain a clear and consistent view of the Group's underlying trading performance. Following this review, the Committee confirmed that the approach taken was appropriate.

### Viability and going concern

The Audit Committee conducted detailed reviews of the Group's viability and going concern, taking into account downside assumptions modelled as a severe, but plausible, downside, including the potential impact of inflation and continued global political uncertainty driven by current conflicts, and other political and economic events. The Committee provided challenge to management on the risks considered as part of the assessment. Following the review, the Committee concluded that it was reasonable for the Board to expect that the Group would have adequate resources to operate for the foreseeable future and, therefore, recommended that the viability statement (set out on pages 68 and 69) and the going concern statement (set out in note 2.1 of the financial statements) could be supported.

### Committee evaluation

As part of the internal Board evaluation exercise conducted during the year (see pages 77 and 78 for more information), a review of the Committee's effectiveness was also undertaken. The review included the management of meetings, quality of papers and presentations, and the Committee's effectiveness in assessing the work of the internal and external auditors, the financial statements, risk management and internal controls. Following the review, it was confirmed that the Committee remained effective. An action plan for the coming year was agreed, which included continued support and strengthening of the Internal Audit function and the Group's Internal Control procedures, embedding the new risk management process and opportunities for training.

The Committee met with the internal and external auditors on four occasions in the year without the presence of management. This provides an opportunity for the Committee to discuss matters independently of management, assess the relationship between management and both the internal and external auditors, and to discuss any potential areas of concern. In addition, as Committee Chair, I also met independently with the CFO, lead audit partner and Director of Internal Audit and Risk, on several occasions, to discuss key audit matters.

### Tim Elliott

Audit Committee Chair

15 May 2025

# Directors' remuneration report

## Annual Statement

### Dear shareholder,

On behalf of the Board, I am pleased to present the Directors' remuneration report for the 52-week period ended 29 March 2025.

### Overview of performance<sup>1</sup>

The business delivered another year of strong performance, making good progress against each of the Group's strategic pillars. The Group delivered branded revenue growth of +5.2% (at constant currency), demonstrating the continued success of the Group's Branded Growth Model. Revenue from new categories increased by 46%, with continued strong performance of *Ambrosia* porridge pots, and the international business grew by 23% (at constant currency). Both of the Group's recent acquisitions, *The Spice Tailor* and *FUEL10K*, have continued to perform well and *FUEL10K's* Chocolate Granola became the biggest selling granola product in the market in Q2.

Headline revenue<sup>1</sup> of £1,147.8m was +3.5% versus prior year, and Trading profit<sup>1</sup> of £187.8m was +6.0% versus prior year, slightly ahead of market expectations. Net debt reduced by £92m. Taking into consideration the trading environment over the past 12 months, the Board believes that these results demonstrate the effectiveness of the Group's strategy and the capabilities of the management team.

### Annual bonus performance outcome for FY24/25

As highlighted above, the Group has continued to make good progress executing the Group's growth strategy, resulting in both financial targets (Trading profit and operating cash flow) for the annual bonus plan being achieved and, for operating cash flow, the stretch target being exceeded. The Committee also assessed the non-financial targets set for the CEO and CFO, which were based on strategic and ESG objectives and, following strong performance against the stretching objectives set, it was determined that both the CEO and CFO had largely achieved these objectives.

In assessing the annual bonus outcome, the Committee also undertook a review of each director's individual performance, the overall performance of the business and the experiences of key stakeholders, including shareholders, colleagues, suppliers and customers. Taking this into account, the Committee awarded a bonus of 98.2% of maximum to Alex Whitehouse (£892,003, representing approximately 147% of salary) and a bonus of 90.7% of maximum to Duncan Leggett (£462,251, representing approximately 113% of salary). Full details of the targets and performance over the period are provided on pages 94 to 96.

One-third of the annual bonus payment will be made in the form of shares, deferred for a three-year period under the Deferred Bonus Plan ('DBP').

### Long-Term Incentive Plan ('LTIP')

The Committee assessed the performance conditions for the 2022 LTIP award. TSR performance was above the upper quartile compared to the FTSE250 comparator group (positioned 18th in the group), and adjusted EPS of 14.5p exceeded the maximum target set, meaning that both elements of the award will vest in full in June 2025, and be subject to a two-year holding period. Full details of the targets and performance over the period are provided on page 96.

When assessing the annual bonus and LTIP outcomes, the Committee undertook an assessment 'in the round', to ensure that the outcomes are a fair reflection of overall Company performance and aligned with the experience of other stakeholders. As part of this, the Committee took into account the strong performance context, set out earlier in this Annual Statement, as well as the fact that the success of the business over the last three years has been shared with colleagues and has resulted in a significant increase in the share price and creation of shareholder value. The total shareholder return over the most recent financial year was 31%, and over a three-year period was 68%, significantly outperforming the FTSE 250 index which has a return of 6% and 5% over a one-year and three-year period respectively. Colleagues have also been able to benefit from this share price growth, through participation in the Group's Sharesave scheme – the 2022 Award vested on 1 February 2025 and provided a return of 125.7% (based on the share price on the last trading day prior to vesting). The increased financial strength of the business has enabled the Group to pay a progressive dividend, which has increased 20% each year since it was reintroduced in 2021, and a final dividend for FY24/25 of 2.8p per share has been recommended by the Board, representing a 62% increase versus prior year. The significant step up in dividend this year also reflects the falling away of the dividend match arrangement with the Group's pension scheme.

Taking all of the above into account, alongside the wider performance context detailed elsewhere in this Annual Report, the Committee considered that the annual bonus and LTIP outcomes are a fair reflection of Company and individual performance in the year. As such, the Committee has not exercised its discretion to adjust the formulaic outcomes.

### 2023 Directors' Remuneration Policy review and arrangements for FY25/26

Our current policy, 2023 Directors' Remuneration Policy, was put to a binding shareholder vote at the AGM in July 2023 (over 96% voting in favour), following engagement with shareholders. A summary of the key elements of the Policy is set out on page 92.

The Committee considers that the Remuneration Policy operated as anticipated over the financial period and continues to be fit for purpose, therefore no changes are proposed to the Policy for FY25/26. Due to there being no proposed changes, it has not been necessary to engage with shareholders during the year, regarding the Policy. In line with the three-year life cycle of the Policy, a new Policy will be put forward to a shareholder vote at the 2026 AGM. The Committee will undertake a review of the Policy over the course of the next year to ensure the overall remuneration strategy for executive directors and senior management remains competitive and continues to drive the right behaviours and support the implementation of the Group's strategy. The Committee will consult with shareholders if any material changes are proposed following this review.

## Executive directors' salaries

The salary increase for executive directors for FY25/26 will apply from 1 July 2025 in line with other colleagues not involved in collective bargaining and will be disclosed in next year's Directors' Remuneration Report. The salary increase for executive directors for FY25/26 will apply from 1 July 2025, the same time as other colleagues. This will be in line with the increase applied to other colleagues not involved in collective bargaining. At the time of writing, the increase for colleagues not involved in collective bargaining has not yet been finalised. This will be disclosed in next year's Directors' Remuneration Report.

## Pensions cap

The Company's previous policy was to pay a pension contribution of 7.5% of salary subject to an earnings cap. Following a review, it was noted that the earnings cap was out of line with the market, and it was agreed that it would be removed for all employees with effect from FY25/26.

## Annual bonus

For FY25/26, there are no proposed changes to the maximum opportunity (CEO 150% of base salary, CFO 125% of base salary), 70% will relate to financial measures and the remaining 30% will be based on strategic and ESG measures. Following review, the Committee determined it would be appropriate to include a revenue goal in the financial measures. This reflects the importance of top line growth, in addition to profitability and cash flow.

## LTIP

For FY25/26, there are no proposed changes to the award value or the performance measures (CEO 200% of base salary, CFO 150% of base salary) which will continue to be 50% relative TSR and 50% adjusted EPS, as these remain the most appropriate for the Group and continue to be aligned with the delivery of the Group's strategy.

The Committee reviewed the targets for the annual bonus and LTIP for FY25/26, and agreed that they are challenging and set at levels that will reward very good performance. They are also considered to be aligned with the Group's strategic priorities – further details of the measures are provided on page 103.

## Relationship between ESG matters and remuneration arrangements

Our ESG strategy continues to be a critical part of our business strategy and remains important to our stakeholders. ESG performance has been assessed within the executive directors' annual bonus goals since FY20/21. ESG will again form part of the executives' annual bonus goals for FY25/26. In addition, as part of their overall review of the Group's remuneration strategy, the Committee ensures that arrangements encourage behaviour that is aligned with the Group's ESG strategy. Further information regarding the Group's ESG strategy is set out in the Enriching Life Plan section of this Annual Report.

## Group Chair and NED fees

As highlighted in last years' Annual Report, the Board reviewed the fees for both the Group Chair and NEDs and it was agreed that these be increased by 3.5%, with effect from 1 July 2024. At the same time, the fee for chairing the Remuneration Committee was brought in line with the fee for chairing the Audit Committee. The Board considered the increases to be appropriate, based on the increased size and complexity of the business and the fact that the NED base fee and fees for chairing a Committee had not been increased for well over 10 years, that the Senior Independent Director fee was last increased in 2015, and that the Group Chair fee was last increased in 2022. As with the executive directors, it is proposed that any increase for FY25/26 will be in line with the increase for colleagues not involved in collective bargaining.

## Wider workforce

The Management team remains aware of the ongoing impact of the inflationary environment on the workforce as a whole when setting salary increases for colleagues over the year. In addition, reflecting the Group's strong performance in FY24/25, a discretionary bonus will be paid in July 2025 to colleagues who are not part of the annual bonus scheme, to enable all colleagues to share in the Group's success.

During the year, as Workforce Engagement NED, I have provided updates to the Remuneration Committee on meetings held with colleagues across the business. The Committee also reviewed information on broader workforce pay policies and practices, which provided important context for the decisions on executive pay taken during the year. The pension levels for the executive directors are aligned with that available to the rest of the workforce. The operation of the annual bonus scheme is consistent for all participants and any financial measures are aligned with the overall Group targets. The executive directors have other additional constraints on their remuneration package, which are not applicable to the wider management population, such as bonus deferral and the LTIP holding period.

The Group also operates an all-employee Sharesave Plan, which allows all colleagues to share in the success of the Group. The colleague participation rate in this scheme is currently 40% and, as set out earlier on in this letter, colleagues in previous cycles have benefitted from the share price performance.

I look forward to receiving your support for the Directors' Remuneration Report at the 2025 AGM.

On behalf of the Board.

## Helen Jones

Remuneration Committee Chair

15 May 2025

<sup>1</sup> Headline revenue and Trading profit in FY24/25 and FY23/24 exclude the performance of the Knighton and Charnwood sites and Headline revenue for FY24/25 is stated at constant currency to prior year. A definition of Alternative Performance Measures and a reconciliation between headline and statutory measures are provided on pages 29 to 31.



# Directors' remuneration report continued

## Summary of the Directors' Remuneration Policy

The current Directors' Remuneration Policy was approved by shareholders at the AGM on 20 July 2023 (with 96.24% of votes in favour). The following table presents a summary of the key elements of the current Directors' Remuneration Policy and how it will be implemented in FY25/26. The full policy is available in the FY22/23 Annual Report, which can be found on the Group's website at [www.premierfoods.co.uk](http://www.premierfoods.co.uk)

Current elements of remuneration and operation	How we plan to implement the Policy in FY25/26
<b>Salary</b> Set at levels to attract and retain talented individuals with reference to the size and complexity of the business, the specific experience, skills and responsibilities of the individual, and the market rates for companies of comparable size and complexity and internal Company relativities.  Normally reviewed annually (currently with effect from 1 July) in conjunction with those of the wider workforce.	No change to Policy.  Salaries as at 30 March 2025 were: <ul style="list-style-type: none"> <li>CEO – £620,000</li> <li>CFO – £415,000</li> </ul> It is expected that the increase for FY25/26, which are determined later in the year and effective 1 July, will be in line with the average salary increase for colleagues not involved in collective bargaining.
<b>Benefits</b> Benefits include: cash allowance in lieu of company car; fully expensed fuel; private health insurance; life insurance; permanent incapacity benefit; professional memberships; and other ancillary benefits.	No change to Policy.
<b>Pension</b> Pension contributions in line with that offered to the majority of the workforce.	7.5% of salary.  Following a review, it was noted that the earnings cap on pension contributions that applied last year was out of line with the market, and it was agreed that it would be removed for all employees with effect from FY25/26.
<b>Annual bonus</b> Maximum opportunity: <ul style="list-style-type: none"> <li>CEO: 150% of salary</li> <li>CFO: 125% of salary</li> </ul> One-third of earned bonus is deferred into shares for three years. Awards are subject to malus and clawback provisions.	No change in maximum opportunity.  Awards will be subject to the following performance measures: <ul style="list-style-type: none"> <li>Trading profit (40% weighting);</li> <li>Revenue (15% weighting);</li> <li>Operating cash flow (15% weighting); and</li> <li>Strategic and ESG objectives (30% weighting).</li> </ul> Awards are also subject to a Trading profit underpin.
<b>Long-Term Incentive Plan</b> The Premier Foods Long-Term Incentive Plan ('LTIP') provides a clear link to our strategic goal of delivering profitable growth with sustainable share price growth over the medium-to-long term.  Maximum opportunity: <ul style="list-style-type: none"> <li>CEO: 200% of salary</li> <li>CFO: 150% of salary</li> </ul> Awards are subject to a three-year performance period, followed by a two-year holding period. Awards are subject to malus and clawback provisions.	No change in LTIP award levels for FY25/26.  Awards are subject to the following performance measures: <ul style="list-style-type: none"> <li>Relative TSR (50% weighting); and</li> <li>Adjusted EPS (50% weighting).</li> </ul>
<b>Shareholding guideline</b> 200% of salary.  Executive directors are expected to retain 50% of shares from vested awards under the DBP and LTIP until they reach the guideline.	No change to Policy.  The current shareholdings are: <ul style="list-style-type: none"> <li>CEO – 927% of salary</li> <li>CFO – 438% of salary</li> </ul>
<b>Post-employment shareholding guideline</b> 100% of in-employment shareholding guideline (or actual shareholding at the date of departure, if lower) to be held for the first year post-cessation, and 50% in the second year.	No change to Policy.

## Overall approach to remuneration

At Premier Foods, the Remuneration Policy is designed to attract, retain and motivate a high-calibre management team. Focus is placed on driving exceptional performance and creating shareholder value in a sustainable way, as well as aligning the interests of the executive directors with key stakeholders.

The Committee applies the following broad principles when considering the design, implementation and assessment of remuneration, in line with the recommendations set out in Provision 40 of the 2018 UK Corporate Governance Code:

- **Clarity** – The Company's Remuneration Policy is designed to support the delivery of the Group's strategic objectives, which are aligned with the long-term interests of both shareholders and key stakeholders, including employees. The Committee is committed to being transparent in respect of the elements of remuneration, quantum, the rationale for targets set and performance outcomes.
- **Simplicity** – The Committee believes the current arrangements for executive directors to be simple, consisting of a fixed element (salary, benefits and pension) and a variable element (annual bonus plan and long-term incentive plan).
- **Risk** – Targets are reviewed to ensure they reflect the overall risk appetite set by the Board and that they do not encourage inappropriate behaviours or excessive risk-taking. Mitigation is provided through the ability to apply discretion and through the recovery provisions that apply to both the annual bonus and LTIP.
- **Predictability** – The Committee assesses the potential outcome of future reward by reference to potential pay-outs which can be received at a range of outcomes (minimum, target and maximum).
- **Proportionality** – The focus of our remuneration strategy is on rewarding performance – the majority of executive remuneration (over 75% at maximum) is variable and only payable if demanding performance targets are met. The majority of variable pay is payable in the form of shares.
- **Alignment to culture** – the Committee believes that the remuneration framework is consistent with the Company's purpose, values and strategy, and is aligned with the Group's culture. The performance measures are reviewed annually to ensure that they continue to align to our strategy and culture.

## Annual Report on Remuneration

An advisory vote on the Directors' Remuneration Report will be put to shareholders at the 2025 AGM. The Committee believes that the Remuneration Policy operated as intended in the year.

### Single figure table for total remuneration (audited)

Single figure for the total remuneration received by each executive director for the 52 weeks ended 29 March 2025 (FY24/25) and the 52 weeks ended 30 March 2024 (FY23/24).

	Alex Whitehouse		Duncan Leggett	
	FY24/25 £'000	FY23/24 £'000	FY24/25 £'000	FY23/24 £'000
Salary	605	556	408	381
Taxable benefits <sup>1</sup>	42	41	26	26
Pension	17	15	17	15
Total fixed remuneration	664	612	451	422
Annual bonus <sup>2</sup>	892	833	462	477
LTIPs <sup>3,4</sup>	1,213	1,157	555	478
Total variable remuneration	2,105	1,991	1,017	955
Single figure for total remuneration	2,769	2,602	1,468	1,377

<sup>1</sup> Both directors were granted an award over 2,922 shares under the all-employee Sharesave Plan on 16 December 2024. An amount of £1,192 has been included within benefits with respect to this plan, which represents the 20% discount to the share price on the grant date.

<sup>2</sup> One-third of the annual bonus will be deferred into shares for three years, which are awarded under the terms of the DBP. Further details on DBP awards are set out on page 96. The awards are subject to continued employment and forfeiture and clawback provisions.

<sup>3</sup> The figures for share-based payments for FY24/25 are an estimate of the value of the 9 June 2022 LTIP awards (representing 661,001 shares for the CEO and 302,418 shares for the CFO), which will vest in full in June 2025, based on the three-month average price to 29 March 2025 of 183.5p. The share price at the date of grant was 120p, so 34.6% of the value reported in the single figure is attributable to share price appreciation in the period (representing £419,736 for the CEO and £192,035 for the CFO). No discretion has been exercised in relation to this (see page 97 for further information).

<sup>4</sup> In line with statutory reporting requirements, the FY23/24 share-based award figures have been adjusted from that in last year's report, to show the value upon vesting of the June 2021 LTIP award on 10 June 2024, based on a share price of 164.60p. The values disclosed in last years annual report were £978k for the CEO and £404k for the CFO.

# Directors' remuneration report continued

## Base salary and fees (audited)

As highlighted in last year's report, the Committee reviewed the approach to base salaries to ensure that they reflect the performance of the Group and the individuals, and the increased size and complexity of the organisation. This reflected the strong trading performance and significant shareholder return delivered by the CEO and CFO since their appointments in 2019. Following this review the CEO's salary was increased to £620,000 (+10.3%) and the CFO's salary was increased to £415,000 (+7.5%). The changes positioned the CEO's total maximum compensation package just below the FTSE 250 median, and the CFO's total maximum compensation package between the FTSE 250 lower quartile and median. The Committee considered that this market positioning was an appropriate reflection of the increased size and complexity of the business, the executive directors' sustained excellent performance in role, and the Group's improved positioning within the FTSE 250. Full detail and rationale was provided in last year's report. As set out earlier on, any increase for FY25/26, with effect from 1 July 2025, is expected to be in line with the average increase for colleagues not involved in collective bargaining.

## Benefits (audited)

Benefits provided for the period related to the provision of car allowance, private fuel, private medical insurance, permanent health insurance and professional membership.

## Pension (audited)

For FY24/25, pension entitlements for executive directors equated to a contribution of 7.5% of basic pay up to an earnings cap (£223,800 for the 2024/25 tax year). Executive directors have the right to participate in the Group's defined contribution ('DC') pension plan, with any contribution above their annual allowance paid as cash. During the year, Alex Whitehouse and Duncan Leggett both participated in the Group's DC pension plan. Neither executive director participated in the Group's Defined Benefit pension scheme by reason of qualifying service.

The table below provides details of the executive directors' pension benefits in FY24/25:

	Cash in lieu of contributions to the DC-type pension plan £'000	Company contributions to the Group's DC pension plan £'000
Alex Whitehouse	7	10
Duncan Leggett	7	10

## Annual bonus (executive directors) (audited)

Each year, the Committee sets individual performance targets and bonus opportunities for each of the executive directors. Annually, the Committee reviews the level of achievement against the performance targets set and, based on the Committee's judgement, approves the bonus of each executive director. Annual bonus payments are not pensionable.

## Performance assessment for FY24/25

In line with the Remuneration Policy, for FY24/25, the CEO and CFO had maximum bonus opportunities of 150% of salary and 125% of salary respectively. Performance was measured against targets relating to Trading profit (50% weighting), operating cash flow (20% weighting), strategic objectives (22.5% weighting) and ESG (7.5% weighting).

The Committee undertook a full and detailed review of the performance of each executive director against their financial and non-financial targets, including a 'performance in the round' assessment, which is set out below and in the Committee Chair's Annual Statement.

As stated earlier in this Annual Report, despite a challenging trading environment, the Group delivered a strong set of results in FY24/25. Trading profit was £187.8m, up 6.0% and operating cash flow was £166.4m, driven by the effective execution of the Group's strategy by the management team.

The following tables set out performance compared to the financial and non-financial targets set at the start of the year.

## Financial measures (audited)

	Annual bonus FY24/25						
Performance measure	Threshold (0%)	Target (50%)	Stretch <sup>1</sup> (95%)	Maximum (100%)	Performance outcome	Weighting	Performance (% of max bonus)
Financial targets (subject to a Trading profit underpin of £176.0m)							
Trading profit	£176.0m	£180.0m	£187.0m	£190.0m	£187.8m	50.0%	48.2%
Operating cash flow	£138.0m	£143.0m	–	£148.0m	£166.4m	20.0%	20.0%
						70.0%	68.2%

<sup>1</sup> When setting the FY24/25 targets, the Committee reviewed the bonus structure and determined that it was appropriate to introduce an additional stretch target for the Trading profit measure to ensure the targets continue to strike the right balance of between stretching and motivational. Bonus is paid on a straight-line basis between threshold and target, between target and stretch, and between stretch and maximum.

## Strategic and ESG measures (audited)

## Alex Whitehouse

Performance measure	Performance outcome	Weighting	Performance (% of max bonus)
<b>Non-financial targets (subject to a Trading profit underpin of £176.0m)</b>			
<b>Strategic</b>	<p><b>New category development:</b> Delivered total revenue growth from new categories of +46% which was ahead of the stretch target of +25%, with significant progress delivered by <i>Ambrosia</i> porridge pots, Cape Herb &amp; Spice and <i>Angel Delight</i> ice-cream.</p> <p><b>International expansion:</b> International sales (at constant currency) increased by 23%, ahead of the stretch target of +20.5%. This was delivered through a particularly strong performance in Australia, as well as expansion of our distribution within key EMEA markets. Dedicated sales resource put in place within the Benelux and Middle East regions, as part of the Group's strategy to build the business in more overseas markets.</p> <p><b>M&amp;A:</b> Continued to develop a strong pipeline of new potential targets in line with the Group's growth strategy, with detailed updates provided to the Board on potential targets for consideration.</p>	22.5%	22.5%
<b>Environment, Social and Governance ('ESG')</b>	<p><b>Product:</b> Over the year, the business launched 226 products which support high nutritional standards and 187 products which offer an additional health and/or nutrition benefit, including the <i>FUEL10K</i> granola range and <i>Batchelors</i> Super Noodles chicken blocks. As a result, turnover of products that meet high nutritional standards increased to £435m, ahead of the stretch target of £430m.</p>	7.5%	7.5%
		30.0%	30%
	Final outcome	100.0%	98.2%

## Duncan Leggett

Performance measure	Performance outcome	Weighting	Performance (% of max bonus)
<b>Non-financial targets (subject to a Trading profit underpin of £176.0m)</b>			
<b>Strategic</b>	<p><b>Margin and cost saving:</b> Continued to lead the Group's multi-year margin and savings programme, including supply chain, procurement and wider margin management, to fund additional investment in the business. This delivered costs savings above the stretch target.</p> <p><b>Pensions:</b> Significant progress made towards removal of deficit contributions through an agreement with the pension trustees to collapse the scheme's ringfencing arrangement and the removal of the pension dividend match.</p> <p><b>M&amp;A:</b> Continued to develop a strong pipeline of new potential targets in line with the Group's growth strategy, with detailed updates provided to the Board on potential targets for consideration.</p>	22.5%	18.75%
<b>Environment, Social and Governance ('ESG') and Risk</b>	<p><b>Financial controls:</b> Strong progress made with the strengthening of the Group's internal controls to ensure readiness for the Board attestation required by the new UK Corporate Governance Code in FY26/27. Full year testing cycle completed on all key controls and no material weaknesses highlighted as at the FY24/25 year-end.</p> <p><b>Risk management:</b> Launch of new risk management process and completion of the identification and documentation of the Group's non-financial risks, including ESG related risks, and controls by the FY24/25 year-end. Completed the implementation and embedding of the new Risk Process enhancement project into the business.</p>	7.5%	3.75%
		30.0%	22.5%
	Final outcome	100.0%	90.7%



## Directors' remuneration report continued

The Committee considered the executives' achievements against their strategic and ESG objectives and the bonus outturn in the round, taking into account the very strong progress delivered in the year.

The Committee considered the formulaic outcomes of the annual bonus assessment in the context of the current external environment, wider company and individual performance, the shareholder experience, the customer experience and the treatment of colleagues throughout the rest of the Group. The total shareholder return over the most recent financial year was 30%, and over a three-year period was 68%, significantly outperforming the FTSE 250 index which had a return of 6% and 5% over a one-year and three-year period respectively.

The Committee believes that the executive directors continued to respond both decisively and effectively to the macro-economic challenges facing the business, enabling the Group to perform successfully during FY24/25. In light of the Group's excellent financial performance, the strategic progress, and focus on the overall colleague experience, the Committee concluded that the formulaic outcomes of the annual bonus assessment were justified, and that no discretion was required. Further detail is provided in the Annual Statement by the Committee Chair.

### Long-Term Incentive Plan ('LTIP')

#### Performance assessment for the June 2022 LTIP award (audited)

The performance conditions for the 9 June 2022 LTIP award were based on a relative TSR condition (50% weighting) and an adjusted EPS condition (50% weighting). The Committee assessed the two performance conditions in May 2025 and concluded that both the relative TSR target and the adjusted EPS target had been fully achieved, which will result in full vesting of the LTIP award in June 2025. Awards are also subject to a two-year holding period. The TSR of Premier Foods over the three-year performance period was 68%, representing significant shareholder value creation and was significantly above the upper quartile TSR in the comparator group of circa 28%. The adjusted EPS performance of 14.5p was ahead of target and market expectations. The Committee considered that the vesting reflected the underlying performance of the business and was appropriate. The Committee's view is that the share price growth delivered since grant reflects the continued strong delivery against our strategy and the actions taken by management and, therefore, it is considered appropriate that participants are rewarded for this. Details of the vesting outcomes are provided in the table below:

#### June 2022 LTIP

Performance measure	Weighting	Targets				Outcome		No. of shares to vest <sup>3</sup>	No. of shares to vest <sup>3</sup>
		Below threshold	Threshold	Target	Stretch	Actual performance	Payout	Alex Whitehouse	Duncan Leggett
Relative TSR <sup>1</sup>	1/2	< Median	Median	N/A	Upper quartile	Above upper quartile – Between 17th and 18th out of 152 companies	100%	661,001	302,418
Adjusted EPS	1/2	< 11.4p	11.4p	11.9p	12.4p	14.5p	100%		
% of relevant portion of award vesting <sup>2</sup>		0%	20%	50%	100%				

<sup>1</sup> Measured against the constituents of the FTSE All Share Index (excluding investment trusts) at the start of the period.

<sup>2</sup> Straight-line vesting between threshold and target and between target and stretch.

<sup>3</sup> Includes Dividend equivalent shares (20,083 for Alex Whitehouse and 9,188 for Duncan Leggett), which will be added once the award has vested.

### Scheme interests awarded during the financial year

#### Deferred Bonus Plan ('DBP') award FY24/25 (audited)

One-third of any annual bonus payment awarded to executive directors is made in the form of nil cost options (with no performance conditions other than continued employment). These options are awarded under the terms of the DBP, which was approved by shareholders in July 2017. Awards will normally be made within six weeks following the announcement of the Group's full year results. The awards will normally vest on the third anniversary of grant, which will be exercisable up until the tenth anniversary of grant. The shares are subject to forfeiture and clawback provisions. DBP awards were granted on 13 June 2024, as nil cost options based on a share price of 165.76p (representing the closing middle market quotation (MMQ) on the five dealing days prior to the date of grant), as set out below:

	FY23/24 Annual bonus	Bonus deferral (one-third)	No. of shares awarded	Deferral period
Alex Whitehouse	£833,372	£277,791	167,586	13.06.24 – 12.06.27
Duncan Leggett	£476,602	£158,867	95,841	13.06.24 – 12.06.27

## June 2024 LTIP award for FY24/25 (audited)

Details of the LTIP award, granted in the form of nil-cost options on 13 June 2024, are set out below.

	Basis of award	Number of shares awarded	Face value on award date <sup>1</sup>	Performance period
Alex Whitehouse	200% of salary	678,421	£1,124,551	01.04.24 – 31.03.27
Duncan Leggett	150% of salary	349,187	£578,812	01.04.24 – 31.03.27

<sup>1</sup> Determined based on the closing MMQ on the five dealing days ending 12 June 2024 of 165.76p.

Performance measure	Targets				
	Weighting	Below threshold	Threshold	Target	Stretch
Relative TSR <sup>1</sup>	50%	< Median	Median	N/A	Upper quartile
Adjusted EPS	50%	< 13.7p	13.7p	14.2p	14.8p
% of relevant portion of award vesting <sup>2</sup>		0%	20%	50%	100%

<sup>1</sup> Measured against the constituents of the FTSE 250 Index (excluding investment trusts) at the start of the period.

<sup>2</sup> Straight-line vesting between threshold and target and between target and stretch.

Additional context on these performance measures, weightings and targets was provided in the FY23/24 Directors' Remuneration Report.

## Dilution limits

Awards under certain executive and all-employee share plans may be satisfied using either newly issued shares or shares purchased in the market and held in the Group's Employee Benefit Trust (which held 7,127,750 shares as at 29 March 2025). The Group complies with the Investment Association guidelines in respect of the dilutive effect of newly issued shares. The current dilutive impact of share awards over a 10-year period is approximately 5%.

## Share ownership guidelines, vesting and retention periods

To align executive directors' interests with those of shareholders, executives must hold 200% of salary in shares (valued at year-end), and the Committee reviews progress against these requirements (see Statement of directors' shareholdings and share interests table on the following page). Retention periods are in place for both the annual bonus scheme and LTIP, to encourage a focus on the long-term sustainable development of the business. One-third of any annual bonus award is deferred into shares for three years under the DBP and any shares which vest under LTIP awards granted since 2018 will be subject to a two-year holding period.

	Y1	Y2	Y3	Y4	Y5
Annual bonus (DBP)	●	●	●	●	
LTIP	●	●	●	●	●

● Performance period

● Retention period

## Post-employment shareholding guideline

As part of 2023 Directors' Remuneration Policy, which was approved by shareholders at the AGM on 20 July 2023, the Remuneration Committee introduced a formal post-employment shareholding guideline. Executives are required to maintain 100% of their in-employment guideline (or their actual shareholding at departure, if lower) for the first year post-cessation, and 50% in the second year.

## Share ownership for the wider Group

The Committee recognises the importance of aligning colleagues' interests with those of shareholders and encourages share ownership in order to increase focus on the delivery of shareholder return. All members of the ELT participate in the LTIP. Participation in the Sharesave Plan currently represents approximately 40% of colleagues.

# Directors' remuneration report continued

## Statement of directors' shareholdings and share interests (audited)

The following table shows executive directors' interests in Company shares. Awards under the LTIP are subject to a three-year vesting period and will only vest if stretching performance conditions are met. Awards are also subject to a two-year holding period post vesting. The figures shown represent the maximum number of shares a director could receive following the end of the vesting period if all performance targets were achieved in full. All of the awards were granted in the form of options.

	No. of shares owned as at 29 March 2025 <sup>1</sup>	No. of shares owned as at 30 March 2024	No. of options exercised during year <sup>4</sup>	Share ownership guideline <sup>2</sup>	DBP Awards (vested) <sup>3</sup>	DBP Awards (unvested)	LTIP Awards (vested) <sup>3</sup>	LTIP Awards (unvested)	Sharesave Awards	Total
Alex Whitehouse	991,849	575,971	779,497	927%	343,346	510,362	3,131,714	2,131,399	9,559	6,126,380
Duncan Leggett	156,724	151,999	–	438%	131,659	277,545	1,147,357	1,061,680	9,559	2,627,800

<sup>1</sup> There were no changes in directors' share interests between year-end and 15 May 2025.

<sup>2</sup> The Group's shareholding guidelines require executive directors to hold 200% of their salary in shares. The percentage stated includes the post-tax value of awards held under the Deferred Bonus Plan and vested LTIP awards, valued at the share price at year-end of 185.2p.

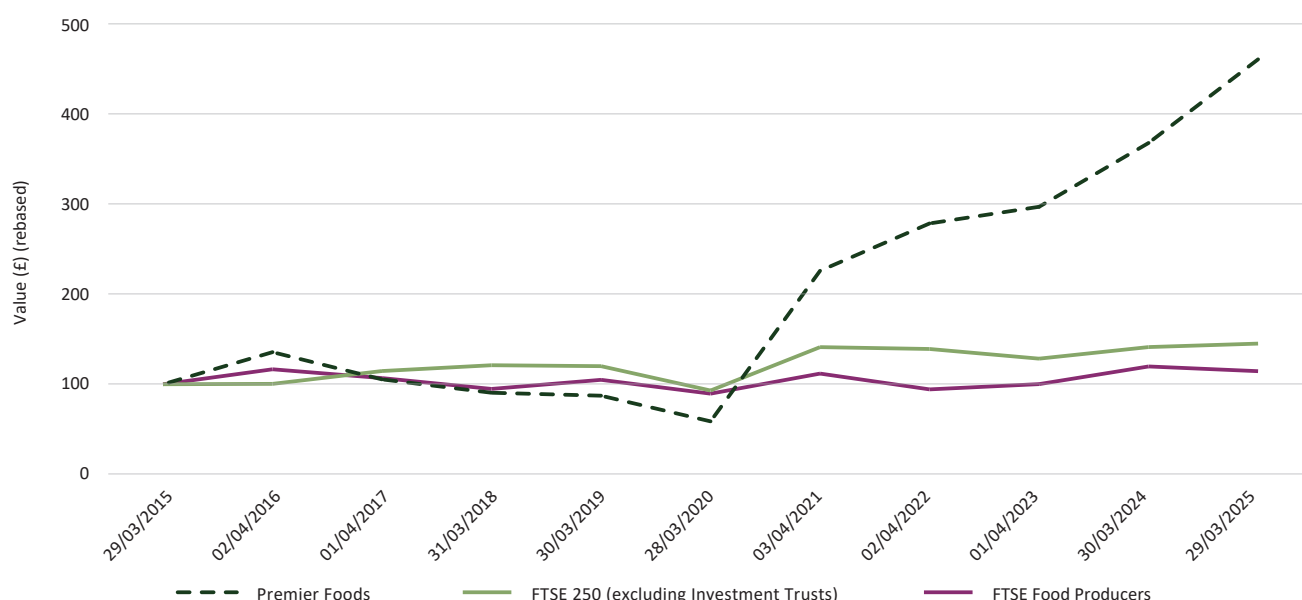
<sup>3</sup> Vested but unexercised nil cost options.

<sup>4</sup> Alex Whitehouse exercised his 2018 LTIP award over 779,497 Shares on 12 March 2025, and 367,652 shares were sold to cover income tax and NI, at a price of 177.3p.

## Total shareholder return

The market price of a share in the Company on 28 March 2025 (the last trading day before the end of the financial period) was 185.2p; the range during the financial period was 145.4p to 195.6p.

The graph shows the value, by 29 March 2025, of £100 invested in Premier Foods plc on 29 March 2015, compared with the value of £100 invested in the FTSE Food Producers Index and FTSE 250 Index (excluding Investment Trusts) on the same date. The Committee considers these to be the most appropriate comparator indices to assess the performance of the Group, given the Group's position as a FTSE 250 Food Producer. The other points plotted are the values at intervening financial year-ends.



## Chief Executive's single figure for total remuneration (audited)

The table below shows the single figure for total remuneration and the annual bonus and LTIP vesting as a percentage of maximum opportunity for the previous 10 financial periods.

Year	CEO	Single figure for total remuneration	Annual bonus as a % of maximum	LTIP vesting as a % of maximum
<b>FY24/25</b>	<b>Alex Whitehouse</b>	<b>£2,768,943</b>	<b>98.2%</b>	<b>100%</b>
FY23/24	Alex Whitehouse <sup>2</sup>	£2,602,413	100%	100%
FY22/23	Alex Whitehouse	£2,610,611	100%	100%
FY21/22	Alex Whitehouse	£2,705,795	100%	100%
FY20/21	Alex Whitehouse	£2,025,254	100%	100%
FY19/20	Alex Whitehouse <sup>1</sup>	£742,575	81.5%	33.3%
FY19/20	Alastair Murray <sup>1</sup>	£683,776	64.2%	33.3%
FY18/19	Alastair Murray	£158,297	53.0%	—
FY18/19	Gavin Darby	£1,241,708	60.0%	—
FY17/18	Gavin Darby	£1,229,383	35.0%	—
FY16/17	Gavin Darby	£862,455	—	—
FY15/16	Gavin Darby	£1,750,933	57.0%	—

<sup>1</sup> Alex Whitehouse was appointed as CEO on 30 August 2019 and Alastair Murray stepped down as Acting CEO and Chief Financial Officer.

<sup>2</sup> The figures for FY23/24 have been adjusted, in line with statutory reporting requirements, to show the actual value upon vesting of the LTIP award on 10 June 2024. Full details of the single figure for total remuneration are set out on page 93.

## Percentage change in remuneration of directors and employees

For the purpose of this table, remuneration is defined as salary, benefits and annual bonus. Where directors have been appointed part way through the prior financial year, comparative figures have been calculated using an annualised figure. Malcolm Waugh was appointed as non-executive director on 18 July 2024. Yuichiro Kogo does not receive a fee. The increase in fees for Lorna Tilbian reflects her appointment as Senior Independent Director during the year. The directors are the only employees of the Company, so the average pay of colleagues in the wider Group has also been included for the purposes of comparison.

	Base salary % change					Benefits % change					Annual bonus % change				
	FY24/25	FY23/24	FY22/23	FY21/22	FY20/21	FY24/25	FY23/24	FY22/23	FY21/22	FY20/21	FY24/25	FY23/24	FY22/23	FY21/22	FY20/21
<b>Executive directors</b>															
Alex Whitehouse	<b>+8.9%</b>	+5.0%	+4.3%	+3.2%	+5.3%	<b>+1.6%</b>	-2.9%	+34.5%	+0.2%	-5.7%	<b>+7.0%</b>	+26.1%	+4.2%	+1.5%	+61.4%
Duncan Leggett	<b>+7.0%</b>	+5.0%	+11.7%	+12.5%	+12.7%	<b>+2.6%</b>	+2.8%	+21.8%	-1.8%	+4.5%	<b>-3.1%</b>	+31.3%	+11.7%	+9.1%	+33.1%
<b>Non-executive directors</b>															
Colin Day	<b>+2.6%</b>	0%	+8.5%	+0.8%	0%	—	—	—	—	—	—	—	—	—	—
Roisin Donnelly	<b>+2.6%</b>	0%	0%	—	—	—	—	—	—	—	—	—	—	—	—
Tim Elliott	<b>+7.6%</b>	+15.8%	0%	0%	0%	—	—	—	—	—	—	—	—	—	—
Tania Howarth	<b>+2.6%</b>	0%	0%	0%	0%	—	—	—	—	—	—	—	—	—	—
Helen Jones	<b>+5.2%</b>	0%	+12.9%	0%	0%	—	—	—	—	—	—	—	—	—	—
Yuichiro Kogo	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Lorna Tilbian	<b>+13.3%</b>	0%	0%	—	—	—	—	—	—	—	—	—	—	—	—
Malcolm Waugh	<b>N/A</b>	—	—	—	—	—	—	—	—	—	—	—	—	—	—
<b>Former directors</b>															
Richard Hodgson <sup>2</sup>	<b>N/A</b>	0%	0%	0%	0%	—	—	—	—	—	—	—	—	—	—
All Group employees	<b>+5.1%</b>	+3.4%	+11.1%	-0.8% <sup>1</sup>	+5.6%	—	—	—	—	—	<b>+6.9%</b>	+38.2%	-31.2%	+40.7%	+49.3%

<sup>1</sup> The salary increase for colleagues not involved in collective bargaining in FY21/22 was 2%.

<sup>2</sup> Malcolm Waugh was appointed as a non-executive director and Richard Hodgson retired from the Board with effect from 18 July 2024.

## Senior management and the wider workforce

The remit of the Committee includes the Group's Executive Leadership Team and oversight of the Senior Leadership Team, as well as reviewing workforce remuneration and related policies, and the alignment of incentives and rewards with culture. Remuneration for executive directors is set within the context of the Group's remuneration policy for the wider workforce. The key differences of quantum and structure in pay arrangements across the Group reflect the different scope of roles and levels of accountability required for the role, and that executive directors and senior management have a much greater emphasis on performance-based pay through the annual bonus and the LTIP.



## Directors' remuneration report continued

Salaries for management grades are normally reviewed annually (currently in July each year) and take account of both business and personal performance. Specific arrangements are in place at each site, which may be annual arrangements or form part of a longer-term arrangement, and the Board is regularly updated on these arrangements.

Each year, the Committee reviews the level of salary increases for colleagues not involved in collective bargaining and reviews the annual bonus plan for the general management population. Financial objectives for executive directors and the management population are aligned and strategic objectives are cascaded down the management structure. Senior management participate in long-term incentive arrangements, reflecting their contribution to Group performance and enhancing shareholder value. All colleagues are encouraged to own shares in the Company via the Sharesave Plan and executive directors through our shareholding guidelines.

### CEO pay ratio

The table below sets out a comparison of the CEO's total earnings as compared to the wider workforce, based on colleagues' pay at the 25th percentile, median and 75th percentile. Premier Foods is a food manufacturing business employing over 4,000 colleagues, the majority of whom are based at our manufacturing sites.

We apply the same reward principles for all colleagues – that overall remuneration should be competitive when compared to similar roles in similar organisations. For manufacturing colleagues, we benchmark against the general pay conditions for similar roles in the relevant local area, including other food manufacturers. For the CEO, we benchmark the specific experience, skills and responsibilities of the individual, and the market rates for companies of comparable size and complexity. The key differences of quantum and structure in pay arrangements between the CEO and the majority of colleagues reflect the different levels of overall accountability, responsibilities, skill and experience required for the role. The CEO's pay has a much greater emphasis on performance-based pay through the annual bonus and the LTIP. The ratios may, therefore, vary significantly year-on-year, depending on bonus and LTIP outcomes.

Year	Method	25th percentile	Median	Pay ratio
				75th percentile
FY24/25	B	93:1	80:1	57:1
FY23/24	B	96:1	74:1	51:1
FY22/23	B	79:1	75:1	61:1
FY21/22	B	93:1	78:1	61:1
FY20/21	B	82:1	61:1	49:1
FY19/20	A	60:1	49:1	35:1
FY24/25	Base salary	£28,764	£32,000	£44,548
FY24/25	Total pay and benefits	£29,807	£34,470	£48,889

The CEO single figure for total remuneration was £2,768,943 (FY23/24: £2,602,413), as set out on page 93 of this report. The single figure for FY23/24 (and associated percentile ratios) has been adjusted, in line with statutory reporting requirements, to reflect the actual value upon vesting of the 2021 LTIP award on 10 June 2024. The FY24/25 ratio reflects strong incentive outcomes and material share price appreciation over the LTIP performance period. The Committee confirms that the ratio is consistent with the Company's wider policies on employee pay, reward and progression.

The Group has calculated the ratio in line with the reporting regulations using method B, which uses the most recent hourly rate gender pay gap information for all UK employees of the Company to identify three UK employees as the best equivalents. This uses data which is already reported externally as part of the Group's gender pay gap reporting. Due to the fact that the Group has a significant number of part-time employees, and a range of different weekly working hours and shift allowances at various sites, the calculation of comparable full-time equivalents under method A was considered particularly complex. The results for this year were checked against colleagues' pay at either side of the data points selected, to ensure the results were representative and the figures provided are considered to be reflective of pay at the relevant sites where the colleagues are based. No adjustments or estimates have been used.

The workforce comparison is based on:

1. Payroll data as at 5 April 2024 for all colleagues, including part time colleagues and the CEO, but excluding non-executive directors.
2. Total pay comprising salary and taxable benefits (including shift allowance, overtime, car allowance and performance-related pay) as at 29 March 2025. Employers' pension contributions and bonus are not included in the data under the requirements of the gender pay gap reporting, but have been included in the total pay and benefits figures for the three colleagues listed in the table above for comparative purposes.

### Gender pay gap reporting

Details of gender pay gap reporting are provided in the Enriching Life Plan Disclosure Tables section of this Annual Report and the full report is available on the Group's website.

### Payments for loss of office (audited)

There were no payments for loss of office in the year (FY23/24: £Nil).

### Payments to former directors (audited)

There were no payments to former directors in the year (FY23/24: £Nil).

### Relative importance of spend on pay

The following table sets out the amounts and percentage change in total employee costs and distributions to shareholders (dividends and share buybacks). The Company has recommended the payment of a final dividend of 2.80p per share for the financial period, subject to shareholder approval at the AGM in July 2025, which represents a 62% increase on the prior year.

	FY24/25	FY23/24	Increase/Decrease
Total employee costs	<b>£225.0m</b>	£212.1m	+6%
Distributions to shareholders	<b>£14.9m</b>	£12.4m	+20%

### Non-executive directors

Fees payable to non-executive directors are determined by the Board. The level of fee is set in the context of the time commitment and responsibilities required by the role. As a result, additional fees are payable to the Chairs of the Audit and Remuneration Committees and for the role of Senior Independent Director.

### Non-executive directors single figure total remuneration (audited)

Single figure for the total remuneration received by each non-executive director for the financial periods ended 29 March 2025 and 30 March 2024.

Director	FY24/25			FY23/24		
	Fees £'000	Expenses <sup>3</sup> £'000	Total £'000	Fees £'000	Expenses <sup>3</sup> £'000	Total £'000
Colin Day	<b>241</b>	<b>12</b>	<b>253</b>	235	3	238
Roisin Donnelly	<b>58</b>	<b>2</b>	<b>60</b>	57	1	58
Tim Elliott	<b>72</b>	<b>3</b>	<b>75</b>	66	6	72
Tania Howarth	<b>58</b>	<b>3</b>	<b>61</b>	57	1	58
Helen Jones	<b>71</b>	—	<b>71</b>	68	—	68
Yuichiro Kogo <sup>1</sup>	—	—	—	—	—	—
Lorna Tilbian	<b>66</b>	<b>3</b>	<b>69</b>	57	4	61
Malcolm Waugh <sup>2</sup>	<b>41</b>	<b>1</b>	<b>42</b>	—	—	—
<b>Former directors:</b>						
Richard Hodgson <sup>2</sup>	<b>20</b>	—	<b>20</b>	67	—	67

<sup>1</sup> Yuichiro Kogo was appointed pursuant to a relationship agreement with our largest shareholder and does not receive a fee for his role as a non-executive director.

<sup>2</sup> Malcolm Waugh was appointed as a non-executive director on 18 July 2024. Richard Hodgson retired as a non-executive director on 18 July 2024.

<sup>3</sup> Expenses relate to taxable travel costs and overnight accommodation in connection with the attendance at Board and Committee meetings and site visits during the year. The amounts in the table above include the grossed-up cost of UK tax paid by the Company on behalf of the non-executive directors.

### Non-executive directors' fees

The fees of our non-executive directors ('NEDs') are set out below. Further details on the increases, that were effective 1 July 2024, are set out in the Annual Statement above.

	29 March 2025	Change	30 March 2024
Group Chair's fee	<b>£243,225</b>	+3.5%	£235,000
Basic NED fee	<b>£58,995</b>	+3.5%	£57,000
<b>Additional remuneration:</b>			
Audit Committee Chair fee	<b>£13,455</b>	+3.5%	£13,000
Remuneration Committee Chair fee	<b>£13,455</b>	+28.1%	£10,500
Senior Independent Director fee	<b>£10,350</b>	+3.5%	£10,000

# Directors' remuneration report continued

## Directors' terms of appointment

All non-executive directors have entered into letters of appointment/amendment as detailed in the table below. The appointments are subject to the provisions of the Companies Act 2006 and the Company's Articles. Terms of appointment are normally for three years or until the date of the AGM immediately preceding the third anniversary of appointment. Non-executive directors' continued appointments are evaluated annually, based on their contributions and satisfactory performance. Following the expiry of a term of appointment, non-executives may be reappointed for a further three-year period.

Director	Date of original appointment	Expiry of current appointment/ amendment letter	Notice period
Alex Whitehouse	30 August 2019	—	6 months
Duncan Leggett	10 December 2019	—	6 months
Colin Day	30 August 2019	AGM 2025	3 months
Roisin Donnelly	1 May 2022	AGM 2025	3 months
Tim Elliott	15 May 2020	AGM 2026	3 months
Tania Howarth	1 March 2022	AGM 2027	3 months
Helen Jones	15 May 2020	AGM 2026	3 months
Yuichiro Kogo <sup>1</sup>	25 March 2021	—	—
Lorna Tilbian	1 April 2022	AGM 2027	3 months
Malcolm Waugh	18 July 2024	AGM 2027	3 months

<sup>1</sup> The terms of appointment for Yuichiro Kogo are governed by the terms of the relationship agreement between the Company and Nissin, our largest shareholder.

## Non-executive directors' interests in shares (audited)

Director	Ordinary shares owned as at 29 March 2025 <sup>3</sup>	Ordinary shares owned as at 30 March 2024
Colin Day	250,000	250,000
Roisin Donnelly	45,651	45,651
Tim Elliott	19,000	15,000
Tania Howarth	6,906	—
Helen Jones	10,000	10,000
Yuichiro Kogo <sup>1</sup>	—	—
Lorna Tilbian	—	—
Malcolm Waugh <sup>2</sup>	11,565	N/A
<b>Former directors:</b>		
Richard Hodgson <sup>2</sup>	N/A	—

<sup>1</sup> Yuichiro Kogo is a shareholder representative director appointed pursuant to a relationship agreement with Nissin, our largest shareholder.

<sup>2</sup> Malcolm Waugh was appointed as a non-executive director on 18 July 2024. Richard Hodgson retired as a non-executive director on 18 July 2024.

<sup>3</sup> There were no changes in directors' share interests between year-end and 15 May 2025.

## Statement of implementation of the remuneration policy in FY25/26

### Base salary and fees

The table below shows the base salaries of the executive directors as of 30 March 2025. As noted previously, any salary increases in FY25/26 will be effective in July, as with other colleagues, and are expected to be in line with those awarded to all colleagues not involved in collective bargaining. It is expected that the same increase will also be applied to the Chair and NED fees.

Executive director	Salary as at 30 March 2025
Alex Whitehouse	£620,000
Duncan Leggett	£415,000

### Benefits

Benefits for FY25/26 will be in line with the approved Remuneration Policy.

### Pension

Pension entitlements for FY25/26 will be on the same basis as that offered to the rest of the workforce (currently a salary supplement of 7.5%). As referenced in the Annual Statement above, following a review, it was noted that the earnings cap that applied last year was out of line with the market, and it was agreed that it would be removed for all employees with effect from FY25/26.

## Annual bonus

The Committee agreed that, for FY25/26, the financial targets would represent 70% of the total bonus opportunity. The performance measures will be linked to the Group's focus on profit and revenue growth, cost efficiency and cash generation with the aim to deliver the Group's growth strategy. It was agreed that the financial goals would comprise Trading profit and operating cash flow, in line with prior year, and to support the focus on top line growth, it was agreed to include an additional revenue goal.

Non-financial objectives are focused on strategic opportunities to drive sales, generate cost savings and improve free cash flow in support of the Group's growth strategy. The element relating to ESG is aligned with the delivery of the Group's ESG strategy, for more information see the Enriching Life Plan section of this Annual Report. The Board considers the financial and non-financial targets to be commercially sensitive, but has agreed that they will be disclosed as part of the performance assessment in next year's Annual Report. The financial and non-financial targets both contain Trading profit underpins.

There are no proposed changes to the maximum opportunities which will remain at 150% of salary for the CEO and 125% of salary for the CFO. The Committee has set stretching targets for the FY25/26 performance period. One-third of any annual bonus awarded in respect of FY25/26 will be deferred in shares for three years under the Deferred Bonus Plan.

	Alex Whitehouse	Duncan Leggett
<b>Maximum opportunity as a % of salary</b>	150%	125%
Performance measure	Weighting	Weighting
<b>Financial objectives (subject to a Trading profit underpin)</b>		
Trading profit	40%	40%
Headline revenue	15%	15%
Operating cash flow	15%	15%
	70%	70%
<b>Non-financial objectives (subject to a Trading profit underpin)</b>		
Strategic and Environmental, Social and Governance	30%	30%
	100%	100%

## LTIP award for FY25/26

There are no proposed changes to the LTIP award levels which will remain at 200% of salary for the CEO and 150% of salary for the CFO. For the FY25/26 award, the Committee proposes to use the same measures and weightings as for the FY24/25 LTIP award, i.e. relative TSR (50%) and adjusted EPS (50%), which are aligned with the Group's growth strategy to focus on revenue and profit growth, cost efficiency, cash generation and investment in the business, in order to generate sustainable shareholder return over the medium term. The Committee believes that these measures are fully aligned with the interests of shareholders and that awards will only vest following the achievement of stretching performance targets.

The TSR condition requires at least a median ranking to be achieved for 20% of this part of the award to vest, with full vesting taking place for an upper quartile ranking against the constituents of the FTSE 250 Index (excluding investment trusts), which is considered an appropriate index to use as the Company is now an established member of the FTSE 250 Index.

The adjusted EPS target is 15.3p, with a range of 14.8p at threshold to 16.5p at maximum, which represents a circa 11.5% increase on the prior year's stretch target. In setting these targets, the Committee took into account the Group's five-year strategic plan and the impact of the closure of the Knighton Foods and Charnwood businesses. The Committee has set stretching targets for the three-year performance period, to ensure that participants are motivated to deliver shareholder value without excessive risk-taking. In line with its usual approach, the Committee will review performance in the round to ensure that final vesting outcomes reflect the broader business and individual context in the period.

	Basis of award	Face value on award date	Performance period
Alex Whitehouse	200%	£1,240,000	01.04.25 – 31.03.28
Duncan Leggett	150%	£622,500	01.04.25 – 31.03.28

	Targets				
	Weighting	Below threshold	Threshold	Target	Stretch
Relative TSR <sup>1</sup>	50%	< Median	Median	N/A	Upper quartile
Adjusted EPS	50%	< 14.8p	14.8p	15.3p	16.5p
% of relevant portion of award vesting <sup>2</sup>		0%	20%	50%	100%

<sup>1</sup> Measured against the constituents of the FTSE 250 Index (excluding investment trusts) around the start of the period.

<sup>2</sup> 50% of the award will vest at Target EPS, with straight-line vesting between threshold and target and between target and stretch.



# Directors’ remuneration report continued

Committee membership	
Helen Jones	Appointed May 2020 (appointed Committee Chair July 2022)
Roisin Donnelly	Appointed May 2022 and stepped down as a member in November 2024
Tim Elliott	Appointed May 2020
Tania Howarth	Appointed November 2024
Malcolm Waugh	Appointed July 2024

Details of the Committee meeting attendance is set out on page 76. I was appointed as Chair of the Remuneration Committee on 20 July 2022, having served as a member of the Remuneration Committee for two years. Throughout the financial period, all members of the Committee have been independent. In addition, the Group Chair, CEO, HR Director and the remuneration advisers attended Committee meetings by invitation. In accordance with the Committee’s terms of reference, no one attending a Committee meeting may participate in discussions relating to his/her own terms and conditions of service or remuneration. Over the course of the year, the Committee held four scheduled meetings.

## Role of the Remuneration Committee

The Committee has been delegated authority by the Board to: approve the overall design of the Remuneration Policy for executive directors and senior management; to agree the terms of employment (including recruitment and termination terms) of executive directors; approve the design of all share incentive plans; recommend appropriate performance measures and targets for the variable element of remuneration packages; and determine the extent to which performance targets have been achieved. The Committee’s remit has also been extended to review the remuneration arrangements for the wider workforce and to ensure there is alignment between the Group’s remuneration arrangements and culture.

The key activities of the Committee during the financial period were as follows:

- Assessed and confirmed the final performance testing of the FY23/24 Annual Bonus and 2021 LTIP Award;
- Reviewed the FY24/25 salary increase for all colleagues not involved in collective bargaining, including executive directors and the ELT;
- Reviewed and recommended executive directors’ and senior managers’ annual bonuses in respect of the financial period, and set the targets for the FY24/25 annual bonus, ensuring they were aligned with the strategic objectives of the Group;
- Granted the 2024 awards under the Company’s all-employee Sharesave plan and monitored colleague participation;
- Granted the 2024 awards under the Company’s executive share plans to executive directors and senior managers and agreed the targets for awards due to be made in 2025, ensuring they are aligned with the strategic objectives of the Group;

- Reviewed shareholder feedback and the voting results for the 2024 Directors’ remuneration report and Directors’ Remuneration Policy at the 2024 AGM;
- Undertook an annual review of the current remuneration policy and the arrangements for executive directors;
- Together with the Board, received regular updates on the remuneration arrangements for the wider workforce, the ongoing impact of the inflationary environment on colleagues and site pay negotiations;
- Considered the results of the Committee’s evaluation and the action plan for the coming year; and
- Reviewed and discussed developments in best practice in order to keep the Committee up to date with current market practice.

## Committee evaluation

As part of the internal Board evaluation exercise conducted during the year, a review of the Committee’s effectiveness was also undertaken. The review included the management of meetings, quality of papers and presentations, an assessment of overall remuneration strategy and whether it supported the delivery of the Group and ESG strategies, the Committee’s understanding of remuneration arrangements for the wider workforce and the views of key stakeholders. It was confirmed that the Committee remained effective and an action plan for the coming year was agreed. A review was also undertaken of the performance of the Committee’s adviser, and it was confirmed that they had performed effectively in supporting the Committee over the period.

## Advisers

Following a tender exercise, undertaken in 2020, Deloitte LLP (‘Deloitte’) was appointed as adviser by the Committee in January 2021. The Deloitte engagement team have no other connection with the Group or its directors that is considered to impair their independence. Deloitte did not provide any other services to the Group in the year. Deloitte is a founding member of the Remuneration Consultants Group and, as such, adheres to its Code of Conduct. The Committee is satisfied that the advice received from Deloitte is objective and independent. During the financial period, Deloitte received fees of £66,850 (FY23/24: £64,000) on a time and material basis, in respect of their advice to the Committee.

## External appointments

The Board is open to executive directors who wish to take on a non-executive directorship with a publicly quoted company in order to broaden their experience. Executives may be entitled to retain any fees they receive. However, any such appointment would be reviewed by the Board on a case-by-case basis. The current executive directors do not hold any external appointments with publicly quoted companies.

Statement of voting at the Annual General Meeting

The details of the voting on the resolutions at the AGM are set out below (full details of the voting results for each resolution are available on the Group’s website: [www.premierfoods.co.uk](http://www.premierfoods.co.uk)).

	Approval of Directors’ Remuneration Report FY23/24	% of votes cast	Approval of the current Directors’ Remuneration Policy	% of votes cast
Date of AGM	18 July 2024		20 July 2023	
Votes for	703,651,207	98.05%	702,864,358	96.24%
Votes against	14,006,208	1.95%	27,460,333	3.76%
Total votes cast	717,657,415	100%	730,324,691	100%
Votes withheld	6,009,074		93,541	

The Directors’ Remuneration Report was approved by the Board on 15 May 2025 and signed on its behalf by:

**Helen Jones**  
Remuneration Committee Chair

# Other statutory information

## Directors’ report

The directors’ report consists of pages 106 to 108 and has been drawn up and presented in accordance with, and in reliance upon, applicable English company law, and the liabilities of directors in connection with that report shall be subject to the limitations and restrictions provided by such law. In the directors’ report, references to the ‘Company’ are in reference to Premier Foods plc, and references to the ‘Group’ or ‘Premier Foods’, are references to Premier Foods plc and its subsidiaries.

The Directors’ report is covered on pages 106 to 108, as well as in the following sections of this Annual Report which are incorporated by reference:

Item	Location
Financial risk management	Note 18 of the financial statements
Current Board membership	Pages 70 and 71
Governance report	Pages 70 to 109
Strategic report	Pages 01 to 69
Risk management and viability statement	Pages 59 to 69
Employee engagement	Pages 20 and 21 and pages 44 and 45
Directors’ remuneration report	Pages 90 to 105
Share capital	Note 22 of the Financial statements
Greenhouse gas emissions	Pages 57 and 58
Enriching Life Plan	Pages 32 to 45
Enriching Life Plan disclosure tables	Pages 167 to 173

The following information, required by Listing Rule 9.8.R, is also incorporated into the directors’ report: Details of long-term incentive plans are set out in the Director’s Remuneration Report.

## Profit and dividends

The profit before tax for the financial year was £161.3m (FY23/24: profit of £151.4m). The Board has adopted a progressive dividend policy and the directors have proposed a final dividend of 2.80 pence per share for the financial period ended 29 March 2025 (FY23/24: 1.728 pence), representing a 62% increase on the prior year. Subject to shareholder approval, the final dividend will be payable on 25 July 2025 to shareholders on the register at the close of business on 27 June 2025.

## Research and development

Applied research and development work continues to be directed towards the introduction of new and improved products, the application of new technology to reduce unit and operating costs, and to improve service to customers. Total research and development spend (including capitalised development costs) was £17.7m (FY23/24: £16.3m).

## Branches

Certain of the Group’s activities are operated through overseas branches, which are established in a number of countries and are subject to the laws and regulations of those jurisdictions.

## Share capital information

The Company’s issued share capital, as at 29 March 2025, comprised 868,795,815 ordinary shares of 10p each. No shares were allotted during the period. All of the ordinary shares rank equally with respect to voting rights and the rights to receive dividends and distributions on winding up. In accordance with the Articles, there are no restrictions on share transfers, limitations on the holding of any class of shares, or any requirement for prior approval of any transfer with the exception of certain officers and employees of the Company, who are required to seek prior approval to deal in the shares of the Company, and are prohibited from any such dealing during certain periods under the requirements of the Market Abuse Regulation.

The directors were granted authority, at the 2024 AGM, to allot relevant securities under two separate resolutions: (i) up to one-third of the Company’s issued share capital; and (ii) up to two-thirds of the Company’s issued share capital in connection with a rights issue. This authority will apply until the conclusion of the 2025 AGM. A similar authority will be sought from shareholders at the 2025 AGM. The Company does not currently have authority to purchase its own shares, and no such authority is being sought at the 2025 AGM.

## Significant contracts – change of control

The Company has various borrowing arrangements, including a revolving credit facility and Senior Secured notes. These arrangements include customary provisions, that may require any outstanding borrowings to be repaid, and any outstanding notes to be repurchased upon a change of control of the Company. In addition, the *Cadbury* licensing agreement also includes a change of control provision, which could result in the agreement being terminated or renegotiated if the Company were to undergo a change of control in certain limited circumstances.

The Company’s executive and all-employee share plans contain provisions, as a result of which options and awards may vest and become exercisable on a change of control in accordance with the plan rules.

## Articles of association

The Company’s Articles (which are available on the Group’s website [www.premierfoods.co.uk](http://www.premierfoods.co.uk)) may only be amended by a special resolution at a general meeting. Subject to the provisions of the statutes, the Company’s Articles, and any directions given by special resolution, the directors may exercise all the powers of the Company.

## Substantial shareholdings

Information provided to the Company, pursuant to the Financial Conduct Authority's ('FCA') Disclosure and Transparency Rules ('DTRs'), is published on a Regulatory Information Service and on the Company's website. As at 29 March 2025, the Company has been notified of the following interests of 3% or more in the Company:

Shareholder	No. of ordinary shares	% of share capital <sup>1</sup>
Nissin Foods Holdings Co., Ltd.	210,836,846	24.43
Kempen Capital Management N.V.	69,460,261	7.99
JPMorgan Asset Management Holdings Inc.	44,559,230	5.22

<sup>1</sup> This number reflects the holding that was reported within the relevant disclosure under the DTRs.

For the period 29 March 2025 up to and including 14 May 2025 (the latest practicable date for inclusion in this report), there have been no further notifications pursuant to DTR 5.

## Powers of directors

The powers of the directors are set out in the Company's Articles of Association and may be amended by way of a special resolution of the Company.

## Board composition and appointments

As at the date of this report, the Board is comprised of two executive directors, seven independent non-executive directors and one non-independent non-executive director. These directors were in office throughout FY24/25, with the exception of Malcolm Waugh who was appointed as a non-executive director on 18 July 2024, and the details of these directors can be found on pages 70 and 71. Richard Hodgson retired as a non-executive director as of 18 July 2024, having served on the Board for more than nine years.

The Board has the power to appoint one or more additional directors. Under the Articles, any such director holds office until the next AGM, when they are eligible for election. Shareholders may appoint, reappoint or remove directors by an ordinary resolution. In addition, the appointment of Yuichiro Kogo is subject to the terms of a Shareholder Relationship Agreement (see Conflicts of interest on page 76).

## Directors' and officers' liability insurance

This insurance covers the directors and officers against the costs of defending themselves in civil proceedings taken against them in their capacity as a director or officer of the Company and in respect of damages resulting from the unsuccessful defence of any proceedings.

## Access to external advice

Directors are allowed to take independent professional advice in the course of their duties. In addition, all directors have access to the advice and services of the Company Secretary. If any director were to have a concern over any unresolved business issue, following professional advice, they are entitled to require the Company Secretary to minute that concern. Should they later resign over a concern, non-executive directors are asked to provide a written statement to the Group Chair for circulation to the Board.

## Political donations

The Company's policy is not to make political donations and no such donations were made in the financial period.

## Employment of people with disabilities

It is our policy to give full and fair consideration to applications for employment received from people with disabilities, having regard to their particular aptitudes and abilities. Wherever practicable, we will continue the employment of, and arrange appropriate training for, employees who have become disabled during the period of their employment. We provide the same opportunities for training, career development and promotion for people with disabilities as for other colleagues.

## Stakeholder engagement

Details of engagement with key stakeholders is provided on pages 80 to 81.

## Colleague engagement

The Board and its committees receive regular updates on workforce matters, which include:

- Updates on key issues raised at Premier Voice Forums, which have been established at sites across the business;
- Site-based pay negotiations;
- Results of biennial employee engagement exercises and action plans to address the issues raised; and
- All employee share schemes.

Additional feedback mechanisms, via the Board's Remuneration and Audit Committees, include:

- Understanding of remuneration arrangements for the workforce across the business;
- Updates on the management bonus scheme and pay arrangements for colleagues across the business; and
- Periodic reporting of issues raised via the Company's confidential whistleblowing helpline and management's response to them.

Further information on how we have engaged with employees, during the financial period, can be found in the following sections:

- Workforce Engagement NED: page 73.
- Engaging with our stakeholders and Section 172(1) statement: pages 79 to 81.

## Colleague communication

We continue to place a high degree of importance on communicating with colleagues, at all levels of the organisation, which is facilitated further by investment in this area, with large digital news screens at every site, our mobile-enabled intranet, a fortnightly news round-up email and posters. We also video stream our colleague briefing sessions directly to all sites, in addition to cascading it through local briefings. We believe it is important to hear views from our colleagues in order to understand how the working environment can be improved. In our manufacturing sites, we have constructive relationships with our Trade Union colleagues, whilst at head office, we run 'Listening Groups' and 'Lunch and Learn' events.



## Other statutory information continued

### Anti-bribery and corruption

The Group has in place an Anti-Bribery and Corruption Policy, which provides guidance for complying with anti-corruption laws. These are circulated to graded managers and those who operate in commercial roles, together with formal training and annual refreshers. Training covers, amongst other things, guidance on dealings with third parties, facilitation payments, gifts and hospitality, and charitable and political donations. We do not tolerate any form of bribery or corruption and expect all colleagues, business partners, suppliers, contractors, joint venture partners, customers, agents, distributors and other representatives to act in accordance with all laws and applicable Group policies. The current Anti-Bribery and Corruption Policy was approved by the Audit Committee in 2024 and a summary is available on the Group's website.

### Code of conduct and whistleblowing helpline

The Group is committed to ensuring that everyone who comes into contact with the business is treated with respect, and that their health, safety and basic human rights are protected and promoted. The Board has approved a code of conduct, which sets out the standards of behaviour all employees are expected to follow, and provides useful guidance to help colleagues when it comes to doing the right thing. The code was introduced in 2012 and is updated and reissued on a periodic basis. It was last updated and approved by the Board in September 2024. This was distributed to all colleagues, via electronic means for IT connected colleagues, who were required to confirm receipt of the code, and via printed copy to site-based colleagues. A copy of the code is included in the induction pack for new joiners and is available on the Group's intranet and corporate website. The code is made up of 8 key elements, including: speaking up, creating a safe workplace, focusing on food standards and safety, working with each other, working with customers and suppliers, acting honestly and complying with the law, safeguarding company information, and protecting the environment and our communities.

We also have a confidential whistleblowing service, to enable anyone who comes into contact with our business (whether colleagues, contractors, agency workers, customers, suppliers or distributors), to raise any concerns they have, which cannot be dealt with through the normal channels. Cases logged with the whistleblowing service, are followed up promptly by the appropriate person within the business and the issues raised, and management's response, are reviewed by the Audit Committee. The Audit Committee also reviews the whistleblowing service, annually, and arranges for it to be refreshed and communicated to sites.

### Human rights and modern slavery

We are committed to tackling all forms of hidden labour exploitation, including slavery and human trafficking, and we ensure that all new members of the Procurement team receive specific training on modern slavery and trafficking as part of their induction. The training utilises both internal and external training resource materials, and is tailored to raise awareness of the issues around modern slavery in supply chains and to empower team members to recognise and respond to indicators of human rights abuse. In July 2024, the business launched its Human Rights Policy, which confirms our commitment to Human Rights and what we are doing to protect the Human Rights of the people we employ, the people who work in our supply chains, and the people who live in the wider communities in which we operate both nationally and internationally. Following this, a new modern slavery training programme is due to be launched to all colleagues, in order to increase knowledge and raise awareness across the business. In addition, we have utilised the FNET Risk Assessment tool, to identify our key areas of risk by geography across our supplier base. Our Modern Slavery Statement is reviewed and approved by the Board on an annual basis and is available to view on the Group's website.

### Financial risk management

Details relating to financial risk management, in relation to the use of financial instruments by the Group, can be found in note 18 of the financial statements.

### Going concern and Viability Statement

The directors have a reasonable expectation that the Company and Group have adequate resources to continue in operational existence for at least 12 months from the date of approval of the financial statements and, therefore, continue to adopt the going concern basis in preparing the consolidated financial statements. Further information, on the basis of preparation, is set out in note 2.1 of the financial statements. The Company's Viability Statement, where the directors confirm that they have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the five-year period to 30 March 2030, is set out on pages 68 and 69.

### Related parties

Details on related parties can be found in note 26 of the financial statements.

### Subsequent events

Details relating to subsequent events can be found in note 28 of the financial statements

# Statement of directors' responsibilities

## In respect of the financial statements

The directors are responsible for preparing the Annual Report for the 52 weeks ended 29 March 2025 and the financial statements in accordance with applicable law and regulation

Company law requires the directors to prepare financial statements for each financial year. Under that law, the directors have prepared the Group financial statements, in accordance with UK-adopted international accounting standards, and the Company financial statements, in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 'Reduced Disclosure Framework' and applicable law).

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

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

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

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

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

### Directors' confirmations

The directors consider that the Annual Report for the 52 weeks ended 29 March 2025 and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's and Company's position and performance, business model and strategy.

Each of the directors, whose names and functions are listed in the Board of directors section, confirm that, to the best of their knowledge:

- the Group financial statements, which have been prepared in accordance with UK-adopted international accounting standards, give a true and fair view of the assets, liabilities, financial position and profit of the Group;
- the Company financial statements, which have been prepared in accordance with United Kingdom Accounting Standards, comprising FRS 101, give a true and fair view of the assets, liabilities and financial position of the Company; and
- the strategic report includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that it faces.

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

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

### Independent auditors

PricewaterhouseCoopers LLP ('PwC') has indicated its willingness to be appointed as auditors of the Company. Upon recommendation of the Audit Committee, the appointment of PwC, and the setting of its remuneration, will be proposed at the 2025 AGM.

The directors' report was approved by the Board on 15 May 2025 and signed on its behalf by:

### Simon Rose

General Counsel and Company Secretary

companysecretary@premierfoods.co.uk

# Independent auditors' report to the members of Premier Foods plc

## Report on the audit of the financial statements

### Opinion

In our opinion:

- Premier Foods plc's Group financial statements and Company financial statements (the "financial statements") give a true and fair view of the state of the Group's and of the Company's affairs as at 29 March 2025 and of the Group's profit and the Group's cash flows for the 52 week period then ended;
- the Group financial statements have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006;
- the Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: the Consolidated and Company balance sheets as at 29 March 2025; the Consolidated statement of profit or loss, the Consolidated statement of comprehensive income, the Consolidated statement of cash flows, the Consolidated and Company statements of changes in equity for the period then ended; and the notes to the financial statements, comprising material accounting policy information and other explanatory information.

Our opinion is consistent with our reporting to the Audit Committee.

### Basis for opinion

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

### Independence

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

To the best of our knowledge and belief, we declare that non-audit services prohibited by the FRC's Ethical Standard were not provided.

Other than those disclosed in note 5.2 to the consolidated financial statements, we have provided no non-audit services to the Company or its controlled undertakings in the period under audit.

### Our audit approach

#### Overview

##### Audit scope

- Full scope audit procedures have been performed over 5 components deemed significant due to risk or size. These comprise the Premier Foods Group Limited, Premier Foods Group Services Limited, Premier Foods Finance plc, Premier Foods Investments Limited and Premier Foods plc (Company) components.

##### Key audit matters

- Valuation of pension liabilities and complex pension assets (Group)
- Accounting for commercial arrangements (Group)
- Recoverability of investment in Group undertakings (Company)

##### Materiality

- Overall Group materiality: £8.1m (2024: £7.6m) based on approximately 5% of profit before taxation.
- Overall Company materiality: £6.9m (2024: £5.3m) based on 1% of total assets, limited to the allocated materiality from the Group materiality, which is lower than the statutory materiality.
- Performance materiality: £6.0m (2024: £5.7m) (Group) and £5.2m (2024: £4.0m) (Company).

### The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

## Key audit matters

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters, and any comments we make on the results of our procedures thereon, were addressed in the context of our

audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

This is not a complete list of all risks identified by our audit.

Valuation of the brand intangible asset recognised on acquisition of FUEL 10K Limited (Group), which was a key audit matter last period, is no longer included because of the acquisition being a one-off transaction in the prior period. Otherwise, the key audit matters below are consistent with last period.

Key Audit Matter	How our audit addressed the key audit matter
<p><b>Valuation of pension liabilities and complex pension assets (Group)</b></p> <p><i>Refer to Notes 2.15 and 3.1 of the consolidated financial statements for disclosures of the related accounting policies, judgements and estimates and Note 13 to the financial statements.</i></p> <p>The Group operates a number of defined benefit pension schemes which, combined, have a total net defined benefit pension surplus of £648.7m, comprising gross assets of £3,212.8m and gross liabilities of £2,564.1m. The most significant scheme held is the UK based RHM Pensions Scheme which has a net retirement benefit surplus of £635.7m and the collective "Irish" schemes with a net retirement benefit surplus of £13.0m at 29 March 2025.</p> <p>Valuation of the liabilities requires significant levels of judgement and technical expertise in determining the appropriate assumptions to measure it. Changes in assumptions (including the discount rate, inflation rates and mortality rates) can have a material impact on the calculation of the liabilities either individually or in combination. Management uses independent actuaries to prepare the year end valuation under International Accounting Standard 19, 'Employee benefits' ("IAS 19")</p> <p>Included within the RHM Pension Scheme assets are more complex funds totalling £1,434.3m. Within these complex funds are assets totalling £399.0m for which the most recent valuation is at a date earlier than 29 March 2025. This is due to the time required to finalise the valuation of the underlying assets. The assets held by these funds do not have a quoted price and are less liquid in nature, meaning the valuation is based on estimates and judgements applied by the investment managers who prepare the fund values recognised by the Scheme.</p> <p>We focussed on the reasonableness of the key assumptions, including the discount rate, inflation rates and mortality rates, used in the calculation of the defined benefit pension liabilities and the valuation of complex assets held by the RHM Pension Scheme.</p>	<p>We obtained an understanding of the pensions process and assessed the Group's design and implementation of controls covering the asset and liability valuations, including complementary user entity controls in place where service organisations are used.</p> <p>We involved our actuarial experts in the assessment of the reasonableness of actuarial assumptions and the overall defined benefit pension liability calculations by comparing the key assumptions, including the discount rate, inflation rates and mortality rates, to benchmark range. As part of this consideration, our team independently created an expectation of the defined benefit obligation and associated movements to test that the disclosures are materially accurate. In addition, our team assessed whether actuarial methods have been consistently applied and are reasonable, and have further considered the impact of the assumptions adopted in combination with one another. We agreed that the assumptions used and the methodology applied in the defined benefit pension schemes valuations were reasonable.</p> <p>We obtained external confirmations directly from the investment managers to provide evidence of the valuation of pension scheme assets as at 29 March 2025. In order to test the valuation of the complex and illiquid assets, including those complex and illiquid assets where only a lagged valuation was available, we obtained a range of supporting evidence as available, including recent transaction prices, audited fund financial statements and fund control reports, to assess whether the value provided was reliable and appropriate. We did not identify any material misstatements from this testing. Specifically for those assets with lagged valuations, we performed additional procedures which included reviewing management's assessment of both a comparison of the valuations to indexed movements and a lookback test to assess the reasonableness of historic estimates against subsequent actual valuations. Based on our procedures performed we have not identified any significant or material exceptions.</p>



## Independent auditors' report continued to the members of Premier Foods plc

### Key Audit Matter

#### Accounting for commercial arrangements (Group)

*Refer to Notes 2.3(iii) and 3.3 of the consolidated financial statements for disclosures of the related accounting policies, judgements and estimates and Note 17 to the financial statements*

The Group has various types of commercial arrangements in place with customers, offering a range of promotions and discounts. These arrangements vary in nature. Some of the arrangements are subject to a higher degree of estimation, for instance when it is dependent on the customer achieving a growth target or the contract period is not coterminous with the Group's financial period. This requires management to recognise an estimate of the accrual related to in-period promotional activity which remains unsettled at the Group's period-end. The unsettled liability from all commercial arrangements at 29 March 2025 was £72.2m.

At the period-end, for those arrangements subject to a higher degree of estimation, there is a risk related to uncertainty arising from the accuracy of assumptions, including estimated sales volumes attributable to each arrangement or estimation of the final expected settlement, which could vary based on subsequent commercial negotiations. Additionally, there is a risk that these arrangements are not completely accounted for which would result in revenue being misstated as revenue is recognised net of the outflows from these arrangements.

### How our audit addressed the key audit matter

We obtained an understanding of the processes for accounting for commercial arrangements and assessed the design and implementation of the corresponding controls. We obtained an understanding of the different types of arrangements in place with customers, including the nature of the agreements and the level of estimation involved in accounting for each.

For a sample of those commercial arrangements subject to a higher degree of estimation, we traced the nature of the arrangements to supporting documentation such as contracts, correspondence with customers, and to invoices and settlements as appropriate. We also considered the reasonableness of releases made in the year against specific promotions, noting no material exceptions. We also evaluated the accuracy of the period-end commercial accruals balance by considering the precision of amounts accrued compared to amounts actually settled from promotional activity across the period. We found no material misstatements from our testing.

We performed a risk assessment over the ageing of unallocated deductions at the period-end and performed substantive testing on a sample basis with no significant issues noted.

We also performed flux analyses over the commercial accruals balance for i) one month post period-end (comparing the balance at 26 April 2025 to the balance at 29 March 2025) and ii) period on period (comparing the period-end balance at 29 March 2025 to the prior 30 March 2024 period-end) with a view to corroborating the completeness of the commercial arrangements recognised and any significant variances that required investigation. We did not identify any significant variances from our work.

To assess the completeness of the accounting for commercial arrangements across the period, we performed customer store visits and checked online vendors throughout the year with the sample of those products found to be on promotion traced to the Group's accounting records without exception.

Based on the overall procedures performed we have not identified any significant or material issues.

#### Recoverability of investment in Group undertakings (Company)

*Refer to Notes 1 and 2 of the Company financial statements for disclosures of the related accounting policies, judgements and estimates and Note 4 to the financial statements.*

The Company held an investment in Group undertakings of £1,123.7m on 29 March 2025.

The assessment of the recoverability of this asset included determining whether any impairment indicators had arisen that triggered the need for a formal impairment assessment. Management determined the existence of an impairment indicator due to the carrying value of the investment exceeding its net asset value and therefore conducted a formal impairment assessment, which required the application of management judgement and estimation.

Management's assessment concluded that the recoverable amount of the investment, supported by the value in use model, exceeded the Company's carrying value of the investment in Group undertakings.

We assessed the appropriateness of management's formal impairment assessment comprising a discounted cash flow model to determine the value in use of the Group.

We assessed the consistency of the cash flow forecasts with the Board approved five year plan and considered the reasonableness of key assumptions in relation to recent trading and market outlook.

We found that the forecasts had been completed on a basis consistent with prior years and were an appropriate basis upon which management could base their conclusions. We evaluated the historical accuracy of the cash flow forecasts and found these to be reasonable. We compared certain key market assumptions within the forecasts to available industry research data, specifically in relation to revenue growth, which supported the assumptions made.

We evaluated the appropriateness of management's value in use model, including assessing the appropriateness of using the Group's value in use as a proxy for that of the investment, agreeing amounts to supporting evidence and checking the mathematical accuracy of calculations, and engaging our valuations specialists to evaluate the reasonableness of the discount rate and long-term growth rate assumptions applied and found the model to be prepared on an appropriate basis. We performed sensitivity analyses on significant assumptions within the model and found that sufficient headroom continues to exist when more pessimistic assumptions are applied to the model.

We further considered that the Group's market capitalisation exceeds the carrying value of the Company's investment in Group undertakings providing corroboratory evidence to management's conclusion that there is no impairment.

Based on our procedures performed we concurred with management's conclusion that the carrying value of the Company's investment in Group undertakings is recoverable.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Group and the Company, the accounting processes and controls, and the industry in which they operate.

As set out in note 4 ‘Segmental analysis’, the Group has two reportable segments: ‘Grocery’ (which includes the grocery and international divisions) and ‘Sweet Treats’. The Group’s financial statements are a consolidation of reporting units, being holding companies, intermediate holding companies and operating companies of which the majority are in the United Kingdom. Two reporting units, being Premier Foods Group Limited and Premier Foods Group Services Limited, account for a significant portion of the Group’s results. We accordingly focused our work on these two reporting units, which were subject to audits of their complete financial information. In addition, to ensure we have obtained sufficient coverage over components contributing specific risks of the Group’s balance sheet, we performed full scope audit procedures at an additional three reporting units all located in the UK. Our in-scope components accounted for in excess of 95% of the Group’s revenue and absolute profit before taxation.

The impact of climate risk on our audit

As part of our audit we made enquiries of management to understand the process management has adopted to assess the extent of the potential impact of climate risk on the Group’s financial statements and support the disclosures made within the Taskforce on Climate-related Financial Disclosures (TCFD). In addition to enquiries with management, we also understood the governance processes in place to assess climate risk. We challenged the completeness of management’s climate risk assessment by comparing this to assessments performed by other groups for completeness and reading the Group’s website/communications to ensure details of climate related impacts communicated to shareholders have been included. Management considers that climate risk does not give rise to a potential material financial statement impact. We considered the impact of climate change commitments, specifically in relation to achieving net-zero greenhouse gas emissions and challenged the extent to which climate change considerations were appropriately reflected in the cash flow forecasts used in management’s going concern and impairment assessments. Lastly, we considered the consistency of the disclosures in relation to climate change (including the disclosures in the TCFD section) within the Annual Report with the financial statements and our knowledge obtained from our audit. Our procedures did not identify any material impact in the context of our audit of the financial statements as a whole, or our key audit matters for the period ended 29 March 2025.

Materiality

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

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Financial statements – Group	Financial statements – Company
Overall materiality	£8.1m (2024: £7.6m)	£6.9m (2024: £5.3m)
How we determined it	approximately 5% of profit before taxation	1% of total assets, limited to the allocated materiality from the Group materiality, which is lower than the statutory materiality.
Rationale for benchmark applied	We believe that profit before taxation is a key metric for investors and is used by the Board in measuring the Group's financial performance.	We believe that total assets is the primary measure used by the shareholders in assessing the performance of the Company, and is a generally accepted benchmark. The value is capped for the purpose of the Group audit with reference to Group materiality.

For each component in the scope of our Group audit, we allocated a materiality that is less than our overall Group materiality. The range of materiality allocated across components was between £3.3m to £6.9m. Certain components were audited to a local statutory audit materiality that was also less than our overall Group materiality.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2024: 75%) of overall materiality, amounting to £6.0m (2024: £5.7m) for the Group financial statements and £5.2m (2024: £4.0m) for the Company financial statements.

In determining the performance materiality, we considered a number of factors – the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls – and concluded that an amount at the upper end of our normal range was appropriate.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £0.4m (Group audit) (2024: £0.3m) and £0.3m (Company audit) (2024: £0.3m) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

## Independent auditors' report continued to the members of Premier Foods plc

### Conclusions relating to going concern

Our evaluation of the directors' assessment of the Group's and the Company's ability to continue to adopt the going concern basis of accounting included:

- Obtaining management's Board-approved strategic plan for the five year period ending 30 March 2030. We held discussions with management to understand the budgeting process and the key assumptions made in the forecasting processes;
- Obtaining and assessing management's going concern assessment, supporting documents and performed a comparison of the cash flow forecasts used in the going concern assessment to those in the strategic plan and, where applicable, compared these forecasts for consistency to those used elsewhere in the business, including for impairment assessments;
- Assessing the appropriateness of and challenging management's assumptions included in the assessment;
- Reviewing management's severe but plausible downside scenario and challenged management on the number of downside assumptions modelled, and whether these are prudent enough whilst still being realistic;
- Obtaining and reviewing external evidence in support of revenue growth applied in the model and noted that management's assumptions are reasonable;
- Performing a breakpoint analysis to assess the reduction in EBITDA required to cause a breach in debt covenants and to fully erode liquidity headroom and deem the headroom available to support the judgement over going concern to be appropriate;
- Challenging management on whether the effect of expected capex in relation to climate change has been sufficiently modelled in the going concern assessment;
- Reviewing the disclosures included within the financial statements and deem them to be appropriate.

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

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

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

In relation to the directors' reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

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

### Reporting on other information

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

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

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

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

### Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the period ended 29 March 2025 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

### Directors' Remuneration

In our opinion, the part of the Directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

### Corporate governance statement

The Listing Rules require us to review the directors' statements in relation to going concern, longer-term viability and that part of the corporate governance statement relating to the Company's compliance with the provisions of the UK Corporate Governance Code specified for our review. Our additional responsibilities with respect to the corporate governance statement as other information are described in the Reporting on other information section of this report.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement is materially consistent with the financial statements and our knowledge obtained during the audit, and we have nothing material to add or draw attention to in relation to:

- The directors' confirmation that they have carried out a robust assessment of the emerging and principal risks;
- The disclosures in the Annual Report that describe those principal risks, what procedures are in place to identify emerging risks and an explanation of how these are being managed or mitigated;
- The directors' statement in the financial statements about whether they considered it appropriate to adopt the going concern basis of accounting in preparing them, and their identification of any material uncertainties to the Group's and Company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements;
- The directors' explanation as to their assessment of the Group's and Company's prospects, the period this assessment covers and why the period is appropriate; and
- The directors' statement as to whether they have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the period of its assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Our review of the directors' statement regarding the longer-term viability of the Group and Company was substantially less in scope than an audit and only consisted of making inquiries and considering the directors' process supporting their statement; checking that the statement is in alignment with the relevant provisions of the UK Corporate Governance Code; and considering whether the statement is consistent with the financial statements and our knowledge and understanding of the Group and Company and their environment obtained in the course of the audit.

In addition, based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- The directors' statement that they consider the Annual Report, taken as a whole, is fair, balanced and understandable, and provides the information necessary for the members to assess the Group's and Company's position, performance, business model and strategy;
- The section of the Annual Report that describes the review of effectiveness of risk management and internal control systems; and
- The section of the Annual Report describing the work of the Audit Committee.

We have nothing to report in respect of our responsibility to report when the directors' statement relating to the Company's compliance with the Code does not properly disclose a departure from a relevant provision of the Code specified under the Listing Rules for review by the auditors.

## Responsibilities for the financial statements and the audit

### Responsibilities of the directors for the financial statements

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

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

### Auditors' responsibilities for the audit of the financial statements

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

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

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

- Performing inquiries with management at multiple levels across the business, internal audit and the Group's legal counsel throughout the year, as well as at year end. These discussions have included consideration of known or suspected instances of non-compliance with laws and regulations and fraud;



## Independent auditors' report continued to the members of Premier Foods plc

- Evaluation of management's internal controls through inspection of internal audit report findings and their overall risk assessment process designed to prevent and detect irregularities;
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations (for example a credit entry to revenue with a debit entry to an unexpected account);
- Incorporating elements of unpredictability around the nature, timing or extent of our audit procedures performed;
- Performing procedures to ensure the financial statements are appropriately prepared and disclosed in line with the Companies Act 2006;
- Inspecting the minutes of meetings to ensure we have identified any possible non-compliance reported internally.

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

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

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

### Use of this report

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

## Other required reporting

### Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.

### Appointment

Following the recommendation of the Audit Committee, we were appointed by the directors on 23 August 2022 to audit the financial statements for the year ended 1 April 2023 and subsequent financial periods. The period of total uninterrupted engagement is 3 years, covering the periods ended 1 April 2023 to 29 March 2025.

## Other matter

The Company is required by the Financial Conduct Authority Disclosure Guidance and Transparency Rules to include these financial statements in an annual financial report prepared under the structured digital format required by DTR 4.1.15R – 4.1.18R and filed on the National Storage Mechanism of the Financial Conduct Authority. This auditors' report provides no assurance over whether the structured digital format annual financial report has been prepared in accordance with those requirements.

### Richard Porter

(Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London

15 May 2025

## Consolidated statement of profit or loss

	Note	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
Revenue	4	1,149.0	1,137.5
Cost of sales		(709.7)	(705.2)
<b>Gross profit</b>		<b>439.3</b>	432.3
Selling, marketing and distribution costs		(174.5)	(178.8)
Administrative costs		(83.7)	(75.8)
<b>Operating profit</b>	4, 5	<b>181.1</b>	177.7
Finance cost	7	(28.9)	(30.4)
Finance income	7	9.1	4.1
<b>Profit before taxation</b>		<b>161.3</b>	151.4
Taxation	8	(36.4)	(38.9)
<b>Profit for the period attributable to owners of the parent</b>		<b>124.9</b>	112.5
<b>Earnings per share (pence)</b>			
Basic	9	14.3	13.0
Diluted	9	14.1	12.7

## Consolidated statement of comprehensive income

	Note	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
Profit for the period		124.9	112.5
<b>Other comprehensive income / (expense), net of tax</b>			
<b>Items that will never be reclassified to profit or loss</b>			
Remeasurements of defined benefit schemes	13	13.6	(237.7)
Deferred tax (charge) / credit on pensions movements	8	(4.0)	50.6
Current tax credit on pension movements	8	0.4	8.4
<b>Items that are or may be reclassified subsequently to profit or loss</b>			
Exchange differences on translation		(0.4)	(0.5)
<b>Other comprehensive income / (expense), net of tax</b>		<b>9.6</b>	(179.2)
<b>Total comprehensive income / (expense) attributable to owners of the parent</b>		<b>134.5</b>	(66.7)

The notes on pages 121 to 160 form an integral part of the consolidated financial statements.

## Consolidated balance sheet

	Note	As at 29 March 2025 £m	As at 30 March 2024 £m
<b>ASSETS:</b>			
<b>Non-current assets</b>			
Property, plant and equipment	10	204.3	190.4
Goodwill	11	702.7	702.7
Other intangible assets	12	271.2	289.6
Deferred tax assets	8	16.7	22.4
Net retirement benefit assets	13	648.7	810.0
		<b>1,843.6</b>	2,015.1
<b>Current assets</b>			
Inventories	14	101.5	98.9
Trade and other receivables	15	115.0	115.7
Cash and cash equivalents	16	191.5	102.3
Derivative financial instruments	18	0.1	–
		<b>408.1</b>	316.9
<b>Total assets</b>		<b>2,251.7</b>	2,332.0
<b>LIABILITIES:</b>			
<b>Current liabilities</b>			
Trade and other payables	17	(260.1)	(264.6)
Financial liabilities			
– derivative financial instruments	18	(0.6)	(0.8)
Lease liabilities	19	(1.9)	(2.7)
Provisions for liabilities and charges	20	(6.7)	(9.8)
Current income tax liabilities	8	–	(0.4)
Other liabilities	21	(1.0)	–
		<b>(270.3)</b>	(278.3)
<b>Non-current liabilities</b>			
Long-term borrowings	19	(325.2)	(325.7)
Lease liabilities	19	(8.0)	(9.5)
Net retirement benefit obligations	13	–	(208.5)
Provisions for liabilities and charges	20	(7.3)	(7.3)
Deferred tax liabilities	8	(178.3)	(152.9)
Other liabilities	21	(20.6)	(22.9)
		<b>(539.4)</b>	(726.8)
<b>Total liabilities</b>		<b>(809.7)</b>	(1,005.1)
<b>Net assets</b>		<b>1,442.0</b>	1,326.9
<b>EQUITY:</b>			
<b>Capital and reserves</b>			
Share capital	22	86.9	86.9
Share premium	22	2.7	2.7
Merger reserve	22	351.7	351.7
Other reserves	22	(9.3)	(9.3)
Retained earnings	22	1,010.0	894.9
<b>Total equity</b>		<b>1,442.0</b>	1,326.9

The financial statements on pages 117 to 160 were approved by the Board of directors on 15 May 2025 and signed on its behalf by:

**Alex Whitehouse**  
Chief Executive Officer

**Duncan Leggett**  
Chief Financial Officer

Registered Number: 05160050

## Consolidated statement of cash flows

	Note	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
Cash generated from operations	16	188.6	146.4
Finance costs paid <sup>1</sup>		(26.6)	(23.9)
Finance income received		6.0	3.6
Taxation paid		(9.9)	(4.4)
<b>Cash generated from operating activities</b>		<b>158.1</b>	<b>121.7</b>
Acquisition of subsidiaries, net of cash acquired		–	(29.3)
Purchases of property, plant and equipment		(33.5)	(24.7)
Purchases of intangible assets		(7.9)	(8.1)
<b>Cash used in investing activities</b>		<b>(41.4)</b>	<b>(62.1)</b>
Principal element of lease payments		(2.7)	(1.8)
Financing fees		–	(0.5)
Dividends paid	23	(14.9)	(12.4)
Purchase of shares to satisfy share awards		(9.9)	(6.3)
Proceeds from share issue		–	0.3
<b>Cash used in financing activities</b>		<b>(27.5)</b>	<b>(20.7)</b>
<b>Net increase in cash and cash equivalents</b>		<b>89.2</b>	<b>38.9</b>
Cash and cash equivalents at beginning of period		102.3	63.4
<b>Cash and cash equivalents at end of period</b>	16	<b>191.5</b>	<b>102.3</b>

<sup>1</sup> Payments in the current period include £3.8m of costs related to the refinancing of the revolving credit facility. See note 19 for further details.

The notes on pages 121 to 160 form an integral part of the consolidated financial statements.



## Consolidated statement of changes in equity

	Note	Share capital £m	Share premium £m	Merger reserve £m	Other reserves £m	Retained earnings <sup>1</sup> £m	Total equity £m
<b>At 2 April 2023</b>		86.8	2.5	351.7	(9.3)	974.3	1,406.0
Profit for the period		–	–	–	–	112.5	112.5
Remeasurements of defined benefit schemes	13	–	–	–	–	(237.7)	(237.7)
Deferred tax credit	8	–	–	–	–	50.6	50.6
Current tax credit	8	–	–	–	–	8.4	8.4
Exchange differences on translation		–	–	–	–	(0.5)	(0.5)
Other comprehensive expense		–	–	–	–	(179.2)	(179.2)
<b>Total comprehensive expense</b>		–	–	–	–	(66.7)	(66.7)
Shares issued	22	0.1	0.2	–	–	–	0.3
Share-based payments	22	–	–	–	–	4.4	4.4
Purchase of shares to satisfy share awards	22	–	–	–	–	(6.3)	(6.3)
Deferred tax movements on share-based payments	8	–	–	–	–	1.6	1.6
Dividends	23	–	–	–	–	(12.4)	(12.4)
<b>At 30 March 2024</b>		<b>86.9</b>	<b>2.7</b>	<b>351.7</b>	<b>(9.3)</b>	<b>894.9</b>	<b>1,326.9</b>
<b>At 31 March 2024</b>		<b>86.9</b>	<b>2.7</b>	<b>351.7</b>	<b>(9.3)</b>	<b>894.9</b>	<b>1,326.9</b>
Profit for the period		–	–	–	–	124.9	124.9
Remeasurements of defined benefit schemes	13	–	–	–	–	13.6	13.6
Deferred tax charge	8	–	–	–	–	(4.0)	(4.0)
Current tax credit	8	–	–	–	–	0.4	0.4
Exchange differences on translation		–	–	–	–	(0.4)	(0.4)
Other comprehensive income		–	–	–	–	9.6	9.6
<b>Total comprehensive income</b>		–	–	–	–	134.5	134.5
Share-based payments	22	–	–	–	–	4.6	4.6
Purchase of shares to satisfy share awards	22	–	–	–	–	(9.9)	(9.9)
Deferred tax movements on share-based payments	8	–	–	–	–	0.8	0.8
Dividends	23	–	–	–	–	(14.9)	(14.9)
<b>At 29 March 2025</b>		<b>86.9</b>	<b>2.7</b>	<b>351.7</b>	<b>(9.3)</b>	<b>1,010.0</b>	<b>1,442.0</b>

<sup>1</sup> Included in Retained earnings at 29 March 2025 is £4.3m in relation to cumulative translation losses (2024: £3.9m loss, 2023: £3.4m loss).

The notes on pages 121 to 160 form an integral part of the consolidated financial statements.

# Notes to the consolidated financial statements

## 1. General information

Premier Foods plc (the 'Company') is a public limited company incorporated in the United Kingdom and domiciled in England, registered number 05160050, with its registered address at Premier House, Centrium Business Park, Griffiths Way, St Albans, Hertfordshire AL1 2RE. The principal activity of the Company and its subsidiaries (the 'Group') is the manufacture and distribution of branded and own label food products. Copies of the Annual Report and financial statements are available on our website: <https://www.premierfoods.co.uk/results-centre/>.

These Group consolidated financial statements were authorised for issue by the Board of directors on 15 May 2025.

## 2. Accounting policies

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

### 2.1 Basis of preparation

These Group financial statements were prepared in accordance with UK-adopted international accounting standards and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards. All amounts are presented to the nearest £0.1m, unless otherwise indicated. They are prepared on a going concern basis and under the historical cost basis, except for certain financial instruments and pension assets that have been measured at fair value.

The statutory accounting period is the 52 weeks from 31 March 2024 to 29 March 2025 and comparative results are for the 52 weeks from 2 April 2023 to 30 March 2024. All references to the 'period', unless otherwise stated, are for the 52 weeks ended 29 March 2025 and the comparative period, 52 weeks ended 30 March 2024.

The preparation of financial statements in conformity with UK-adopted international accounting standards requires the use of certain material accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are material to the consolidated financial statements are disclosed in note 3.

The following standards and amendments to published standards, effective for periods on or after 1 January 2024, have been endorsed:

#### International Financial Reporting Standards

Amendments to IAS 1	<i>Presentation of Financial Statements</i>
Amendments to IFRS 16	<i>Lease Accounting</i>
Amendments to IAS 12	<i>Income Taxes</i>
Amendments to IAS 7	<i>Statement of Cash Flows</i>
Amendments to IFRS 7	<i>Financial Instruments: Disclosures</i>

The following standards and amendments to published standards, effective for periods on or after 1 January 2025, have been endorsed:

#### International Financial Reporting Standards

Amendments to IAS 21	<i>Lack of Exchangeability</i>
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The Group has considered the new or revised standards above and concluded that either they are not relevant to the Group or would not have a material impact on the financial statements of the Group.

### Basis for preparation of financial statements on a going concern basis

The Group's revolving credit facility includes net debt/EBITDA and EBITDA/interest covenants as detailed in note 19. In the event these covenants are not met then the Group would be in breach of its financing agreement and, as would be the case in any covenant breach, the banking syndicate could withdraw funding to the Group. The Group was compliant with its covenant tests as at 28 September 2024 and 29 March 2025.

## Notes to the consolidated financial statements continued

### 2. Accounting policies continued

Having undertaken a robust assessment of the Group's forecasts with specific consideration to the trading performance of the Group, cashflows and covenant compliance, the directors have a reasonable expectation that the Group is able to operate within the level of its current facilities, meet the required covenant tests and has adequate resources to continue in operational existence for at least 12 months from the date of approval of these financial statements. The Group therefore continues to adopt the going concern basis in preparing its financial information for the reasons set out below:

At 29 March 2025 the Group had total assets less current liabilities of £1,981.4m (2024: £2,053.7m), net current assets of £137.8m (2024: £38.6m) and net assets of £1,442.0m (2024: £1,326.9m). Liquidity as at that date was £436.0m, made up of cash and cash equivalents, and undrawn committed credit facilities of £227.5m expiring in July 2029. At the time of the approval of this report, the cash and liquidity position of the Group has not changed significantly. Further details of the financing arrangements are included in note 19.

The directors have rigorously reviewed all key risk assumptions in their Going Concern assessment considering both internal and external factors. Applying judgement, the global political environment, increasing costs including inflation, climate change, risk of cyber-attack and the retail market are the assumptions modelled by the directors in the severe but plausible downside case impacting future financial performance, cash flows and covenant compliance, that cover a period of at least 12 months from the date of approval of the financial statements.

Whilst the downside case is deemed severe but plausible, it is considered by the directors to be a robust stress test of going concern, having an adverse impact on revenue, margin and cash flow. Should circumstances mean there is further downside, whilst not deemed plausible, the directors, in response have identified mitigating actions within their control, that would reduce costs, optimise cashflow and liquidity. Amongst these are the following actions: reducing capital expenditure, reducing marketing spend and delaying or cancelling discretionary spend. The directors have assumed no significant structural changes to the business will be needed in any of the assumptions modelled. None of the assumptions modelled are sufficiently material to prevent the Group from continuing as a going concern.

The directors, after reviewing financial forecasts and financing arrangements, have a reasonable expectation that the Group has adequate resources to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of this report. Accordingly, the directors are satisfied that it is appropriate to continue to adopt the going concern basis (in accordance with the guidance 'Guidance on the Going Concern Basis of Accounting and Related Reporting' issued by the FRC) in preparing its consolidated financial information.

### Climate change

The Group has considered the impact of both physical and transitional climate change risks on the financial statements of the Group, the Group does not consider there to be a material impact on the valuation of the Group's assets or liabilities, including useful economic life of property, plant and equipment, or on any material accounting estimates or judgements. The Group will continue to monitor the impact on valuations of assets and liabilities as government policy evolves and our modelling in this area moves forward.

The impact of climate change has been considered in the projected cash flows used for impairment testing where the material risks identified in the 'TCFD' statement, see page 46, have been modelled in the severe but plausible scenario for going concern and viability. See note 11 for further details.

## 2.2 Basis of consolidation

### (i) Subsidiaries

The consolidated financial statements include the financial statements of Premier Foods plc and entities controlled by the Company (its subsidiaries). Control is achieved where the Company is exposed to, or has rights to, variable returns from involvement with an investee and has the ability to affect those returns through its power over the investee.

All intra-Group transactions, balances, income and expenses are eliminated on consolidation.

## 2.3 Revenue

Revenue comprises the invoiced value for the sale of branded and own label food products net of sales rebates, discounts, value-added tax and other taxes directly attributable to revenue and after eliminating sales within the Group. Revenue is recognised when performance obligations are satisfied and the Group transfers control of products over to the customer. Transaction price per case is pre agreed per the price list with any discount related to an individual customer-run promotion agreed in advance. Long-term discounts and rebates are part of a commercial arrangement, and the Group uses actual and forecast sales to estimate the level of discount or rebate. The Group uses the 'most likely amount' method to estimate the value of the variable consideration. Revenue is recognised on the following basis:

### (i) Commercial income

Commercial income received from suppliers through rebates and discounts is recognised within cost of sales over the period(s) to which the underlying contract or agreement relates. Accrued income is recognised for rebates on contracts covering the current period, for which no cash was received at the balance sheet date. Deferred income is recognised for rebates that were received from suppliers at the balance sheet date but relate to contracts covering future periods.

### (ii) Sale of goods

Sales of goods are recognised as revenue when a customer gains control of the goods, which typically coincides with the time when the merchandise is delivered to customers and title passes.

### (iii) Sales rebates and discounts

Sales-related discounts comprise:

- Long-term discounts and rebates, which are sales incentives to customers to encourage them to purchase increased volumes and are related to total volumes purchased and sales growth.
- Short-term promotional discounts, which are directly related to promotions run by customers.

Sales rebates and discount accruals are treated as a reduction in the transaction price and are established at the time of sale based on management's best estimate of the amounts necessary to meet claims by the Group's customers in respect of these rebates and discounts and are reviewed for appropriateness at each reporting date. Accruals are made for each individual promotion or rebate arrangement and are based on the type and length of promotion and nature of customer agreement. At the time an accrual is made the nature and timing of the promotion is typically known. Accumulated experience is used to estimate and provide for rebates and discounts and revenue is only recognised to the extent that it is highly probable that a material reversal will not occur. As there is no right to enforce net settlement, the accruals are presented gross.

## 2.4 Segmental reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ('CODM'). The CODM is responsible for allocating resources and assessing performance of the operating segments. See note 4 for further details.

## 2.5 Foreign currency translation

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date.

The results of overseas subsidiaries with functional currencies other than in sterling are translated into sterling at the closing rate of exchange ruling in the period. The balance sheets of overseas subsidiaries are translated into sterling at the closing rate. Exchange differences arising from retranslation at the period-end exchange rates of the net investment in foreign subsidiaries are recorded as a separate component of equity in reserves. All other exchange gains or losses are recorded in the statement of profit or loss.

## 2.6 Dividends

Dividend distributions to shareholders are recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the shareholders, and for interim dividends in the period in which they are paid.

## 2.7 Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with a maturity point of less than three months at inception. Cash and cash equivalents and bank overdrafts are offset where there is a legally enforceable right to offset the recognised amounts, and the Group intends to settle on a net basis.

Bank overdrafts which are not offset and that are repayable on demand and form an integral part of the Company's cash management, are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.



## Notes to the consolidated financial statements continued

### 2. Accounting policies continued

#### 2.8 Property, plant and equipment ('PPE')

Property, plant and equipment is stated at cost less accumulated depreciation and accumulated impairment losses.

PPE is initially recorded at cost. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use. Subsequent expenditure is added to the carrying value of the asset when it is probable that incremental future economic benefits will transfer to the Group. All other subsequent expenditure is expensed in the period it is incurred.

Differences between the cost of each item of PPE and its estimated residual value are written off over the estimated useful life of the asset using the straight-line method. Reviews of the estimated remaining useful lives and residual values of individual productive assets are performed annually, taking account of commercial and technological obsolescence as well as normal wear and tear. Freehold land is not depreciated. The useful economic lives of owned assets range from 15 to 50 years for buildings, 5 to 30 years for plant and equipment and 10 years for vehicles.

All items of PPE are reviewed for impairment when there are indications that the carrying value may not be fully recoverable.

Assets under construction represent the amount of expenditure recognised in the course of an asset's construction. Directly attributable costs that are capitalised as part of PPE include employee costs and an appropriate portion of relevant overheads. Depreciation of an asset is recognised from the time it is available for use. The difference between the carrying value of disposed assets and the net disposal proceeds is recognised in profit or loss.

#### 2.9 Intangible assets

##### Goodwill

Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units and is not amortised but is tested annually for impairment.

In addition to goodwill, the Group recognises the following intangible assets:

##### Acquired intangible assets

Acquired brands and licences that are controlled through custody or legal rights and that could be sold separately from the rest of the business are capitalised, where fair value can be reliably measured. All these assets are considered to have finite lives and are amortised on a straight-line basis over their estimated useful economic lives that range from 15 to 40 years for brands.

##### Software

Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the project or process is technically and commercially feasible. Directly attributable costs that are capitalised as part of the software product include the software development employee costs and an appropriate portion of relevant overheads.

Software development costs are amortised over their estimated useful lives on a straight-line basis over a range of 3 to 10 years.

The useful economic lives of intangible assets are determined based on a review of a combination of factors including the asset ownership rights acquired and the nature of the overall product life cycle. Reviews of the estimated remaining useful lives and residual values of individual intangible assets are performed annually.

##### Cloud computing arrangements

Licences to use cloud-based software are only capitalised if the Group has ultimate control of the product with the ability to bring the product back on premise if required. In this situation the costs would not be prohibitive and there would be no significant loss of functionality. All other cloud computing arrangements are treated as service contracts and charged to the statement of profit or loss over the term of the contract.

Costs to configure or customise software under a cloud computing arrangement are charged to the statement of profit or loss alongside the related service contract, unless they create a separately identifiable resource controlled by the Group, in which case they are capitalised.

##### Research

Expenditure on research activities is charged to the statement of profit or loss in the period in which it is incurred.

## 2.10 Impairment

The carrying values of the Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at least annually to determine whether there is an indication of impairment. For goodwill, the recoverable amount is estimated each year at the same time. Assets that are subject to amortisation are assessed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

Where an indication of impairment exists, the recoverable amount is estimated based on the greater of its value in use and its fair value less costs to sell.

The Group reviews its identified CGUs for the purposes of testing goodwill on an annual basis, taking into consideration whether assets generate independent cash inflows. The recoverable amounts of CGUs are determined based on the higher of fair value less costs of disposal and value in use calculations. These calculations require the use of estimates.

Impairment losses are recognised in the statement of profit or loss in the period in which they occur.

For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generate cash inflows from continuing use that are largely independent of the cash flows of other assets or groups of assets.

## 2.11 Finance cost and income

### Finance cost

Borrowing costs are accounted for on an accruals basis in the statement of profit or loss using the effective interest method.

### Finance income

Finance income is recognised on a time proportion basis, taking into account the principal amounts outstanding and the interest rates applicable, taking into consideration the interest element of derivatives.

## 2.12 Leases

### Lease recognition

At the inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For leases of properties in which the Group is a lessee, it has applied the practical expedient permitted by IFRS 16 and will account for each lease component and any associated non-lease components as a single lease component.

### Right of use assets

The Group recognises right of use assets at the commencement date of the lease. Right of use assets are measured at cost, less accumulated depreciation and impairment losses and adjusted for any re-measurement of lease liabilities. The cost of right of use assets includes the amount of lease liabilities recognised, adjusted for any lease payments made at or before the commencement date, less any lease incentives received. Right of use assets are depreciated over the shorter of the asset's useful life or the lease term on a straight-line basis. Right of use assets are subject to, and reviewed regularly for, impairment. Depreciation on right of use assets is predominantly recognised in cost of sales and administration costs in the consolidated statement of profit and loss.

### Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of the lease payments to be made over the lease term. Lease payments include fixed and variable lease payments that depend on an index or rate less any lease incentives receivable. Any variable lease payments that do not depend on an index or rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. Generally, the Group uses its incremental borrowing rate as the discount rate.

After the commencement date, the lease liability is increased to reflect the accretion of interest and reduced for lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term or a change in the fixed lease payments. Interest charges are included in finance costs in the consolidated statement of profit and loss and included in finance costs paid within cash flows from operating activities. Payments for the principal element of lease liabilities are presented within cash flows from financing activities.

### Short-term leases and leases of low-value items

The Group has elected not to recognise right of use assets and lease liabilities for short-term leases of machinery and equipment that have a lease term of less than 12 months and leases of low-value assets. Lease payments relating to short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

## Notes to the consolidated financial statements continued

### 2. Accounting policies continued

#### 2.13 Inventories

Inventories are stated at the lower of cost and net realisable value. Where appropriate, cost includes production and other attributable overhead expenses as described in IAS 2 Inventories. Cost is calculated on a first-in, first-out basis by reference to the invoiced value of supplies and attributable costs of bringing the inventory to its present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and the estimated costs necessary to make the sale.

All inventories are reduced to net realisable value where this is lower than cost.

A provision is made for slow moving, obsolete and defective inventory where appropriate.

#### 2.14 Taxation

Income tax on the profit or loss for the period comprises current and deferred tax.

##### Current tax

Income tax is recognised in the statement of profit or loss except to the extent that it relates to items recognised directly in other comprehensive income ('OCI') in which case it is recognised in equity. Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous periods.

##### Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred taxation is not provided on the initial recognition of an asset or liability in a transaction, other than in a business combination, if at the time of the transaction there is no effect on either accounting or taxable profit or loss.

Deferred tax is measured at the tax rates that are expected to apply in the periods in which the asset or liability is settled based on tax rates (and tax laws) that have been enacted or substantively enacted as at the balance sheet date.

The measurement of deferred tax assets and liabilities reflect the directors' intention regarding the manner of recovery of an asset or settlement of a liability.

For the purpose of recognising deferred tax on the pension scheme surplus, withholding tax (at 25.0%) would apply for any surplus being refunded to the Group at the end of the life of the scheme.

Deferred tax is recognised in the statement of profit or loss except when it relates to items credited or charged directly to OCI, in which case the deferred tax is also recognised in equity.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available, against which the temporary difference can be utilised. Their carrying amount is reviewed at each balance sheet date on the same basis.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and when the Group intends to settle its current tax assets and liabilities on a net basis.

When assessing whether the recognition of a deferred tax asset can be justified, and if so at what level, the directors take into account the following:

- Historic business performance
- Projected profits or losses and other relevant information that allow profits chargeable to corporation tax to be derived
- The total level of recognised and unrecognised losses that can be used to reduce future forecast taxable profits
- The period over which there is sufficient certainty that profits can be made that would support the recognition of an asset

Further disclosures of the amounts recognised (and unrecognised) are contained within note 8.

## 2.15 Employee benefits

Group companies provide a number of long-term employee benefit arrangements, primarily through pension schemes. The Group has both defined benefit and defined contribution schemes.

### Defined benefit plan

A defined benefit plan is a post-employment benefit plan that defines the amount of pension benefit that an employee will receive on retirement, usually dependent on factors such as age, years of service and compensation.

The liability or surplus recognised in the balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the balance sheet date less the fair value of plan assets, together with adjustments for remeasurement and past service costs. Defined benefit obligations are calculated using assumptions determined by the Group with the assistance of independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using yields of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension liability.

Remeasurement arising from experience adjustments and changes in actuarial assumptions are charged or credited to the statement of comprehensive income in the period in which they arise.

Past service costs, administration costs, and the net pensions finance income on the net defined benefit liability or surplus are recognised immediately in the statement of profit or loss.

Curtailments are recognised as a past service cost when the Group makes a significant reduction in the number of employees covered by a plan or amends the terms of a defined benefit plan so that a significant element of future service by current employees no longer qualifies for amended benefits.

Plan assets of the defined benefit schemes include a number of assets for which quoted prices are not available. At each reporting date, the Group determines the fair value of these assets with reference to most recently available information. The trustees of the schemes have integrated climate change considerations into their long-term decision making and reporting processes. See note 13 for further details.

To the extent a surplus arises under IAS 19, the Group ensures that it can recognise the associated asset in line with IFRIC 14 with no restrictions. There are no restrictions on the current realisability of the surplus.

### Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Group pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the income statement in the periods during which services are rendered by employees. Differences between contributions payable in the period and contributions actually paid are recognised as either accruals or prepayments in the balance sheet.

## 2.16 Share-based payments

The Group operates a number of equity-settled share-based compensation plans. The fair value of employee share option plans is calculated using an option valuation model, taking into account the terms and conditions upon which the awards were granted. In accordance with International Financial Reporting Standard 2, Share-Based Payment ('IFRS 2'), the resulting expense is charged to the profit and loss account over the vesting period of the options. The value of the charge is adjusted to reflect expected and actual levels of options vesting.

The total amount to be expensed over the vesting period is determined by reference to the fair value of the share awards/options granted, adjusted where required for the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Market conditions are included in assumptions about the number of share awards/options that are expected to vest, which is factored into the grant date fair value for awards with these conditions attached.

At each balance sheet date, the Group revises its estimates of the number of share awards/options that are expected to vest (for those with non-market conditions) and recognises the impact of the revision to original estimates, if any, in profit and loss, with a corresponding adjustment to equity.

## 2.17 Provisions

Provisions (for example, property exit costs) are recognised when the Group has present legal or constructive obligations as a result of past events, that can be reliably measured, and it is probable that an outflow of resources will be required to settle the obligation. Where material, the Group discounts its provisions using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance expense.

## Notes to the consolidated financial statements continued

### 2. Accounting policies continued

#### 2.18 Financial instruments

Financial assets and financial liabilities are recognised on the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

##### Trade and other receivables

Trade and other receivables are initially measured at the transaction price and at the point of recognition an expected credit loss is recognised to reflect the future risk of default. Trade receivables are subsequently measured at amortised cost less any additional, specific provisions for impairment. A specific provision is made for impairment when there is objective evidence that the Group will not be able to collect all amounts due according to the terms of the receivables. Trade and other receivables are written off when the Group has no reasonable expectation of recovering the amounts due.

Trade and other receivables are discounted when the time value of money is considered material. The Group applies the IFRS 9 simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance for all trade receivables and contract assets.

To measure the expected credit losses, trade receivables and contract assets are grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on the historical credit losses adjusted to reflect current and forward-looking information on economic factors affecting the ability of the customers to settle the receivables. The Group has, therefore, concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

The Group has certain trade receivables, which are subject to a trade receivable purchase arrangement under a non-recourse facility. Trade receivables that are sold without recourse are de-recognised when the risks and rewards of the receivables have been fully transferred to the facility provider. The risks and rewards of the receivables are considered to be fully transferred on receipt of proceeds from the facility provider to settle the debtor. The facility provider has no recourse to the Group in the event of non-payment by the debtor once the proceeds have been received from the facility provider. The associated interest is recognised as finance costs in the income statement. Due to timing differences, certain of these trade receivables have not yet been sold into the purchase arrangement, as a result these receivables are recognised at fair value through profit or loss. The carrying value of receivables with a remaining life of less than one year is deemed to reflect the fair value given their short maturity.

##### Bank borrowings

Interest-bearing bank loans and overdrafts are measured initially at fair value and subsequently at amortised cost, using the effective interest rate method. Any difference between the proceeds (net of transaction costs and inclusive of debt issuance costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in accordance with the Group's accounting policy for borrowing costs.

##### Trade and other payables

Trade and other payables are initially measured at fair value and subsequently measured at amortised cost. Trade payables and other liabilities are discounted when the time value of money is considered material.

##### Equity instruments

Equity instruments issued by the Company are recorded at the amount of the proceeds received, net of directly attributable issue costs.

##### Deferred contingent consideration

Liabilities for deferred contingent consideration arising on a business combination are measured at fair value and remeasured at each reporting date. Any changes in the fair value of deferred contingent consideration are recognised immediately in profit or loss.

#### 2.19 Business combinations

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity interests issued by the Group, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred. Assets acquired, and liabilities assumed, are measured at their acquisition-date fair values.



### 3. Material estimates and judgements

The following are areas of particular significance to the Group's financial statements and may include the use of estimates. Results may differ from actual amounts.

#### Material accounting estimates

The following are considered to be the key estimates within the financial statements:

##### 3.1 Employee benefits

The present value of the Group's defined benefit pension obligations depends on a number of actuarial assumptions. The primary assumptions used include the discount rate applicable to scheme liabilities, the long-term rate of inflation and estimates of the mortality applicable to scheme members. Each of the underlying assumptions is set out in more detail in note 13.

At each reporting date, and on a continuous basis, the Group reviews the macro-economic, Company and scheme-specific factors influencing each of these assumptions, using professional advice, in order to record the Group's ongoing commitment and obligation to defined benefit schemes in accordance with IAS 19 (Revised).

Plan assets of the defined benefit schemes include a number of assets for which quoted prices are not available. At each reporting date, the Group determines the fair value of these assets with reference to most recently available asset statements from fund managers.

Where pensions asset valuations were not available at the reporting date, as is usual practice, valuations at 31 December 2024 are rolled forward for cash movements to the end of March 2025 to estimate the valuations for these assets. This approach is principally relevant for Private equity, Property assets, Illiquid credits and Global credits. Management have reviewed the individual investments, disclosed the value asset where a lagged valuation is reported with a sensitivity and making clear that these valuations are subject to estimation uncertainty.

##### 3.2 Goodwill

Impairment reviews in respect of goodwill are performed at least annually and more regularly if there is an indicator of impairment. Impairment reviews in respect of intangible assets are performed when an event indicates that an impairment review is necessary. Examples of such triggering events include a significant planned restructuring, a major change in market conditions or technology, expectations of future operating losses, or a material reduction in cash flows. In performing its impairment analysis, the Group takes into consideration these indicators including the difference between its market capitalisation and net assets.

The Group has considered the impact of the assumptions used on the calculations and has conducted sensitivity analysis on the value in use calculations of the CGUs carrying values for the purposes of testing goodwill. See note 11 for further details.

##### 3.3 Commercial arrangements

Sales rebates and discounts are accrued on each relevant promotion or customer agreement and are charged to the statement of profit or loss at the time of the relevant promotional buy-in as a deduction from revenue. Accruals for each individual promotion or rebate arrangement are based on the type and length of promotion and nature of customer agreement. At the time an accrual is made, the nature, funding level and timing of the promotion is typically known. Areas of estimation are sales volume/activity, phasing and the amount of product sold on promotion.

For short-term promotions, the Group performs a true up of estimates where necessary on a monthly basis, using real-time customer sales information where possible and finally on receipt of a customer claim, which typically follows one to two months after the end of a promotion. For longer-term discounts and rebates the Group uses actual and forecast sales to estimate the level of rebate. These accruals are updated monthly based on latest actual and forecast sales. If the Commercial accruals balance moved by 5.0% in either direction, this would have an impact of £3.6m (2024: £3.7m).

##### 3.4 Estimated values of acquired intangible assets on acquisitions

Acquired brands that are controlled through custody or legal rights and that could be sold separately from the rest of the business are capitalised, where fair value can be reliably measured. On acquisition, an intangible asset relating to the brand is recognised as a fair value adjustment to the opening balance sheet. The brand asset is valued using a relief from royalty approach. The key assumptions underpinning the brand asset valuation are the revenue projections, discount rates and royalty rates. Applying different assumptions could result in a materially different brand intangible asset and a corresponding increase or decrease in the value of the residual goodwill recognised.

#### Judgements

The following are considered to be the key judgements within the financial statements:

##### 3.5 Non-trading items

Non-trading items have been presented separately throughout the financial statements. These are items that management believes require separate disclosure by virtue of their nature in order that the users of the financial statements obtain a clear and consistent view of the Group's underlying trading performance. In identifying non-trading items, management have applied judgement including whether i) the item is related to underlying trading of the Group; and/or ii) how often the item is expected to occur.

## Notes to the consolidated financial statements continued

### 4. Segmental analysis

IFRS 8 requires operating segments to be determined based on the Group's internal reporting to the Chief Operating Decision Maker ('CODM'). The CODM has been determined to be the Executive Leadership Team as it is primarily responsible for the allocation of resources to segments and the assessment of performance of the segments.

The Group's operating segments are defined as 'Grocery', 'Sweet Treats', and 'International'. The CODM reviews the performance by operating segment. The Grocery segment primarily sells savoury ambient food products, and the Sweet Treats segment sells primarily sweet ambient food products. Sales to Ireland were previously included in the International operating segment; following an internal reorganisation these sales are included as part of the Grocery operating segment from 1 April 2024. The International segment has been aggregated within the Grocery segment for reporting purposes as revenue is below 10.0% of the Group's total revenue and the segment is considered to have similar characteristics to that of Grocery as identified in IFRS 8. There has been no change to the reported segments during the year.

The CODM uses Divisional contribution as the key measure of the segments' results. Divisional contribution is defined as gross profit after selling, marketing and distribution costs. Divisional contribution is a consistent measure within the Group and reflects the segments' underlying trading performance for the period under evaluation. Gross profit is used as part of the Group segment performance reviews, whilst this is material in the context of the financial statements, the gross profit split between segments is broadly proportionate to that of divisional contribution. As a result, Gross profit presented by segment would not influence the decisions of the financial statement users.

The Group uses trading profit to review overall Group profitability. Trading profit is defined as pre-tax profit/loss before net finance costs, amortisation of intangible assets, fair value movements on foreign exchange and other derivative contracts, net pensions finance income and administrative expenses, and any material items that require separate disclosure by virtue of their nature in order that users of the financial statements obtain a clear and consistent view of the Group's underlying trading performance.

Revenues in the period ended 29 March 2025, from the Group's four principal customers, which individually represent over 10.0% of total Group revenue, are £308.3m, £155.7m, £133.3m and £113.5m (2024: £289.9m, £156.5m, £127.9m and £109.6m). These revenues relate to both the Grocery and Sweet Treats reportable segments.

The segment results for the period ended 29 March 2025, for the period ended 30 March 2024 and the reconciliation of the segment measures to the respective statutory items included in the consolidated financial statements are as follows:

	52 weeks ended 29 March 2025			52 weeks ended 30 March 2024		
	Grocery £m	Sweet Treats £m	Total £m	Grocery £m	Sweet Treats £m	Total £m
External revenues	850.2	298.8	1,149.0	850.4	287.1	1,137.5
<b>Divisional contribution</b>	<b>229.4</b>	<b>35.4</b>	<b>264.8</b>	219.8	33.7	253.5
Group and corporate costs			(77.0)			(74.0)
<b>Trading profit</b>			<b>187.8</b>			179.5
Amortisation of brand assets			(20.5)			(20.9)
Fair value movements on foreign exchange and other derivative contracts <sup>1</sup>			0.3			(1.1)
Net finance income on pensions and administrative expenses			19.8			31.6
<i>Non-trading items:</i>						
– Impairment of fixed assets <sup>2</sup>			–			(4.2)
– Restructuring costs <sup>3</sup>			(1.1)			(5.3)
– Other non-trading items <sup>4</sup>			(5.2)			(1.9)
<b>Operating profit</b>			<b>181.1</b>			177.7
Finance cost			(28.9)			(30.4)
Finance income			9.1			4.1
<b>Profit before taxation</b>			<b>161.3</b>			151.4

<sup>1</sup> The gain of £0.3m (2024: loss of £1.1m) reflects changes in fair value rate during the current period and movement in nominal value of the instruments held at 29 March 2025 from the 30 March 2024 position.

<sup>2</sup> Impairment of fixed assets in the prior period related to the closure of the Knighton and Charnwood sites.

<sup>3</sup> Restructuring costs in the current period relate primarily to organisational changes to support a new planning system implementation. Restructuring costs in the prior period includes £3.7m, which relates to the closure of the Knighton site with the remainder relating to the closure of the Charnwood site.

<sup>4</sup> Other non-trading items in the current and prior period primarily relates to the closure of the Knighton and Charnwood sites.

Inter-segment transfers or transactions are entered into under the same terms and conditions that would be available to unrelated third parties.

The Group primarily supplies the UK market, although it also supplies certain products to other countries in Europe and the rest of the world. The following table provides an analysis of the Group's revenue, which is allocated on the basis of geographical market destination, and an analysis of the Group's non-current assets by geographical location.

## 4. Segmental analysis continued

### Revenue

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
United Kingdom	1,071.8	1,067.1
Other Europe	32.9	34.9
Rest of world	44.3	35.5
<b>Total</b>	<b>1,149.0</b>	<b>1,137.5</b>

### Non-current assets

	As at 29 March 2025 £m	As at 30 March 2024 £m
United Kingdom	1,178.2	1,182.7

Non-current assets exclude deferred tax assets and net retirement benefit assets.

## 5. Operating profit

### 5.1 Analysis of costs by nature

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
Employee benefits expense (note 6)	(225.0)	(212.1)
Depreciation of property, plant and equipment (note 10)	(19.6)	(19.5)
Amortisation of intangible assets (note 12)	(26.3)	(25.8)
Repairs and maintenance expenditure	(35.9)	(36.1)
Research and development costs	(9.5)	(9.2)
Non-trading items		
– Impairment of property, plant and equipment (note 10)	–	(4.2)
– Restructuring costs	(1.1)	(5.3)
– Other non-trading items	(5.2)	(1.9)
Auditors' remuneration (note 5.2)	(1.5)	(1.5)

### 5.2 Auditors' remuneration

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
Fees payable to the Group's auditors for the audit of the Consolidated and parent Company financial statements of Premier Foods plc	(1.0)	(1.0)
– The audit of the Group's subsidiaries, pursuant to legislation	(0.2)	(0.2)
<b>Fees payable to the Group's auditors and its associates for other services:</b>		
– Audit-related assurance services <sup>1</sup>	(0.2)	(0.2)
– Other assurance services <sup>2</sup>	(0.1)	(0.1)
<b>Total auditors remuneration</b>	<b>(1.5)</b>	<b>(1.5)</b>

<sup>1</sup> Audit-related assurance services includes £0.2m (2024: £0.2m) for the review of the half-year report.

<sup>2</sup> Other assurance services relates primarily to sustainability assurance work.

## Notes to the consolidated financial statements continued

### 6. Employees

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
<b>Employee benefits expense</b>		
Wages, salaries and bonuses	(186.4)	(177.2)
Social security costs	(20.1)	(18.0)
Termination benefits <sup>1</sup>	(3.1)	(2.3)
Share options granted to directors and employees	(4.6)	(4.4)
Contributions to defined contribution schemes (note 13)	(10.8)	(10.2)
<b>Total</b>	<b>(225.0)</b>	<b>(212.1)</b>

<sup>1</sup> Termination benefits in the current period relate primarily to organisational changes to support a new planning system implementation and within corporate functions. Termination benefits in the prior period relate primarily to the closure of the Charnwood site.

Average monthly number of people employed (including executive directors):

	52 weeks ended 29 March 2025 Number	52 weeks ended 30 March 2024 Number
<b>Average monthly number of people employed</b>		
Management	771	694
Administration	338	377
Production, distribution and other	3,081	3,161
<b>Total</b>	<b>4,190</b>	<b>4,232</b>

Directors' remuneration is disclosed in the audited section of the directors' remuneration report on pages 90 to 105, which forms part of these consolidated financial statements.

### 7. Finance income and costs

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
Finance costs payable on bank loans and overdrafts	(11.0)	(11.9)
Finance costs payable on senior secured notes	(11.6)	(11.5)
Other finance costs payable <sup>1</sup>	(3.0)	(5.2)
Amortisation of debt issuance costs	(1.9)	(1.8)
Write off of financing costs <sup>2</sup>	(1.4)	–
<b>Total finance cost</b>	<b>(28.9)</b>	<b>(30.4)</b>
Finance income receivable on bank deposits	6.0	3.6
Other finance income <sup>3</sup>	3.1	0.5
<b>Total finance income</b>	<b>9.1</b>	<b>4.1</b>
<b>Net finance cost</b>	<b>(19.8)</b>	<b>(26.3)</b>

<sup>1</sup> Included in other finance costs payable is £0.7m charge (2024: £0.8m charge) relating to non-cash finance costs on lease liabilities under IFRS 16 and £2.3m (2024: £4.4m) relating to the unwind of the Group's long-term provisions.

<sup>2</sup> Relates to the refinancing of the revolving credit facility in the current period.

<sup>3</sup> Other finance income includes both the unwind of the discount of the Group's long-term provisions and remeasurement of contingent consideration related to Group acquisitions.

## 8. Taxation

### Current tax

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
Current tax		
– Current period	(10.0)	(14.6)
– Prior periods	1.5	0.6
Deferred tax		
– Current period	(29.5)	(24.9)
– Prior periods	1.6	–
<b>Income tax charge</b>	<b>(36.4)</b>	<b>(38.9)</b>

Tax relating to items recorded in other comprehensive income / (expense) included:

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
Corporation tax credit on pension movements	0.4	8.4
Deferred tax (charge) / credit on pension movements	(4.0)	50.6
	<b>(3.6)</b>	<b>59.0</b>

The applicable rate of corporation tax for the period is 25.0%. The UK deferred taxes at 29 March 2025 and 30 March 2024 have been measured using this enacted rate.

The tax charge for the period differs from the standard rate of corporation tax in the United Kingdom of 25.0% (2024: 25.0%). The reasons for this are explained below:

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
Profit before taxation	161.3	151.4
Tax charge at the domestic income tax rate of 25.0% (2024: 25.0%)	(40.3)	(37.9)
Tax effect of:		
Non-taxable items	(1.4)	(2.6)
Losses not previously recognised	2.2	–
Acquisitions	–	1.0
Adjustments to prior periods	3.1	0.6
<b>Income tax charge</b>	<b>(36.4)</b>	<b>(38.9)</b>

Losses of £2.2m has been recognised (movement between unrecognised and recognised) for the 52 weeks ended 29 March 2025. In the prior year £nil was recognised. Corporation tax losses are not recognised where future recoverability is uncertain.

The adjustments to prior periods of £3.1m (2024: £0.6m) relates primarily to the changes in prior period capital allowances, utilisation of losses and RDEC (Research and Development expenditure credit) following verifications in submitted returns.

The Group is in scope of the Pillar Two legislation and has performed an assessment of the Group's potential exposure to Pillar Two income taxes. The assessment of the potential exposure to Pillar Two income taxes is based on the most recent country-by-country reporting prepared for the Group and based on this assessment, the Group will not have any material potential exposure to Pillar Two top-up taxes.



## Notes to the consolidated financial statements continued

### 8. Taxation continued

#### Deferred tax

Deferred tax is calculated in full on temporary differences using the tax rate appropriate to the jurisdiction in which the asset/(liability) arises and the tax rates that are expected to apply in the periods in which the asset or liability is settled.

	2025 £m	2024 £m
At 31 March 2024 / 2 April 2023	(130.5)	(155.5)
Business combinations	–	(2.3)
Charged to the statement of profit or loss	(27.9)	(24.9)
(Charged)/credited to other comprehensive income	(4.0)	50.6
Credited to equity	0.8	1.6
<b>At 29 March 2025 / 30 March 2024</b>	<b>(161.6)</b>	<b>(130.5)</b>

The Group has not recognised £0.3m of deferred tax assets (2024: £2.5m not recognised) relating to international corporation tax losses as future recoverability is considered uncertain. In addition, the Group has not recognised a tax asset of £67.8m (2024: £67.8m) relating to Advanced Corporation Tax ('ACT') and £75.8m (2024: £75.8m) relating to capital losses. Under current legislation these can generally be carried forward indefinitely.

	Intangibles £m	Retirement benefit obligation £m	Leases £m	Other £m	Total £m
<b>Deferred tax liabilities</b>					
<b>At 2 April 2023</b>	(68.3)	(187.9)	(0.8)	(1.3)	(258.3)
Acquisition of FUEL10K Limited	(3.6)	–	–	–	(3.6)
Current period credit/(charge)	1.7	(10.0)	0.4	1.0	(6.9)
Credited to other comprehensive income	–	50.6	–	–	50.6
<b>At 30 March 2024</b>	<b>(70.2)</b>	<b>(147.3)</b>	<b>(0.4)</b>	<b>(0.3)</b>	<b>(218.2)</b>
<b>At 31 March 2024</b>	<b>(70.2)</b>	<b>(147.3)</b>	<b>(0.4)</b>	<b>(0.3)</b>	<b>(218.2)</b>
Current period credit/(charge)	1.6	(8.0)	–	–	(6.4)
Charged to other comprehensive income	–	(4.0)	–	–	(4.0)
<b>At 29 March 2025</b>	<b>(68.6)</b>	<b>(159.3)</b>	<b>(0.4)</b>	<b>(0.3)</b>	<b>(228.6)</b>

	Accelerated tax depreciation £m	Share-based payments £m	Losses £m	Other £m	Total £m
<b>Deferred tax assets</b>					
<b>At 2 April 2023</b>	40.2	3.9	55.8	2.9	102.8
Acquisition of FUEL10K Limited	–	–	1.3	–	1.3
Current period (charge)/credit	(11.3)	1.0	(7.4)	(0.3)	(18.0)
Credited to equity	–	1.6	–	–	1.6
Prior period credit/(charge)					
– To statement of profit or loss	0.1	–	0.7	(0.8)	–
<b>At 30 March 2024</b>	<b>29.0</b>	<b>6.5</b>	<b>50.4</b>	<b>1.8</b>	<b>87.7</b>
<b>At 31 March 2024</b>	<b>29.0</b>	<b>6.5</b>	<b>50.4</b>	<b>1.8</b>	<b>87.7</b>
Current period (charge)/credit	(14.7)	0.3	(8.4)	(0.3)	(23.1)
Credited to equity	–	–	–	–	–
Prior period (charge)/credit					
– To statement of profit or loss	(0.6)	–	2.2	–	1.6
– To equity	–	0.8	–	–	0.8
<b>At 29 March 2025</b>	<b>13.7</b>	<b>7.6</b>	<b>44.2</b>	<b>1.5</b>	<b>67.0</b>

## 8. Taxation continued

Deferred tax asset on losses and accelerated tax depreciation		£m
As at 29 March 2025		16.7
As at 30 March 2024		22.4
Net deferred tax liability		£m
As at 29 March 2025		(178.3)
As at 30 March 2024		(152.9)

Where there is a legal right of offset and an intention to settle as such, deferred tax assets and liabilities may be presented on a net basis. This is the case for most of the Group's deferred tax balances except non-trading losses of £16.7m (2024: £22.4m). The remainder of deferred tax assets have, therefore, been offset in the tables above. Substantial elements of the Group's deferred tax assets and liabilities, primarily relating to the defined benefit pension obligation, are greater than one year in nature.

## 9. Earnings per share

Basic earnings per share has been calculated by dividing the profit attributable to owners of the parent of £124.9m (2024: £112.5m profit) by the weighted average number of ordinary shares of the Company.

### Weighted average shares

	2025 Number (m)	2024 Number (m)
Weighted average number of ordinary shares for the purpose of basic earnings per share	874.4	862.4
Effect of dilutive potential ordinary shares:		
– Share options	10.8	21.1
<b>Weighted average number of ordinary shares for the purpose of diluted earnings per share</b>	<b>885.2</b>	<b>883.5</b>

Contingently issuable shares are included in the calculation for the weighted average number of ordinary shares used for basic earnings per share.

### Earnings per share calculation

	52 weeks ended 29 March 2025			52 weeks ended 30 March 2024		
	Dilutive effect of share options			Dilutive effect of share options		
	Basic		Diluted	Basic		Diluted
Profit after tax (£m)	124.9		124.9	112.5		112.5
Weighted average number of shares (m)	874.4	10.8	885.2	862.4	21.1	883.5
<b>Earnings per share (pence)</b>	<b>14.3</b>	<b>(0.2)</b>	<b>14.1</b>	<b>13.0</b>	<b>(0.3)</b>	<b>12.7</b>

### Dilutive effect of share options

The dilutive effect of share options is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The only dilutive potential ordinary shares of the Company are share options and share awards. A calculation is performed to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the share awards and the subscription rights attached to the outstanding share options.

No adjustment is made to the profit or loss in calculating basic and diluted earnings per share.

## Notes to the consolidated financial statements continued

### 9. Earnings per share continued

#### Adjusted earnings per share ('Adjusted EPS')

Adjusted earnings per share is defined as trading profit less net regular interest, less a notional tax charge at 25.0% (2024: 25.0%) divided by the weighted average number of ordinary shares of the Company.

Net regular interest is defined as net finance cost after excluding other finance cost and other finance income.

Trading profit and Adjusted EPS have been reported as the directors believe these assist in providing additional useful information on the underlying trends, performance and position of the Group.

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
<b>Trading profit (note 4)</b>	<b>187.8</b>	179.5
Less net regular interest	<b>(18.5)</b>	(21.6)
<b>Adjusted profit before taxation</b>	<b>169.3</b>	157.9
Notional tax at 25.0% (2024: 25.0%)	<b>(42.3)</b>	(39.5)
<b>Adjusted profit after taxation</b>	<b>127.0</b>	118.4
Average shares in issue (m)	<b>874.4</b>	862.4
<b>Adjusted basic EPS (pence)</b>	<b>14.5</b>	13.7
Dilutive effect of share options	<b>(0.2)</b>	(0.3)
<b>Adjusted dilutive EPS (pence)</b>	<b>14.3</b>	13.4
<b>Net regular interest</b>		
Net finance cost	<b>(19.8)</b>	(26.3)
Exclude other finance cost	<b>3.0</b>	5.2
Exclude write-off of financing costs	<b>1.4</b>	–
Exclude other finance income	<b>(3.1)</b>	(0.5)
<b>Net regular interest</b>	<b>(18.5)</b>	(21.6)

## 10. Property, plant and equipment

	Land and buildings £m	Plant and equipment £m	Assets under construction £m	Right of use Assets £m	Total £m
<b>Cost</b>					
At 2 April 2023	102.5	355.4	7.4	12.9	478.2
Additions	3.5	9.2	14.0	3.6	30.3
Disposals	(1.9)	(10.2)	–	(0.4)	(12.5)
Reclassified from intangibles	–	–	0.4	–	0.4
Transferred into use	0.1	3.6	(3.7)	–	–
<b>At 30 March 2024</b>	<b>104.2</b>	<b>358.0</b>	<b>18.1</b>	<b>16.1</b>	<b>496.4</b>
Additions	<b>1.6</b>	<b>15.6</b>	<b>15.7</b>	<b>0.6</b>	<b>33.5</b>
Disposals	<b>(2.6)</b>	<b>(16.7)</b>	<b>–</b>	<b>(2.8)</b>	<b>(22.1)</b>
Reclassified from intangibles	<b>–</b>	<b>0.3</b>	<b>–</b>	<b>–</b>	<b>0.3</b>
Transferred into use	<b>1.2</b>	<b>12.1</b>	<b>(13.3)</b>	<b>–</b>	<b>–</b>
<b>At 29 March 2025</b>	<b>104.4</b>	<b>369.3</b>	<b>20.5</b>	<b>13.9</b>	<b>508.1</b>
<b>Accumulated depreciation and impairment</b>					
At 2 April 2023	(47.3)	(239.7)	–	(5.3)	(292.3)
Depreciation charge	(2.6)	(15.0)	–	(1.9)	(19.5)
Disposals	1.8	9.8	–	0.4	12.0
Impairment charge <sup>1</sup>	(2.2)	(3.2)	(0.8)	–	(6.2)
<b>At 30 March 2024</b>	<b>(50.3)</b>	<b>(248.1)</b>	<b>(0.8)</b>	<b>(6.8)</b>	<b>(306.0)</b>
Depreciation charge	<b>(2.6)</b>	<b>(15.1)</b>	<b>–</b>	<b>(1.9)</b>	<b>(19.6)</b>
Disposals	<b>2.5</b>	<b>16.5</b>	<b>–</b>	<b>2.8</b>	<b>21.8</b>
<b>At 29 March 2025</b>	<b>(50.4)</b>	<b>(246.7)</b>	<b>(0.8)</b>	<b>(5.9)</b>	<b>(303.8)</b>
<b>Net book value</b>					
At 30 March 2024	53.9	109.9	17.3	9.3	190.4
<b>At 29 March 2025</b>	<b>54.0</b>	<b>122.6</b>	<b>19.7</b>	<b>8.0</b>	<b>204.3</b>

<sup>1</sup> Impairment of fixed assets in the prior year includes £4.2m in relation to non trading items, £1.6m recognised in administration costs and £0.4m which was previously recognised in 2023.

## Notes to the consolidated financial statements continued

### 10. Property, plant and equipment continued

Included in the right of use assets are the following:

	Land and buildings £m	Plant, equipment & other £m	Total £m
<b>Cost</b>			
Balance at 2 April 2023	9.3	3.6	12.9
Additions	0.3	3.3	3.6
Disposals	–	(0.4)	(0.4)
<b>At 30 March 2024</b>	<b>9.6</b>	<b>6.5</b>	<b>16.1</b>
Additions	0.3	0.3	0.6
Disposals	(2.5)	(0.3)	(2.8)
<b>At 29 March 2025</b>	<b>7.4</b>	<b>6.5</b>	<b>13.9</b>
<b>Accumulated depreciation and impairment</b>			
At 2 April 2023	(3.5)	(1.8)	(5.3)
Depreciation charge	(0.8)	(1.1)	(1.9)
Disposals	–	0.4	0.4
<b>At 30 March 2024</b>	<b>(4.3)</b>	<b>(2.5)</b>	<b>(6.8)</b>
Depreciation charge	(0.8)	(1.1)	(1.9)
Disposals	2.5	0.3	2.8
<b>At 29 March 2025</b>	<b>(2.6)</b>	<b>(3.3)</b>	<b>(5.9)</b>
<b>Net book value</b>			
At 30 March 2024	5.3	4.0	9.3
<b>At 29 March 2025</b>	<b>4.8</b>	<b>3.2</b>	<b>8.0</b>

The Group's borrowings are secured on the assets of the Group including property, plant and equipment.

### 11. Goodwill

	As at 29 March 2025 £m	As at 30 March 2024 £m
<b>Carrying value</b>		
At 31 March 2024 / At 2 April 2023	702.7	680.3
Acquisition of subsidiary	–	22.4
<b>At 29 March 2025 / At 30 March 2024</b>	<b>702.7</b>	<b>702.7</b>

Goodwill is allocated to the Group's Grocery CGU. Goodwill impairment testing is performed at the Grocery CGU level, which is the lowest level at which goodwill is allocated and monitored for internal reporting purposes.

#### Key assumptions

The key assumptions for calculating value in use are revenue growth, divisional contribution margin growth, long-term growth rate and discount rate.

Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units. It is not amortised but is tested annually for impairment.



## Cash flow assumptions

The cash flows and capital expenditure to maintain these used in the value in use calculation are post-tax cash flows based on the latest Board-approved budget for the first year and the latest Board-approved forecasts in respect of the following four years, which include consideration of the impact on the Group of climate change and actions the Group are taking to reduce carbon emissions. The costs and capital expenditure to meet the Group's ESG targets, on page 37, are included in cashflows.

Two of the key assumptions when forecasting cash flows are revenue growth and divisional contribution margin. Revenue growth is forecast based on known or forecast customer sales initiatives, including, to the extent agreed, customer business plans or agreements for the next period, current and forecast new product development, promotional and marketing strategy, and specific category or geographical growth. External factors, including the consumer environment, are also taken into account in the more short-term forecasts. The compound revenue growth rate over the five-year forecast period is 4.0% (2024: 3.2% five-year compound revenue growth rate).

Divisional contribution margin is forecast based on the projected mix of branded and non-branded sales, raw material input costs, purchasing initiatives, factory performance and efficiency plans and marketing and distribution costs. Management have modelled the going concern severe but plausible scenario which includes climate change, retailer action, cyber-attack and further inflation, and were within the range of the Group's existing sensitivities as disclosed within the table below. Please also see viability and going concern analysis on pages 68 and 69 for further detail. The climate scenarios modelled reflect the risks deemed material through the TCFD risk assessment see pages 49 to 53.

## Long-term growth rate assumptions

For the purposes of impairment testing, the cash flows are extrapolated into perpetuity using growth assumptions relevant for the business sector. The growth rate applied of 1.53% (2024: 1.12%) is based on the ten-year average UK GDP growth rate (2024: Average medium-term GDP growth) as the directors expect food consumption to follow GDP growth. This is considered to be prudent versus the average long-term industry growth rate.

## Discount rate assumptions

The discount rate applied to the cash flows is calculated using a post-tax rate based on the weighted average cost of capital ('WACC'), which would be anticipated for a market participant in the Group.

The Group has considered the impact of the current economic climate in determining the appropriate discount rate to use in impairment testing. In the current period, the post-tax rate used to discount the forecast cash flows has been determined to be 9.32% (2024: 8.26%). On a pre-tax basis a discount rate of 11.91% (2024: 10.64%) would have been applied.

## Sensitivity analysis

An illustration of the sensitivity to reasonably possible changes in key assumptions in the impairment test for the Grocery CGU is as follows:

	Reasonably possible change in assumption	Impact on value in use
Revenue growth	Increase/decrease by 3.0%	Increase/decrease by £448.5m/£402.9m
Divisional contribution margin	Increase/decrease by 2.0%	Increase/decrease by £241.0m
Long-term growth rate	Increase/decrease by 0.5%	Increase/decrease by £96.1m/£84.5m
Discount rate	Increase/decrease by 0.5%	Decrease/increase by £108.9m/£123.9m

Under each of the above sensitivities, no individual scenarios would trigger an impairment for the Grocery CGU. Under a combination of reasonably possible scenarios, and taking into account mitigating actions, no impairment would be triggered.

## Goodwill impairment charge

There has been no goodwill impairment charge recognised in 2025 (2024: £nil).

## Notes to the consolidated financial statements continued

### 12. Other intangible assets

	Software £m	Licences £m	Brands £m	Customer relationships £m	Assets under construction £m	Total £m
<b>Cost</b>						
At 2 April 2023	140.2	28.0	685.7	134.8	2.5	991.2
Additions	3.3	–	–	–	3.8	7.1
Acquisition of subsidiary	–	–	14.4	–	–	14.4
Disposals	(6.2)	–	–	–	–	(6.2)
Reclassified to property, plant and equipment	–	–	–	–	(0.4)	(0.4)
Transferred into use	1.8	–	–	–	(1.8)	–
<b>At 30 March 2024</b>	<b>139.1</b>	<b>28.0</b>	<b>700.1</b>	<b>134.8</b>	<b>4.1</b>	<b>1,006.1</b>
Additions	5.2	–	–	–	3.0	8.2
Reclassified to property, plant and equipment	–	–	–	–	(0.3)	(0.3)
Transferred into use	3.9	–	–	–	(3.9)	–
<b>At 29 March 2025</b>	<b>148.2</b>	<b>28.0</b>	<b>700.1</b>	<b>134.8</b>	<b>2.9</b>	<b>1,014.0</b>
<b>Accumulated amortisation and impairment</b>						
At 2 April 2023	(127.2)	(28.0)	(406.8)	(134.8)	–	(696.8)
Disposals	6.1	–	–	–	–	6.1
Amortisation charge	(4.9)	–	(20.9)	–	–	(25.8)
<b>At 30 March 2024</b>	<b>(126.0)</b>	<b>(28.0)</b>	<b>(427.7)</b>	<b>(134.8)</b>	<b>–</b>	<b>(716.5)</b>
Amortisation charge	(5.8)	–	(20.5)	–	–	(26.3)
<b>At 29 March 2025</b>	<b>(131.8)</b>	<b>(28.0)</b>	<b>(448.2)</b>	<b>(134.8)</b>	<b>–</b>	<b>(742.8)</b>
<b>Net book value</b>						
At 30 March 2024	13.1	–	272.4	–	4.1	289.6
<b>At 29 March 2025</b>	<b>16.4</b>	<b>–</b>	<b>251.9</b>	<b>–</b>	<b>2.9</b>	<b>271.2</b>

All amortisation is recognised within administrative costs.

Included in the assets under construction additions for the period are £1.2m (2024: £1.5m) relating to internal software development costs.

The Group's borrowings are secured on the assets of the Group including other intangible assets.

The material brands held on the balance sheet are as follows:

	Carrying value at 29 March 2025 £m	Estimated useful life remaining Years
<i>Bisto</i>	71.5	12
<i>OXO</i>	58.9	21
<i>Batchelors</i>	36.8	11
<i>Mr Kipling</i>	27.8	12
<i>The Spice Tailor</i>	17.0	12
<i>Sharwood's</i>	15.6	12
<i>FUEL10K</i>	13.0	14

## 13. Retirement benefit schemes

### Defined benefit schemes

The Group operates a number of defined benefit schemes under which current and former employees have built up an entitlement to pension benefits on their retirement. These are as follows:

- The RHM Pension Scheme
- Premier Grocery Products Ireland Pension Scheme ('PGPIPS')
- Premier Foods Ireland Pension Scheme
- Chivers 1987 Pension Scheme

The Premier Foods Pension Scheme and the Premier Grocery Products Pension Scheme were merged with the RHM Pension Scheme in 2020 on a "segregated" basis as three sections in the RHM Pension Scheme – the RHM Section, the Premier Foods Section and the Premier Grocery Products Section – each with its own separate pool of assets and its own liabilities.

With effect from 29 March 2025, the RHM Pension Scheme was "desegregated" with the liabilities of all three sections now paid from a single pool of assets (the 'desegregation'). As a result the following disclosures are presented on a combined basis.

The exchange rates used to translate the overseas euro-based schemes are £1.00 = €1.1903 (2024: £1.00 = €1.1587 for the average rate during the period, and £1.00 = €1.1956 (2024: £1.00 = €1.1699) for the closing position at period-end.

All defined benefit schemes are held separately from the Company under Trusts. Trustees are appointed to operate the schemes in accordance with their respective governing documents and pensions law. The schemes meet the legal requirement for member nominated trustees' representation on the trustee boards. Trustee directors undertake regular training and development to ensure that they are equipped appropriately to carry out the role. In addition, each trustee board has appointed professional advisors to give them the specialist expertise they need to support them in the areas of investment, funding, legal, covenant and administration.

The trustee boards generally meet at least four times a year to conduct their business. To support these meetings, certain aspects of the schemes' operation are delegated to give specialist focus (e.g. investment, administration and compliance) to committees for which further meetings are held as appropriate throughout the year. These committees regularly report to the full trustee boards.

The schemes invest through investment managers appointed by the trustees in a broad range of assets to support the security and funding of their pension obligations. Asset classes used include government bonds, private equity, absolute return products, swaps, infrastructure, illiquid credits and global credits.

The scheme assets do not include any of the Group's own financial instruments, nor any property occupied by, or other assets used by, the Group. The RHM Pension Scheme currently holds a security over the assets of the Group, which ranks pari passu with the banks and bondholders in the event of insolvency, up to a cap.

The schemes incorporate a Liability Driven Investment ('LDI') strategy to more closely match the assets with changes in value of liabilities. The RHM Pension Scheme uses assets including interest rate and inflation swaps, index-linked bonds and infrastructure in its LDI strategy.

In setting the investment strategy, the primary concern for the trustee of the RHM Pension Scheme is to act in the best financial interests of all beneficiaries, seeking the best return that is consistent with a prudent and appropriate level of risk. This includes the risk that environmental, social and governance factors, including climate change, negatively impact the value of investments held if not understood and evaluated properly. The trustee considers this risk by taking advice from its investment advisors when choosing asset classes, selecting managers, and monitoring performance.

The main risks to which the Group is exposed in relation to the funded pension schemes are as follows:

- Liquidity risk – The RHM Pension Scheme is currently in surplus, but subsequent valuations could reveal a deficit. As such, this could have an adverse impact on the financial position of the Group. The Group continues to monitor the pension risks closely working with the trustees to ensure a collaborative approach.
- Mortality risk – the assumptions adopted make allowance for future improvements in life expectancy. However, if life expectancy improves at a faster rate than assumed, this would result in greater payments from the schemes and consequently, increases in the schemes liabilities. The trustees review the mortality assumption on a regular basis to minimise the risk of using an inappropriate assumption.
- Yield risk – a fall in government bond yields will increase the schemes liabilities and certain of the assets. However, the liabilities may grow by more in monetary terms, thus increasing the deficit in the scheme.
- Inflation risk – the majority of the schemes liabilities increase in line with inflation and so if inflation is greater than expected, the liabilities will increase.
- Investment risk – the risk that investments do not perform in line with expectations.

## Notes to the consolidated financial statements continued

### 13. Retirement benefit schemes continued

The exposure to the yield and inflation risks described above can be hedged by investing in assets that move in the same direction as the liabilities in the event of a fall in yields, or a rise in inflation. The RHM Pension Scheme as a whole invests directly in interest rate and inflation swaps to protect from fluctuations in interest rates and inflation and so has largely hedged inflation and interest rate exposure to the extent of its funding level.

The liabilities of the schemes are approximately 35.0% in respect of former active members who have yet to retire and approximately 65.0% in respect of pensioner members already in receipt of benefits.

The weighted average duration of the pension liabilities in the RHM Pension Scheme is 13.0 years.

All pension schemes are closed to future accrual.

At the balance sheet date, the combined principal accounting valuation assumptions were as follows:

	As at 29 March 2025	As at 30 March 2024
Discount rate	5.75%	4.80%
Inflation – RPI	3.05%	3.15%
Inflation – CPI	2.65%	2.75%
Future pension increases		
– RPI (min 0.0% and max 5.0%)	2.80%	2.90%
– CPI (min 3.0% and max 5.0%)	3.50%	3.55%

For the smaller overseas schemes, the discount rate used was 3.7% (2024: 3.3%) and future pension increases were 1.8% (2024: 2.1%).

At 29 March 2025 and 30 March 2024, the discount rate was derived based on a bond yield curve expanded to also include bonds rated AA by one credit agency (and which might, for example, be rated A or AAA by other agencies).

The Group continued to set RPI inflation in line with the market break-even expectations less an inflation risk premium. The inflation risk premium of 0.3% (2024: 0.3%), reflects an allowance for additional market distortions caused by the RPI reform proposals.

The Group has set the CPI assumption by assuming it is 0.9% p.a. lower than RPI pre 2030 (2024: 0.9% lower pre 2030), reflecting UKSA's stated intention to make no changes before 2030, and 0.1% lower than RPI post 2030 (2024: 0.1% lower post 2030), this being our expectation of the long-term average difference between CPI and CPI-H. Using this approach, the assumed difference between the RPI and CPI is an average of 0.4% (2024: 0.4%) p.a.

The assumptions take into account the timing of the expected future cashflows from the pension schemes.

The mortality assumptions are based on the latest standard mortality tables at the reporting date. The directors have considered the impact of the recent Covid-19 pandemic on the mortality assumptions and consider that use of the updated Continuous Mortality Improvement ('CMI') 2023 projections for the future improvement assumption is a reasonable approach.

The life expectancy assumptions are as follows:

	At 29 March 2025	At 30 March 2024
Male pensioner, currently aged 65	85.0	84.6–86.3
Female pensioner, currently aged 65	87.3	87.0–88.1
Male non-pensioner, currently aged 45	86.1	85.8–87.2
Female non-pensioner, currently aged 45	89.0	88.8–89.5

A sensitivity analysis on the principal assumptions used to measure the scheme liabilities at the period is as follows:

	Change in assumption	Impact on scheme liabilities
Discount rate	Increase/decrease by 0.1%	Decrease/increase by £31.2m/£31.8m
Inflation	Increase/decrease by 0.1%	Increase/decrease by £14.0m/£13.9m
Assumed life expectancy at age 60 (rate of mortality)	Increase/decrease by 1 year	Increase/decrease by £88.9m/£91.8m

The sensitivity information has been derived using projected cash flows for the schemes valued using the relevant assumptions and membership profile as at 29 March 2025. Extrapolation of these results beyond the sensitivity figures shown may not be appropriate.

Following the desegregation the disclosure of assets and liabilities are presented in total for the current and prior periods as outlined in the tables below.

	As at 29 March 2025		As at 30 March 2024	
	Total £m	% of total	Total £m	% of total
<b>Assets with a quoted price in an active market:</b>				
Government bonds	951.0	29.6	1,235.4	34.6
Cash	47.7	1.5	41.3	1.2
<b>Assets without a quoted price in an active market:</b>				
Global equities	1.8	0.1	2.1	0.1
Government bonds	31.7	1.0	34.1	1.0
Corporate bonds	10.8	0.3	11.4	0.3
Global property	382.5	11.9	448.6	12.5
Absolute return products	227.8	7.1	244.6	6.9
Infrastructure funds	383.9	11.9	378.5	10.5
Interest rate swaps	224.5	7.0	241.6	6.8
Inflation swaps	19.3	0.6	24.0	0.7
Private equity	334.9	10.4	365.5	10.3
LDI	7.1	0.2	7.2	0.2
Global credit	304.0	9.5	181.2	5.1
Illiquid credit	186.9	5.8	263.3	7.4
Cash	4.0	0.1	4.2	0.1
Other	94.9	3.0	82.0	2.3
<b>Fair value of scheme assets</b>	<b>3,212.8</b>	<b>100%</b>	<b>3,565.0</b>	<b>100</b>

For assets without a quoted price in an active market, fair value is determined with reference to net asset value statements provided by third parties.

Pension assets have been reported using either 28 March 2025 valuations where daily valuations are available or 31 March 2025 valuations for monthly valued funds. As is usual practice for pensions assets where valuations at these dates were not available, the most recent valuations (predominantly at 31 December 2024) have been rolled forward for cash movements to 29 March 2025 and recognised as lagged valuations. This is considered by management the most appropriate estimate of valuations for these assets using the information available at the time. At 29 March 2025, the financial statements include £399.0m of assets (2024: £363.8m) using lagged valuations and were these lagged valuations to move by 1.0% there would be a £4.0m (2024: £3.6m) impact on the fair value of scheme assets. This approach is principally relevant for Private Equity, Property Assets, Illiquid Credits and Global Credits asset categories. Pension assets valuations are subject to estimation uncertainty due to market volatility, which could result in a material movement in asset values over the next 12 months. The amounts recognised in the balance sheet arising from the Group's obligations in respect of its defined benefit schemes are as follows:

	As at 29 March 2025 £m	As at 30 March 2024 £m
Present value of defined benefit obligation	(2,564.1)	(2,963.5)
Fair value of plan assets	3,212.8	3,565.0
<b>Surplus in schemes</b>	<b>648.7</b>	<b>601.5</b>

The aggregate surplus of £601.5m has increased to a surplus of £648.7m in the current period. This increase of £47.2m (2024: £164.0m decrease) is primarily due to higher net interest income on scheme assets and remeasurement gains on scheme liabilities more than offsetting remeasurement losses on scheme assets. Further details are provided later in this note.



## Notes to the consolidated financial statements continued

### 13. Retirement benefit schemes continued

Changes in the present value of the defined benefit obligation were as follows:

	As at 29 March 2025 £m	As at 30 March 2024 £m
<b>Defined benefit obligation at 31 March 2024 / 2 April 2023</b>	<b>(2,963.5)</b>	<b>(3,027.3)</b>
Finance cost	(136.7)	(139.7)
Remeasurement gain	352.4	16.6
Exchange differences	0.9	1.4
Benefits paid	182.8	185.5
<b>Defined benefit obligation at 29 March 2025 / 30 March 2024</b>	<b>(2,564.1)</b>	<b>(2,963.5)</b>

Changes in the fair value of plan assets were as follows:

	As at 29 March 2025 £m	As at 30 March 2024 £m
<b>Fair value of scheme assets at 31 March 2024 / 2 April 2023</b>	<b>3,565.0</b>	<b>3,792.8</b>
Finance income on scheme assets	165.5	176.9
Remeasurement losses	(338.8)	(254.3)
Administrative costs	(9.0)	(5.6)
Contributions by employer	9.2	38.7
Additional employer contribution <sup>1</sup>	5.0	3.8
Exchange differences	(1.3)	(1.8)
Benefits paid	(182.8)	(185.5)
<b>Fair value of scheme assets at 29 March 2025 / 30 March 2024</b>	<b>3,212.8</b>	<b>3,565.0</b>

<sup>1</sup> Contribution by the Group to the Premier Schemes prior to de-sectionalisation due to the payment of dividends during the year.

The reconciliation of the net defined benefit surplus over the period is as follows:

	As at 29 March 2025 £m	As at 30 March 2024 £m
<b>Surplus in schemes at 31 March 2024 / 2 April 2023</b>	<b>601.5</b>	<b>765.5</b>
Amount recognised in profit or loss	19.8	31.6
Remeasurements recognised in other comprehensive income	13.6	(237.7)
Contributions by employer	9.2	38.7
Additional employer contribution <sup>1</sup>	5.0	3.8
Exchange differences recognised in other comprehensive income	(0.4)	(0.4)
<b>Surplus in schemes at 29 March 2025 / 30 March 2024</b>	<b>648.7</b>	<b>601.5</b>

<sup>1</sup> Contribution by the Group to the Premier Schemes prior to de-sectionalisation due to the payment of dividends during the year.

Remeasurements recognised in the consolidated statement of comprehensive income are as follows:

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
Remeasurement gain on scheme liabilities	352.4	16.6
Remeasurement loss on scheme assets	(338.8)	(254.3)
<b>Net remeasurement gain/(loss) for the period</b>	<b>13.6</b>	<b>(237.7)</b>

The actual return on scheme assets was a £173.3m loss (2024: £77.4m loss), which is £338.8m less (2024: £254.3m less) than the finance income on scheme assets of £165.5m (2024: £176.9m).

The remeasurement gain on liabilities of £352.4m (2024: £16.6m gain) comprises a gain due to changes in financial assumptions of £344.0m (2024: £6.9m gain), a gain due to member experience of £1.9m (2024: £21.2m loss) and a gain due to demographic assumptions of £6.5m (2024: £30.9m gain).

The Group expects to contribute £7.0m annually to its defined benefit schemes in relation to expenses and government levies up in the 52 weeks to 28 March 2026. An agreement has been reached with the RHM Pension Scheme Trustee to suspend deficit contributions payments from 1 April 2024, as a result of this agreement, the Group has entered into a Letter of Credit in favour of the Scheme, equal to the suspended deficit contributions.

Following the merger and subsequent de-sectionalisation, the Group has concluded that there is no change currently to the surplus recognition so the asset has not been restricted and no additional liability has been recognised.

The Virgin Media Limited v NTL Pension Trustees II Limited decision, handed down by the High Court on 16 June 2023, considered the implications of Section 37 of the Pension Schemes Act 1993. Section 37 of the Pension Schemes Act 1993 only allowed the rules of contracted-out schemes in respect to benefits, to be altered where certain requirements were met. Following an appeal on 25 July 2024, the Court of Appeal upheld the High Court's decision, that the statutory actuarial confirmation was required, and without this, alterations to schemes were void. There is also potential for legislative intervention following industry lobbying efforts that may retrospectively validate certain rule amendments.

The Trustee has begun the process of assessing amendments to identify any matters that might indicate a material risk of non-compliance with Section 37 of the Pension Schemes Act 1993. At the date of signing none had been identified.

The total amounts recognised in the consolidated statement of profit or loss are as follows:

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
<b>Period ended 29 March 2025 / 30 March 2024</b>		
Operating profit		
Administrative costs	(9.0)	(5.6)
Net finance credit	28.8	37.2
<b>Total credit</b>	<b>19.8</b>	<b>31.6</b>

## Defined contribution schemes

A number of companies in the Group operate defined contribution schemes, including provisions to comply with auto enrolment requirements laid down by law. In addition, a number of schemes providing life assurance benefits only are operated. The total expense recognised in the statement of profit or loss of £10.8m (2024: £10.2m) represents contributions payable to the schemes by the Group at rates specified in the rules of the schemes.

## 14. Inventories

	As at 29 March 2025 £m	As at 30 March 2024 £m
Raw materials	18.6	18.5
Work in progress	2.9	3.5
Finished goods and goods for resale	80.0	76.9
<b>Total inventories</b>	<b>101.5</b>	<b>98.9</b>

Stock write-offs in the period amounted to £5.7m. In the prior period, £5.2m was written off.

The borrowings of the Group are secured on the assets of the Group including inventories.

## Notes to the consolidated financial statements continued

### 15. Trade and other receivables

	As at 29 March 2025 £m	As at 30 March 2024 £m
Trade receivables	76.6	83.0
Trade receivables provided for	(1.3)	(2.5)
Net trade receivables	75.3	80.5
Prepayments	17.9	17.6
Corporation tax	1.4	–
Other tax and social security receivable	16.9	13.9
Other receivables	3.5	3.7
<b>Total trade and other receivables</b>	<b>115.0</b>	<b>115.7</b>

The borrowings of the Group are secured on the assets of the Group including trade and other receivables.

During the period, the Group continued to operate its trade receivable purchase arrangement. This is a non-recourse arrangement and, therefore, amounts are de-recognised when sold. As at 29 March 2025, £27.0m was drawn (2024: £29.2m) under the non-recourse arrangement.

### 16. Notes to the cash flow statement

#### Reconciliation of profit before taxation to cash flows from operations

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
Profit before taxation	161.3	151.4
Net finance cost	19.8	26.3
<b>Operating profit</b>	<b>181.1</b>	<b>177.7</b>
Depreciation of property, plant and equipment	19.6	19.5
Amortisation of intangible assets	26.3	25.8
Impairment of non-current assets <sup>1</sup>	–	6.2
Net gain on disposal of non-current assets	(0.2)	(0.2)
Fair value movements on foreign exchange and other derivative contracts	(0.3)	1.1
Net finance income on pensions and administrative expenses	(19.8)	(31.6)
Equity-settled employee incentive schemes	4.6	4.4
Increase in inventories	(2.6)	(7.5)
Decrease/(increase) in trade and other receivables	2.3	(16.9)
(Decrease)/increase for other payables and provisions	(8.2)	10.4
Additional employer contribution <sup>2</sup>	(5.0)	(3.8)
Contribution to defined benefit pension schemes	(9.2)	(38.7)
<b>Cash generated from operations</b>	<b>188.6</b>	<b>146.4</b>

<sup>1</sup> Impairment of non-current assets in the prior year primarily relates to the closure of the Knighton and Charnwood sites.

<sup>2</sup> Contribution by the Group to the Premier sections (prior to the de-sectionalisation) due to the payment of dividends during the year.

## Reconciliation of cash and cash equivalents to net borrowings

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
Net inflow of cash and cash equivalents	89.2	38.9
Movement in lease liabilities	2.3	1.1
Debt issuance costs in the period	3.8	0.5
Other non-cash movements	(3.3)	(1.8)
<b>Decrease in borrowings net of cash</b>	<b>92.0</b>	<b>38.7</b>
Total net borrowings at beginning of period	(235.6)	(274.3)
<b>Total net borrowings at end of period</b>	<b>(143.6)</b>	<b>(235.6)</b>

## Analysis of movement in borrowings

	As at 31 March 2024 £m	Cash flows £m	Non-cash interest expense £m	Other non-cash movements £m	As at 29 March 2025 £m
Cash and bank deposits	102.3	89.2	–	–	191.5
<b>Net cash and cash equivalents</b>	<b>102.3</b>	<b>89.2</b>	<b>–</b>	<b>–</b>	<b>191.5</b>
Borrowings – Senior Secured Fixed Rate Notes maturing October 2026	(330.0)	–	–	–	(330.0)
Lease liabilities <sup>3</sup>	(12.2)	3.4	(0.7)	(0.4)	(9.9)
<b>Gross borrowings net of cash<sup>1</sup></b>	<b>(239.9)</b>	<b>92.6</b>	<b>(0.7)</b>	<b>(0.4)</b>	<b>(148.4)</b>
Debt issuance costs <sup>2</sup>	4.3	3.8	(1.9)	(1.4)	4.8
<b>Total net borrowings<sup>1</sup></b>	<b>(235.6)</b>	<b>96.4</b>	<b>(2.6)</b>	<b>(1.8)</b>	<b>(143.6)</b>

<sup>1</sup> Borrowings exclude derivative financial instruments.

<sup>2</sup> The non-cash finance costs movement in debt issuance costs relates to the amortisation of capitalised borrowing costs and other non-cash movements relates to the write off of previously capitalised borrowing costs.

<sup>3</sup> The non-cash finance costs relate to IFRS16 interest.

Cash outflows of £3.4m (2024: £2.6m) in relation to repayments of lease liabilities have been included in the consolidated statement of cash flows, including £0.7m included in finance costs paid within cash flows from operating activities.

The Group has the following cash pooling arrangements in sterling, euros and US dollars, where both the Group and the bank have a legal right of offset.

	As at 29 March 2025			As at 30 March 2024		
	Offset asset	Offset liability	Net offset asset	Offset asset	Offset liability	Net offset liability
<b>Cash, cash equivalents and bank overdrafts</b>	<b>2.0</b>	<b>–</b>	<b>2.0</b>	16.0	(12.5)	3.5

## 17. Trade and other payables

	As at 29 March 2025 £m	As at 30 March 2024 £m
Trade payables	(140.5)	(141.6)
Commercial accruals	(72.2)	(74.3)
Tax and social security payables	(10.1)	(8.8)
Other payables and accruals	(37.3)	(39.9)
<b>Total trade and other payables</b>	<b>(260.1)</b>	<b>(264.6)</b>

## Notes to the consolidated financial statements continued

### 18. Financial instruments

The Group's activities expose it to a variety of financial risks: market risk (arising from adverse movements in foreign currency, commodity prices and interest rates), credit risk and liquidity risk. The Group uses a variety of derivative financial instruments to manage certain of these risks. The management of these risks, along with the day-to-day management of treasury activities is performed by the Treasury function. The policy framework governing the management of these risks is defined by the Board. The framework for management of these risks is incorporated into a policies and procedures manual.

The Group also enters into contracts with suppliers for its principal raw material requirements, some of which are considered commodities, diesel and energy. These commodity and energy contracts are part of the Group's normal purchasing activities. The Price Risk Management Committee monitors and reviews the Group's foreign currency exchange and energy price exposures and recommends appropriate hedging strategies for each.

#### 18.1 Market risk

##### (i) Foreign exchange risk

The Group's main operating entities' functional currency and the Group's presentational currency is sterling, although some transactions are executed in non-sterling currencies, principally the euro. The transactional amounts realised or settled are, therefore, subject to the effect of movements in these currencies against sterling. Management of these exposures is centralised and managed by the Treasury function. It is the Group's policy to manage the exposures arising using forward foreign currency exchange contracts. Hedge accounting is not sought for these transactions.

The Group generates some of its profits in non-sterling currencies and has assets in non-sterling jurisdictions, principally the euro.

The principal foreign currency affecting the translation of subsidiary undertakings within the Group financial statements is the euro. The rates applicable are as follows:

	52 weeks ended 29 March 2025	52 weeks ended 30 March 2024
<b>Principal rate of exchange: euro/sterling</b>		
Period ended	<b>1.1956</b>	1.1699
Average	<b>1.1903</b>	1.1587

The majority of the Group's assets and liabilities are denominated in the functional currency of the relevant subsidiary.

The table below shows the Group's currency exposures as at 29 March 2025 and 30 March 2024 that gave rise to net currency gains and losses recognised in the consolidated statement of profit or loss as a result of monetary assets and liabilities that are not denominated in the functional currency of the subsidiaries involved.

##### Functional currency of subsidiaries – Sterling

	As at 29 March 2025 £m	As at 30 March 2024 £m
Net foreign currency monetary assets:		
– Euro	<b>(7.8)</b>	(4.4)
– US dollar	<b>0.1</b>	1.7
– Other	<b>2.7</b>	7.5
<b>Total</b>	<b>(5.0)</b>	4.8

In addition, the Group also has forward foreign currency exchange contracts outstanding at the period-end in order to manage the exposures above but also to hedge future transactions in foreign currencies. The sterling nominal amounts outstanding are as follows:

	As at 29 March 2025 £m	As at 30 March 2024 £m
Euro	<b>(45.8)</b>	(54.9)
Australian dollar	<b>(2.5)</b>	–
Indian rupee	<b>(6.3)</b>	(4.7)
<b>Total</b>	<b>(54.6)</b>	(59.6)



Sensitivities are disclosed below using the following reasonably possible scenarios:

If the euro were to weaken against sterling by 10 euro cents, with all other variables held constant, profit after tax would decrease by £4.4m (2024: £3.4m decrease).

If the euro were to strengthen against sterling by 10 euro cents, with all other variables held constant, profit after tax would increase by £5.2m (2024: £4.1m increase).

### (ii) Commodity price risk

The Group purchases a variety of commodities for use in production and distribution, which can experience significant price volatility, which include, among other things, dairy, wheat, cocoa, edible oils and energy. The price risk including inflation on these commodities is managed closely by the Group through the Price Risk Management Committee. It is the Group's policy to minimise its exposure to this volatility by adopting an appropriate forward purchase strategy.

### (iii) Interest rate risk

The Group's borrowing facilities comprise senior secured notes and a revolving facility, in sterling. Interest on the revolving facility is charged at floating rates plus a margin on the amounts drawn down, and at 35.0% of the applicable margin for the non-utilised portion of the facility, hence the borrowings are sensitive to changes in interest rates.

Cash and deposits earn interest at floating rates based on banks' short-term treasury deposit rates. Short-term trade and other receivables are interest free.

The Group's other financial assets and liabilities are not exposed to material interest rate risk.

## 18.2 Credit risk

The Group's principal financial assets are cash and cash equivalents and trade and other receivables.

Cash and cash equivalents are deposited with high-credit quality financial institutions and although a significant amount of sales is to a relatively small number of customers these are generally the major grocery retailers whose credit risk is considered low.

The ageing of trade and other receivables was as follows:

	Fully performing £m	Past due					Total £m
		1-30 days £m	31-60 days £m	61-90 days £m	91-120 days £m	120+ days £m	
<b>At 29 March 2025</b>							
<b>Trade and other receivables</b>							
Expected loss rate	1.2%	3.0%	3.3%	14.6%	7.0%	19.2%	1.6%
Gross carrying amount trade and other receivables	73.7	3.2	1.2	0.5	0.2	1.3	80.1
Loss allowance	(0.9)	(0.1)	(0.0)	(0.1)	(0.0)	(0.2)	(1.3)
<b>At 30 March 2024</b>							
<b>Trade and other receivables</b>							
Expected loss rate	2.2%	3.6%	14.0%	16.0%	11.1%	13.6%	2.9%
Gross carrying amount trade and other receivables	76.6	6.0	0.1	0.7	0.6	2.7	86.7
Loss allowance	(1.7)	(0.2)	(0.0)	(0.1)	(0.1)	(0.4)	(2.5)

The total loss allowance includes provisions in relation to receivables from customers that are considered at risk of experiencing difficult economic situations in the current environment.

The Group does not hold any collateral as security against its financial assets.

Movements in the provision for impairment of trade receivables are as follows:

	£m	£m
As at 31 March 2024 / 2 April 2023	(2.5)	(2.9)
Provision for receivables impairment released	1.2	0.4
<b>As at 29 March 2025/ 30 March 2024</b>	<b>(1.3)</b>	<b>(2.5)</b>

## Notes to the consolidated financial statements continued

### 18. Financial instruments continued

#### 18.3 Liquidity risk

The Group manages liquidity risk through the Treasury function. Cash flow forecasts are prepared and reviewed on a weekly basis, normally covering a period of three months. Where the Group has surplus short-term liquidity, these funds are placed on short-term deposit with reputable banks within the Group's banking providers to manage concentration risk.

In addition, cash flow forecasts are prepared as part of the Group's overall budgeting and forecasting processes and performance is monitored against this each month. This is intended to give the Board sufficient forward visibility of debt levels.

The Group's net debt level can vary from month to month and there is some volatility within months. This reflects seasonal trading patterns, timing of receipts from customers and payments to suppliers, patterns of inventory holdings, the timing of the dividend payment and the timing of the spend on major capital and restructuring projects. For these reasons the debt levels at the period-end date may not be indicative of debt levels at other points throughout the period.

The following table analyses the Group's financial liabilities into relevant maturity groupings based on the contractual undiscounted cash flows.

	Within 1 year £m	1 and 2 years £m	2 and 3 years £m	3 and 4 years £m	4 and 5 years £m	Over 5 years £m	Total £m
<b>At 29 March 2025</b>							
Trade and other payables	(250.0)	–	–	–	–	–	(250.0)
Senior secured notes – fixed	(11.6)	(341.6)	–	–	–	–	(353.2)
Lease liabilities	(2.4)	(1.7)	(1.6)	(1.5)	(1.3)	(6.2)	(14.7)

#### At 30 March 2024

Trade and other payables	(255.8)	–	–	–	–	–	(255.8)
Senior secured notes – fixed	(11.6)	(11.6)	(341.6)	–	–	–	(364.8)
Lease liabilities	(2.9)	(2.5)	(1.9)	(1.5)	(1.5)	(8.9)	(19.2)

At 29 March 2025, the Group had £244.5m (2024: £182.0m) of facilities (including revolving credit facility) not drawn, expiring in four years (2024: two to three years).

The revolving credit facility is priced to SONIA, other liabilities are not re-priced before the maturity date.

The borrowings are secured by a fixed and floating charge over all the assets of the Group.

The following table analyses the contractual undiscounted cash flows of interest on the fixed-rate debt to maturity.

	Within 1 year £m	1 and 2 years £m	2 and 3 years £m	Total £m
<b>At 29 March 2025</b>	<b>11.6</b>	<b>11.6</b>	<b>–</b>	<b>23.2</b>
At 30 March 2024	11.6	11.6	11.6	34.8

The following table analyses the Group's derivative financial instruments into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed are the undiscounted cash flows.

	Within 1 year £m	Total £m
<b>At 29 March 2025</b>		
<b>Forward foreign exchange contracts:</b>		
– Outflow	(54.4)	(54.4)
– Inflow	53.6	53.6
<b>Total derivative financial instruments</b>	<b>(0.8)</b>	<b>(0.8)</b>
<b>At 30 March 2024</b>		
<b>Forward foreign exchange contracts:</b>		
– Outflow	(59.5)	(59.5)
– Inflow	58.5	58.5
<b>Total derivative financial instruments</b>	<b>(1.0)</b>	<b>(1.0)</b>

## 18.4 Fair value

The following table shows the carrying amounts (which approximate to fair value except as noted below) of the Group's financial assets and financial liabilities. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Set out below is a summary of methods and assumptions used to value each category of financial instrument.

	As at 29 March 2025		As at 30 March 2024	
	Carrying amount £m	Fair value £m	Carrying amount £m	Fair value £m
<b>Financial assets at amortised cost:</b>				
Trade and other receivables	61.2	61.2	72.7	72.7
Cash and cash equivalents	191.5	191.5	102.3	102.3
<b>Financial assets at fair value through profit or loss:</b>				
Trade and other receivables	14.1	14.1	7.8	7.8
Derivative financial instruments				
– Forward foreign currency exchange contracts	0.1	0.1	–	–
<b>Financial liabilities at fair value through profit or loss:</b>				
Derivative financial instruments				
– Forward foreign currency exchange contracts	(0.6)	(0.6)	(0.8)	(0.8)
Other financial liabilities at fair value through profit or loss:				
– Deferred contingent consideration (note 21)	(18.8)	(18.8)	(19.1)	(19.1)
<b>Financial liabilities at amortised cost:</b>				
Trade and other payables	(250.0)	(250.0)	(255.8)	(255.8)
Senior secured notes	(330.0)	(325.0)	(330.0)	(315.0)

The following table presents the Group's assets and liabilities that are measured at fair value using the following fair value measurement hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

	As at 29 March 2025			As at 30 March 2024		
	Level 1 £m	Level 2 £m	Level 3 £m	Level 1 £m	Level 2 £m	Level 3 £m
<b>Financial assets at fair value through profit or loss:</b>						
Trade and other receivables	–	11.7	2.4	–	4.9	2.9
Derivative financial instruments						
– Forward foreign currency exchange contracts	–	0.1	–	–	–	–
<b>Financial liabilities at fair value through profit or loss:</b>						
Derivative financial instruments						
– Forward foreign currency exchange contracts	–	(0.6)	–	–	(0.8)	–
Other financial liabilities at fair value through profit or loss:						
– Deferred contingent consideration (note 21)	–	–	(18.8)	–	–	(19.1)
<b>Financial liabilities at amortised cost:</b>						
Senior secured notes	(325.0)	–	–	(315.0)	–	–

## Notes to the consolidated financial statements continued

### 18. Financial instruments continued

#### Fair value estimation

##### Derivatives

Forward exchange contracts are marked to market using prevailing market prices. Hedge accounting has not been applied to forward contracts and as a result the movement in the fair value of £0.3m has been credited to the statement of profit or loss in the period (2024: £1.0m debit).

#### Short and long-term borrowings, loan notes and finance costs payable

Fair value is calculated based on discounted expected future principal and interest rate cash flows.

#### Trade and other receivables/payables

The carrying value of receivables/payables with a remaining life of less than one year is deemed to reflect the fair value given their short maturity. The fair values of non-current receivables/payables are also considered to be the same as the carrying value due to the size and nature of the balances involved.

#### Deferred contingent consideration

The deferred contingent consideration arose following previous acquisitions. The fair values are based on unobservable inputs and are classified as a level 3 fair value estimate under the IFRS fair value hierarchy.

As a result of discount unwind and re-measurement, a credit of £0.3m (2024: £4.3m debit) was recognised in the statement of profit or loss under net finance cost.

### 18.5 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may return capital to shareholders, issue new shares, or sell assets to reduce debt.

The directors propose a final dividend of 2.80 pence per share for the period ended 29 March 2025 (2024: 1.728 pence).

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings less cash and cash equivalents. Total capital is calculated as equity plus net debt.

The gearing ratios at the balance sheet date were as follows:

	As at 29 March 2025 £m	As at 30 March 2024 £m
Total borrowings	(335.1)	(337.9)
Less cash and bank deposits	191.5	102.3
Net debt	(143.6)	(235.6)
Total equity	(1,442.0)	(1,326.9)
Total capital	(1,585.6)	(1,562.5)
<b>Gearing ratio</b>	<b>9.1%</b>	15.0%

Gearing has reduced due to strong cash generation.

Under the Group's financing arrangement, the Group is required to meet two covenant tests, which are calculated and tested on a 12-month rolling basis at the half year and full year, each year. The Group has complied with these tests at 28 September 2024 and 29 March 2025.

## 18.6 Financial compliance risk

### Risk

The Group operates with net debt of £143.6m (2024: £235.6m) and is subject to operating within banking covenants set out in its financing agreement agreed with its banking syndicate, which include Net debt/EBITDA and EBITDA/interest covenant tests. In the event these covenants are not met then the Group would be in breach of its financing agreement and, as would be the case in any covenant breach, the banking syndicate could withdraw their funding to the Group. The banking covenants relate to the Group's revolving credit facility, which was undrawn at 29 March 2025 (2024: undrawn).

In addition to covenant compliance the Group must ensure that it manages its liquidity such that it has sufficient funds to meet its obligations as they fall due. The Group also supports one defined benefit pension scheme in the UK, the RHM Pension Scheme and three in Ireland (see note 13).

### Mitigation

The Group has financing arrangements, which provide funding with maturities ranging from 2026 to 2029.

The Group reviews its performance on an ongoing basis and formally tests and reports on covenant compliance to the Group's banking syndicate at each reporting date. In the event of a forecast covenant breach the Group would seek a covenant waiver or amendment from its banking syndicate.

The Group manages liquidity risk through the Treasury function. Cash flow forecasts are prepared and reviewed on a weekly basis, normally covering a period of three months. In addition, cash flow forecasts are prepared as part of the Group's overall budgeting and forecasting processes and performance is monitored against this each month.

The Group continues to monitor the pension risks closely, working with the trustee to ensure a collaborative approach.

## 19. Bank and other borrowings

	As at 29 March 2025 £m	As at 30 March 2024 £m
<b>Current:</b>		
Lease liabilities	(1.9)	(2.7)
<b>Total borrowings due within one year</b>	<b>(1.9)</b>	<b>(2.7)</b>
<b>Non-current:</b>		
Transaction costs <sup>1</sup>	4.8	4.3
Senior secured notes	(330.0)	(330.0)
	(325.2)	(325.7)
Lease liabilities	(8.0)	(9.5)
<b>Total borrowings due after more than one year</b>	<b>(333.2)</b>	<b>(335.2)</b>
<b>Total bank and other borrowings</b>	<b>(335.1)</b>	<b>(337.9)</b>

<sup>1</sup> Included in transaction costs is £3.2m (2024: £1.6m) relating to the revolving credit facility.

### Secured senior credit facility – revolving

During the period, the Group signed a new five-year revolving credit facility (RCF) agreement with an increased facility limit of £227.5m (prior facility £175.0m). Transactions costs of £3.8m were capitalised in relation to this extension. The RCF attracts a leverage-based margin of between 1.8% and 3.5% above SONIA.

The covenant package attached to the revolving credit facility is:

	Net debt/ EBITDA <sup>1</sup>	Net debt/ Interest <sup>1</sup>
2025 FY	3.50x	3.00x
2026 FY	3.50x	3.00x

<sup>1</sup> Net debt, EBITDA and Interest are as defined under the revolving credit facility agreement.

### Senior secured notes

The senior secured notes are listed on the Irish GEM Stock Exchange. The notes totalling £330m mature in October 2026 and attract an interest rate of 3.5%.



## Notes to the consolidated financial statements continued

### 20. Provisions for liabilities and charges

	Property £m	Other £m	Total £m
<b>2 April 2023</b>	(6.2)	(13.7)	(19.9)
Utilised during the period	0.8	6.3	7.1
Additional charge in the period	(1.6)	(3.7)	(5.3)
Unwind of discount	0.2	0.3	0.5
Released during the period	0.7	1.2	1.9
Addition through business combination <sup>1</sup>	–	(1.4)	(1.4)
<b>30 March 2024</b>	<b>(6.1)</b>	<b>(11.0)</b>	<b>(17.1)</b>
Utilised during the period	–	4.7	4.7
Additional charge in the period	(0.4)	(3.1)	(3.5)
Unwind of discount	0.2	0.2	0.4
Released during the period	0.1	1.4	1.5
<b>29 March 2025</b>	<b>(6.2)</b>	<b>(7.8)</b>	<b>(14.0)</b>

<sup>1</sup> During the prior period, as a result of the acquisition of FUEL10k, the Group recognised provisions of £1.4m in relation to the fair value of contingent liabilities acquired as part of the business combination.

Property provisions primarily relate to provisions for dilapidations against leasehold properties and environmental liabilities. These provisions have been discounted at rates between 4.3% and 5.3% (2024: 3.9% and 4.1%) The unwinding of the discount is charged or credited to the statement of profit or loss under net finance cost. Other provisions primarily relate to provisions for restructuring costs and legal matters.

The ageing of the provisions is below:

	As at 29 March 2025 £m	As at 30 March 2024 £m
<b>Ageing of total provisions:</b>		
Within one year	(6.7)	(9.8)
Between two and five years	(6.3)	(5.6)
After five years	(1.0)	(1.7)
<b>Total</b>	<b>(14.0)</b>	<b>(17.1)</b>

From time to time, the Group is subject to claims and potential litigation. At the time of these financial statements, the Directors do not consider such claims and litigation to have anything other than a remote risk of resulting in any material liability to the Group.

### 21. Other liabilities

#### Other liabilities less than one year

	As at 29 March 2025 £m	As at 30 March 2024 £m
Deferred income	(1.0)	–
<b>Other liabilities</b>	<b>(1.0)</b>	<b>–</b>

#### Other liabilities more than one year

	As at 29 March 2025 £m	As at 30 March 2024 £m
Deferred income	(1.8)	(3.8)
Deferred contingent consideration	(18.8)	(19.1)
<b>Other liabilities</b>	<b>(20.6)</b>	<b>(22.9)</b>

Deferred income relates to amounts received in relation to a previously disposed business.

Deferred contingent consideration relates to the present value of estimated future payments in relation to previous acquisitions.

## 22. Reserves and share capital

### Share premium

The share premium reserve comprises the premium paid over the nominal value of shares for shares issued.

### Merger reserve

The merger reserve comprises the non-statutory premium arising on shares issued as consideration for acquisition of subsidiaries where merger relief applies, less subsequent realised losses relating to those acquisitions.

### Other reserves

Other reserves comprise the hedging reserve, which represents the effective portion of the gains or losses on derivative financial instruments that have historically been designated as hedges.

### Retained earnings

Retained earnings represents the cumulative profit or loss and the own shares reserve, which represents the cost of shares in Premier Foods plc, purchased in the market and held by the Employee Benefit Trust on behalf of the Company in order to satisfy options and awards under the Company's incentive schemes. Of Premier Foods plc shares, 7,127,750 were held by the Employee Benefit Trust at 29 March 2025, with a market value of £13.2m (2024: 6,721,393 shares with a market value of £10.1m).

### Share capital

	Number of shares	Ordinary shares at nominal value (£0.10/share) £m	Share premium £m	Total £m
At 2 April 2023	868,098,210	86.8	2.5	89.3
Shares issued under share schemes	697,605	0.1	0.2	0.3
<b>At 30 March 2024</b>	<b>868,795,815</b>	<b>86.9</b>	<b>2.7</b>	<b>89.6</b>
Shares issued under share schemes	–	–	–	–
<b>At 29 March 2025</b>	<b>868,795,815</b>	<b>86.9</b>	<b>2.7</b>	<b>89.6</b>

	As at 29 March 2025 £m	As at 30 March 2024 £m
<b>Authorised, issued and fully paid</b>		
868,795,815 (2023/24: 868,795,815) ordinary shares of 10 pence each	<b>86.9</b>	86.9

### Share award schemes

The Company's share award schemes are summarised as follows:

1. A Long-Term Incentive Plan ('LTIP') for executive directors and senior managers, approved by shareholders in 2011 and a 10-year LTIP approved by shareholders in 2021. The LTIP is comprised of performance shares whereby participants have the right to subscribe for ordinary shares at nil cost. These awards are equity-settled and have a maximum term of three years. The vesting of 2022, 2023 and 2024 Performance Share awards are conditional on achievement of a combination of absolute adjusted earnings per share targets and relative TSR targets. The targets for 2022, 2023 and 2024 were based half absolute adjusted earnings per share targets and half relative TSR targets. During the period, the EPS and TSR elements of the 2021 LTIP vested in full. The EPS and TSR targets for the 2021 LTIP award have been achieved, which will result in full vesting for both elements of the award. The June 2024 LTIP award TSR element was valued using a Monte Carlo pricing model, the weighted average fair value of the TSR awards was 103p. The key inputs into the monte carlo model were weighted average share price, weighted average exercise price, the expected volatility and the risk-free interest rate. The average fair value for the 2024 EPS element was 157p.
2. A Restricted Stock Plan ('RSP'), which provides specific ad hoc share awards to managers. Awards are normally subject only to continued employment and may be equity-settled or cash-settled and normally have a retention term of two to three years for senior management.
3. A Share Incentive Plan ('SIP') for all employees. An award of free shares was made to all employees in 2014 by the Company under this HMRC tax-advantaged plan. Free shares are held by a trustee for a minimum of three years. Subject to continuing employment, participants may elect to remove shares from the trust after this three-year holding period, however, there are tax and National Insurance advantages for the employee should the shares be left in the trust for over five years. This scheme was wound up during the year and the deed of termination was executed on 12 February 2025 following all shares being sold or transferred out.

## Notes to the consolidated financial statements continued

### 22. Reserves and share capital continued

4. A Deferred Bonus Plan ('DBP'). One-third of any annual bonus payment awarded to executive directors is made in the form of shares. These shares are awarded under the terms of the DBP, which was approved by shareholders in July 2017. Awards will normally be made within six weeks following the announcement of the Group's full year results in the form of nil cost options. The awards will normally vest on the third anniversary of grant and, if awarded in the form of nil cost options, will then be exercisable up until the tenth anniversary of grant.

Details of the share awards during the period are as follows:

At 29 March 2025, the number of shares outstanding under the Group's Long-Term Incentive Plan schemes was 16,899,097 (2024: 18,159,343), of which 8,728,050 (2024: 9,861,749) had vested and were exercisable at the end of the period. During the period, conditional share awards were granted for 2,787,578 (2024: 3,666,034) shares, 3,688,563 (2024: 4,081,474) awards were exercised and rights to 359,270 (2024: 334,524) shares lapsed or were forfeited.

At 29 March 2025, the number of shares outstanding under the Group's Restricted Stock Plan schemes was 119,465 (2024: 195,307), of which 119,465 (2024: no awards) had vested and were exercisable at the end of the period. During the period, 4,742 awards were granted (2024: no awards), 71,200 awards were exercised (2024: £nil) and rights to 9,384 (2024: 43,287) shares lapsed or were forfeited.

At 29 March 2025, the number of shares outstanding under the Group's Share Incentive Plan was nil (2024: 313,586). During the period, no awards (2024: no awards) were granted, rights to 224,359 (2024: 44,000) shares were exercised, rights to 55,497 were transferred out (2024: no awards) and rights to 34,000 awards were forfeited (2024: no awards).

At 29 March 2025, the number of shares outstanding under the Group's Deferred Bonus Plan schemes was 1,262,912 (2024: 982,341), of which 475,005 (2024: 172,543) had vested and were exercisable at the end of the period. During the period, awards were granted for 280,571 (2024: 259,483). No awards (2024: no awards) were exercised during the period.

#### Share option schemes

The Company's share option schemes are summarised as follows:

A Savings-Related Share Option Scheme ('Sharesave Plan') for all employees. The employees involved in this HMRC tax-advantaged save as you earn scheme have the right to subscribe for up to 17.1 million ordinary shares. The number of shares subject to options, the periods in which they were granted and the periods in which they may be exercised are given below. These options are equity-settled, have a maximum term of 3.5 years and generally vest only if employees remain in employment to the vesting date.

At 29 March 2025, the number of shares outstanding under the Group's Sharesave Plan was 9,668,059 with a weighted average exercise price at the date of exercise of 113 pence (2024: 9,443,747 shares, 90 pence), including 510,002 shares which had vested and were exercisable at the end of the period with a weighted average exercise price of 83 pence (2024: 468,164 shares, 72 pence). The options outstanding at the end of the period had a range of exercise prices from 82 pence to 148 pence (2024: 72 pence to 104 pence) and a weighted average life of 1.8 years (2024: 1.8 years).

During the period, options were granted under the Sharesave Plan for 3,481,812 shares with a weighted average exercise price at the date of exercise of 148 pence (2024: 3,294,340 shares, 104 pence). During the period, options were exercised for 2,594,092 shares with a weighted average exercise price of 82 pence (2024: 4,081,474 shares, 66 pence) and options for 663,408 shares with a weighted average exercise price of 96 pence lapsed or were forfeited (2024: 717,468 shares, 76 pence).

The Group uses the Black-Scholes model to determine the fair value of share options at grant dates offered under the Sharesave plan. Fair values determined from the model use assumptions that are revised for each share-based payment arrangement.

The expected Premier Foods plc share price volatility was determined using an average for food producers as at the date of grant. Current dividend yield and risk-free rate determined from market yield curves for government gilts with outstanding terms equal to the average expected term to exercise for each relevant grant.

In 2025, the Group recognised an expense of £4.6m (2024: £4.4m), related to all equity-settled share-based payment transactions.

### 23. Dividends

The following dividends were declared and paid during the period:

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
Ordinary final of 1.728 pence per ordinary share (2024: 1.44 pence)	14.9	12.4

After the balance sheet date, a final dividend for the period ended 29 March 2025 of 2.80 pence per qualifying ordinary share (2024: 1.728 pence) was proposed for approval at the Annual General Meeting on 17 July 2025 and will be payable on 25 July 2025. Dividend distributions are recognised as a liability in the period in which the dividends are approved by Group's shareholders.

## 24. Capital commitments

The Group has capital expenditure on property, plant and equipment contracted for at the end of the reporting period but not yet incurred at 29 March 2025 of £15.3m (2024: £17.3m).

## 25. Contingencies

There were no material contingent liabilities at 29 March 2025 (2024: none).

The following UK subsidiary undertakings are exempt from the requirements of the Companies Act 2006 (the Act) relating to the audit of individual accounts by virtue of section 479A of the Act.

Name	Company Number
Fuel 10K Limited	09500462
H.L Foods Limited	02560855
Knighton Foods Limited	08954731
Knighton Foods Property Limited	09073129
Premier Foods (Holdings) Limited	00971448
The Spice Tailor Limited	07203228
The Spice Tailor (Direct) Limited	12852360

Premier Foods plc will guarantee all outstanding liabilities that these subsidiaries are subject to as at the financial year end 29 March 2025 in accordance with section 479C of the Act, as amended by the Companies and limited Liability Partnership (Accounts and Audit Exemptions and Change of Accounts Frames) Regulations 2012.

## 26. Related party transactions

The following transactions were carried out with related parties:

### 26.1 Key management compensation

Key management personnel of the Group are considered to be the executive and non-executive directors and the Executive Leadership Team. Details of their remuneration are set out below in aggregate for each of the categories specified in IAS 24 'Related Party Disclosures'. Further information about the remuneration of individual directors is provided in the audited section of the Directors' remuneration report on pages 90 to 105.

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
Short-term employee benefits	7.0	6.8
Termination benefits	0.2	–
Share-based payments	3.9	3.4
<b>Total</b>	<b>11.1</b>	10.2

## Notes to the consolidated financial statements continued

### 26. Related party transactions continued

#### 26.2 Other related parties

As at 29 March 2025, the following are also considered to be related parties under the Listing Rules and IAS 24 due to their shareholdings exceeding 10.0% of the Group's total issued share capital:

- Nissin Foods Holding Co., Ltd. ('Nissin') is considered to be a related party by virtue of its 24.84% (2024: 24.84%) equity shareholding in Premier Foods plc and its right to appoint a member to the Board of directors.

#### Transactions with related parties

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
Sale of services:		
– Nissin	0.2	0.2
<b>Total sales</b>	<b>0.2</b>	<b>0.2</b>
Purchase of goods:		
– Nissin	37.6	29.1
<b>Total purchases</b>	<b>37.6</b>	<b>29.1</b>
	As at 29 March 2025 £m	As at 30 March 2024 £m
Trade receivables:		
– Nissin	0.1	0.2
<b>Total receivables</b>	<b>0.1</b>	<b>0.2</b>
Trade payables:		
– Nissin	(3.4)	(3.6)
<b>Total payables</b>	<b>(3.4)</b>	<b>(3.6)</b>

#### 26.3 Retirement benefit obligations

As stated in note 13, the Group has entered into an arrangement with the Pension Scheme Trustees as part of the funding requirements for any actuarial deficit in the Scheme. Full details of this arrangement are set out in note 13 to these financial statements.



## 27. Investments

In accordance with Section 409 of the Companies Act 2006 and the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, as amended by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015, a full list of subsidiary undertakings, associate undertakings and joint operations (showing the country of incorporation, registered address and effective percentage of equity shares held) as at 29 March 2025 is disclosed below.

Company	% Held by the Company	% Held by Group companies, if different	Share class	Country	Registered address
Premier Foods Investments Limited	100%	100%	£1.00 Ordinary shares	England and Wales	Premier House Griffiths Way St Albans Hertfordshire AL1 2RE
Premier Foods Finance plc	0%	100%	£1.00 Ordinary shares		
Premier Foods Group Services Limited	0%	100%	£0.01 Ordinary shares		
Premier Foods Group Limited	0%	100%	£0.25 Ordinary shares		
Centura Foods Limited	0%	100%	£1.00 Ordinary shares		
Premier Foods (Holdings) Limited	0%	100%	£1.00 Ordinary shares		
H.L. Foods Limited	0%	100%	£1.00 Ordinary shares		
Hillsdown Europe Limited	0%	100%	£1.00 Ordinary shares		
Hillsdown International Limited	0%	100%	£1.00 Ordinary shares		
RHM Frozen Foods Limited	0%	100%	£1.00 Ordinary shares		
Knighton Foods Limited	0%	100%	£1.00 Ordinary shares		
Knighton Foods Properties Limited	0%	100%	£1.00 Ordinary shares		
The Spice Tailor Limited	0%	100%	£0.001 Ordinary shares £0.001 B shares £0.001 C shares £0.001 D shares £0.001 E shares		
The Spice Tailor (Direct) Limited	0%	100%	£0.01 Ordinary shares		
Vic Hallam Holdings Limited**	0%	100%	£0.25 Ordinary shares £1.00 redeemable cumulative preference shares		
Hillsdown Holdings Pension Trustees Limited*	0%	100%	£1.00 Ordinary shares	Isle of Man	Ioma House Hope Street Douglas Isle of Man IM1 1AP
Premier Foods Group Life Plan Trustees Limited*	0%	100%	£1.00 Ordinary shares		
RHM Pension Trust Limited*	0%	100%	£1.00 Ordinary shares		
The Specialist Soup Company Limited**	0%	100%	£1.00 Ordinary shares		
James Robertson & Sons Limited**	0%	100%	£1.00 Ordinary shares		
PFF Old Co Limited**	0%	100%	£1.00 Ordinary shares		
RH Old Co Limited*	0%	100%	£1.00 Ordinary shares		
Alpha Cereals Unlimited**	0%	100%	£0.05 Ordinary shares		
Fuel10k Limited	0%	100%	£0.00001 A Ordinary £0.00001 B Ordinary £0.00001 C Ordinary £0.00001 O Ordinary £0.00001 V18 £0.00001 V30		
Citadel Insurance Company Limited	0%	100%	£1.00 Ordinary Shares		
Woolgate Nitrovit Limited**	0%	100%	£0.25 Ordinary shares	England and Wales	2 Woolgate Court St Benedicts Street Norwich Norfolk NR2 4AP

## Notes to the consolidated financial statements continued

### 27. Investments continued

Company	% Held by the Company	% Held by Group companies, if different	Share class	Country	Registered address
Diamond Foods Lebensmittelhandel GmbH	0%	100%	€0.5113 Ordinary shares	Germany	Gärtnerstraße 3, 25485 Hemdingen, Germany
Premier Brands Limited*	0%	100%	£1.00 Ordinary shares	Scotland	Summit House 4-5 Mitchell Street Edinburgh Scotland EH6 7BD
Premier Foods, Inc.	0%	100%	US\$0.01 Common Stock shares	United States	The Corporation Trust Company Corporation Trust Centre 1209 Orange Street, Wilmington DE 19801, USA
Premier Foods ROI Limited	0%	100%	€1.00 Ordinary shares	Ireland	3 Dublin Landings, North Wall Quay Dublin 1 Ireland
Premier Foods Ireland Manufacturing Limited*	0%	100%	€1.26 Ordinary shares		
G P Woolgate Limited**	0%	100%	£1.00 Ordinary shares	England and Wales	PWC LLP, Benson House 33 Wellington Street, Leeds, LS1 4JP
The Spice Tailor (Australia) PTY Limited	0%	100%	AUD\$1.00 Ordinary shares	NSW, Australia	Level 5, 461 Bourke Street, Melbourne 3000, Victoria, Australia
The Spice Tailor (Canada) Limited	0%	100%	Common Stock @ no par value	British Columbia Canada	1800-1631 Dickson Ave. (Landmark 6) Kelowna BC V1Y 0B5, Canada

\* Dormant entities.

\*\* Restored companies.

### 28. Subsequent events

On 15 May 2025, the directors have proposed a final dividend of 2.80 pence for the period ended 29 March 2025 for approval at the Annual General Meeting. See note 23 for more details.

On 15 May 2025 the Group announced the Revolving Credit Facility had been increased to £282.5m, exercising an accoridan option within the facility agreement.

# Company balance sheet

Registered Number: 05160050

	Note	As at 29 March 2025 £m	As at 30 March 2024 £m
<b>Non-current assets</b>			
Investments in Group undertakings	4	1,123.7	1,120.6
Trade and other receivables	5	–	28.5
		1,123.7	1,149.1
<b>Current assets</b>			
Trade and other receivables	5	94.1	15.0
Cash and cash equivalents		–	0.2
<b>Total assets</b>		1,217.8	1,164.3
Trade and other payables	7	(6.6)	(4.7)
<b>Net current assets</b>		87.5	10.5
<b>Total assets less current liabilities</b>		1,211.2	1,159.6
<b>Net assets</b>		1,211.2	1,159.6
<b>Equity</b>			
Called up share capital	8	86.9	86.9
Share premium account		2.7	2.7
Retained earnings <sup>1</sup>		1,121.6	1,070.0
<b>Total equity</b>		1,211.2	1,159.6

<sup>1</sup> The Company has taken advantage of the exemption permitted by Section 408 of the Companies Act 2006 not to publish its individual profit and loss account and related notes. During the period, the Company made a profit of £71.8m (2024: £4.1m Loss).

The notes on pages 163 to 166 form an integral part of the financial statements.

The financial statements on pages 161 to 166 were approved by the Board of directors on 15 May 2025 and signed on its behalf by:

**Alex Whitehouse**  
Chief Executive Officer

**Duncan Leggett**  
Chief Financial Officer

## Company statement of changes in equity

	Note	Called up share capital £m	Share premium account £m	Retained earnings £m	Total £m
<b>At 2 April 2023</b>		86.8	2.5	1,089.1	1,178.4
Loss for the period		—	—	(4.1)	(4.1)
Share-based payments		—	—	4.4	4.4
Purchase of shares to satisfy share awards		—	—	(6.3)	(6.3)
Shares issued		0.1	0.2	—	0.3
Dividends	9	—	—	(12.4)	(12.4)
Deferred tax movements on share-based payments		—	—	(0.7)	(0.7)
<b>At 30 March 2024</b>		<b>86.9</b>	<b>2.7</b>	<b>1,070.0</b>	<b>1,159.6</b>
<b>At 31 March 2024</b>		<b>86.9</b>	<b>2.7</b>	<b>1,070.0</b>	<b>1,159.6</b>
Profit for the period		—	—	71.8	71.8
Share-based payments		—	—	4.6	4.6
Purchase of shares to satisfy share awards		—	—	(9.9)	(9.9)
Dividends	9	—	—	(14.9)	(14.9)
<b>At 29 March 2025</b>		<b>86.9</b>	<b>2.7</b>	<b>1,121.6</b>	<b>1,211.2</b>

The Company has considered the profits available for distribution to shareholders. At 29 March 2025, the Company had retained earnings of £1.1bn (2024: £1.1bn) of which the unrealised profit element was £0.5bn (2024: £0.5bn). The Company had profits available for distribution of £0.6bn (2024: £0.6bn) for the payment of dividends or purchases of own shares. Determining the Company's reserves available for distribution is complex and requires, in some instances, the application of judgement. The Company has determined what is realised and unrealised in accordance with the Companies Act 2006 and the guidance included in ICAEW Technical Release TECH 02/17BL 'Guidance on realised and distributable profits under the Companies Act 2006'. The Company's reserves available for distribution include adjustments to retained earnings in respect of the unrealised portion of dividends in specie received by the Company, profit on intercompany interest received from subsidiaries, post employment benefit surpluses and share-based payment charges capitalised to investments.

The notes on pages 163 to 166 form an integral part of the financial statements.

# Notes to the Company financial statements

## 1. Accounting policies

### Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ('FRS 101'). In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of UK-adopted international accounting standards ('Adopted IFRSs') but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

- Cash flow statements and related notes
- Presentation of comparative period reconciliations
- Share-based payments
- Financial instruments and capital management
- Standards not yet effective
- Disclosures in respect of compensation of key management personnel
- Certain disclosures regarding revenue
- Certain disclosures regarding leases

The profit for the period of £71.8m (2024: £4.1m loss) is recorded in the financial statements of Premier Foods plc. The current year included dividend income of £75m (2024: £nil) receivable from Group undertakings.

The Company has ensured that its assets and liabilities are measured in compliance with FRS 101. The financial statements have been prepared under the historical cost convention.

The preparation of the financial statements requires the directors to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent liabilities at the date of the financial statements. The key estimates and assumptions are set out in the accounting policies below, together with the related notes to the financial statements.

The directors consider that the material accounting policies set out below are the most appropriate and have been consistently applied.

The directors have determined that the preparation of the Company financial statements on a going concern basis is appropriate. Further details are available in note 2.1 of the consolidated financial statements.

The Company is exempt as permitted under Financial Reporting Standard 101 from disclosing related party transactions with entities that are wholly owned subsidiaries of the Premier Foods plc Group.

### Investments

Investments are stated at cost less any provision for impairment in their value.

### Impairment of non-financial assets (including investments)

The carrying amounts of the Company's non-financial assets, including investments in subsidiaries, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit or loss in the period in which they occur.

### Taxation

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

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

Deferred tax is provided 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 balance sheet 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 temporary difference can be utilised.



# Notes to the Company financial statements continued

## 1. Accounting policies continued

### Share-based payments

The Company operates a number of equity-settled share-based compensation plans. The fair value of employee share option plans is calculated using an option valuation model, taking into account the terms and conditions upon which the awards were granted. In accordance with International Financial Reporting Standard 2, Share-Based Payment ('IFRS 2'), the resulting expense is charged to the profit and loss account over the vesting period of the options for employees employed by the Parent Company, or treated as an investment in subsidiaries in respect of employees employed by the subsidiaries where the expense is recharged. The value of the charge is adjusted to reflect expected and actual levels of options vesting.

The total amount to be expensed over the vesting period is determined by reference to the fair value of the share awards/options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of share awards/options that are expected to vest. At each balance sheet date, the Company revises its estimates of the number of share awards/options that are expected to vest and recognises the impact of the revision to original estimates, if any, in profit and loss or investment in subsidiaries, with a corresponding adjustment to equity.

### Dividends

Dividend distributions to shareholders are recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the shareholders, and for interim dividends in the period in which they are paid. Dividend distributions are recognised as a liability in the period in which the dividends are approved by Company's shareholders.

## 2. Material estimate

### Investment in Group undertakings

Impairment reviews in respect of investments in Group undertakings are performed at least annually and more regularly if there is an indicator of impairment. The carrying amounts of the Company's non-financial assets, including investments in subsidiaries, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

The key assumptions used in the impairment test, which includes long-term growth rates and discount rates are the same as that used for the Grocery CGU described further in note 11 of the consolidated financial statements.

## 3. Operating profit/(loss)

Details of the remuneration of the Company's auditors for the audit of the Company and Group financial statements are disclosed in note 5.2 of the consolidated financial statements.

In 2025 the Company had two employees (2024: two). Directors' emolument disclosures are provided in the Single Figure Table on page 102 of this Annual Report.

## 4. Investments in Group undertakings

	£m	£m
Cost and NBV at 31 March 2024 / 2 April 2023	1,120.6	1,117.8
Additions	3.1	2.8
<b>Cost and NBV at 29 March 2025 / 30 March 2024</b>	<b>1,123.7</b>	<b>1,120.6</b>

In 2025 a capital contribution of £3.1m (2024: £2.8m) was given in the form of share incentive awards to employees of subsidiary companies, which were reflected as an increase in investments.

Refer to note 27 of the consolidated financial statements for a full list of the undertakings.

Impairment testing for the period ended 29 March 2025 has identified that the value in use of the investment in Premier Foods Investments Limited of £2.0bn is sensitive to reasonably possible changes in assumptions as set out in the table below.

The key assumptions used in the impairment test, which includes long-term growth rates and discount rates are the same as that used for the Grocery CGU described further in note 11 of the consolidated financial statements. An illustration of the reasonably possible changes in key assumptions in the impairment test for the investment in Premier Foods Investments Limited are as follows:

	Reasonably possible change in assumption	Impact on headroom
Revenue growth	Increase/decrease by 3.0%	Increase/decrease by £514.7m/£462.3m
Divisional contribution margin	Increase/decrease by 2.0%	Increase/decrease by £346.0m
Long-term growth rate	Increase/decrease by 0.5%	Increase/decrease by £107.6m/£94.7m
Discount rate	Increase/decrease by 0.5%	Decrease/increase by £122.0m/£138.8m

Under each of the above sensitivities no individual scenarios would trigger an impairment for the Group CGU. Under a combination of reasonably possible scenarios and taking into account mitigating actions, no impairment would be triggered.

## 5. Trade and other receivables

	As at 29 March 2025 £m	As at 30 March 2024 £m
<b>Amounts due after less than one year</b>		
<b>Amounts owed by Group undertakings</b>	<b>94.3</b>	15.0
Receivables provided for	(0.2)	–
<b>Total trade and other receivables</b>	<b>94.1</b>	15.0

The amounts owed by Group undertakings are repayable on demand, unsecured and interest free. However, there is no intent or expectation to settle within 12 months.

	As at 29 March 2025 £m	As at 30 March 2024 £m
<b>Amounts due after more than one year</b>		
<b>Amounts owed by Group undertakings</b>	–	28.6
Receivables provided for	–	(0.1)
<b>Total trade and other receivables</b>	<b>–</b>	28.5

## 6. Deferred tax

The Company has not recognised £2.6m of deferred tax assets (2023/24: £2.3m not recognised) relating to share schemes as future recoverability is considered uncertain. In addition, the Company has not recognised a tax asset of £42.5m (2023/24: £42.5m) relating to Advanced Corporation Tax ('ACT') and £11.9m (2023/24: £11.9m) relating to capital losses. Under current legislation these can generally be carried forward indefinitely.

## 7. Trade and other payables

### Amounts falling due within one year

	As at 29 March 2025 £m	As at 30 March 2024 £m
<b>Amounts owed to Group undertakings</b>	<b>(5.7)</b>	(3.7)
Other payables	(0.9)	(1.0)
<b>Total trade and other payables</b>	<b>(6.6)</b>	(4.7)

The amounts owed to Group undertakings are repayable on demand, unsecured and interest free.

The losses surrendered as Group Relief between UK members of the Group have been surrendered for no consideration.

## Notes to the Company financial statements continued

### 8. Called up share capital and other reserves

#### a) Called up share capital

	As at 29 March 2025 £m	As at 30 March 2024 £m
<b>Authorised, issued and fully paid</b>		
868,795,815 (2024: 868,795,815) ordinary shares of 10 pence each	<b>86.9</b>	86.9

All of the ordinary shares rank equally with respect to voting rights and the rights to receive dividends and distributions on a winding up.

#### b) Share-based payments

The costs reflect the Company's share option schemes in operation. Further details are available in note 22 of the consolidated financial statements.

The charge relating to employees of the Company amounted to £1.5m (2024: £1.6m). Further details of these schemes can be found in the Directors' remuneration report on pages 90 to 105.

### 9. Dividends

The following dividends were declared and paid during the period:

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
Ordinary final of 1.728 pence per ordinary share (2024: 1.44 pence)	<b>14.9</b>	12.4

After the balance sheet date, a final dividend for the period ended 29 March 2025 of 2.80 pence per qualifying ordinary share (2024: 1.728 pence) was proposed for approval at the Annual General Meeting on 17 July 2025 and will be payable on 25 July 2025. Dividend distributions are recognised as a liability in the period in which the dividends are approved by Group's shareholders.

### 10. Subsequent events

On 15 May 2025, the directors have proposed a final dividend of 2.80 pence for the period ended 29 March 2025 for approval at the Annual General Meeting. See note 9 for more details.

On 15 May 2025 the Group announced the Revolving Credit Facility had been increased to £282.5m, exercising an accordion option within the facility agreement.

## Enriching Life Plan disclosure tables

We will annually disclose information to demonstrate our progress against our Enriching Life Plan, and other key Environmental, Social and Governance measures.

All targets are for 2030 against a 2020 baseline, unless otherwise stated. Several of these measures are newly developed and will evolve with improvements in available data and information from suppliers and other parties. In some areas, information from prior years may be updated if better information subsequently becomes available and changes prior year disclosures by more than 5%, or where it makes a meaningful difference to the interpretation of performance. More information is available in the accompanying notes following the tables.

### Independent assurance

PricewaterhouseCoopers LLP ('PwC') have performed an Independent Limited Assurance engagement on selected balances within the 2024/25 data, shown with the symbol **(A)** in accordance with the International Standard on Assurance Engagements 3000 (Revised) 'Assurance Engagements other than Audits or Reviews of Historical Financial Information' and International Standard on Assurance Engagements 3410 'Assurance engagements on greenhouse gas statements', issued by the International Auditing and Assurance Standards Board. The Independent Limited Assurance Report can be found at <https://www.premierfoods.co.uk/sustainability/our-progress/ESG-Disclosure-Assurance-Report-2024-25/accept>. Our Methodology Statement – the basis on which the KPIs are calculated and on which the limited assurance is given – can be found at <https://www.premierfoods.co.uk/sustainability/our-progress/Premier-Foods-reporting-criteria-for-specified-ESG-performance-metrics-2024-25.pdf>.

01. Our Products			Baseline (2020/21 unless otherwise stated)	2023/24	2024/25
Commitment	KPI Measure	Comments			
<b>Make great tasting, healthier and more nutritious food</b>					
More than double sales of products that meet high nutrition standards	Total Company branded sales, in £m, of foods scoring less than 4 and drinks scoring less than 1 on the UK Department of Health's Nutrient Profiling Model	<a href="https://www.gov.uk/government/publications/the-nutrient-profiling-model">https://www.gov.uk/government/publications/the-nutrient-profiling-model</a>	320	397	435 <b>(A)</b>
More than 50% of our products will provide additional health or nutrition benefits	Proportion of products which meet the requirements for a regulated health or nutrition claim	Defined as products scoring less than 4 and drinks scoring less than 1 on the UK Department of Health's Nutrient Profiling Model that also qualify for a regulated health or nutritional claim. Calculated at a Stock Keeping Unit (SKU) level. <a href="https://www.gov.uk/government/publications/great-britain-nutrition-and-health-claims-nhc-register">https://www.gov.uk/government/publications/great-britain-nutrition-and-health-claims-nhc-register</a>	38%	44%	45%
<b>Support the nation's shift to plant based diets</b>					
Grow sales of plant-based products to £250m. p.a.	Value of sales of plant based products	Total Company branded sales. Plant based products are products made to a vegan recipe. They do not, by design, contain meat, dairy, eggs and other animal products, and all principal ingredients are plant based.	157	248	263
Each core category has plant based offering	Number of core categories with a plant based/meat or dairy free offering	Core categories are those strategic growth categories where our product ranges constitute at least 10% of the revenue of total category.	53% (8/15)	87% (13/15)	87% (13/15)




## Enriching Life Plan disclosure tables continued

01. Our Products			Baseline (2020/21 unless otherwise stated)	2023/24	2024/25
Commitment	KPI Measure	Comments			
<b>Reduce the environmental impact of our packaging<sup>2</sup></b>					
100% of packaging to be reusable, recyclable or compostable by 2025 <sup>1</sup>	Percentage of total packaging (by weight) which meets the On-Pack Recycling Labelling Scheme ('OPRL') Recycled Categories	Primary, secondary and tertiary packaging which is recyclable either at kerbside, recycling points or front of store using latest OPRL definitions. Based on tonnage. <a href="https://oprl.org.uk/">https://oprl.org.uk/</a>	94%	96%	96%
	Percentage of plastic packaging (by weight) which meets the On-Pack Recycling Labelling Scheme ('OPRL') Recycled Categories	Percentage of plastic consumer packaging which is recyclable either at kerbside, recycling points or front of store using latest OPRL definitions. Based on tonnage.	70%	86%	87%
	Total weight of metal packaging (tonnes)	Tonnage of primary, secondary & tertiary packaging.	7,734	4,776	4,853
	Total weight of glass packaging (tonnes)	Tonnage of primary, secondary & tertiary packaging.	33,490	20,433	22,209
	Total weight of paper & card packaging (tonnes)	Tonnage of primary, secondary & tertiary packaging.	25,550	21,051	21,498
	Total weight of plastic packaging (tonnes)	Tonnage of primary, secondary & tertiary packaging.	9,251	7,689	7,715
	Total packaging weight (tonnes)	Tonnage of primary, secondary & tertiary packaging.	76,025	53,949	56,275
	Total recycled content (%)	Proportion of packaging materials which are made up of recycled material.		45%	46%

<sup>1</sup> Packaging data covers branded and own brand packaging from the prior calendar year to align with the UK Plastics Pact reporting requirements.



## 02. Our Planet

12. Our Planet			Baseline		
Commitment	KPI Measure	Comments	(2020/21 unless otherwise stated)	2023/24	2024/25
Take action on Climate Change					
Reduce scope 1 & 2 emissions by 67% by 2030 and target net zero by 2040 <sup>1</sup>	Scope 1 Greenhouse Gas Emissions (tCO <sub>2</sub> e)		39,113	34,614	29,539 
	Scope 2 Greenhouse Gas Emissions – location-based (tCO <sub>2</sub> e)		21,247	15,405	14,418 
	Scope 2 Greenhouse Gas Emissions – market-based (tCO <sub>2</sub> e)		33,801	21,966	21,496 
	Total Scope 1 & Scope 2 Greenhouse Gas Emissions – location-based (tCO <sub>2</sub> e)		60,359	50,019	43,957 
	Total Scope 1 & Scope 2 Greenhouse Gas Emissions – market-based (tCO <sub>2</sub> e)		72,913	56,580	51,035 
	Overall Scope 1 & Scope 2 Intensity (tCO <sub>2</sub> e per £m revenue) – location-based <sup>6</sup>		64.6	45.1	38.3
	Overall Scope 1 & Scope 2 Intensity (tCO <sub>2</sub> e per £m revenue) – market-based <sup>6</sup>		78.0	51.0	44.5
	Total Energy Usage (MWh)	This is the energy consumption underlying the scope 1 Greenhouse Gas emissions and scope 2 Greenhouse Gas emissions – location-based, using the same activity data (excluding fugitive emissions data).	286,883	247,118	229,152 
	Energy use ratio (MWh per £m revenue) <sup>6</sup>		307.1	222.9	199.6
	Percentage of total energy usage that is grid electricity			30.1%	30.4%
Percentage of total energy which comes from renewable sources	A combination of self generation, green tariffs and REGOs. Renewable sources include: solar, wind, hydro, biomass and geothermal. This is a new measure and not available for years before 2022/23.		11.0%	10.5%	
Percentage of total electricity which comes from renewable sources	A combination of self generation, green tariffs and REGOs. Renewable sources include: solar, wind, hydro, biomass and geothermal. This is a new measure and not available for years before 2022/23.		36.4%	34.4%	
On-site renewable electricity generation (MWh) <sup>5</sup>				132	
Reduce scope 3 emissions by 25% by 2030 and target net zero by 2050	Total Scope 3 emissions (tCO <sub>2</sub> e) <sup>2</sup>	Reported using the GHG Protocol. <a href="https://ghgprotocol.org/">https://ghgprotocol.org/</a>	918,926	755,944	687,857
	Purchased goods and services (tCO <sub>2</sub> e)			622,319	553,775
	Upstream transport and distribution (tCO <sub>2</sub> e)			34,737	34,788
	Downstream transport and distribution (tCO <sub>2</sub> e)			38,379	38,436
	Other relevant scope 3 emissions (tCO <sub>2</sub> e) <sup>2</sup>			60,509	60,858
	Total FLAG related Scope 3 emissions (tCO <sub>2</sub> e) <sup>2, 5</sup>				370,223
	Total non-FLAG related Scope 3 emissions (tCO <sub>2</sub> e) <sup>2, 5</sup>				317,634
	Total Upstream Scope 3 emissions (tCO <sub>2</sub> e) <sup>5</sup>			689,230	621,044
	Total Downstream Scope 3 emissions (tCO <sub>2</sub> e) <sup>5</sup>			66,714	66,813
	Carbon Disclosure Project ('CDP') Climate Change Benchmark	<a href="https://www.cdp.net/en">https://www.cdp.net/en</a>	F	C	B

## Enriching Life Plan disclosure tables continued

### 02. Our Planet

Commitment	KPI Measure	Comments	Baseline (2020/21 unless otherwise stated)	2023/24	2024/25
<b>Protect our natural resources</b>					
Deforestation free and conversion free palm and beef supply chain by 2025	Percentage of palm purchased that is RSPO Certified	<a href="https://rspo.org/">https://rspo.org/</a>	100%	100%	100%
	Percentage of palm directly purchased which is RSPO certified (segregated supply)		57%	73%	77%
	Percentage of palm directly purchased which is RSPO certified (mass balance)		43%	27%	23%
	Percentage of beef products directly and indirectly purchased which are from low risk origins or certified deforestation free		86%	94%	99%
Deforestation free and conversion free across supply chain by 2030	Percentage of soy products directly purchased which are from a low risk origin or certified	<a href="https://responsiblesoy.org/?lang=en">https://responsiblesoy.org/?lang=en</a>	100%	100%	100%
	Percentage of soy sourced through certified credit schemes where purchased as part of an ingredient		100%	100%	100%
	Percentage of soy sourced through certified credit schemes where used as feed in animal farming for products in our supply chain		100%	100%	100%
	Percentage of paper & board purchased directly which are from low risk origins or PEFC or FSC certified chain of custody		100%	100%	100%
	Percentage of sugar purchased directly which is from areas of low risk origin or is deforestation free certified		93%	97%	96%
	Percentage of cocoa powder and chocolate directly purchased which is mass balance certified or verified	This is a new measure and not available for years before 2022/23.		97%	98%
	Carbon Disclosure Project ('CDP') Forests benchmark <sup>5</sup>	<a href="https://www.cdp.net/en">https://www.cdp.net/en</a>			B-
Champion regenerative agricultural practices for key ingredients	Percentage of key suppliers in critical ingredients categories supporting sustainable agricultural practices and initiatives <sup>3</sup>	Critical categories include dairy, wheat and flour, sugar beet and cane, potato, apple, tomato, maize, rice, oils and onion. This is a new measure and not available for years before 2022/23.		35%	59%
Improve our understanding of water use within our operations and improve water efficiency by 5% by 2030, against a 2024/25 baseline	Total water withdrawn (m <sup>3</sup> )	All incoming water including abstraction (groundwater and surface water) and mains derived.	776,026	682,327	648,810
	Total water withdrawal intensity (m <sup>3</sup> per £m revenue) <sup>5,6</sup>		831	615	564
	Carbon Disclosure Project ('CDP') Water Benchmark	<a href="https://www.cdp.net/en">https://www.cdp.net/en</a>		C	B
Proactively manage water discharges from our sites to comply with local obligations, acting quickly to address any non-compliances if they arise	Non-compliances with local water discharge obligations <sup>5</sup>	This is a new target, please see the SASB disclosure on our website for more detail.			

## 02. Our Planet

02. Our Planet

Commitment	KPI Measure	Comments	Baseline (2020/21 unless otherwise stated)	2023/24	2024/25
Protect our natural resources (continued)					
Carry out water risk assessments across key commodity supply chains by 2027	Water risk assessments carried out across key commodity supply chains <sup>5</sup>				10
Join and participate in collective action projects in response to water stress in key water catchments	Number and detail of collective action projects joined in response to water stress in key water catchments <sup>5</sup>	Began partnership with Westcountry Rivers Trust to address flood risk within the River Lyd catchment through nature based solutions and promote river health.			1
Reduce waste across our value chain					
Halve our food waste and support our suppliers to do the same, against a 2017 baseline	Total food waste (tonnes) <sup>4</sup>	Using Champions 12.3 methodology.	8,012	6,088	6,380
	Total food waste (% of production) <sup>4</sup>		2.4%	2.0%	2.2%
	Percentage of key ingredients and finished goods suppliers with targets aligned to halving food waste by 2030 <sup>3</sup>	Suppliers with no material impact on food waste (i.e. packaging and agents) are excluded from this measure.		33%	45%
Use the strength of our brands to engage shoppers and consumers to reduce food waste in the home	Number of brand led initiatives to encourage shoppers and consumers to reduce food waste in the home	Third successful activation of on pack partnership with FareShare.		1	4
Other key environmental and supply chain measures					
	Total production (tonnes)		367,992	290,675	280,632
	Total waste to Landfill (tonnes) <sup>5</sup>		0	0	0
	Number of operational sites with ISO 14001 certification <sup>7</sup>	Includes all manufacturing sites, excludes offices and distribution centres.	9/9	8/8	7/7

<sup>1</sup> All disclosures follow the Greenhouse Gas protocol and the reporting criteria used can be found on our website <https://www.premierfoods.co.uk/sustainability/our-progress/Premier-Foods-reporting-criteria-for-specified-ESG-performance-metrics-2024-25.pdf>.

<sup>2</sup> Scope 3 emissions data includes all relevant categories.

<sup>3</sup> Key suppliers are our 70 most impactful suppliers based on greenhouse emissions and other environmental impacts.

<sup>4</sup> Food waste reporting is aligned with the Champions 12.3 and UK Food Reduction Roadmap and, therefore, covers prior calendar year. Baseline year is 2017. Following the investment in effluent treatment facilities at our Worksop plant, and a study of food waste in effluent at other sites, we have updated our estimates of food waste. In year performance was also impacted by the loss of product as a result of storms and power outages at Lifton where it was not possible to maintain product within key temperature and quality parameters and the product had to be disposed of via anaerobic digestion and other routes.

<sup>5</sup> New measure and data may not be available for all prior years.

<sup>6</sup> Headline revenue in FY24/25 and FY23/24 excludes Knighton and Charnwood and for FY24/25 is stated at constant currency to prior year.

<sup>7</sup> Baseline year data updated to reflect all sites attaining certification.

## Enriching Life Plan disclosure tables continued

02. Our People					
Commitment	KPI Measure	Comments	Baseline (2020/21 unless otherwise stated)	2023/24	2024/25
<b>Create a diverse, healthy and inclusive culture</b>					
Gender balance in our senior leadership team <sup>1</sup>	Percentage of senior management roles which are held by females	Senior management is considered to be our Executive Leadership Team and their direct reports.	27.0%	41.1%	40.0%
	Percentage of general management roles which are held by females	General management roles are all graded roles (grades 0-5; these employees all have access to the Management Bonus Scheme).	43.5%	46.4%	48.0%
	Percentage of total colleagues that are female		36.7%	36.0%	36.0%
	Mean gender pay gap (hourly)	<a href="https://www.premierfoods.co.uk/wp-content/uploads/2025/02/Gender-Pay-Gap-Report-2024.pdf">https://www.premierfoods.co.uk/wp-content/uploads/2025/02/Gender-Pay-Gap-Report-2024.pdf</a>	8.4%	6.9%	4.0%
	Mean gender pay gap (bonus)		37.8%	29.3%	40.3%
Our diversity KPIs will reflect regional demographics	Percentage of employees who are from an ethnic minority	Premier Foods data is compared against people from a non-white backgrounds at 18% according to the 2021 Census.	10.6%	14.4%	14.8%
	Percentage of senior management roles which are held by those from an ethnic minority	Senior management is considered to be our Executive Leadership Team and their direct reports.		3.6%	5.7%
	Percentage of general management roles which are held by those from an ethnic minority <sup>3</sup>	General management roles are all graded roles (grades 0-5; these employees all have access to the Management Bonus Scheme).			10.9%
	Percentage of employees who are self identifying as LGBTQ+	Premier Foods data is compared against figures from the 2021 Census stating that 3.2% of the UK population reports to be part of the LGBTQ+ community.		4.6%	5.0%
All sites will achieve platinum level Health & Wellbeing accreditation	Number of sites achieving an external Health & Well-being accreditation	Accreditation programme started in 2022/23. We changed provider to British Safety Council in financial year 2024/25.		5	0
<b>Be a leading developer of people in the Food &amp; Drink industry</b>					
We will provide skills programmes and work opportunities for the young and excluded groups to enable a fulfilling career in the Food Industry	Number of apprenticeships	Total number of employees participating in an apprenticeship programme.	87	90	96
	Number of partnerships with groups who can help us support the young and excluded groups into employment	Number of partnerships with local schools, colleges, charities or social enterprises developing employability skills.	2	10	17
Support employees to develop key skills with 75% of Science, Technology, Engineering and Maths ('STEM') vacancies filled by internal candidates	Percentage of STEM vacancies filled by internal candidates	Percentage of all roles which require STEM skills which are filled by internal candidates, apart from first entry level.		47%	44%
	Number of T-level placements	First T-level placements started in autumn 2022.		3	3
	Number of STEM apprenticeships	Number of apprenticeships in roles requiring STEM skills.	43	70	67
80% of colleagues will feel they have opportunity to develop and grow	Percentage of colleagues stating that they feel they have opportunities to develop and grow	Results from biannual colleague survey. 2020/21 baseline figure are from the survey results gathered in 2021.	53%	60%	N/A

## 02. Our People

Commitment	KPI Measure	Comments	Baseline (2020/21 unless otherwise stated)	2023/24	2024/25
<b>Other key employee measures</b>					
	Colleague survey participation	Results from biannual colleague survey. 2020/21 baseline figure are from the survey results gathered in 2021.	88%	87%	N/A
	Staff turnover (%)	Staff turnover is calculated using average total headcount and total leavers made up of resignations, retirements & death in service.	4.4%	11.5%	7.4%
	Total headcount	Excludes all contractors, interim colleagues and agency staff.	4,385	4,048	4,137
	Number of operational sites with ISO 45001 certification <sup>3</sup>	Includes all manufacturing sites, excludes offices and distribution centres.	9/9	8/8	7/7
	Lost Time Accidents ('LTA') per 100,000 hours worked		0.10	0.18	0.16
	RIDDOR (Reporting of Injuries, Diseases and Dangerous Occurrences Regulations) per 100,000 hours worked	UK food manufacturing average: 0.57	0.02	0.12	0.13
	Work-related fatal injuries		0	0	0
<b>Be a caring community partner</b>					
We will donate 1 million meals p.a. to those in food poverty	Number of meals provided to charities	Data includes direct product and financial donations. <sup>2</sup>	593,859	949,040	1,135,482
Be more of a force for good in our communities by volunteering at least 1,000 colleague days each year	Number of days volunteered by colleagues to charities or registered good causes	1 day is at least 6 hours of employee time from their paid hours. Recorded from 2022 onwards.		502	783
	Total Community Investment contribution value (in £000's)	Community investment is defined as the value of monetary (or equivalent) contributions to community-based organisations and initiatives that extend beyond our core business activities to help address a wide range of issues and causes aligned to our Enriching Life Plan. Not all community investment will be made directly to a charity, but the intention of the activities being funded or supported will be to deliver community benefit. This includes all direct and leveraged contributions including financial, in-kind, donations and volunteering.	£841.2	£1,323.9	£1,262.7

<sup>1</sup> Senior management is considered to be our Executive Leadership Team and their direct reports. We would like to reach a position where females make up between 45% and 55% reflecting that it is a relatively small team and, therefore, percentage measures can be impacted by short-term fluctuations in individual roles. This approach also recognises that some individuals do not identify with traditional binary gender definitions.

<sup>2</sup> Data includes direct product and financial donations to programmes supporting food redistribution to those in food poverty and food insecurity. 1 meal = 420g for product donations, as per guidance from WRAP, and £0.20 for financial donations, as per guidance from FareShare.

<sup>3</sup> New measure and data may not be available for all prior years.



## Additional information

### Shareholder enquiries

The Company's Register of Members is maintained by our registrar, Equiniti. Shareholders with queries relating to their shareholding should contact Equiniti directly using the details given below:

#### Equiniti

Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.

Telephone – 0371 384 2040 (or +44 371 384 2040), if calling from outside the UK). Calls to this number are charged at a national rate. Lines are open 8.30 am to 5.30 pm Monday to Friday, excluding UK public holidays.

Or visit Equiniti's Shareview website: [www.shareview.co.uk](http://www.shareview.co.uk)

### Company advisors

#### Independent auditors

##### PricewaterhouseCoopers LLP

1 Embankment Place, London, WC2N 6RH

#### Joint corporate brokers

##### Jefferies International

100 Bishopsgate, London, EC2N 4JL

##### Peel Hunt LLP

100 Liverpool Street, London, EC2M 2AT

##### Shore Capital

Cassini House, 57 St James's Street, London, SW1A 1LD

### Financial PR advisers

#### Headland

3rd Floor, One New Change, London, EC4M 9AF

### Trademarks

The Company's trademarks are shown in italics throughout this Annual Report. The Company has an exclusive worldwide licence to use the *Loyd Grossman* name on certain products. The Company has an exclusive licence to use the *Cadbury* trademark in the UK and Republic of Ireland (and a non-exclusive licence for use in other specified territories) on a variety of ambient cake products. *Cadbury* is a trademark of the Mondelēz International Group. Cup Noodles and Soba noodles are trademarks of Nissin Foods Holding Co., Limited ('Nissin'), who is the Company's largest shareholder. The Company has entered into a co-operation agreement with Nissin to market and distribute certain Cup Noodles and Soba noodles products in the UK and certain other jurisdictions.

### Cautionary statement

The purpose of this Annual Report is to provide information to shareholders of Premier Foods plc (the 'Company'). The Company, its directors, employees and advisors do not accept or assume responsibility to any other person to whom this document is shown, or into whose hands it may come, and any such responsibility or liability is expressly disclaimed. It contains certain forward-looking statements with respect to the financial condition, results, operations and businesses of the Company. These statements and forecasts involve risk and uncertainty, because they relate to events, and depend upon circumstances, that will occur in the future. There are a number of factors that could cause actual results or developments to differ materially from those expressed or implied by these forward-looking statements and forecasts. Nothing in this Annual Report should be construed as a profit forecast.



The production of this report supports the work of the Woodland Trust, the UK's leading woodland conservation charity. Each tree planted will grow into a vital carbon store, helping to reduce environmental impact as well as creating natural havens for wildlife and people.



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