Kitwave Group Limited

(Kitwave Group plc until 12th March 2026)

Annual Report and Financial Statements

Registered Number 09892174

31 December 2025

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Officers and Professional Advisers

Directors
M Earl (appointed 12 March 2026)
B Maxted
MTO Ariznabarreta (resigned 12 March 2026)
DL Brind (resigned 12 March 2026)
M-J Millard (resigned 12 March 2026)
GT Murray (resigned 13 January 2026)
SJ Smith (resigned 30 May 2025)

Secretary
M Earl (appointed 12 March 2026)
DL Brind (resigned 12 March 2026)

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Strategic Report

Principal Activities

Kitwave Group Limited (the "Group") is a delivered food and drink wholesale business with depots and delivery throughout the UK servicing the retail and foodservice markets.

With over 38 years of growth since its founding in 1987 the Group has evolved from a single-site confectionery wholesaler into a leading national delivered food and drink wholesale business. Today, it supplies mainly branded products, which vary across each division and customer type, including sales of impulse products, frozen, chilled and fresh foods, alcohol and groceries.

The Group delivers to a diverse customer base across the UK, including independent convenience retailers, leisure outlets, vending machine operators, foodservice providers, other wholesalers, and leading national retailers.

The strategy is to continue to capitalise on the fragmented and growing UK grocery and foodservice wholesale market through acquisition and organic growth through operational and commercial synergies.

The Group changed its accounting reference date and financial year end from 31 October to 31 December. This decision was in response to shareholder feedback and aimed to create more balanced financial reporting between the first and second half periods. These financial statements cover the 14 month period from November 2024 to December 2025 ("FP25").

Post period end the entire share capital was acquired by Kite UK Bidco Limited ("Bidco") a newly-incorporated company wholly-owned by funds managed or advised by OEP Capital Advisors, L.P.

Business and Financial Review

During the period the Group achieved record revenue and adjusted operating profit. The Group has continued to invest in its infrastructure across people, technology, vehicles and warehousing, with the new South West distribution centre fully operational. The integration of the Foodservice division has delivered growth opportunities whilst the Retail and Wholesale division continues to deliver robust performance.

	FP25	FY24
Financial Summary	**£m**	**£m**
Revenue	924.4	663.7
Gross Profit	207.0	147.8
Gross margin %	22.4%	22.3%
Adjusted operating profit*	£38.8m	£34.0m
Adjusted operating margin*	4.2%	5.1%

* For further information see the Alternative Performance Measures Glossary on page [72].

Group revenue in the 14 month period ending December 2025 increased to £924.4 million, compared to £663.7 million in the year to October 2024. Whilst a positive result, the performance was curtailed by lower-than-expected demand in the hospitality sector as a result of macroeconomic uncertainty arising from inflationary pressures, including increases in NIC and National Minimum Wage.

The Group's Ambient and Frozen & Chilled divisions that service the Retail & Wholesale sectors of the market saw revenues increase by £78.7 million to £518.7 million for the 14 month period (17.9% increase). Like-for-like revenue for the twelve months to 31 October 2025 increased 3.0%. This growth was driven by new customers as well as higher impulse sales which coincided with the prolonged dry weather through the summer trading period.

The Group's Foodservice division saw revenues increase by £182.1 million from £223.6 million to £405.7 million, an increase of 81.4% in the 14 month period to December 2025. This includes a full year effect of Creed Foodservice Limited with non like-for-like revenue of £156.0 million. Creed Foodservice delivered robust performance with year-on-year growth across revenue and operating profit as it benefitted from operational and commercial synergies with the Group's wider foodservice division.

Like-for-like revenues for the period, including Total Foodservice Limited that is now within the combined business numbers for Miller Foodservice following financial and operational integration, were £236.6 million.

Gross profit margin increased by 0.1% to 22.4% during the period. This was partly due to a mix change with the higher margin Foodservice division trading at increased revenue levels on a like-for-like basis, with the acquired operations contributing a gross profit margin of 28.9%, as well as the reduction in low margin tobacco sales.

Costs within the Group have been well controlled throughout the period. Distribution costs as a percentage of revenue increased from 9.6% to 10.1%, reflecting the increased revenue from the Foodservice division which has higher cost to serve attributed to higher service levels. In addition, the Group took the proactive decision to incur additional operational costs in the new South West distribution centre. These costs were to maintain service levels as the business transitioned from three separate locations into a single 80,000 sq. distribution centre. This distribution centre is fully operational and will provide a platform for future growth in the division. The impact of Employer National insurance increases and National Minimum wage have been borne in FP25 in line with expectations.

The Group's adjusted operating profit of £38.8 million (FY24: £34.0 million) represents 4.2% (FY24: 5.1%) of Group revenue. The reduction in operating profit margin is a result of the inflation in the overhead base caused by increases in NIC and National Minimum Wage, in addition to the additional investment of cost into the South West Distribution centre.

Share-based payment expense and compensation for post-combination services decreased by £1.2 million to £0.5 million (FY24: £1.6 million), reflecting the vesting of the Management Incentive Plan and the Group performance against conditions under the Company's Long-Term incentive plans. Post year end all schemes were settled as part of the acquisition by Kite UK Bidco Ltd.

Operating profit of £30.9 million (FY24: £28.8 million) is £2.1 million higher than the prior year despite significant costs incurred in association with operational restructuring, principally within the Foodservice division, and an increase in the amortisation of acquired intangibles being the full period effect of prior year acquisitions.

Net finance costs of £10.7 million (FY24: £6.3 million) relate to the costs associated with the working capital and revolving credit facilities (RCF) utilised by the Group of £6.2 million (FY24: £4.0 million) and interest relating to leased assets of £4.2 million (FY24: £2.2 million). Debt was increased in the prior period to fund acquisitions resulting in a full period increase in interest charges on banking facilities. Post period end the banking facilities have been restructured as part of the acquisition by Kite UK Bidco Limited. Further information is included within note 18 of the Financial Statements.

In the 14 months ended December 2025, the Group's profit after tax decreased by £2.7 million to £14.0 million (FY24: £16.7 million). This is a result of the increase in adjusted operating profit being offset by increases in the amortisation of intangible assets, restructuring expenses and increased interest costs associated with the full period effect of an increase in bank facilities at the end of the prior year.

Key Performance Indicators

The business uses a number of KPI's to monitor its performance. The main ones being as below:

	FP25	FY24
Financial Profitability KPIs		
Gross margin %	22.4%	22.3%
Adjusted operating profit	£38.8m	£34.0m
Adjusted operating margin	4.2%	5.1%
Financial Structure KPIs		
Leverage (inc IFRS16 debt)	2.4x	2.8x
Leverage (exc IFRS16 debt)	1.4x	1.9x
Pre-tax operational cash conversion	100%	90%

Cash Flow

The net cash inflow from operating activities for the year was £45.2 million (FY24: £31.4 million) after net outflow from working capital of £0.1 million (FY24: £4.3 million outflow) and tax payments of £6.8 million (FY24: £6.6 million). This resulted in operating cash conversion of 87% (FY24: 74%) and pre-tax operational cash conversion of 100% (FY24: 90%).

Fixed asset investment was £5.3 million, mainly driven by the investment in the South West depot infrastructure, including extension of the frozen warehouse capability in Falmouth., and vehicles replacement across the Group. Interest paid increased by £4.0m to £10.1 million (FY24: £6.1 million) due to the full year effect of the increased banking facilities following the prior period acquisitions.

Cash outflow associated with the acquisition of subsidiary undertakings included £10.0 million deferred consideration relating to the acquisition of Creed Foodservice Limited completed in FY24. It also includes the cash outflow associated with the acquisition of the remaining shareholding in Central Supplies (Brierley Hill) Ltd, which is now 100% owned by the Group.

The Group paid a final dividend relating to FY24 in April 2025 of 7.45 pence per ordinary share and an interim dividend in respect of FP25 in July 2025 of 4.00 pence per ordinary share. The total cash outflow relating to dividend payments was £9.6 million (FY24: £7.9 million) during the period. As a result of the acquisition by Kite UK Bidco Limited post period end no final dividend was recommended or will be paid for FP25.

Financial Position

At 31 December 2025, cash and cash equivalents totalled £4.6 million (FY24: £4.1 million). In addition to the cash and cash equivalents, there were undrawn facilities available to the Group of £33.1 million at the year-end (FY24: £35.2 million).

The Group had a total of £135.5 million (FY24: £121.4 million) of interest-bearing debt facilities, including £52.5 million (FY24: £43.2 million) of IFRS 16 lease liabilities. The increase in IFRS 16 liabilities is principally a result of renewal of fleet and property leases in the normal course of business.

As at December 2025, the amount available on the CID facility was £55.0 million and was drawn to a value of £27.3 million (FY24: £20.1 million). It has one covenant requiring net debt (including IFRS 16 lease liabilities) not to exceed three times the last 12 months' EBITDA (including proforma results for any mid-year acquisitions) which was satisfied as at 31 December 2025.

At the same time the Revolving Credit Facility ("RCF") was fully drawn at £40.0 million (FY24: £40.0 million). This facility includes the same covenant as the CID facility plus an additional interest cover covenant set such that the last 12 months' EBITDA is required to cover the last 12 month's interest charge by at least four times. This covenant was comfortably satisfied at 31 December 2025 with headroom of £6.5m. Post period end this covenant was no longer applicable due to the acquisition by Kite UK Bidco Limited ("Bidco") and the subsequent refinancing. Upon completion of the acquisition by Kite UK Bidco Limited ("Bidco") the RCF in was repaid in full and the CID was retained at £52,500,000 with a committed term to 2029.

Post Balance Sheet Event

On 22 January 2026, the boards of Kitwave and OEP Capital Advisors (via Kite UK BidCo Limited "BidCo") announced that they had reached agreement on the terms of a recommended cash acquisition to which BidCo would acquire the entire issued and to be issued share capital of Kitwave for an offer price of 295 pence per Kitwave Share. The acquisition was by means of a court sanctioned scheme of arrangement.

On 26 February 2026, Kitwave announced that at the Court Meeting and General Meeting held on 26 February 2026 in connection with the acquisition, the necessary resolutions had been duly passed to implement the Acquisition and that the Acquisition remained subject to the satisfaction of the remaining Conditions set out in the scheme document, including the sanction of the Scheme by the Court at the Sanction Hearing.

On 10 March 2026 the High Court of Justice in England and Wales sanctioned the Scheme which became effective 12 March 2026.

As a result of this acquisition the shares in Kitwave were delisted from AIM on the 13 March 2026. The ultimate parent company of the Company is now Kite UK Topco Limited.

Statement Relating to the Directors' Responsibilities under Section 172 of the Companies Act

During the preparation of these financial statements the directors have had regard to the matters set out in section 172 Companies Act 2006.

Under the Act the Directors of the Group have a duty to act in good faith in a way that is most likely to have regard to;

- promote the success of the Group for the benefit of its members as a whole,
- the likely consequences of decisions for the long term,
- the interests of the Group's employees,
- the need to foster relationships with other key stakeholders,
- the impact on the community and the environment,
- maintaining a reputation for high standards of business conduct, and
- the need to act fairly, as between members of the Group.

The Directors consider the key stakeholders to be employees, customers, suppliers, shareholders, funders, the environment and the communities in which it operates.

The following describes how the directors have taken account of the matters set out above and forms the Directors' statement required under s172 of the Companies Act 2006.

Employees

The Group places significant value on its colleagues who are fundamental to the Group's ability to offer high levels of customer service. The Group is committed to creating a safe working environment in which colleagues can be fairly rewarded, grow and develop.

During the period, the Group continued to develop its Health and Safety framework, building on the progress and cultural improvements delivered in the prior year. The Group implemented a QR code-based Health & Safety reporting system providing colleagues with a consistent and accessible mechanism to submit observations, including positive interventions, areas of concern, and suggestions for continuous improvement. Post period end the Group achieved certification to the ISO45001 international standard for Occupational Health and Safety Management, reflecting the strength and maturity of our health and safety framework and culture.

The Group continues to invest in its colleagues, through access to the Kitwave One Employee Benefits Portal and Credo, which provide life insurance, medical cover, exclusive retail discounts and access to our partners Grocery Aid. This period saw Kitwave achieve the Grocery Aid Bronze award for its engagement with colleagues and the charity, which provides financial, emotional and practical support for people who have worked in the grocery industry.

The Group are delighted that Creed's commitment to people was recognised with the award for Diversity in Wholesale for the third consecutive year at the Food and Drink Wholesale UK annual Gold Medal Awards.

The Group is committed to employment policies which follow best practices and endorse the application of equal opportunities to provide fair and equitable conditions for all our colleagues.

For continued colleague growth at all levels, the Group invests in formal and informal training, ensuring that colleagues are kept up to date with regulatory and compliance updates as well as ensuring they are at the forefront of Health and Safety management training.

Strategy

The Board executive management regularly meet with the Group Senior Management Team to ensure the Group strategy is aligned to that of the trading entities, and that key strategic decisions are made at Board level with consideration to the best interests of Company stakeholders. Colleagues are informed of key decisions through direct communications and through formal and informal meetings.

Customers and Suppliers

The Group's relationships with customers and suppliers are crucial to its success. There is regular communication with customers through a dedicated sales network, telesales and email, thus ensuring customer expectations are satisfied. Continued investment in our web platform and ordering capability provides customers with best-in-class technology allowing them to place orders at their convenience, with full access to product range and availability.

The Group has developed long-term relationships with suppliers to provide a high-quality and sustainable supply chain. The Group meets its suppliers regularly to continually develop strength in the supply chain and provide suppliers with routes to market. The Group works collaboratively with suppliers to develop joint business plans, working closely to further enhance relationships.

Environment and Communities

The Group recognises its impact on the community and environment and actively seeks ways to minimise its carbon footprint. This is achieved through engagement with Businesswise Solution Limited as the Group's energy management professionals, the acquisition of new fleet vehicles to meet emission requirements, implementation of telematics and route planning software to optimise deliveries, investment in solar PV systems and responsible procurement reducing the Group's food waste.

During the period, investment was made in solar PV at the Group's York Foodservice depot, providing c.12% of the sites energy requirements.

The Group have also invested in energy efficient cold stores facilities in the South West at both Newton Abbot and Falmouth, the latter creating greater capacity and energy efficiency through replacement of mobile cold store facilities.

This period the Group partnered with local charity the Sir Bobby Robson Foundation, raising £20,000 to support the charity's projects within the Newcastle upon Tyne Hospital NHS Foundation supporting cancer patients across the region and ongoing research into the disease.

Disclosures under the Streamlined Energy and Carbon Reporting requirements have been included in the strategic report.

Governance

During the course of the financial period, the Group adopted the QCA Code of Corporate Governance in line with a listed Company. Further detail is included in the Corporate Governance statement.

The Group has an established reputation with suppliers and customers, and this is underpinned by high standards of business conduct. The Group operates anti-money laundering, anti-bribery and whistle-blowing policies to ensure it operates in an ethical and sustainable manner. The Group and the Company fully endorse the aims of the Modern Slavery Act 2015 and take a zero-tolerance approach to slavery and human trafficking within the Group, Company and supply chain. The Group's Modern Slavery Statement can be found on the website at https://www.kitwave.co.uk/.

The Enterprise Risk Management framework, maintained at Group level, is continually evaluated and developed via regular engagement between the Board and the Executive Management. Continuous engagement ensures that review, assessment and mitigation of business risk through process improvement is integral to the Company's operating activities.

Principal Risks and Uncertainties

The Board's approach to risk management involves the identification of material risks that may restrict the Group's ability to meet its strategic goals, the assessment of these risks in terms of impact and likelihood and the establishment of strategies and controls to mitigate and manage risk,

This process is operated through review of the Group's Enterprise Risk Management ("ERM") framework. Each strategic risk pillar was reviewed by the Board during the period and a full annual review of the ERM was conducted post period end.

Operational and Technology

Risk category	Risk description	Mitigation
Business continuity and disaster recovery	As a result of an unplanned business continuity incident/ event there is a risk that key operations facilities are required to close which may lead to reduced productivity and operational performance.	The Group operates from 37 depots across the UK and has a certain amount of built-in protection from the sudden loss of one site for a short period of time. The key sites are either owned or subject to long term leases to ensure long-term visibility.
Operational compliance	Risk of non-compliance with regulatory requirements and laws resulting in inability to operate, reputational damage, fines and penalties.	The Group has identified three key areas of compliance as follows: • Operations – compliance with Operator Licence requirements via transport management, systems and controls • People and HR compliance – governed by HR professionals, senior management training, third party legal engagement and payroll compliance through internal payroll management, T&E systems and third party payroll review • Systems and Food Standards – governed by accredited food safety standards via BRC and STS certification, and up to date food allergen, nutritional and content information via the Erudus data system

IT security and resilience	As a result of weak security and resilience of the IT infrastructure, there is a risk that IT services may be disrupted for extended periods, which could lead to delays in business operations and result in financial loss.	The Group has a comprehensive business continuity plan, and the Board believe that adequate fail over and back up facilities are in place to minimise the risk of prolonged downtime across the depot network. The Group's IT team continuously assess the network's vulnerability to cyber threats and have implemented measures to minimise this risk presenting itself through devices, networks or users. These measures include: • Contracting critical network management tasks to accredited vendors. • Deploying leading cyber protection applications on networked devices. • Remote management of all networked devices. • Continuous training of users in cyber security. • Regular external testing of the Group's network security applications.
AI and misinformation	While AI can improve efficiency and decision-making, it also introduces risks such as data security and privacy issues, regulatory compliance challenges, dependency on AI, and cybersecurity threats.	This risk requires ongoing monitoring and development. The Group proactively engages industry experts to help manage the risk. Implemented measures include: • Educate and train employees: raise awareness about generative AI risks, including agentic AI, such as phishing, deepfakes, and fake content, and train staff to identify and respond to these threats. • Cybersecurity: utilising anti-phishing software, and multi-factor authentication to secure systems and prevent unauthorised access. • Monitor and detect threats: Real-time monitoring, and review audit logs to identify and mitigate suspicious activities. • Collaborate and stay updated: Work with IT partners, share intelligence, report malicious activity, and keep up with evolving AI regulations and best practices. • Develop policies: Develop and enforce data governance rules, authentication protocols, and AI usage guidelines within the organisation.

Strategic and Finance

Risk category	Potential impact	Mitigation
Acquisition and integration risk	The risk that acquisition and integration of businesses and operations negatively impacts service levels, brand, controls and the ability to achieve strategic goals	The Group has a proven record of acquiring and integrating businesses over a long period of time. Skill and expertise exists within the senior management team to manage and mitigate this risk. Successful acquisition and integration requires engagement with colleagues and cultural alignment which is constantly monitored by senior management within the Group.
Financial regulations and control, including Fraud	The risk of fraud, non-compliance with legislative requirements and financial regulations that may result in financial loss as a result of reputation, fines or misappropriation of assets	The Group has well documented controls and processes to detect and prevent fraud. These controls are managed through roles and responsibilities that are clearly defined and attended to by colleagues with the required qualifications and experience. The Group seeks the engagement of experts where required and internally reviews the operation of key controls through system access, segregation of duties and defined authority levels.
Macro-economic environment in the UK	Almost all the Group's revenue is generated in the UK from UK customers. A deterioration in the UK economy may adversely affect consumer confidence, particularly on discretionary products such as impulse purchases.	The Group seeks to mitigate this risk by having diversified income streams, SKU range and customer base. Many of these products are staple items and not of a discretionary nature so volume sensitivities to pricing across the range is sheltered to some extent. The Group reflects any price increases from its suppliers to customers as the pricing of products is similar across the market. This pricing structure maintains the Group's margin and also contributes to any increased costs in its overhead base. The Group enters into fixed term supply contracts for its energy and fuel thereby reducing volatility in its commodity pricing.

People and Governance

Health and safety (H&S)	As a result of failings in health and safety management systems, there is a risk that accidents, fines, damages or interruptions may occur at Group locations, such as depots or distribution centres, which may lead to actual or alleged violations arising under health and safety laws.	The Group has robust H&S control systems in place, including but not limited to: • Statutory compliance and health and safety management compliance reviews • Safe management systems for reporting, incidents, near misses and training • H&S briefings and site visits performed. • Training provided to staff members. Operations reviewed and instructions are provided as required. • A competent H&S person (IOSH trained) available on every site. • Group H&S Director, supported by a H&S Group Advisor, overseeing and coordinating activity of site competent H&S colleagues.
Climate change and sustainability	The risk that transition and physical climate change effects are not considered and mitigated with a negative impact on operations and financial sustainability of the Group. In addition, the Group manages governance risks associated with non-compliance of the audit and reporting requirements of climate change related legislation such as ESOS, SECR and TCFD.	The Group engages with Businesswise Solutions Limited to provide support on legislative reporting requirements and energy management solutions. The Group assesses its transitional and physical climate-related risks and has engaged in expert advice. The climate scenario risk analysis performed did not identify any material risks which could impact the Group's strategy in the short to medium term. The result of the qualitative assessment can be found in the Non-Financial and Sustainability Information Statement Group will continue to monitor and evaluate this risk and will further develop the qualitative analysis to assess the quantitative impact each risk may present to the Group.

Streamlined Energy and Carbon Reporting

The Group supports the drive for sustainable business practices, and the table below outlines the energy use, in kWh, for the 14 month period ended 31 December 2025, with comparatives shown for the 12 month period ended 31 October 2024.

Energy use (kWh)	**2025**	2024
Scope 1 non-transport	**1,341,101**	811,701
Scope 1 transport	**93,230,971**	78,796,342 (restated)
Scope 2 electricity*	**20,048,442**	14,065,825
Total energy (kWh)	**114,593,513**	93,673,868

Carbon emissions table (tCO2e)	**2025**	2024
Scope 1 non-transport	**266**	164
Scope 1 transport	**24,355**	25,277 (restated)
Scope 2 electricity*	**3,565**	2,912
Total emissions (tCO2e)	**28,186**	28,304

Deliveries	2025	2024
Total deliveries	**2,022,468**	1,777,674
Carbon intensity (tCO2e/deliveries)	**0.014**	0.016 (restated)

Solar generation	2025	2024
Solar generation (kWh)	**1,790,946**	1,358,920
Internal generation (%)	9%	10%

*Location-based scope 2 emissions

The Group's SECR methodology uses UK Government Conversion Factors 2025 to convert into tonnes of CO2e. Scope 1 transport uses the total litres of fuel; Scope 1 non-transport relates to gas usage and Scope 2 electricity calculates the total kWh from utility bills in conversion.

The Group focuses on directly controllable Scope 1 and 2 emissions. Scope 3 emissions relating to fuel used in cars for business use is included in the Scope 1 transport emissions.

As a delivered wholesaler, over 80% of the Group's carbon emissions are Scope 1 transport-related. Consequently, the Board assesses carbon intensity per delivery, with the Greenhouse gas ("GHG") intensity per delivery being 0.014/CO2e, down from 0.016t/CO2e in FY24, as calculated in accordance with WRI/WBCSD protocols.

There was an overall decrease in energy intensity, despite the full year effect of the prior year acquisitions. This is due to more efficient operations, closure and combination of depots.

Increased Scope 1 transport emissions are due to increased business activity resulting from the full year's impact of acquisitions and organic growth across trading entities.

Scope 1 non-transport emissions include natural gas and burning oil used for heating-operated premises. Scope 2 electricity costs comprise the electricity costs of the operating businesses. Both metrics have increased due to the 14-month period.

Solar generation has increased due to new solar PV system at York and the full year's impact of Huddersfield and Clitheroe depot's solar PV systems.

Looking ahead to FY26, the Group will yield efficiency savings in future years following consolidation of four depots into two in the North and consolidation of three depots into one in the South West in the period. This will provide the capacity to grow volumes without additional infrastructure, supported by investment in new, more efficient coldstore equipment in Devon. Further investment, which is due to complete early FY26 in Falmouth, will deliver increased coldstore capacity and improved efficiency compared to the current mobile freezer units operated.

The Group is currently undertaking further feasibility studies for additional solar capacity across its network. Delivery optimisation opportunities exist within the Group, alongside continued investment in modern, and more efficient cold chain technology.

Local management will continue to monitor energy emissions monthly in partnership with Businesswise Solutions Limited.

Non-Financial and Sustainability Information Statement

Climate-related change continues to affect the global community impacting the Group's customers, suppliers and the markets it operates in.

The Group recognises the disclosure requirements under the Companies (Strategic Report) (Climate related Financial Disclosure) Regulations 2022 as aligned to the recommendations of the Task Force on Climate-related Financial Disclosures ("TCFD"). This report is the Group's second disclosure aligned to the TCFD framework.

The Group is committed to reaching net zero carbon emissions by 2050 and continues its engagement with industry bodies, including the Federation of Wholesale Distributors, to develop an understanding of industry-wide decarbonisation themes.

Area	Group Activities to Date and Planned Actions
Governance **Disclosure:** a) a description of the governance arrangements of the Group in relation assessing and managing climate-related risks and opportunities;	Sustainability and Climate Change risk is incorporated into the Group's ERM framework. Details on the management and responsibility of the ERM framework are contained within the strategic report The ERM risk incorporates; • Physical and transition risks and opportunities associated with climate change; and • Reporting and legislative compliance.
Strategy **Disclosure:** b) a description of: i) the principal climate related risks and opportunities arising in connection with the Group's operations; and ii) the time periods by reference to which those opportunities are assessed; c) a description of the actual and potential impacts of the principal climate-related risks and opportunities on the Group's business model and strategy; d) an analysis of the resilience of the Group's business model and strategy, taking into consideration different climate-related scenarios;	The Group reviewed the climate scenario analysis prepared in prior year in conjunction with 3rd party professional advisors. The key risks identified are documented at the end of this this report. The climate scenario risk analysis undertaken did not identify any material risks which could impact the Group's strategy in the short to medium term. The Group continues to engage Businesswise Solutions as its energy management consultant, working with operational management to identify and deliver energy and carbon savings for the Group's operating sites. The Group continues to assess solar PV opportunities considering energy efficiencies and cost of investment. Fuel is the significant source of carbon consumption in Group. Constant improvement and optimisation of deliveries improve customer service, reduce fuel consumption and drive a more sustainable operation. The Group will continue to monitor risks and opportunities as they develop via review of the Sustainability and Climate Change risk pillar.
Risk management e) a description of how the Group identifies, assesses, and manages climate-related risks and opportunities; f) a description of how processes for identifying, assessing, and managing climate-related risks are integrated into the overall risk management process of the Group;	The Group performed a climate scenario risk analysis in the prior year, covering both transitional and physical climate-related risks and presented its findings to the Board. The analysis was performed with the support of an external expert and the qualitative analysis informed key physical and transition risks and opportunities associated with climate changed established in the Group's ERM.

	This was reviewed in the period and no material changes were noted. The Group will further develop the climate risk model to determine a quantitative analysis of the key climate risks and opportunities.
Metrics and targets g) a description of the targets used by the Group to manage climate-related risk and to realise climate related opportunities and of performance against those targets; and h) the key performance indicators used to assess progress against targets used to manage climate elated risks and realise climate-related opportunities and a description of the calculations on which those key performance indicators are based.	Scope 1 & 2 carbon emissions are the key metrics monitored and disclosed by the Group. Details can be found in the Streamlined Energy and Carbon Reporting statement. Continued energy management, working alongside Businesswise Solutions and in compliance with Energy Savings Opportunity Scheme ("ESOS") reporting, aids the determination the Group's energy project pipeline. Metrics have been developed around route optimisation, energy consumption and solar PV generation as referenced in the Streamlined Energy and carbon Reporting statement.

Non-Financial and Sustainability Information Statement

Climate-Related Risks and Opportunities

The key risks and opportunities identified as a result of the qualitative assessment performed by the Group in conjunction with an external expert are detailed below. An assessment of each risk and opportunity was made considering likelihood, impact and velocity.

Impact is measured relating to the impact on the operational profit of the Group from (1) low and immaterial to (5) materially significant. Likelihood is the risk of the event occurring rated from (1) remote (not more than one in five years) to (5) almost certain (recurring annual impact).

Velocity is the pace at which this risk is perceived to develop from: (1) Short-term - considered within three years aligned to the Group's financial forecasting period; (2) Medium-term - considered from 2027 – 2030. (3) Long-term - considered from 2030 to 2050.

Title	Description	Impact/ Likelihood/ Velocity	Response
Transition risks			
Carbon tax	Emerging regulations on GHG emissions (via carbon pricing mechanisms) resulting in increased operational costs and investment in clean energy sources and technology.	3 4 1	The Group continues to invest in opportunities and solutions to reduce carbon costs.
Shifting consumer preferences	The increase in demand for sustainable packaging and logistics practices may lead to an increase in operational costs or shift in market dynamics and new tender requirements on sustainability.	2 2 1	The Group offers a choice to our customer base, through product ranges that are environmentally friendly and health conscious.
Increase in energy costs	Volatility in energy (including fuel) prices as a result of supply shortages and the transition to net-zero can lead to increase in the cost of Kitwave logistics and distribution costs.	3 5 3	The Group manage energy costs through investment in solar PV systems, management of energy contracts and fuel hedges to provide budget certainty.
Physical risks			
Extreme weather events	Increase in extreme weather events such as storms, strong winds, and flooding (fluvial and pluvial) leading to delays in operations and damage to facilities.	3 3 2	See principal risks and uncertainties section of this report.
Opportunities			
Sustainable solutions	Through development of the Group's warehousing and transport infrastructure, the ability to provide a delivered wholesale solution covering a wide basket with reduced logistical carbon cost.	2 4 3	The Board recognises the environmental impact of this consumption and actively seeks to minimise its carbon footprint through infrastructure investment, delivery solutions, and operational efficiency.
Energy efficiency solutions	Developing alternative energy solutions, such as solar PV, and investment in energy efficient technology to reduce carbon consumption and energy costs.	2 4 2	The Group continues to invest in opportunities and solutions to reduce carbon costs.

The strategic report has been reviewed by the board and signed on their behalf.

Ben Maxted
Director

30 April 2026

Corporate Governance Report

During the period to 31 December 2025, the Board adopted the QCA Corporate Governance Code. Since delisting from AIM in March 2026, the Company has not had to comply with a recognised Corporate Governance structure but has still maintained appropriate governance as summarised in the following.
The Group's strategy and business model is set by the Board, and progress against strategic objectives is tracked and discussed regularly.

The Directors believe that the Group's operational model and growth strategy helps to promote long-term value for shareholders. This strategy is updated from time to time and is set out each year within the Strategic report of the Annual Report and Accounts of the Group.

The Directors will continue to identify the key risks relating to this strategy and take appropriate mitigating measures and actions where not already addressed in the plan.

The Group's purpose, strategy and business model are communicated internally to the operational management team with operational key performance indicators (KPIs) assigned as appropriate and in line with the strategy of the Group.

Risk Management
The Board is responsible for maintaining and reviewing the effectiveness of the Group's risk management activities, intended to monitor and mitigate, rather than eliminate, the significant risks that the Group is exposed to. The Group has implemented policies and procedures to address risk including, with respect to wholesaling, warehouse and fleet operations, customer credit and compliance.

The principal risks identified for the business are evaluated each year. The Board makes time available in each of its scheduled meetings to review the current assessment of the principal risks.

Board Composition
Post period end the composition of the Board changed as a result of the acquisition by Kite UK Bidco Limited. The Group Board is established with the ultimate Parent Company being Kite UK Topco Limited, and in addition to the two executive Directors of the Group there are two non executive Directors from OEP Capital Partners. The current executive members of the Kitwave Board are:

- Ben Maxted
- Mark Earl

Both during and after the period end, the Board has met on a regular basis and has been supported by a management board that has responsibility for day-to-day oversight of the Group's activities. The Directors have the necessary up-to-date experience, skills and capabilities. The Board seeks to ensure that it has a suitable balance between independence (of both character and judgement) on the one hand, and knowledge of the Group on the other to enable it to discharge its duties and responsibilities effectively.

During FP25 The Financial Reporting Council ('FRC'), a body authorised by the Secretary of State to review and investigate the annual accounts conducted a limited scope review of the company's annual report and accounts for the year ended 31 October 2024 in accordance with Part 2 of the FRC Corporate Reporting Review Operating Procedures. No questions or queries requiring response were raised as a result of this review. Some recommendations were raised to enhance the content within the Group's 2025 annual report and accounts. These were reviewed by the board and actioned where appropriate.

By order of the board

Ben Maxted
Director

30 April 2026

Directors' Report

Principal Activities and Business Review

The principal trading activity of the Group during the period was that of a delivered wholesaler of branded products, which varies across each division and customer type, including sales of impulse products, frozen, chilled and fresh foods, alcohol and groceries. Further information on the activities and operations of the Group, and future developments are presented in the Strategic report, as these matters are considered to be of strategic importance to the Group.

Results and Dividends

The Group's financial results are discussed in the Strategic Report.

An interim dividend of 4.00 pence per share was paid during the period (FY24: 3.85 pence). As a result of the acquisition by Kite UK Bidco Limited post period end, no final dividend was recommended or will be paid for FP25.

Risk Management

The Group's principal risks and uncertainties are discussed in the Strategic Report.

Streamlined Energy and Carbon Reporting ("SECR")

Disclosures under the Streamlined Energy and Carbon Reporting requirements have been included within the Strategic Report.

Financial Instruments

The Company holds financial instruments to finance its operations. Further information is provided in note 24

Directors

The Directors who held office during the year and subsequent to the year end, to the date of this report, were:

M Earl (appointed 12 March 2026)
B Maxted
DL Brind (resigned 12 March 2026)
GT Murray (resigned 13 January 2026)
M-J Millard (appointed 30 May 2025 and resigned 12 March 2026)
SJ Smith (resigned 30 May 2025)
T Octavio (resigned 12 March 2026)

All the Directors benefitted from qualifying third-party indemnity provisions in place during the year and at the date of this Directors' report. The Company has procured insurance for directors and officers post-acquisition by OEP Capital Partners..

Employees

The Group places considerable value on the involvement of its colleagues and continues to keep them informed on matters affecting them as employees and on the performance of the Group.

The Directors have taken steps to proactively review pay in light of increasing pressure on costs of living.

The Group prioritises safety for all of its colleagues and continues to invest proactively.

It is the policy of the Group to operate a fair employment policy. Employment policies are designed to provide opportunities irrespective of colour, ethnic or national origin, nationality, sex, sexual orientation, marital status, age or disability with all appointments and promotions determined solely on merit.

Suppliers

The Group recognises the importance of supplier relationships as part of a successful strategy. Key management personnel from across the Group are proactively engaged in fostering relationships with new and existing suppliers through regular contact and development of manufacturers routes to market.

The Group maintain a policy of prompt payment with all suppliers and during the year the Group has continued to develop joint business plans with key suppliers.

Political and Charitable Contributions

The Company made a £20,000 charitable donation in the period. The Company made no political donation nor incurred any political expenditure during the year (FY24: £nil).

Disclosure of Information to Auditor

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

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and Grant Thornton UK LLP will therefore continue in office.

By order of the board

B Maxted

Director

Unit S3 Narvik Way
Tyne Tunnel Trading Estate
North Shields
NE29 7XJ

30 April 2026

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report and the Group and parent Company financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and parent Company financial statements for each financial year. Under that law, they have elected to prepare the Group financial statements in accordance with UK adopted international accounting standards in conformity with the requirements of the Companies Act 2006 and applicable law and they have elected to prepare the parent Company financial statements in accordance with UK accounting standards and applicable law, including FRS 101 *Reduced Disclosure Framework.*

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and parent Company and of the Group's profit or loss for that period. In preparing each of the Group and parent Company financial statements, the Directors are required to:

• select suitable accounting policies and then apply them consistently;

• make judgements and estimates that are reasonable, relevant, reliable and prudent;

• for the Group financial statements, state whether they have been prepared in accordance with UK adopted international accounting standards in conformity with the requirements of the Companies Act 2006;

• for the parent Company financial statements, state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;

• assess the Group and parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and

• use the going concern basis of accounting unless they either intend to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the parent Company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are 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, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic report and a Directors' report that complies with that law and those regulations.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Independent auditor's report to the members of Kitwave Group Limited (formerly Kitwave Group plc)

Opinion

Our opinion on the financial statements is unmodified

We have audited the financial statements of Kitwave Group Limited (formerly Kitwave Group plc) (the 'parent company') and its subsidiaries (the 'group') for the fourteen-month period from 1 November 2024 to 31 December 2025, which comprise the Consolidated statement of profit and loss and other comprehensive income, the Consolidated balance sheet, the Company balance sheet, the Consolidated statement of changes in equity, the Company statement of changes in equity, the Consolidated cash flow statement and notes to the financial statements, including material accounting policy information. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and UK-adopted international accounting standards. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 'Reduced Disclosure Framework' (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2025 and of the group's profit for the period then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

We are responsible for concluding on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's and the parent company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the group or the parent company to cease to continue as a going concern.

A description of our evaluation of management's assessment of the ability to continue to adopt the going concern basis of accounting, and the key observations arising with respect to that evaluation is included in the Key Audit Matters section of our report.

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.

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 parent company's ability

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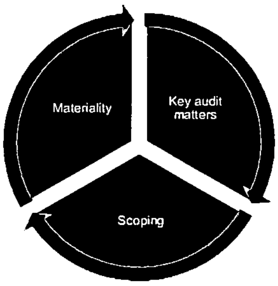
to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

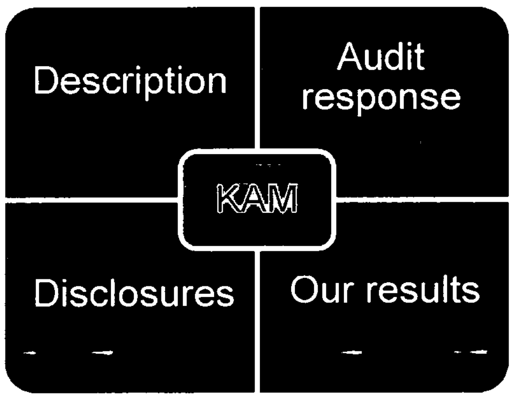
Our approach to the audit



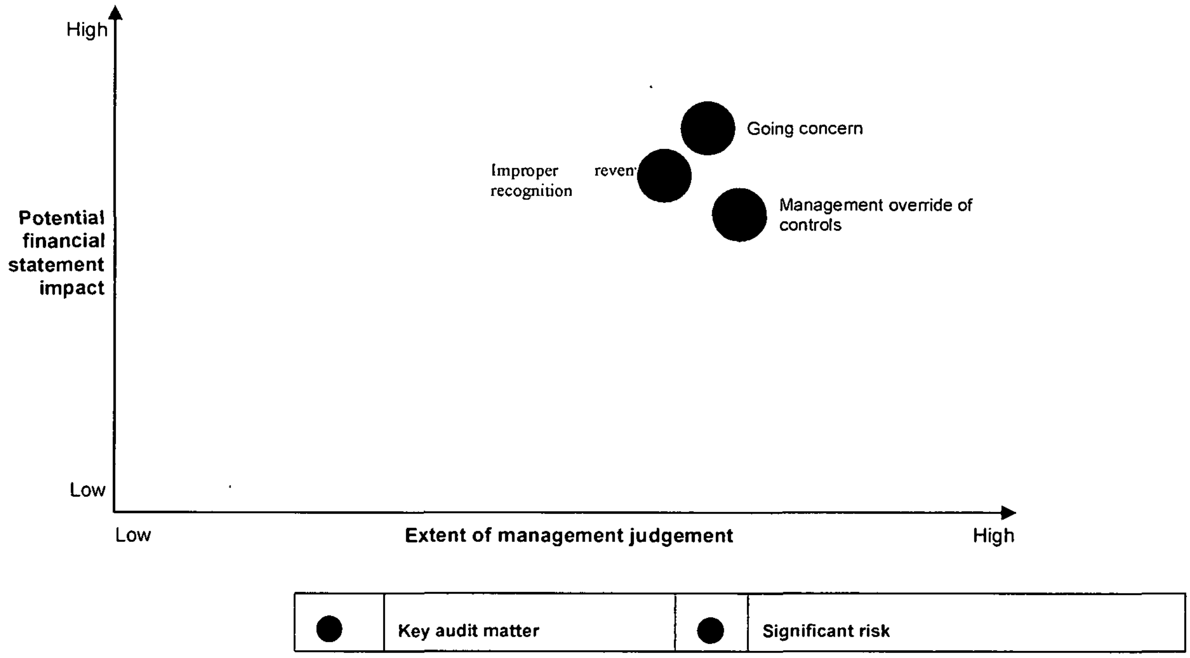
• **Overview of our audit approach**
Overall materiality: Group audit: £1,100,000, which represents approximately 5% of the group's profit before tax. Parent company statutory audit: £2,020,000, which represents approximately 2% of the parent company's total assets.
Key audit matter was identified as: • Going concern (same as previous year) Our auditor's report for the year ended 31 October 2024 included one key audit matter that has not been reported as a key audit matter in our current period's report. This relates to completeness and accuracy of acquired intangibles. This is not relevant as no significant business combinations occurred in the current period.
Scoping has been determined to ensure appropriate coverage of identified significant risks and key performance measures in the financial statements, specifically: Group revenue: 77% Group total assets: 81% Group profit before tax: 76% We performed audit procedures on the entire financial information (full-scope audit) of five components and an audit of one or more classes of transactions including specified, risk focused audit procedures (specific scope procedures) on seven components. We performed analytical procedures at group level on the financial information of all the remaining components.

Key audit matters

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



In the graph below, we have presented the key audit matters and significant risks relevant to the audit. This is not a complete list of all risks identified by our audit.



Key Audit Matter – Group and Parent Company	How our scope addressed the matter – Group and Parent Company
Going concern We identified going concern as one of the most significant assessed risks of material misstatement due to error as a result of the judgement required to conclude whether there is a material uncertainty related to going concern. Significant judgement is applied in developing cashflow forecasts, including assumptions regarding macro-economic uncertainties such as the cost-of-living crisis and the recent increase in employer's national insurance contributions, which may result in a drop in demand or restrict the ability to pass cost increases onto customers. Resultant margin pressure may impact the EBITDA leverage covenant in relation to the group's borrowing facilities and any breach might cause the facilities to become repayable on demand.	In responding to the key audit matter, we performed the following audit procedures: • Obtained an understanding of, and evaluated the design and implementation of, key controls with respect to management's going concern assessment; • Obtained management's assessment, including management's base case, downside scenario, and reverse stress test covering the Going Concern assessment period to 30 April 2027 and assessed their integrity and suitability as a basis for management to assess going concern; • Obtained an understanding of the new financing facilities from the finance agreements, including the nature of the facilities, covenants and attached conditions and assessed the impact of these on management's going concern assessment; • Evaluated and challenged the key assumptions made within the cash flow forecasts, which included the quantum and timing of cash outflows and inflows and determined whether these had been applied appropriately. We also considered whether these assumptions were consistent with our understanding of the business and current external economic pressures; ◦ Assessed the accuracy of management's past forecasting by comparing management's forecasts for the previous two financial periods to the actual results for those periods and

Key Audit Matter – Group and Parent Company	How our scope addressed the matter – Group and Parent Company
	considered the impact on the cash flow forecasts; • Evaluated management's reverse stress test analysis over the forecast period, considered the impact of changing key assumptions, and understood how these could break the forecast and assessed the likelihood of such a situation occurring; • Obtained post period end results achieved and compared to those forecast to determine whether the business is trading in line with forecast; and • Assessed the adequacy of the going concern disclosures included within the financial statements.
Relevant disclosures in the Annual Report	Our results
The group's accounting policies on the going concern assumption are shown in note 1.3, Summary of significant accounting policies.	We have nothing to report in addition to that stated in the 'Conclusions relating to going concern' section of our report.

Our application of materiality

We apply the concept of materiality both in planning and performing the audit, and in evaluating the effect of identified misstatements on the audit and of uncorrected misstatements, if any, on the financial statements and in forming the opinion in the auditor's report.

Materiality was determined as follows:

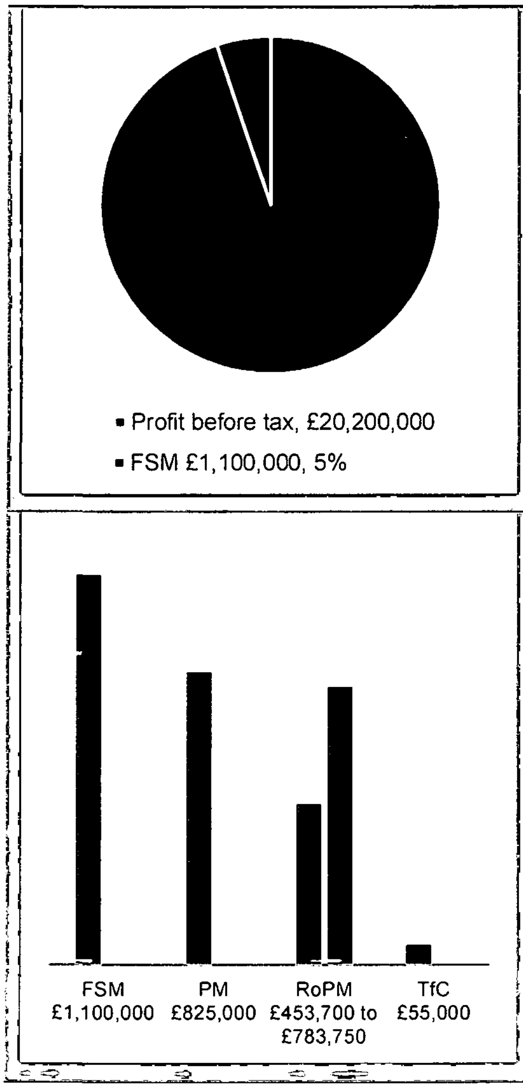
Materiality measure	Group	Parent company
Materiality for financial statements as a whole	We define materiality as the magnitude of misstatement in the financial statements that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of these financial statements. We use materiality in determining the nature, timing and extent of our audit work.	
Materiality threshold	£1,100,000 (2024: £1,132,000), which represents approximately 5% of the group's profit before tax.	£2,020,000 (2024: 2,139,200) which represents approximately 2% of the parent company's total assets.
Significant judgements made by auditor in determining materiality	In determining materiality, we made the following significant judgements: • Profit before tax is a key performance indicator for the group; and • A market-based measurement percentage was chosen which reflected our knowledge of the business from the prior year audit, as well as our risk assessment of the business.	In determining materiality, we made the following significant judgements: • Total assets is considered the most appropriate benchmark because the parent company is a holding company; and • The measurement percentage was selected based on the risk profile of the company as a component within a listed group.

Materiality measure	Group	Parent company
	Materiality for the current period is lower than the level that we determined for the year ended 31 October 2024 to reflect the lower reported group profit before tax in the current period.	Materiality for the current period is lower than the level that we determined for the year ended 31 October 2024 to reflect the lower value of total assets.
Performance materiality used to drive the extent of our testing	We set performance materiality at an amount less than materiality for the financial statements as a whole to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.	
Performance materiality threshold	£825,000 (2024: £849,000), which is 75% of financial statement materiality. The range of component performance materialities used across the group was £453,700 to £783,750.	£1,515,000 (2024: £1,604,250), which is 75% of financial statement materiality. Parent company component performance materiality has been capped at an amount less than group performance materiality for group audit purposes.
Significant judgements made by auditor in determining performance materiality	In determining performance materiality, we made the following significant judgements: • Our understanding of the entity, updated during the performance of risk assessment procedures; and • Our experience with auditing the financial statements of the group in previous periods. In determining component performance materiality, we made the following significant judgements: • Extent of disaggregation of financial information across components, including the relative risk and size of a component to the group. For each component in scope for our group audit, we allocated a performance materiality that is less than our overall group performance materiality.	In determining performance materiality, we made the following significant judgements: • Our understanding of the entity, updated during the performance of risk assessment procedures; and • Our experience with auditing the financial statements of the parent company in previous periods.
Specific materiality	We determine specific materiality for one or more particular classes of transactions, account balances or disclosures for which misstatements of lesser amounts than materiality for the financial statements as a whole could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.	
Specific materiality	We determined a lower level of specific materiality for the following areas:	We determined a lower level of specific materiality for the following areas:

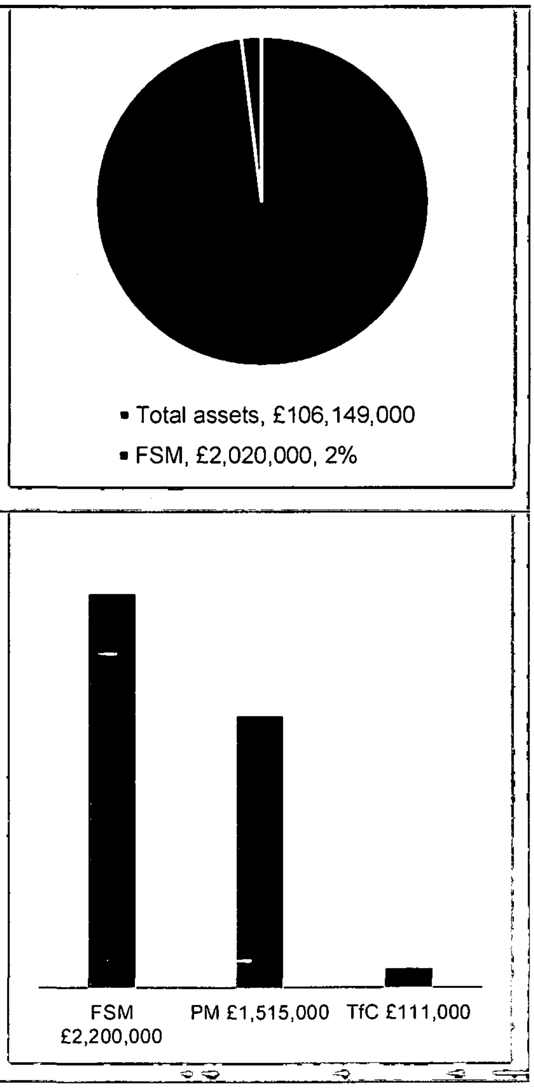
Materiality measure	Group	Parent company
	• Directors' remuneration; and • Identified related party transactions outside of the normal course of business.	• Directors' remuneration; and • Identified related party transactions outside of the normal course of business
Communication of misstatements to the board	We determine a threshold for reporting unadjusted differences to the board..	
Threshold for communication	£55,000 (2024: £56,600), which represents 5% of financial statement materiality, and misstatements below that threshold that, in our view, warrant reporting on qualitative grounds.	£111,000 (2024: £107,000) which represents 5% of financial statement materiality, and misstatements below that threshold that, in our view, warrant reporting on qualitative grounds.

The graph below illustrates how performance materiality and the range of component performance materiality interacts with our overall materiality and the threshold for communication to the board.

Overall materiality - Group



Overall materiality – Parent



FSM: Financial statement materiality, PM: Performance materiality, RoPM: Range of performance materiality at 12 components, TfC: Threshold for communication to the board

An overview of the scope of our audit

We performed a risk-based audit that requires an understanding of the group's and the parent company's business and in particular matters related to:

Understanding the group, its components, their environments, and its system of internal control including common controls

- The group auditor obtained an understanding of the group and its components, their environment, and its system of internal control, including the nature and extent of common controls, and assessed the risks of material misstatement at the group level; and
- the group auditor performed walkthroughs on significant risks to identify the key controls and assess their design and implementation.

Identifying components at which to perform audit procedures

We have determined the components at which to perform further audit procedures by considering the following:

- components in scope for further audit procedures due to individually including a risk of material misstatement to the group financial statements due to the component's nature or circumstances;
- components in scope for further audit procedures due to the nature and size of assets, liabilities and transactions at the component (being of financial significance to one or more scoped items that it is required to be in scope); and
- components in scope for further audit procedures to obtain sufficient appropriate audit evidence for significant classes of transactions, account balances and disclosures, or for unpredictability.

Type of work to be performed on financial information of parent and other components (including how it addressed the key audit matters)

- We identified five components which were subject to an audit of the entire financial information of the component. These procedures included a combination of test of detail, including the use of data analytics, and substantive analytical procedures.
- There were seven further components which were subject to specific audit procedures designed by the group auditor. These procedures included test of detail and were designed to ensure sufficient coverage of the group's financial statement line items.
- For all remaining components, we performed analytical procedures at the group level.
- The Key Audit Matter pertaining to the going concern assumption was tested as part of our work at both a group and parent company levels.

Performance of our audit

- All audit procedures to support the group audit opinion were performed by the group auditor. Our audit procedures were performed by a combination of remote and in-person auditing, including on-site attendance at the components subject to a full-scope audit.
- As part of our planning procedures, an evaluation was completed over the group's internal control environment including its IT system and controls to inform our risk assessment.

Further audit procedures performed on components subject to specific scope and specified procedures may not have included testing of all significant account balances of such components, but further audit procedures were performed on specific accounts within that component that we, the group auditor, considered had the potential for the greatest impact on the group financial statements either due to risk, size or coverage.

The components within the scope of further audit procedures accounted for the following percentages of the Group's results, including the key audit matters identified:

Audit approach	No. of components	% coverage total assets	% coverage revenue	% coverage PBT (on absolute basis for 2025)
Full-scope audit	5 (2024: 5)	81% (2024: 84%)	77% (2024: 74%)	76% (2024: 59%)
Specific scope procedures	7 (2024: 5)	18% (2024: 0%)	0% (2024: 2%)	23% (2024: 29%)
Analytical procedures	7 (2024: 13)	1% (2024: 16%)	23% (2024: 24%)	1% (2024: 12%)
Total	19 (2024: 23)	100%	100%	100%

Changes in approach from previous period

- The total number of components has reduced primarily as a result of group reorganisations enacted in the period.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Our opinion on other matters prescribed by the Companies Act 2006 is unmodified

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matter on which we are required to report under the Companies Act 2006

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the Statement of Directors' responsibilities set out on page 19, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent 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 parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below:

- We obtained an understanding of the legal and regulatory frameworks applicable to the group and parent company, and the industry in which it operates. We determined that the most significant are UK-adopted international accounting standards, United Kingdom Generally Accepted Accounting Practice, the Companies Act 2006, and relevant tax regulations;
- We corroborated our understanding of the legal and regulatory frameworks applicable to the group and parent company, by discussing relevant frameworks with group and component management, and by inspecting correspondence with relevant parties, and Board minutes;
- We assessed the susceptibility of the group's and the parent company's financial statements to material misstatement, including how fraud might occur, by evaluating management's incentives and opportunities for manipulation of the financial statements. This included the evaluation of the risk of management override of controls. We determined that the principal risks were in relation to:
  - Journal entries posted by group senior finance personnel;
  - Journal entries posted by component senior finance personnel which improve reported earnings before interest, tax, depreciation and amortisation (EBITDA);
  - Transactions crediting the statement of profit or loss in the final month of the financial period;
  - Material post-close journal entries;
  - High risk journals identified by data analytic techniques;
  - Potentiai management bias in determining accounting estimates, including in relation to the assessment of the valuation of goodwill and other intangible assets; and
  - Transactions with related parties outside of the ordinary course of business.

  Audit procedures performed by the engagement team included:
  - Evaluating the processes and controls established to address the risks related to irregularities and fraud;
  - Journal entry testing, in particular those journals determined to be in respect of our principal risks documented above; and
  - Challenging assumptions and judgements made by management in their significant accounting estimates.
- These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment,

forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it;

- The engagement partner's assessment of the appropriateness of the collective competence and capabilities of the engagement team included consideration of the engagement team's:
  - Understanding of, and practical experience with, audit engagements of a similar nature and complexity through appropriate training and participation;
  - Knowledge of the industry in which the group operates; and
  - Understanding of the legal and regulatory requirements specific to the group and parent company.
  - We communicated relevant laws and regulations and potential fraud risks to all engagement team members, and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

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

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

M Overfield

Mark Overfield BSc FCA
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Leeds
30th April 2026

Consolidated Statement of Profit and Loss and Other Comprehensive Income for the period ended 31 December 2025

	Note	14 months ended 31 December 2025 £000	Year ended 31 October 2024 £000
Revenue	3	924,399	663,652
Cost of sales		(717,398)	(515,832)
Gross profit		**207,001**	147,820
Other operating income	4	283	603
Distribution expenses		(93,373)	(63,473)
Administrative expenses		(82,973)	(56,146)
Operating profit		**30,938**	28,804
Analysed as:			
Adjusted EBITDA		56,901	45,229
Amortisation of intangible assets	10	(4,156)	(1,527)
Depreciation	11,12	(17,968)	(11,068)
Acquisition expenses	5	(77)	(2,153)
Compensation for post combination services	5	(131)	(324)
Share based payment expense	5	(345)	(1,244)
Restructuring expenses	5	(3,286)	(109)
Total operating profit		**30,938**	28,804
Finance expenses	8	(10,732)	(6,276)
Analysed as:			
Interest payable on bank loans and bank facilities	8	(6,170)	(4,024)
Finance charges on leases	8	(4,189)	(2,167)
Other interest	8	(373)	(85)
Financial expense		**(10,732)**	(6,276)
Profit before tax		20,206	22,528
Tax on profit on ordinary activities	9	(6,222)	(5,810)
Profit for the financial period		**13,984**	16,718
Total comprehensive income for the period		**13,984**	16,718

There was no other comprehensive income for the 14 months ended December 2025 (FY24 £nil).

Consolidated Balance Sheet as at 31 December 2025

	Note	31 December 2025 £000	31 October 2024 £000
Non-current assets			
Goodwill	10	**106,423**	105,717
Intangible assets	10	**26,576**	30,554
Tangible assets	11	**29,486**	29,096
Right-of-use assets	12	**53,994**	50,869
Investments	13	**27**	42
		216,506	216,278
Current assets			
Inventories	14	**48,588**	47,749
Trade and other receivables	15	**96,247**	91,122
Cash and cash equivalents	16	**4,622**	4,137
		149,457	143,008
Total assets		**365,963**	359,286
Current liabilities			
Other interest bearing loans and borrowings	18	**(31,798)**	(27,821)
Lease liabilities	18	**(11,692)**	(10,244)
Trade and other payables	17	**(97,710)**	(102,083)
Tax payable		**(640)**	(1,127)
		(141,840)	(141,275)
Non-current liabilities			
Other interest bearing loans and borrowings	18	**(40,000)**	(40,000)
Lease liabilities	18	**(44,711)**	(43,323)
Deferred tax liabilities	19	**(10,095)**	(10,143)
		(94,806)	(93,466)
Total liabilities		**(236,646)**	(234,741)
Net assets		**129,317**	124,545
Equity attributable to equity holders of the parent Company			
Called up share capital	22	**837**	804
Share premium account	22	**94,272**	94,185
Consolidation reserve		**(33,098)**	(33,098)
Share based payment reserve	21	**386**	3,240
Retained earnings		**66,921**	59,414
Equity		**129,318**	124,545

These financial statements were approved by the board of directors and were signed on its behalf by:

Ben Maxted, Director
30 April 2026

Company Balance Sheet as at 31 December 2025

	Note	31 December 2025 £000	31 October 2024 (Restated*) £000
Non-current assets			
Investments	13	**12,993**	12,993
Trade and other receivables	15	**91,721**	93,188
Deferred tax assets	19	**41**	804
		104,755	106,985
Current assets			
Trade and other receivables	15	**1,107**	71
Cash and cash equivalents	16	**287**	259
		1,394	330
Total assets		**106,149**	107,315
Current liabilities			
Trade and other payables	17	**(6,037)**	(138)
Tax payable		**(451)**	(218)
		(6,488)	(356)
Total liabilities		**(6,488)**	(356)
Net assets		**99,661**	106,959
Equity attributable to equity holders of the parent Company			
Called up share capital	22	**837**	804
Share premium account	22	**94,272**	94,185
Share based payment reserve	21	**386**	3,240
Retained earnings**		**4,166**	8,730
Equity		**99,661**	106,959

*The prior year presentation of amounts owed by group undertakings has been restated from current trade and other receivables to non-current trade and other receivables, to accurately reflect that there is no current intention to realise these amounts within 12 months. These amounts were incorrectly classified in the prior year.

**The Company's profit after tax for the period was £1,913,000 (FY24: £10,173,000)

Ben Maxted, Director
30 April 2026

Consolidated Statement of Changes in Equity as at 31 December 2025

	Called up share capital £000	Share premium account £000	Consolidation reserve £000	Share based payment reserve £000	Profit and loss account £000	Total equity £000
Balance at 1 November 2023	**700**	**64,183**	**(33,098)**	**2,042**	**50,618**	**84,445**
Total comprehensive income for the year						
Profit	-	-	-	-	16,718	16,718
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**16,718**	**16,718**
Transactions with owners, recorded directly in equity						
New share issuance	104	31,563	-	-	-	31,667
Costs directly attributable to new share issues	-	(1,561)	-	-	-	(1,561)
Dividends	-	-	-	-	(7,922)	(7,922)
Share based payment expense	-	-	-	1,198	-	1,198
Total contribution by and transactions with owners	**104**	**30,002**	**-**	**1,198**	**(7,922)**	**23,382**
Balance at 31 October 2024	**804**	**94,185**	**(33,098)**	**3,240**	**59,414**	**124,545**
Total comprehensive income for the period						
Profit	-	-	-	-	13,984	13,984
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income for the period	**-**	**-**	**-**	**-**	**13,984**	**13,984**
Transactions with owners, recorded directly in equity						
New share issuance (Note 22)	33	87	-	(3,104)	3,104	120
Dividends	-	-	-	-	(9,581)	(9,581)
Share based payment expense	-	-	-	250	-	250
Total contribution by and transactions with the owners	**33**	**87**	**-**	**(2,854)**	**(6,477)**	**(9,211)**
Balance at 31 December 2025	**837**	**94,272**	**(33,098)**	**386**	**66,921**	**129,318**

Company Statement of Changes in Equity as at 31 December 2025

	Called up share capital	Share premium account	Share based payment reserve	Profit and loss account	Total equity
	£000	£000	£000	£000	£000
Balance at 1 November 2023	**700**	**64,183**	**2,042**	**6,479**	**73,404**
Total comprehensive income for the year					
Profit	-	-	-	10,173	10,173
Other comprehensive income	-	-	-	-	-
Total comprehensive income for the year	**-**	**-**	**-**	**10,173**	**10,173**
Transactions with owners, recorded directly in equity					
New share issuance	104	31,563	-	-	31,667
Costs directly attributable to new share issues	-	(1,561)	-	-	(1,561)
Dividends	-	-	-	(7,922)	(7,922)
Share based payment expense	-	-	1,198	-	1,198
Total contribution by and transactions with the owners	**104**	**30,002**	**1,198**	**(7,922)**	**23,382**
Balance at 31 October 2024	**804**	**94,185**	**3,240**	**8,730**	**106,959**
Total comprehensive income for the period					
Profit	-	-	-	1,913	1,913
Other comprehensive income	-	-	-	-	-
Total comprehensive income for the period	**-**	**-**	**-**	**1,913**	**1,913**
Transactions with owners, recorded directly in equity					
New share issuance (Note 22)	33	87	(3,104)	3,104	120
Dividends	-	-	-	(9,581)	(9,581)
Share based payment expense	-	-	250	-	250
Total contribution by and transactions with the owners	**33**	**87**	**(2,854)**	**(6,477)**	**(9,211)**
Balance at 31 December 2025	**837**	**94,272**	**386**	**4,166**	**99,661**

Consolidated Cash Flow Statement for the period ended 31 December 2025

	Note	14 months ended 31 December 2025 £000 £000	Year ended 31 October 2024 £000 £000
Cash flow statement			
Cash flow from operating activities			
Profit for the year		**13,984**	16,718
Adjustments for:			
Depreciation and amortisation	10,11,12	**22,124**	12,595
Financial expense	8	**10,732**	6,276
Profit on sale of property, plant and equipment	4	**(22)**	(573)
Net gain on remeasurement of right-of-use assets and lease liabilities	4	**(261)**	(30)
Compensation for post combination services	5	**(906)**	324
Equity settled share based payment expense	5	**348**	1,244
Taxation	9	**6,222**	5,810
		52,219	42,364
Increase in trade and other receivables		**(4,658)**	(8,712)
Increase in inventories		**(778)**	(2,392)
Increase in trade and other payables		**5,319**	6,755
		52,102	38,015
Tax paid		**(6,835)**	(6,612)
Net cash inflow from operating activities		**45,267**	31,403
Cash flows from investing activities			
Acquisition of property, plant and equipment		**(5,304)**	(7,275)
Proceeds from sale of property, plant and equipment		**601**	3,513
Acquisition of subsidiary undertakings (net of overdrafts and cash acquired)	2	**(10,709)**	(73,329)
Net cash outflow from investing activities		**(15,412)**	(77,091)
Cash flows from financing activities			
Proceeds from share issuance (net of expenses)		**78**	30,106
Proceeds from new loan	18	**-**	20,000
Net movement in bank trade loan	18	**(3,250)**	7,750
Net movement in invoice discounting	18	**7,227**	13,666
Interest paid	8,18	**(10,073)**	(6,121)
Repayment of lease liabilities	18	**(13,771)**	(8,327)
Dividends paid		**(9,581)**	(7,922)
Net cash inflow/(outflow) from financing activities		**(29,370)**	49,152
Net increase in cash and cash equivalents		**485**	3,464
Opening cash and cash equivalents		**4,137**	673
Cash and cash equivalents at year end	16	**4,622**	4,137

Notes to the Financial Statements

1. Accounting Policies

As at 31 December 2025 Kitwave Group plc (the "Company") was a public company limited by shares and incorporated, domiciled and registered in England in the UK. The registered number is 09892174 and the registered address is Unit S3, Narvik Way, Tyne Tunnel Trading Estate, North Shields, Tyne and Wear, NE29 7XJ.

The Group financial statements consolidate those of the Company and its subsidiaries (together referred to as the "Group"). The parent Company financial statements present information about the Company as a separate entity.

The Group financial statements have been prepared and approved by the Directors in accordance with UK adopted international accounting standards.

The Group and Company financial statements are presented in pounds sterling which is the functional currency of the Group. All values are rounded to the nearest thousand (£000), except when otherwise indicated.

The Company financial statements were prepared in accordance with the Companies Act 2006 as applicable to companies using Financial Reporting Standard 101 'Reduced Disclosure Framework' ("FRS 101"). The Company applies the recognition, measurement and disclosure requirements of IFRS, but makes amendments where necessary in order to comply with Companies Act 2006.

In publishing the Company's financial statements together with the Group's financial statements, the Company is taking advantage of the exemption in s408 of the Companies Act 2006 not to present its individual statement of profit and loss and related notes that form a part of these approved financial statements.

The Company has applied the following exemptions in the preparation of its financial statements:

- A cash flow statement and related notes have not been presented;
- Disclosures in respect of new standards and interpretations that have been issued but which are not yet effective have not been provided;
- Disclosures in respect of transactions with wholly-owned subsidiaries have not been made; and
- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instruments have not been provided.
- Disclosures in respect of share-based payments as required by IFRS 2 Share-based Payment have not been provided

The accounting policies set out below have, unless otherwise stated, been applied consistently to both periods presented in these consolidated financial statements.

The consolidated financial statements include the results of all subsidiaries owned by the Company listed in note 13. Certain of these subsidiaries have taken exemption from an audit for the year ended 31 December 2025 by virtue of s479A Companies Act 2006. To allow these subsidiaries to take the audit exemption, the Company has given a statutory guarantee of all the outstanding liabilities as at 31 December 2025.

The subsidiaries which have taken this exemption from audit are:

- FW Bishop & Son Limited – (CRN 00751477)
- HB Clark Holdings Limited – (CRN 10434640)
- Kitwave Investments Limited – (CRN 09891335)
- Kitwave One Limited – (CRN 07562615)
- Squirrels UK Limited (CRN 06195699)
- Teatime Tasties Limited -(CRN04079701)
- TG Foods Limited – (CRN 04083532)
- Turner & Wrights Limited – (CRN 03214004)
- Westcountry Food Holdings Limited – (CRN 04126070)
- Westone Wholesale Limited (CRN 01718211)
- WLG (Holdings) Limited – (CRN 12169927)

1.1 Critical Accounting Estimates and Judgements

The preparation of financial statements requires the Directors to make judgements, estimates and assumptions concerning the future performance and activities of the Group. There are no significant judgements applied in the preparation of these financial statements. Estimates and assumptions are based on the historical experience and acquired knowledge of the Directors, the result of which forms the basis of the judgements made about the carrying value of assets and liabilities that are not clear from external sources. In concluding that there are no significant risks of material adjustment from accounting estimates and judgements, the Directors have reviewed the following:

Impairment of Goodwill

In accordance with IAS 36 "Impairment of Assets", the Board identifies appropriate Cash-Generating Units ("CGUs") and the allocation of goodwill to these units. Where an indication of impairment is identified, assessment and estimation of the recoverable value of the CGUs is required. This process involves estimation of the future cash flows from the CGUs and also the selection of appropriate discount rates in order to calculate the net present value of those cash flows. The discount rate is a key area of judgement and the forecast cash flow includes significant accounting estimates.

Post period end the entire share capital of the Group was acquired by Kite UK Bidco Limited ("Bidco") a newly incorporated company wholly-owned by funds managed or advised by OEP Capital Advisors, L.P.. The acquisition valuation paid supports the valuation of goodwill at the period end.

Each of the CGUs has significant headroom under the annual impairment review and the Directors believe that no reasonable change in any of the above key assumptions would cause the carrying value of the unit to materially exceed its recoverable amount. More information on the assumptions and sensitivities applied are set out in note 10 to these financial statements.

Impairment of Trade Receivables

IFRS 9, Financial Instruments, requires that provisioning for financial assets needs to be made on a forward-looking expected credit loss model. This is an accounting estimate requiring significant judgement of management to consider historic, current and forward-looking information to determine the level of provisioning required.

The Directors have assessed the ageing of the trade receivables, applying their knowledge of the Group's customer base, and other economic factors as indicators of potential impairment. Further information is considered in note 24 of these financial statements.

Following a review of the above accounting estimates and judgements, the Directors have concluded that there is no significant risk of material adjustment to the carrying amount of assets and liabilities within the next financial year.

Valuation of Intangible Assets arising on Acquisition

Under IFRS 3 Business Combinations, when an acquisition takes place the Group is required to assess whether there are any additional intangible assets arising separately from goodwill. This requires significant accounting estimates and judgements to be applied to the valuation of brands and customer relationships.

In the period ended 31 December 2025, the Group acquired the entire share capital of BDF Fresh Produce Limited. An internal valuation of the acquired intangible assets relating to BDF Fresh Produce Limited was performed and no material intangible assets were identified.

1.2 Measurement Convention

The financial statements are prepared on the historical cost basis except that the following assets and liabilities are stated at their fair value: financial instruments classified at fair value through the statement of profit and loss, unlisted investments and investment property.

1.3 Going Concern

The Group has continued to deliver on its growth strategy, both operationally and financially, in the period ended 31 December 2025, the full year impact of the three acquisitions made in the year ended 31 October 2024 having contributed to increased profitability and positive cash generation.

Throughout the period, the Group experienced a like-for-like rise in cases delivered, driven by both prior acquisitions and ongoing organic growth, all supported by a strong commitment to service excellence across its national operations. The Retail and Wholesale division maintained solid performance, taking advantage of consistent consumer demand and the Group's high service standards. Additionally, dry weather during the summer helped boost deliveries to leisure and out-of-home markets. However, volatility remains in the destination leisure sector of Foodservice due to rising costs, including increased National Insurance Contributions (NIC) and the National Minimum Wage. The Group continues to pursue new organic growth opportunities and increased synergies within the Foodservice division by capitalising on its outstanding service, national infrastructure, and continued investment in technology and facilities.

The full year impact of the three acquisitions made in the year ended 31 October 2024 contributed to the improvement in the Group's cash flow from operating activities (before changes in working capital and tax payments) from £42,364,000 in FY24 to £52,176,000 in FP25.

Post year end, the Group was acquired by Kite UK Bidco Limited ("Bidco") and was delisted from AIM on 13 March 2026. Prior to the acquisition the Group had in place a £40,000,000 Revolving Credit Facility ("RCF") and a £55,000,000 Confidential Invoice Discounting Facility ("CID") with terms committed to 2029. The acquisition by OEP Capital Advisors was funded through equity investment and a £117,500,000 term loan with an option for a further £25,000,000. Upon completion of the acquisition by OEP Capital Advisors the RCF in was repaid in full and the CID was retained at £52,500,000 with a committed term to 2029.

The acquisition provides the Group with significant headroom to manage day to day cash and to continue the Group's strategy of investment for growth, with the headroom to transact future acquisitions and fund internal investment.

The Group has prepared financial forecasts and projections for a 12-month period from the date of this report (the "going concern assessment period"). A 'severe but plausible' downside sensitivity has been prepared to support the Directors conclusion regarding going concern. In addition, a reverse stress test has been performed the results of which have not changed the conclusion around going concern. These sensitivities include a possible downside scenario to Group trading as a result of further economic uncertainty in 2026.

The Group has significant headroom on banking facilities throughout the forecast period. These facilities are committed beyond the forecast period under review.

These forecasts show that the Group will have sufficient levels of financial resources available both to meet its liabilities as they fall due for that period and comply with remaining covenant requirements on its working capital facilities.

Consequently, the Directors are confident that the Group and Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of this financial information and therefore have prepared the financial statements on a going concern basis.

1.4 Basis of Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiary undertakings made up to 31 December 2025. A subsidiary undertaking is an entity that is controlled by the Company. The results of subsidiary undertakings are included in the consolidated statement of profit and loss account from the date that control commences until the date that control ceases. Control is established when the Company is exposed to, or has rights to, variable returns from its involvement with an entity and has the ability to affect those returns through its power over the entity. In assessing control, the Group takes into consideration potential voting rights that are currently exercisable.

In respect of the legal acquisition of Kitwave One Limited by the Company in the year ended 30 April 2017, the principles of reverse acquisition have been applied under IFRS 3. The Company, via its 100% owned subsidiary Kitwave Investments Limited, is the legal acquirer of Kitwave One Limited but Kitwave One Limited was identified as the accounting acquirer of the Company. The assets and liabilities of the Company and the assets and liabilities of Kitwave One Limited continued to be measured at book value. By applying the principles of reverse acquisition accounting the Group is presented as if the Company has always owned Kitwave One Limited. The comparative consolidated reserves of the Group were adjusted to reflect the statutory share capital and share premium of the Company as if it had always existed, adjusted for movements in the underlying Kitwave One Limited's share capital and reserves until the date of the acquisition. A consolidation reserve was created which reflects the difference between the capital structure of the Company and Kitwave One Limited at the date of acquisition less any cash and deferred cash consideration for the transaction.

1.5 Foreign Currency

Transactions in foreign currencies are translated to the Group companies' functional currency 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. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined.

Foreign exchange differences arising on translation are recognised in the statement of profit and loss.

1.6 Classification of Financial Instruments

Financial Assets

Financial assets are classified at initial recognition, and subsequently measured at amortised cost, Fair Value through Other Comprehensive Income ("FVOCI") or Fair Value through the statement of Profit and Loss ("FVTPL"). The classification of financial assets under IFRS 9 is based on two criteria:

- the Group's business model for managing the assets; and
- whether the instruments' contractual cash flows represent 'Solely Payments of Principal and Interest on the principal amount outstanding (the "SPPI criterion").

A summary of the Group's financial assets is as follows:

Trade and other receivables*	Amortised cost – hold to collect business model and SPPI met
Cash and short-term deposits	Amortised cost

Financial Liabilities

Financial instruments issued by the Group are treated as equity only to the extent that they meet the following two conditions:

(a) they include no contractual obligations upon the Group to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Group; and

(b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called-up share capital and share premium account exclude amounts in relation to those shares.

A summary of the Group's financial liabilities is as follows:

Bank loans and overdrafts	Amortised cost
Trade and other payables*	Amortised cost
Contingent consideration	Fair value through the statement of profit and loss

*Prepayments, other receivables, other taxation and social security payables and other payables do not meet the definition of financial instruments.

Further information is included in note 24.

1.7 Non-Derivative Financial Instruments

Trade and Other Receivables

Trade and other receivables are recognised initially at transaction price. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

Trade and Other Payables

Trade and other payables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Cash and Cash Equivalents
Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement. For payments received through electronic payment systems, the Group recognises cash, and derecognises the relevant trade receivable, when the payment is completed, and the cash is received. For payments made via electronic payment systems, the Group recognises the cash outflow, and derecognises the relevant trade payable, when the payment is completed and cash has been transferred.

Interest-Bearing Borrowings
Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method.

Invoice Discounting
The Group is party to an invoice discounting arrangement which provides additional working capital up to the value of a set proportion of its trade receivables balances. The advances are secured against trade receivables (note 15). These are repayable within 90 days of the invoice and carry interest at a margin of 1.75%. This is a committed facility which expires in September 2029. The net movement of the balance is disclosed in the cash flow statement.

Equity investments
Equity investments are instruments that meet the definition of equity from the issuer's perspective: that is they do not contain an obligation to pay and provide a residual interest in the assets of the issuer. Equity investments are held at fair value through the statement of profit and loss.

1.8 Other Financial Instruments

Derivative Financial Instruments
Derivative financial instruments are recognised at fair value. The gain or loss on remeasurement to fair value is recognised immediately in the statement of profit and loss. No hedge accounting has been applied.

1.9 Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Depreciation is charged to the statement of profit and loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. Land is not depreciated. The estimated useful lives are as follows:

• Leasehold improvements	5-10% straight line or straight line over the term of the lease
• Freehold property	2% straight line
• Plant and machinery	10-20% reducing balance and straight line
• Fixtures and fittings	10-25% reducing balance and straight line
• Motor vehicles	15-25% reducing balance and straight line

Depreciation methods, useful lives and residual values are reviewed at each balance sheet date.

1.10 Business Combinations

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group.

At the acquisition date, the Group measures goodwill at the acquisition date as:

- the fair value of the consideration (excluding contingent consideration) transferred; plus
- estimated amount of the contingent consideration (see below): plus
- the fair value of the existing equity interest in the acquiree; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities and contingent liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in the statement of profit and loss.

Any contingent consideration payable is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration are recognised in the statement of profit and loss.

1.11 Intangible Assets and Goodwill

Goodwill
Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units ("CGUs") and is not amortised but is tested annually for impairment.

Intangible Assets arising on Acquisition and Other Intangible Assets
Intangible assets arising on acquisition are capitalised at fair value as determined at the date of acquisition and are stated at fair value less accumulated amortisation.

Amortisation is charged to the income statement on a straight-line basis over the estimated useful lives of acquired intangible assets from the date they are acquired. The period of amortisation relating to the acquired intangibles of Westcountry Food Holdings Limited and Total Foodservice Solutions Limited is as follows:

- Customer relationships 6 years
- Brands 2 years

The period of amortisation relating to the acquired intangibles of Creed Catering Supplies Limited is as follows:

- Customer relationships 8- 15 years
- Brands 5 years

The cost of computer software purchased or developed in-house which has the capacity to generate economic benefits for a period in excess of one year is capitalised as an intangible asset.

1.12 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is based on the weighted average principle.

The Group participates in rebate schemes with its suppliers. Rebates are principally earned from suppliers on purchase of inventory and are recognised at point of delivery to the Group. Where the rebate earned relates to inventories which are held by the Group at the period end, the rebates are deducted from the cost of those inventories. Any rebates based on a volume of purchases over a period are only recognised when the volume target has been achieved.

1.13 Impairment Excluding Inventories and Deferred Tax Assets

Non-Derivative Financial Assets – Trade Receivables
The Group recognises loss allowance for Expected Credit Losses ("ECLs") on trade receivables measured at amortised cost.

The Group measures loss allowances at an amount equal to lifetime ECLs as the term of the asset is considered short.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment including forward-looking information.

The Group utilises the practical expediency for short-term receivables by adopting the simplified 'matrix' approach to calculate ECLs. The provision matrix is based on an entity's historical default rates over the expected life of the trade receivables as adjusted for forward-looking estimates.

The Group assumes that the credit risk on a financial asset has increased if it is aged more than 90 days since delivery. This is not relevant in all cases, and management uses its historical experience and knowledge of the customer base to assess whether this is an indicator of increased risk on a customer-by-customer basis.

The Group considers the financial asset to be in default when the borrower is unlikely to pay its obligations or has entered a formal insolvency process or other financial reorganisation.

Loss allowances for financial assets measured at amortised costs are deducted from the gross carrying amount of the assets.

Non-Financial Assets
The carrying amounts of the Group's non-financial assets, other than inventories and deferred tax assets, 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. For goodwill, and intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each year at the same time.

The recoverable amount of an asset or CGU 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. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets. The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to CGUs. Subject to an operating segment ceiling test, for the purposes of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment is tested reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to groups of CGUs that are expected to benefit from the synergies of the combination.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro-rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

1.14 Employee Benefits

Defined Contribution Plans and Other Long-Term Employee Benefits
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 statement of profit and loss in the periods during which services are rendered by employees.

Share-Based Payment Transactions
Share-based payment arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions, regardless of how the equity instruments are obtained by the Company.

The Group operates a Management Incentive Plan ("MIP") for certain directors and a Long Term Incentive Plan ("LTIP") for certain directors and senior staff members, granting them equity-settled share option rights to the Company's equity instruments. The fair value at the grant date of the options is recognised as an employee expense with a corresponding increase in equity, on a straight-line basis over the vesting period.

Under both the MIP and LTIP schemes, the fair value of the awards granted is measured using an option valuation model, taking into account the terms and conditions upon which the awards were granted. The Monte Carlo option valuation model was adopted for all schemes and independent expert advice was sought for both the MIP and principal LTIP schemes. The LTIP awards granted in 2025 were valued on the same basis as the LTIP awards granted in 2023 as they adopt the same principal vesting conditions across a materially similar amount of options.

The amount recognised as an expense is adjusted to reflect the actual number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date.

For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

During the period the MIP scheme was settled in full. Further information is included in note 21.

Under IFRS 3 the contingent payment which has been agreed for the remaining 3% of the share in Central Supplies (Brierley Hill) Ltd is classified as remuneration for post-combination services, as consideration for the shares is linked to an employment condition. The amount recognised in the statement of profit and loss and other comprehensive income was £131,000 (FY24: £324,000). This contingent payment has now been settled with the Group owning 100% of the share capital in Central Supplies (Brierley Hill) Ltd as at 31 December 2025.

1.15 Provisions

A provision is recognised in the balance sheet when the Group has a present legal or constructive obligation as a result of a past event, that can be reliably measured, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects risks specific to the liability.

1.16 Revenue

IFRS 15 "revenue from contracts with customers" establishes a principles-based approach for revenue recognition and is based on the concept of recognising revenue for performance obligations only where they are satisfied, and the control of goods or service is transferred. In doing so, the standard applies a five-step approach to the timing of revenue recognition and applies to all contracts with customers, except those in the scope of other standards.

The principal performance obligation of delivery and sale of goods is discharged on delivery/collection of the products by the customer at which point control of the goods has transferred. Customer discounts and rebates comprise variable consideration and are accounted for as a reduction in the transaction price, and are constrained based on the most likely outcome basis.

The most likely outcome model is used due to the simple nature of rebate agreements and the limited number of possible outcomes – principally whether or not the customer achieved the required level of purchases.

1.17 Financing Income and Expenses

Financing expenses comprise interest payable, finance charges on put option liabilities and finance leases recognised in the statement of profit and loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the statement of profit and loss (see foreign currency accounting policy). Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial time to be prepared for use, are capitalised as part of the cost of that asset. Financing income comprises interest receivable on funds invested, finance income on the put option liability, and net foreign exchange gains.

Interest income and interest payable is recognised in the statement of profit and loss as it accrues, using the effective interest method. Dividend income is recognised in the statement of profit and loss on the date the entity's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

1.18 Taxation

Current Tax

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

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

Deferred Tax

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 following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. 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. Deferred tax is recognised on an undiscounted basis.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

1.19 Leases

The Group adopts the requirements of IFRS 16 as follows:
The Group has lease arrangements in place for properties, vehicles, forklift trucks and other equipment including plant and machinery. At the inception of the lease agreement, the Group assesses whether the contract conveys the right to control the use of an identified assets for a certain period of time and whether it obtains substantially all of the economic benefits from the use of that assets in exchange for consideration. The Group recognises a lease liability and a corresponding right-of-use asset with respect to all such lease arrangements.

A right-of-use asset is capitalised on the balance sheet at cost, which comprises the present value of the future lease payments at inception of the lease.

Right-of-use assets are depreciated using a straight-line method over the shorter of the life of the asset or the lease term and are assessed in accordance with IAS 36 'Impairment of Assets' to determine whether the asset is impaired.

The lease liability is initially measured at the present value of the lease payments as outlined above for the right-of-use asset and is increased by the interest cost on the lease liability, subsequently reduced by the lease payments made. Lease liabilities are classified between current and non-current on the balance sheet.

An assessment of the discount rate used in the present value calculation for new lease additions is performed at the inception of the lease to ensure it reflects the Group's incremental borrowing rate. The selected rate is supported by quotes from third parties for financing the asset and the Group's weighted average cost of capital. The Directors believe that no reasonable change in this accounting estimate would cause the carrying value of leases to be materially misstated.

The Group has relied upon the exemption under IFRS 16 to exclude the impact of low-value leases and leases that are short-term in nature (defined as leases with a term of 12 months or less). Costs on these leases are recognised on a straight-line basis as an operating expense within the statement of profit and loss. All other leases are accounted for in accordance with this policy as determined by IFRS 16.

1.20 Exceptional items

Exceptional items are defined as income or expenses that arise from events or transactions that are clearly distinct from the normal activities of the Group and therefore are not expected to recur frequently or regularly.

Such items have been separately presented to enable a better understanding of the Group's operating performance. Details of exceptional expenses are presented in note 5.

1.21 Investments

Investments in subsidiaries are carried at cost-less impairment in the parent Company's financial statements.

1.22 Adopted IFRSs Not Yet Applied

There are a number of new standards and amendments issued by the International Accounting Standards Board ("IASB") that will be effective for financial statements after this reporting period, once endorsed by the UK Endorsement Board. IFRS 18 "Presentation and Disclosure in Financial Statements" is effective for periods beginning on or after 1 January 2027 and will introduce new disclosure requirements. This standard is not expected to have a material impact on the Group's results or financial position.

2. Acquisitions in the Period

Acquisitions in the period ended 31 December 2025

BDF Fresh Produce Limited
On 17 November 2025, the Group acquired the entire share capital of BDF Fresh Produce Limited for a total cash consideration of £502,500. The Company has one depot based in Newton Abott and specialises in fruit and vegetable produce. The net assets acquired totalled £46,676. Post period end, the net assets were hived up into Westcountry Fruit Sales Ltd.

3. Segmental Information

The following analysis by segment is presented in accordance with IFRS 8 on the basis of those segments whose operating results are regularly reviewed by the Board of Directors (the Chief Operating Decision Maker as defined by IFRS 8) to assess performance and make strategic decisions about allocation of resources.

The Group has the following operating segments defined by products and their associated margins:

- **Ambient**: provides delivered wholesale of ambient food, drink and tobacco products;
- **Frozen and Chilled**: provides delivered wholesale of frozen and chilled food products;
- **Foodservice**: provides delivered wholesale of alcohol, frozen, chilled and fresh food to trade customers.

Corporate contains the central functions that are not devolved to the business units.

These segments offer different products and services to different customer types, attracting different margins. They each have separate management teams.

The segments share a commonality in service being delivered wholesale of food and drink products. The Group, therefore, benefits from a range of expertise, cross-selling opportunities and operational synergies in order to run each segment as competitively as possible. .

The Group's forward-look strategy is to provide an enhanced customer service by making available the wider Group product range to its existing customer base. As a result, the Board will be assessing the segments based on customer type going forward with the customers in the Ambient and Frozen & Chilled divisions operating in the retail and wholesale channel.

The presentation convention adopted in these financial statements is to show the three operating segments as this is how the Board of Directors has assessed performance during the year.

The following analysis shows how this development will be monitored in future periods whilst demonstrating the link to the existing segmental information.

Each segment is measured on its EBITDA, adjusted for acquisition costs and reconstruction costs, and internal management reports are reviewed monthly by the Board. This performance measure is deemed the most relevant by the Board to evaluate the results of the segments relative to entities operating in the same industry.

FP25C	Ambient £000	Frozen & Chilled £000	Retail and Wholesale £000	Foodservice £000	Corporate £000	Total £000
Revenue	236,619	282,127	518,746	405,653	-	**924,399**
Inter-segment revenue	18,517	5,334	23,851	4,031	-	**27,882**
Segment revenue	**255,136**	**287,461**	**542,597**	**409,684**		**952,281**
Segment gross profit	**35,976**	**58,562**	**94,538**	**112,463**	-	**207,001**
Adjusted EBITDA*	**15,038**	**16,983**	**32,021**	**31,239**	**(6,361)**	**56,899**
Amortisation of intangibles	-	(81)	(81)	(34)	(62)	**(177)**
Depreciation	(2,427)	(5,881)	(8,308)	(9,485)	(173)	**(17,966)**
Adjusted operating profit*	**12,611**	**11,021**	**23,632**	**21,720**	**(6,596)**	**38,756**
Group management charge	(2,212)	(2,393)	(4,605)	(3,210)	7,815	-
Amortisation of intangible assets arising on acquisition	-	-	-	-	(3,979)	**(3,979)**
Acquisition expense	-	-	-	(77)	-	**(77)**
Compensation for post combination services	-	(131)	(131)	-	-	**(131)**
Share based payment expense	-	-	-	-	(345)	**(345)**
Restructuring costs	(157)	(336)	(493)	(2,534)	(259)	**(3,286)**
Interest expense	(1,382)	(2,392)	(3,774)	(3,247)	(3,711)	**(10,732)**
Segment profit/(loss) before tax	**8,860**	**5,769**	**14,629**	**12,652**	**(7,075)**	**20,206**
Segment assets	53,371	61,070	114,441	115,592	135,930	**365,963**
Segment liabilities	(34,717)	(55,542)	(90,259)	(93,408)	(52,979)	**(236,646)**
Segment net assets	**18,654**	**5,528**	**24,182**	**22,184**	**82,951**	**129,317**

Within Corporate segment assets is £106,423,000 of goodwill on consolidation. This is allocated to the trading segments as follows (see note 10 for further information):

Goodwill by segment	**13,516**	**12,539**	**26,055**	**80,368**	**-**	**106,423**

*For more information on alternative performance measures please see the glossary at the end of these financial statements.

FY24	Ambient £000	Frozen & Chilled £000	Retail and Wholesale £000	Foodservice £000	Corporate £000	Total £000
Revenue	204,568	235,511	440,079	223,573	-	**663,652**
Inter-segment revenue	18,463	4,355	22,818	1,242	-	**24,060**
Segment revenue	**223,031**	**239,866**	**462,897**	**224,815**	-	**687,712**
Segment gross profit	**31,613**	**52,353**	**83,966**	**63,854**	-	**147,820**
Adjusted EBITDA*	**13,125**	**15,215**	**28,340**	**22,797**	**(5,908)**	**45,229**
Amortisation of intangibles	-	(74)	(74)	(6)	(50)	**(130)**
Depreciation	(2,010)	(4,781)	(6,791)	(4,118)	(159)	**(11,068)**
Adjusted operating profit*	**11,115**	**10,360**	**21,475**	**18,673**	**(6,117)**	**34,031**
Group management charge	(1,968)	(2,051)	(4,019)	(2,751)	6,770	-
Amortisation of intangible assets arising on acquisition			-	-	(1,397)	**(1,397)**
Acquisition expense	-	-	-	(447)	(1,706)	**(2,153)**
Compensation for post combination services	-	(324)	(324)	-	-	**(324)**
Share based payment expense	-	-	-	-	(1,244)	**(1,244)**
Restructuring costs	-	(103)	(103)	(6)	-	(109)
Interest expense	(1,099)	(1,948)	(3,047)	(1,204)	(2,025)	**(6,276)**
Segment profit/(loss) before tax	**8,048**	**5,934**	**13,982**	**14,265**	**(5,719)**	**22,528**
Segment assets	49,876	61,691	111,567	111,927	135,792	**359,286**
Segment liabilities	(37,363)	(58,531)	(95,894)	(79,212)	(59,635)	**(234,741)**
Segment net assets	**12,513**	**3,160**	15,673	**32,715**	**76,157**	**124,545**

Within Corporate segment assets is £105,717,000 of goodwill on consolidation. This is allocated to the trading segments as follows (see note 10 for further information):

Goodwill by segment	**13,516**	**12,539**	**26,055**	**79,662**	**-**	**105,717**

*For more information on alternative performance measures please see the glossary at the end of these financial statements.

An analysis of revenue by destination is given below:

Geographical information	FP25 £000	FY24 £000
United Kingdom	921,480	659,833
Overseas	2,919	3,819
Group revenue	**924,399**	663,652

No one customer accounts for more than 7% (FY24: 8%) of Group revenue.

4. Other Operating Income

	FP25 £000	FY24 £000
Net gain on disposal of fixed assets	**22**	573
Net gain on remeasurement of right-of-use assets and lease liabilities	**261**	30
	283	603

5. Expenses

	FP25 £000	FY24 £000
Included in profit/loss are the following:		
Depreciation of tangible assets		
Owned	**4,401**	3,052
Right-of-use assets	**13,565**	8,016
Amortisation of intangible assets	**4,156**	1,527
Expense relating to short term and low value leased assets	**3,197**	2,155

The Group incurred a number of expenses not relating to the principal trading activities of the Group as follows:

	FP25 £000	FY24 £000
Exceptional expenses		
Acquisition expenses	**77**	2,153
Compensation for post combination services	**131**	324
Restructuring expenses	**3,286**	109
Total exceptional expenses	**3,494**	2,586
Share based payment expense	**345**	1,244
Total exceptional expenses and share based payments	**3,839**	3,830

The Board consider the exceptional items to be non-recurring in nature. Both exceptional and share based payment expenses are adjusted for in the statement of profit and loss to arrive at the adjusted EBITDA. This measure provides the Board with a better understanding of the Group's operating performance.

Acquisition expenses relate to the acquisition of BDF Fresh produce Limited which completed on 17th November 2025.
Compensation for post combination services relates to the value of a liability in connection with the acquisition of the remaining share capital of Central Supplies (Brierley Hill) Ltd. This was exercised and paid out in full during the period, the shares were purchased for £1,037,000.

Share-based payments relate to the MIP and LTIP and are non-cash expenses. For further information see note 21.

Restructuring expenses include redundancy costs resulting from operational changes made across the group during the period. Additionally, costs were incurred for integrating depots within the Foodservice division, such as double running expenses during transitions, dilapidation and legal fees related to depots that have been closed, extra labour and vehicle needs to maintain service levels while moving into consolidated facilities, and ERP system integration expenses.

Auditor's remuneration:

	FP25 £000	FY24 £000
Audit of these financial statements	**76**	105
Amounts receivable by auditors and their associates in respect of:		
Audit of financial statements of subsidiaries of the Company	**472**	488
Other assurance services	**6**	6

In the current and prior years, audit and non-audit fees were paid to Grant Thornton UK LLP. In addition to the fee disclosed above, direct disbursements were paid to Grant Thornton UK LLP of £11,000 (FY24: £11,000).

6. Staff Numbers and Costs

The average number of persons employed by the Group (including Directors) during the year is analysed as follows:

	FP25	FY24
Management and administration	**321**	261
Sales	**323**	282
Warehouse	**755**	528
Distribution	**747**	606
Directors	**2**	2
	2,148	1,679

The aggregate payroll costs of these persons were as follows;

	FP25 £000	FY24 £000
Wages and salaries	**86,006**	57,021
Social security costs	**9,658**	5,715
Other pension costs (note 20)	**3,146**	2,004
	98,810	64,740

Staff costs accruing in the Group total £251,000 (FY24: £1,244,000) in relation to the Management Incentive Plan and Long-Term incentive plan, see note 21 for further details.

7. Directors' Remuneration

Included within staff costs (note 6) are the following amounts in respect of Directors' emoluments

	FP25 £000	FY24 £000
Directors' emoluments	**1,095**	1,123
Company contribution to personal pension scheme	**8**	11
	1,103	1,134

Retirement benefits are accruing to two Directors under money purchase pension schemes (FY24: two)

Amount accrued under the MIP for the two Directors was £288,000 (FY24: £863,000). Amount accrued under the LTIP schemes for the two Directors was £Nil, (FY24: £177,000). Further details on the MIP and LTIP are detailed in note 21.

	FP25 £000	FY24 £000
Highest paid Director		
Directors' emoluments	**487**	418
Company contribution to personal pension scheme	**2**	1
	489	419

8. Finance Income and Expense

	FP25 £000	FY24 £000
Interest payable and similar charges		
Interest payable on bank loans and invoice discount facilities	**6,170**	4,024
Finance charges payable in respect of leases	**4,189**	2,167
Other interest	**373**	85
	10,732	6,276

Included in the above is £638,000 of interest accrued not paid as at 31 December 2025 in relation to the Revolving Credit Facility (FY24: £371,000).

Other interest includes £386,000 (FY24: 42,000) of interest on contingent consideration in relation to the acquisition of Creed Catering Supplies Limited per IFRS 3, which is a non-cash interest cost, and £16,000 of corporation tax interest received.

9. Taxation

	FP25 £000	FY24 £000
UK corporation tax		
Current tax charge on income for the period	**8,502**	5,847
Adjustment in respect of prior periods	**(14)**	(99)
Total current tax	**8,488**	5,748
Deferred tax (see note 18)		
Reversal of timing differences	**(1,328)**	(98)
Effect of changes in tax rate	**(996)**	
Adjustment in respect of prior periods	**58**	160
Total deferred tax (credit) / charge	**(2,266)**	62
Tax charge on profit on ordinary activities	**6,222**	5,810
Current tax reconciliation		
Profit on ordinary activities after tax	**13,984**	16,718
Tax charge	**6,222**	5,810
Profit on ordinary activities before tax	**20,206**	22,528
Tax using the UK corporation tax of 25% (FY24: 25%)	**5,052**	5,632
Effect of:		
Expenses not deductible for tax purposes	**321**	674
Fixed asset differences	**95**	(415)
Income not taxable	**(19)**	(13)
Timing differences not recognised	**12**	-
Other permanent differences	**5**	-
		(156)
Adjustments in respect of prior periods – current tax	**(14)**	
Adjustment in respect of prior period – deferred tax	**58**	160
Share based payment	**763**	(290)
Other tax adjustments	**(51)**	218
Total current tax charge	**6,222**	5,810

The corporate tax rate has been calculated based on the 25% UK corporate tax rate. There are no known changes planned for the rate of UK corporate tax. The deferred tax liability at 31 December 2025 has been calculated on the same 25% UK corporate tax rate, reflecting the expected timing of reversal of the related timing differences (FY24: 25%).

10. Intangible Assets

Group	**Acquired intangibles £000**	**Intangible assets £000**	**Goodwill £000**	**Total £000**
Cost				
Balance at 1 November 2023	4,992	1,254	64,192	**70,438**
Additions	-	20	-	**20**
Recognised through business combinations	27,183	-	47,037	**74,220**
Balance at 31 October 2024	**32,175**	**1,274**	**111,229**	**144,678**
Amortisation				
Balance at 1 November 2023	842	526	5,512	**6,880**
Charge in year	1,397	130	-	**1,527**
Balance at 31 October 2024	**2,239**	**656**	**5,512**	**8,407**
Net book value				
At 31 October 2024	**29,936**	**618**	**105,717**	**136,271**
At 31 October 2023	4,150	728	58,680	63,558

Group	**Acquired intangibles £000**	**Intangible assets £000**	**Goodwill £000**	**Total £000**
Cost				
Balance at 1 November 2024	32,175	1,274	111,229	**144,678**
Additions	-	178	250	**428**
Recognised through business combinations	-	-	456	**456**
Balance at 31 December 2025	**32,175**	**1,452**	**111,935**	**145,562**
Amortisation				
Balance at 1 November 2024	2,239	656	5,512	**8,407**
Charge in period	3,979	177	-	**4,156**
Balance at 31 December 2025	**6,218**	**833**	**5,512**	**12,563**
Net book value				
At 31 December 2025	**25,957**	**619**	**106,423**	**132,999**
At 31 October 2024	**29,936**	**618**	**105,717**	**136,271**

Included in acquired intangibles are customer relationships with a net book value of £24,269,000 (2024: £27,430,000) and brands with a net book value of £1,688,000 (2024: 2,506,000).

Impairment Testing
Goodwill arising on business combinations is assessed separately under IFRS 3 in the period of acquisition. Each acquisition provides the Group with an additional CGUs.

The Group allocates goodwill to groups of CGUs based on their operating segment as set out in note 3 as they leverage and share from each other's operational infrastructure, centrally negotiate supplier terms and cross-sell products to the Group's wider customer base. The operating segments therefore represent the lowest level at which goodwill is monitored by the Board.

Goodwill has been assessed as follows:

	2025 **£000**	**2024** **£000**
Ambient	**13,516**	13,516
Frozen & Chilled	**12,539**	12,539
Foodservice	**80,368**	79,662
	106,423	105,717

Under IAS 36 the Group is required to test goodwill for impairment at least annually or more frequently if indicators of impairment exist.

The recoverable amount of a CGU has been calculated with reference to its value in use, using financial forecasts approved by the Board covering a four-year period with the final period taken into perpetuity.

The key assumptions of this calculation are shown below:

	2025	**2024**
Period forecasts are based on	**4 years**	4 years
Growth rate applied	**2%**	2%
Discount rate applied	**8.95%**	11.47%

Impairment testing at 31 December 2025 has considered cost inflation and its potential impact on demand and overhead costs of the CGUs. The Directors believe there is no reasonable prospect of a reduction in demand as a result of product price inflation that would result in a material impairment.

A 2% growth rate assumption has been made on the terminal value in the impairment calculation. There is a demonstrable link between consumer spending on food and drink and GDP trends. The Group has demonstrated year-on-year growth, with existing operations delivering 1.0% revenue growth in the period prior to the acquisition of Creed Food Service Limited and the Retail and Wholesale division delivering 3% in the 12 months to October 2025.

The discount rate is per the Group's current weighted average cost of capital adjusted to reflect the pre-tax rate at 25% corporation tax and a risk premium in line with IAS 36. The reduction in the discount rate from prior year reflects the reduction in the cost of debt, as seen through reductions in UK interest rates, and the reduction in the value of equity driven by UK market forces, having the effect of increasing in debt as a proportion of debt and equity.

A specific risk premium has not been applied to each CGU as they all operate in the wholesale of food and drinks materially within the UK and are therefore exposed to the same macroeconomic risks. This would be reassessed if the discount rate indicated potential impairment of any individual CGU.

Other than changes to the discount or growth rate the key assumption in the forecast model is the gross margin generated by each CGU. The sensitivities vary by CGU but no reasonable sensitivity would result in impairment on any CGU.

Each of the CGUs has significant headroom under the annual impairment review. The Directors believe that no reasonable change in any of the above key assumptions would cause the carrying value of the unit to materially exceed its recoverable amount. Furthermore, the acquisition by Kite UK Bidco Limited post period end further supports the goodwill valuation as at 31 December 2025.

11. Tangible Assets

Group	**Freehold property**	**Leasehold improvements**	**Fixtures & fittings**	**Motor vehicles**	**Plant & machinery**	**Total**
	£000	**£000**	**£000**	**£000**	**£000**	**£000**
Cost						
Balance at 1 November 2023	**7,090**	**3,150**	**6,972**	**4,517**	**9,961**	**31,690**
Additions	281	1,842	906	967	3,260	7,255
Disposals	(2,801)	(30)	(1,649)	(2,136)	(4,720)	(11,336)
Transferred from Right-of-use assets	-	-	-	337	98	435
Acquired through business combinations	7,083	147	196	1,534	2,007	10,967
Balance at 31 October 2024	**11,653**	**5,109**	**6,425**	**5,219**	**10,606**	**39,011**
Depreciation						
Balance at 1 November 2023	383	1,544	5,014	2,390	5,745	15,076
Charge in year	180	314	625	937	996	3,052
Disposals	(273)	(30)	(1,643)	(1,849)	(4,622)	(8417)
Transferred from right-of-use assets	-	-	-	141	63	204
Balance at 31 October 2024	**290**	**1,828**	**3,996**	**1,619**	**2,182**	**9,915**
Net book value						
At 31 October 2024	**11,363**	**3,281**	**2,429**	**3,600**	**8,424**	**29,097**
At 31 October 2023	**6,707**	**1,606**	**1,958**	**2,127**	**4,216**	**16,614**

11. Tangible Assets *(continued)*

Group	Freehold property	Leasehold improvements	Fixtures & fittings	Motor vehicles	Plant & machinery	Total
	£000	£000	£000	£000	£000	£000
Cost						
Balance at 1 November 2024	11,653	5,108	6,425	5,219	10,606	**39,011**
Additions	1,022	1,055	742	951	1,359	**5,129**
Disposals			(34)	(1,946)	(148)	**(2,128)**
Transferred from Right-of-use	-	-	-	315	-	**315**
Acquired through business combinations		1			10	**11**
Balance at 31 December 2025	**12,675**	**6,164**	**7,133**	**4,539**	**11,827**	**42,338**
Depreciation						
Balance at 1 November 2024	290	1,828	3,996	1,619	2,182	**9,915**
Charge in period	199	516	785	1,094	1,807	**4,401**
Disposals			(24)	(1,516)	(125)	**(1,665)**
Transferred from right-of-use	-	-	-	201	-	**201**
Balance at 31 December 2025	**489**	**2,344**	**4,757**	**1,398**	**3,864**	**12,852**
Net book value						
At 31 December 2025	**12,186**	**3,820**	**2,376**	**3,141**	**7,963**	**29,486**
At 31 October 2024	**11,363**	**3,280**	**2,429**	**3,600**	**8,424**	**29,096**

12. Right-of-use Assets

Group	Leasehold property £000	Motor vehicles £000	Plant & Machinery £000	Total £000
Cost				
Balance at 1 November 2023	24,887	21,060	2,204	**48,151**
Additions	6,919	12,951	542	**20,412**
Transferred to tangible assets		(337)	(98)	**(435)**
Disposals	(277)	(4,058)	(256)	**(4,591)**
Loss on remeasurement	(469)	(38)		**(507)**
Acquired through business combinations	2,116	6,936	208	**9,260**
Balance at 31 October 2024	**33,176**	**36.514**	**2,600**	**72,290**
Depreciation				
Balance at 1 November 2023	6,636	10,892	907	**18,435**
Charge in year	2,105	5,494	417	**8,016**
Transferred to tangible assets		(141)	(63)	**(204)**
Disposals	(277)	(4,038)	(256)	**(4,571)**
Loss on remeasurement	(235)	(20)		**(255)**
At 31 October 2024	**8,229**	**12,187**	**1,005**	**21,421**
Net book value				
At 31 October 2024	**24,947**	**24,327**	**1,595**	**50,869**
At 31 October 2023	**18,251**	**10,168**	**1,297**	**29,716**

12. Right-of-use Assets *(continued)*

Group	Leasehold property £000	Motor vehicles £000	Plant & Machinery £000	Total £000
Cost				
Balance at 1 November 2024	33,176	36,514	2,600	**72,290**
Additions	1,706	16,480	835	**19,021**
Transferred to tangible assets	-	(315)	-	**(315)**
Disposals	(250)	(4,413)	(333)	**(4,996)**
Loss on remeasurement	(1,749)	(1,983)	(193)	**(3,925)**
Acquired through business combinations		46		**46**
Balance at 31 December 2025	**32,883**	**46,329**	**2,909**	**82,121**
Depreciation				
Balance at 1 November 2024	8,229	12,187	1,005	**21,421**
Charge in period	3,489	9,461	615	**13,565**
Transferred to tangible assets	-	(201)	-	**(201)**
Loss on remeasurement	(486)	(1,148)	(103)	**(1,737)**
Disposals	(250)	(4,337)	(334)	**(4,921)**
Balance at 31 December 2025	**10,982**	**15,962**	**1,183**	**28,127**
Net book value				
At 31 December 2025	**21,901**	**30,367**	**1,726**	**53,994**
At 31 October 2024	**24,947**	**24,327**	**1,595**	**50,869**

13. Investments

Group	**Unlisted investments**	
	2025 £000	**2024 £000**
Cost and net book value		
At beginning of year	**42**	45
Additions	**-**	-
Acquired on business combinations	**1**	16
Disposals	**(15)**	(19)
At end of year	27	42

	Shares in Group undertakings	
Company	**2025 £000**	**2024 £000**
Cost and net book value		
At beginning and end of year	**12,993**	12,993

The Company has the following investments in subsidiaries

Subsidiary undertaking	Country of incorporation	Class of shares held	Ownership 2025	Ownership 2024
Kitwave Investments Limited	UK	Ordinary	100%	100%
Kitwave One Limited*	UK	Ordinary	100%	100%
Kitwave Limited*	UK	Ordinary	100%	100%
M&M Value Limited*	UK	Ordinary	100%	100%
Turner & Wrights Limited*	UK	Ordinary	100%	100%
FW Bishop & Son Limited*	UK	Ordinary	100%	100%
Westone Wholesale Limited*	UK	Ordinary	100%	100%
Automatic Retailing (Northern) Limited*	UK	Ordinary	100%	100%
Teatime Tasties Limited*	UK	Ordinary	100%	100%
TG Foods Limited*	UK	Ordinary	100%	100%
Eden Farm Limited*	UK	Ordinary	100%	100%
Squirrels UK Limited*	UK	Ordinary	100%	100%
Thurston's Food's Limited*	UK	Ordinary	100%	100%
David Miller Frozen Foods Limited*	UK	Ordinary	100%	100%
HB Clark Holdings Limited*	UK	Ordinary	100%	100%
HB Clark & Co (Successors) Limited*	UK	Ordinary	100%	100%
Clarks Fine Wines Limited*	UK	Ordinary	100%	100%
FAM Soft Drinks Limited*	UK	Ordinary	100%	100%
Central Supplies (Brierley Hill) Ltd	UK	Ordinary	100%	97%
M.J. Baker Foodservice Limited	UK	Ordinary	100%	100%
Westcountry Food Holdings Limited*	UK	Ordinary	100%	100%
Westcountry Fruit Sales Limited*	UK	Ordinary	100%	100%
Total Foodservice Solutions Limited*	UK	Ordinary	100%	100%
Nextbuy Limited**	UK	Ordinary	0%	100%
Fred Lawson (Clitheroe) Limited**	UK	Ordinary	0%	100%
Opaledge Limited**	UK	Ordinary	0%	100%
Howarth Foodservice Limited**	UK	Ordinary	0%	100%
Creed Catering Supplies Limited*	UK	Ordinary	100%	100%
Creed Foodservice Limited*	UK	Ordinary	100%	100%

*held indirectly through Kitwave Investments Limited and its subsidiaries.
**relates to dormant entities voluntarily struck off the companies register during the year that were previously held indirectly through Kitwave Investments Limited and its subsidiaries.

Fred Lawson (Clitheroe) Limited, Howarth Foodservice Limited, Nextbuy Limited and Opaledge were all dissolved during the course of the 14 month period to December 2025.

The registered office of all the above companies is: Unit S3 Narvik Way, Tyne Tunnel Trading Estate, North Shields, Tyne and Wear, NE29 7XJ

14. Inventories

	Group		Company	
	2025	**2024**	**2025**	**2024**
	£000	**£000**	**£000**	**£000**
Goods for resale	48,588	47,749	-	-
	48,588	47,749	-	-

Goods for resale recognised as cost of sales in the period amount to £717,398,000 (FY24: £515,832,000).

15. Trade and Other Receivables

	Group		Company	
	2025	**2024**	**2025**	**2024**
	£000	**£000**	**£000**	**£000**
Trade receivables	**64,318**	70,888	-	-
Amounts owed by Group undertakings*	-	-	**91,721**	93,188
Other debtors	**3,417**	1,569	**1,029**	-
Prepayments and accrued income	**28,512**	18,665	**78**	71
	96,247	91,122	**92,828**	93,259
Due within one year	**95,403**	90,250	**1,107**	71
Due after more than one year	**844**	872	**91,721**	93,188
	96,247	91,122	**92,828**	93,259

*Amounts owed by Group undertakings are interest-free and repayable on demand.
£27,298,000 (2024: £22,301,000) of Group trade receivables are used as security against invoice discounting advances (note 18).

16. Cash and Cash Equivalents

	Group		Company	
	2025	**2024**	**2025**	**2024**
	£000	**£000**	**£000**	**£000**
Cash at bank and in hand	**4,622**	4,137	**287**	259
Cash and cash equivalents	**4,622**	4,137	**287**	259

17. Trade and Other Payables: amounts falling due within one year

	Group		Company	
	2025	**2024**	**2025**	**2024**
	£000	**£000**	**£000**	**£000**
Trade payables	**77,175**	69,520	-	-
Other creditors	**7,335**	10,514	-	-
Contingent consideration	-	9,614	-	-
Accruals	**13,200**	12,435	-	101
Amounts owed to Group undertakings	-	-	**6,037**	37
	97,710	102,083	**6,037**	138

18. Interest-Bearing Loans and Borrowings

This note provides information about the contractual terms of the Group's loans and borrowings. For more information about the Group's exposure to interest rate and foreign currency risk, see note 24.

	Group		Company	
	2025	2024	2025	2024
Non-current liabilities	£000	£000	£000	£000
Lease liabilities	**44,711**	43,323	-	-
Revolving Credit Facility	**40,000**	40,000	-	-
	84,711	83,323	-	-

	Group		Company	
	2025	2024	2025	2024
Current liabilities	£000	£000	£000	£000
Lease liabilities	**11,692**	10,244	-	-
Invoice discounting advances	**27,298**	20,071	-	-
Trade loan	**4,500**	7,750	-	-
	43,490	38,065	-	-

	Group	Company	Group	Company
	2025	2024	2025	2024
Lease liabilities	£000	£000	£000	£000
Lease liabilities payable as follows:				
Within one year	**11,692**	10,244	-	-
In the second to fifth years	**28,860**	26,051	-	-
Over five years	**15,851**	17,272	-	-
	56,403	53,567		

Finance lease liabilities include £11,257,000 of hire purchase leases (2024: £10,088,000).

Terms and Debt Repayment Schedule

	Currency	Nominal interest rate	Year of maturity	2025 Face value £000	2025 Carrying value £000	2024 Face value £000	2024 Carrying value £000
Lease liabilities	Sterling	4.0% - 11.0%	2026-2041	**71,113**	**56,403**	68,682	53,567
Invoice discounting advances	Sterling	1.75% + Base	2029	**27,298**	**27,298**	20,071	20,071
Bank trade loans	Sterling	2.65% + Base	2026	**4,500**	**4,500**	7,750	7,750
Revolving Credit Facility	Sterling	2.40% + SONIA	2029	**40,000**	**40,000**	40,000	40,000
				142,911	**128,201**	136,503	121,388

Changes in liabilities from financing activities	**Loans and borrowings**	**Lease liabilities**	**Total**
	£000	**£000**	**£000**
Total debt at 31 October 2023	**26,405**	**32,669**	**59,074**
Changes from financing cash flows			
New borrowing	41,416	-	**41,416**
Payment of lease liabilities	-	(8,327)	**(8,327)**
Interest paid	(4,024)	(2,167)	**(6,191)**
Total changes from financing cash flows	**37,392**	**(10,494)**	**26,898**
Other changes			
New borrowing	-	20,393	**20,393**
Interest expense	3,911	2,167	**6,078**
Interest included in accruals	113		**113**
Remeasurement of lease liabilities	-	(282)	**(282)**
Added through business combination	-	9,114	**9,114**
Total other changes	**4,024**	**31,392**	**35,416**
Total debt at 31 October 2024	**67,821**	**53,567**	**121,388**
Changes from financing cash flows			
New borrowing	6,955	-	**6,955**
Repayment of borrowings	(3,250)	-	**(3,250)**
Payment of lease liabilities	-	(13,771)	**(13,771)**
Interest paid	**(5,900)**	(4,189)	**(10,089)**
Total changes from financing cash flows	**(2,195)**	**(17,960)**	**(20,155)**
Other changes			
New borrowing	-	19,008	**19,008**
Interest expense	6,172	4,189	**10,361**
Remeasurement of lease liability	-	(2,447)	**(2,447)**
Added through business combinations	-	46	**46**
Total other changes	**6,172**	**20,796**	**26,968**
Total debt at 31 December 2025	**71,798**	**56,403**	**128,201**

All borrowings are denominated in Sterling.

Bank trade loans are secured by means of debenture and cross guarantees over the assets of all Group undertakings. These are generally repayable within 35 days of drawdown and form an integral part of the Group's day to day short term cash management.

Receipts and payments from trade loans are disclosed on a net basis in the cash flow statement under IAS 7 22(b) on the basis they are short maturity.

The invoice discounting advances are secured against trade receivables (note 15). These are repayable within 90 days of the date of the invoice and carry interest at a margin of 1.75%. This is a committed facility due to expire September 2029.

Under this arrangement trade customers remit cash directly to the Group companies and the Group companies use the trade receivables as security to draw down funds from finance providers. Cash receipts and cash payments with the finance provider are disclosed on a net basis in the cashflow statement as allowed under IAS 7 22(b) on the basis that they are short maturity.

A £40,000,000 Revolving Credit Facility ("RCF") was entered into in September 2024 as part of the funding for the Creed Catering Supplies Limited acquisition. The permitted use of the RCF is to fund acquisitions and it is not part of the Group's working capital finance. The interest margin is based on leverage and at the year end the interest margin was 2.40% over SONIA. Following completion of the acquisition of the Group by One Equity Partners in March 2026 the £40,000,000 RCF was repaid in full.

The acquisition by One Equity Partners was funded through equity investment and a £117,500,000 term loan with an option of a further £25,000,000 draw. This is a committed facility with a maturity date of September 2031. The Invoice Discounting Facility was retained at £52,500,000.

19. Deferred Tax Assets and Liabilities

Deferred tax assets and liabilities are attributable to the following:

Group

	Assets		Liabilities	
	2025	**2024**	**2025**	**2024**
	£000	**£000**	**£000**	**£000**
Property, plant and equipment	-	125	**(2,843)**	(2,911)
Intangible assets arising on acquisition	-	-	**(7,024)**	(7,859)
Tax value of loss carry forwards	-	-	**(342)**	(342)
Share based payment expense	-	804	-	-
IFRS 16 timing differences	**114**	40	-	-
Tax assets / (liabilities)	**114**	969	**(10,209)**	(11,112)

Movement in deferred tax during the period:

Group

	31 October 2024 £000	Recognised in income £000	31 December 2025 £000
Property, plant and equipment	(2,786)	(57)	**(2,843)**
Intangible assets arising on acquisition	(7,859)	835	**(7,024)**
Capital gains	(342)		**(342)**
Share based payment expense	804	(690)	**114**
IFRS 16 timing differences	40	(40)	-
Tax liabilities	**(10,143)**	**48**	**(10,095)**

Company

	Assets 2025 £000	Assets 2024 £000	Liabilities 2025 £000	Liabilities 2024 £000
Share based payment expense	**41**	804	-	-
Tax assets	**41**	804	-	-

Company
Movement in deferred tax during the period:

	31 October 2024 £000	Amounts arising from business combinations £000	Recognised in income £000	31 December 2025 £000
Share based payment	804	-	(763)	41
Tax assets	**804**	-	(763)	**41**

20. Employee Benefits

Defined Contribution Plans
The Group operates a defined contribution pension scheme. The pension cost charge for the period represents contributions payable by the Group to the scheme and to other personal pensions schemes and amounted to £3,146,000 (FY24: £2,004,000).

21. Employee Share Schemes

The Group has in place a MIP and a LTIP scheme whereby the options are expected to be equity-settled. The charge for the year in respect of the schemes, excluding NIC costs in relation to the LTIP scheme for which there has been three awards as follows:

	2025 £000	2024 £000
MIP	**288**	863
LTIP	**-**	335
	288	1,198

The MIP is accounted for as a share-based payment under IFRS 2 and was capable of being settled by the delivery of Company shares to the participants upon exercise of the MIP put option.

Group and Company	Date of grant	Employ ees entitled	Options exercised	Principal vesting conditions	Contractual life
Management Incentive Plan	July 2021	Selected senior employees	Nil	Service during vesting period EPS performance hurdle Market capitalisation hurdle	3 years, 6 months
Long term Incentive Plan 2023	March 2023	Selected senior employees	Nil	Service during vesting period EPS performance hurdle Total Shareholder return hurdle	3 years
Long term Incentive Plan 2024	March 2024	Selected senior employees	Nil	Service during vesting period EPS performance hurdle Total Shareholder Return hurdle	3 years
Long term Incentive Plan 2025	March 2025	Selected senior employees	Nil	Service during vesting period EPS performance hurdle Total Shareholder Return hurdle	3 years

MIP	2025 Weighted average exercise price £	2025 Number of options	2024 Weighted average exercise price £	2024 Number of options
Outstanding at the beginning of the year	-	10,000	-	10,000
Exercised during the year	-	(10,000)	-	-
Outstanding at the end of the year	-	-	-	**10,000**

Under the MIP, Growth shares were issued in Kitwave Limited with a subscription price of £5.24 per option paid on subscription. The 10,000 growth shares in Kitwave Limited were exchanged for shares in the Company in the period following achievement of the principal vesting conditions. The number of Company shares that were exchanged under the MIP was 3,217,559.

LTIP 2023	**2025 Weighted average exercise price £**	**2025 Number of options**	**2024 Weighted average exercise price £**	**2024 Number of option**
Outstanding at the beginning of the year	-	225,000	-	225,000
Granted during the year	-	-	-	-
Outstanding at the end of the year	**-**	**225,000**	**-**	**225,000**

LTIP 2024	**2025 Weighted average exercise price £**	**2025 Number of options**	**2024 Weighted average exercise price £**	**2024 Number of option**
Outstanding at the beginning of the year	-	338,000	-	338,000
Granted during the year	-	-	-	-
Outstanding at the end of the year	**-**	**338,000**	**-**	**338,000**

LTIP 2025	**2025 Weighted average exercise price £**	**2025 Number of options**	**2024 Weighted average exercise price £**	**2024 Number of option**
Outstanding at the beginning of the period	-	-	-	-
Granted during the period	-	570,000	-	-
Outstanding at the end of the period		**570,000**		

Under both the LTIP schemes, the participants are offered the opportunity to acquire shares in Kitwave Group plc at nil cost subject to achieving the principal vesting conditions.

The LTIP scheme granted in 2025 has a three-year performance period ending March 2028. The scheme comprises two separate conditions for awarding shares: one for achieving an earnings per share ("EPS") hurdle; and the other is for achieving a total shareholder return ("TSR") hurdle. The share price at grant date was 262 pence. The risk-free rate adopted was 5% being the ten-year UK government bond yield at grant date. Volatility based on the Group's daily share price volatility was 36%. Adopting a Monte Carlo option valuation model the grant date fair value of the EPS hurdle award was 275 pence and the grant date fair value of the TSR award was 97 pence.

The LTIP schemes have incurred an expense under employee expenses of £(27,000) in line with vesting conditions of the scheme (FY24: £381,000). Of this income, £65,000 has been taken to the share-based payment reserve, the other £38,000 representing an accrual of employer NIC on the value of the options has been recognised through the statement of profit and loss.

The share-based payment reserve represents the accumulation of the cost of the MIP and LTIP in accordance with the treatment of equity-settled share-based payment expense under IFRS 2. As at 31 December 2025, the balance on this reserve is £386,000 (2024: £3,240,000) with the significant decrease due to the vesting of the MIP in the period.

22. Called Up Share Capital

Group and Company	2025 £000	2024 £000
Authorised, called up and fully paid		
83,763,538 (2024: 80,438,979) ordinary shares of £0.01 each	837	804
	837	804

Share Premium
The share premium account increased by £119,000 representing the premium paid on the new warrants issued over their nominal value.

23. Contingent Liabilities

Group bank borrowings (including invoice discounting advances) are subject to cross guarantee and debenture agreements over Group companies.

The Company is party to a cross guarantee and debenture agreement to secure the £27,298,000 (2024: £20,071,000) bank borrowings of its subsidiary companies.

24. Financial Instruments

24 (a) Fair Values of Financial Instruments

The carrying value of all financial assets and financial liabilities by class, are shown below. The carrying value is in line with each asset and liability's fair value:

Group

	2025 £000	2024 £000
Financial assets that are debt instruments held at amortised cost		
Trade receivables	**64,318**	70,888
Cash and cash equivalents	**4,622**	4,137
	68,940	75,025
Financial liabilities measured at fair value through the statement of profit and loss		
Contingent consideration	-	9,614
	-	9,614
Financial liabilities measured at amortised cost		
Trade payables	**77,175**	69,520
Accruals	**13,200**	12,435
Invoice discounting advances	**27,298**	20,071
Trade loan	**4,500**	7,750
Obligations under lease liabilities	**56,403**	53,567
RCF Facility	**40,000**	40,000
	218,576	203,343

The Group holds a financial asset instrument, being trade receivables.

The trade receivables are held at amortised cost. The objective of the business model for realising trade receivables is by collecting contractual cash flows for genuine debts. The considerations of Solely Principal Payments and Interest ("SPPI") have also been considered and the criteria met for holding at amortised cost as the trade receivables are for fixed payments due by fixed dates with no variable element of payment required.

The standard requires impairment of trade receivables held at amortised cost is considered by reference to the expected credit loss method, discussed in the credit risk section of the financial information.

All financial instruments as at 31 December 2025 were categorised as level 1.

24 (b) Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers.

The Group has a well-established and diverse portfolio of customers including a large number of customers paying direct debit and cash on delivery. Management do not believe there is a significant concentration risk as evidenced with no one customer accounting for more than 8% of Group revenue.

All customers who wish to trade on credit terms are subject to credit verification procedures.

The Group establishes an allowance for impairment that represents its estimate of incurred losses which is based on historical levels of impairment and assessment of the quality of the receivable book to calculate a forward-looking estimate. The following table shows the ageing of trade receivables from invoice date and the allocation of the bad debt provision.

2025	**Gross £000**	**Impairment £000**	**Net £000**
Current	53,171	-	53,171
31-60 days from invoice	9,136	-	9,136
61-90 days from invoice	2,071	(60)	2,011
90+ days	982	(982)	-
	65,360	**(1,042)**	**64,318**

The maximum Group exposure to credit risk in the period ended 31 December 2025 was £64,318,000 (2024: £70,888,000) being the total carrying amount of trade receivables and other receivables net of provision.

The Directors assess the risk to trade receivables by reviewing the ageing of debt. The expected credit loss on invoices less than 90 days old is not material or significant.

The utilisation of provision for the year ended was 0.09% of Group revenue. The average annual bad debt expense of the prior two financial years was 0.14%, therefore applying the historic bad debt expense factor would result in a period end provision of c.£888,000 for the period ended 31 December 2025.

Whilst the Directors are confident no single trade receivable will have a material impact on the Group's cash flow, they continue to take a prudent approach in relation to provisioning as seen in FY25. There have been no significant increases in the incidence of bad debt expense from prior years.

Trade receivables are reviewed regularly by dedicated credit control teams within each division and information from credit rating agencies is often used to assess a customer's ability to meet its obligations.

If there is significant doubt regarding a receivable a specific provision is created. In addition, a provision is created to account for the estimated losses that may be incurred in future periods. The Directors consider the level of provisioning to be materially correct based on these factors.

Movement in expected credit loss provision

	2025 £000	2024 £000
At beginning of the period	**1,447**	2,154
Provided during the period	**483**	-
Added on acquisition	-	206
Utilised during the period	**(888)**	(913)
At the end of the period	**1,042**	1,447

24 (c) Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

The Group manages its liquidity risk by monitoring existing facilities and cash flows against forecast requirements based on a rolling cash forecast.

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the effect of netting agreements:

2025

	Carrying amount £000	Contractual cashflow £000	1 year or less £000	1-2 years £000	2-5 years £000	More than 5 years £000
Financial liabilities						
Trade payables	**77,175**	77,175	77,175	-	-	-
Accruals	**13,200**	13,200	13,200	-	-	-
Contingent consideration	-	-	-	-	-	-
Lease liabilities	**56,403**	71,113	14,925	11,983	24,021	20,184
Invoice discounting advances*	**27,298**	27,298	27,298	-	-	-
Bank trade loans*	**4,500**	4,500	4,500	-	-	-
RCF*	**40,000**	40,000	-	-	40,000	-
	218,576	233,286	137,098	11,983	64,021	20,184

2024	Carrying amount £000	Contractual cashflow £000	1 year or less £000	1-2 years £000	2-5 years £000	More than 5 years £000
Financial liabilities						
Trade payables	**69,520**	69,520	69,520	-	-	-
Accruals	**12,435**	12,435	12,435	-	-	-
Contingent consideration	**9,614**	10,000	10,000	-	-	-
Lease liabiliites	**53,567**	68,682	13,195	11,667	21,091	22,729
Invoice discounting advances*	**20,071**	20,071	20,071			
Bank trade loans*	**7,750**	7,750	7,750	-	-	-
RCF*	**40,000**	40,000	-	-	40,000	-
	212,957	228,458	132,971	11,667	61,091	22,729

*The invoicing discounting, revolving credit and bank trade loan facilities are revolving. As at 31 December 2025 the invoice discounting facility was available to draw down up to a limit of £55,000,000. Both the invoice discounting and trade loan facility form an integral part of the Group's day to day short term cash management. As at 31 December 2025 the RCF was available up to £40,000,000 and is committed until September 2029. The permitted use of the RCF is to fund acquisitions and was fully drawn at the period end.

Should the invoice discounting facility remain drawn until the expiry of the facility in 2029 at the prevailing rate of interest at the Balance Sheet date, the total future interest cost would be £5,630,000.

Following completion of the acquisition by One Equity Partners in March 2026 the £40,000,000 RCF was repaid in full and the CID facility was retained at £52,500,000.

24 (d) Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments.

The Group has an immaterial exposure to currency risk on purchases denominated in a currency other than the functional currency of the Group since the balance owed to non-UK business is immaterial at each period end.

The Group is exposed to interest rate risk principally where its borrowings are at variable interest rates.

At the balance sheet date the interest rate profile of the Group's interest-bearing financial instruments was:

	Group	
	2025	**2024**
Fixed rate instruments	**£000**	**£000**
Financial liabilities	**(56,403)**	(53,567)
	(56,403)	(53,567)
	2025	**2024**
Variable rate instruments	**£000**	**£000**
Financial liabilities	**(71,798)**	(67,821)
	(71,798)	(67,821)

Sensitivity Analysis
An increase of 25 basis points in interest rates throughout the period would have affected the statement of profit and loss by the amounts shown below. This calculation assumes that the charge occurred at all points in the period and had been applied to the average risk exposures throughout the period:

	FP25	**FY2024**
	£000	**£000**
Profit or loss decreases	**(179)**	(150)

The above assumes the rate change is applicable on financial liabilities accruing interest on base rate and SONIA and effects them in the same way.

24 (e) Capital Management

The primary objective of the Group is to manage its capital to ensure it is able to continue as a going concern, whilst maximising shareholder value.

The capital structure of the Group consists of debt, which includes leasing related borrowings of £56,403,000 (2024: £53,567,000), a cash position of £4,622,000 (2024: £4,137,000), an invoice discounting facility with a limit of £55,000,000 drawn at £27,298,000 (2024: £20,071,000), a trade loan facility with a limit of £8,000,000 draw at £4,500,000 (2024: £7,750,000), a revolving credit facility drawn at £40,000,000 (2024: £40,000,000) and equity attributable to the equity holders of the Group of £129,318,000 (2024: £124,545,000).

The capital structure is reviewed regularly by the Directors. The Group's policy is to maintain gearing at levels appropriate to the business, its funders and its shareholders. The Directors take consideration of gearing by reference to the leverage calculation including IFRS 16 lease liability and without. The Group produces annual forecasts to enable the Board to assess the level of working capital needed in the business, taking careful account of working capital cycles, which are predictable, and the Board have significant experience of managing them.

The Group has headroom on its working capital facilities of £33,104,000 at the year end (2024: £35,179,000).

Upon completion of the acquisition by Kite UK Bidco Limited ("Bidco") the RCF in was repaid in full and the CID was retained at £52,500,000 with a committed term to 2029.

25. Related Party Transactions

Kitwave One Limited, Kitwave Investments Limited, Kitwave Limited, Turner & Wrights Limited, FW Bishop & Son Limited, M & M Value Limited, Westone Wholesale Limited, Teatime Tasties Limited, TG Foods Limited, Eden Farm Limited, Squirrels UK Limited, Thurston's Food's Limited, David Miller Frozen Foods Limited, Automatic Retailing (Northern) Limited, H B Clark (Successors) Limited, H B Clark Holdings Limited, F.A.M Soft Drinks Limited, M.J. Baker Foodservice Limited, Westcountry Food Holdings Limited, Westcountry Fruit Sales Limited, Total Foodservice Solutions Limited, Clarks Fine Wines Limited, Creed Catering Supplies Limited, Central Supplies (Brierley Hill) Limited and Creed Foodservice Limited are all 100% owned subsidiaries of this Company.

Key Management Personnel

Total compensation of key management personnel in the period amounts to £1,156,000 (FY24: £1,569,000) in respect of short-term employment benefits, £nil (FY24: £nil) in respect of past-employment benefits and £nil (FY24: £nil) in respect of termination benefits.

26. Ultimate Controlling Party

As at December 2025 the Company was listed on the Alternative Investment Market of the London Stock Exchange. There was no ultimate controlling party of the Group.

Following the delisting of the Group in March 2026 the immediate and ultimate controlling party of the group is now Kite UK Topco Limited, a company whose funds are managed by OEP Capital Advisors, the results of which will ultimately be consolidated into these accounts for the year ended December 2026.

27. Post Balance Sheet Events

On 22 January 2026, the boards of Kitwave and OEP Capital Advisors (via Kite UK BidCo Limited "BidCo") announced that they had reached agreement on the terms of a recommended cash acquisition to which BidCo would acquire the entire issued and to be issued share capital of Kitwave for an offer price of 295 pence per Kitwave Share. The acquisition was by means of a court sanctioned scheme of arrangement.

On 26 February 2026, Kitwave announced that at the Court Meeting and General Meeting held on 26 February 2026 in connection with the acquisition, the necessary resolutions had been duly passed to implement the Acquisition and that the Acquisition remained subject to the satisfaction of the remaining Conditions set out in the scheme document, including the sanction of the Scheme by the Court at the Sanction Hearing.

On 10th March 2026 the High Court of Justice in England and Wales sanctioned the Scheme which became effective 12th March 2026.

As a result of this acquisition the shares in Kitwave were delisted from AIM on the 13th March 2026. The ultimate parent company of the Company is now Kite UK Topco Limited.

The acquisition by Bidco was funded through equity investment and a £117,500,000 term loan with an option of a further £25,000,000 draw. Following completion of the acquisition by Bidco the £40,000,000 RCF(Revolving Credit Facility) in Kitwave Group was repaid in full and the CID (Confidential Invoice Discounting Facility) was retained at £52,500,000.

Alternative Performance Measure Glossary

This report provides alternative performance measures ("APMs"), which are note defined or specified under the requirements of International Financial Reporting Standards. The Board believes that these APMs provide readers with important additional information on the Group.

Alternative Performance Measure	**Definition and Purpose**
Adjusted operating profit	This represents the operating profit prior to exceptional (income) / expenses and share based payment expenses. This measure is consistent with how the Group measures performance and is reported to the Board.

	Note	FP25 £000	FY24 £000
Total operating profit		**30,938**	28,804
Amortisation of intangible assets arising on acquisition	3	**3,979**	1,397
Acquisition expenses	5	**77**	2,153
Compensation for post combination services	5	**131**	324
Share based payment expense	5	**345**	1,244
Restructuring expenses	5	**3,286**	109
Adjusted operating profit		**38,756**	34,031

Adjusted EBITDA	This represents the operating profit prior to exceptional expenses, share based payment expenses, fixed asset depreciation and intangible amortisation. This measure is consistent with how the Group measures trading and cash generative performance and is reported to the Board.

	Note	FY25 £000	FY24 £000
Total operating profit		**30,938**	28,804
Amortisation of intangible assets	10	**4,156**	1,527
Depreciation	11,12	**17,968**	11,068
Acquisition expenses	5	**77**	2,153
Compensation for post combination services	5	**131**	324
Share based payment expense	5	**345**	1,244
Restructuring expenses	5	**3,286**	109
Adjusted EBITDA		**56,901**	45,229

Pre-tax operational cash conversion

This represents the cash generated from operating activities pre-tax as a proportion of cash flow from operating activities pre-movements in working capital and tax. This measure informs the Board of the Group's cash conversion from operating activities, is used to monitor liquidity and is reported to the Board.

	FY25 £000	FY24 £000
Net cash inflow from operating activities	**45,224**	31,403
Tax paid	6835	6,612
Cash flow from operating activities pre-tax and compensation for post combination services (1)	**52,059**	38,015
Movement in working capital	117	4,349
Cash flow from operating activities pre-tax and compensation for post combination services and movement in working capital (2)	**52,176**	42,364
Pre-tax operational cash conversion (1) divided by (2)	**100%**	90%

Alternative Performance Measure	**Definition and Purpose**
Leverage	Management assess leverage by reference to adjusted EBITDA against net debt including and excluding IFRS 16 lease liabilities and including the liability for post combination services held within other creditors. This indicates how much income is available to service debt before interest, tax, depreciation and amortisation.

	FP25 £000	FY24 £000
Adjusted EBITDA (1)	**50,885**	45,229
Invoice discounting advances	**27,298**	20,071
Lease liabilities	**56,403**	53,567
Revolving Credit Facility	**40,000**	40,000
Trade Loan	**4,500**	7,750
Liability for post combination services	-	906
Contingent consideration	-	9,614
Cash at bank and in hand	**(4,622)**	(4,137)
Net debt	**123,579**	127,771
Leverage (including IFRS 16 debt)	**2.4**	2.8
IFRS 16 lease liabilities	**52,456**	43,151
Net debt excluding IFRS 16 lease liabilities	**71,123**	84,620
Leverage (excluding IFRS 16 lease debt)	**1.4**	1.9