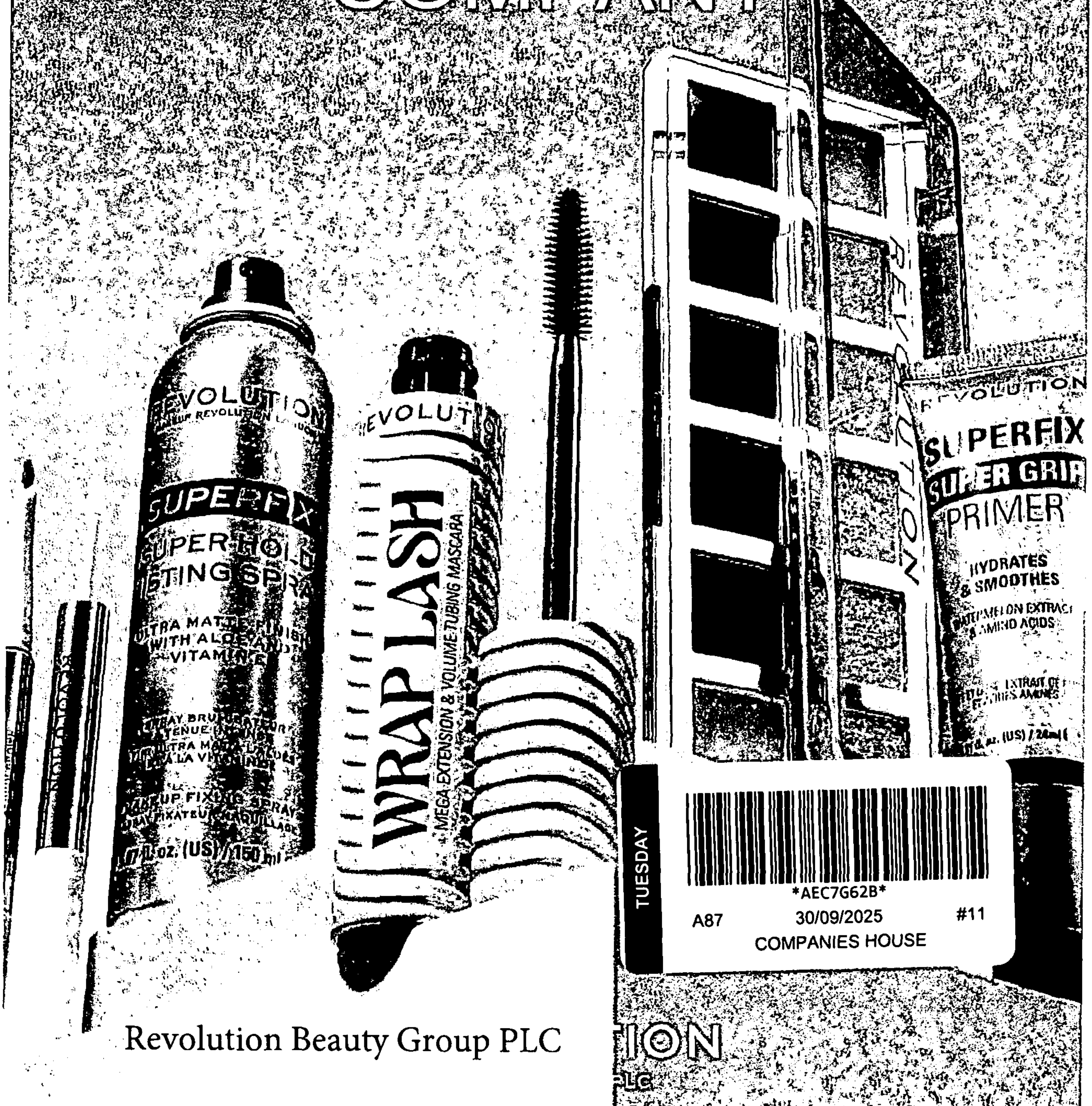
ANNUAL REPORT AND FINANCIAL STATEMENTS 2025

THE COMPLETE BEAUTY COMPANY



Revolution Beauty Group PLC

Registered number- 11666025

OUR VISION

OUR VISION IS TO REVOLUTIONISE BEAUTY FOR EVERYONE AND EVERY 'YOU', AND BECOME A TOP FIVE MASS BEAUTY PLAYER BY 2030.

OUR MISSION IS, WITH OUR COMMUNITY TO CHAMPION REAL BEAUTY AND POSITIVE CHANGE FOR EVERYONE.

Our brands:

REVOLUTION

RELOVE

REVOLUTION REVOLUTION

Our Values

- Win or lose, think revolutionary
- Do what you do with passion
- Embrace the pace
- Always be your real self
- Champion our diverse and inclusive community

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FINANCIAL HIGHLIGHTS

LEADING CHANGE IN THE BEAUTY INDUSTRY TO BUILD THE NEXT GLOBAL MULTI-CATEGORY, MULTI-BRAND BEAUTY POWERHOUSE

TURNOVER

£142.6m

LOSS BEFORE TAX

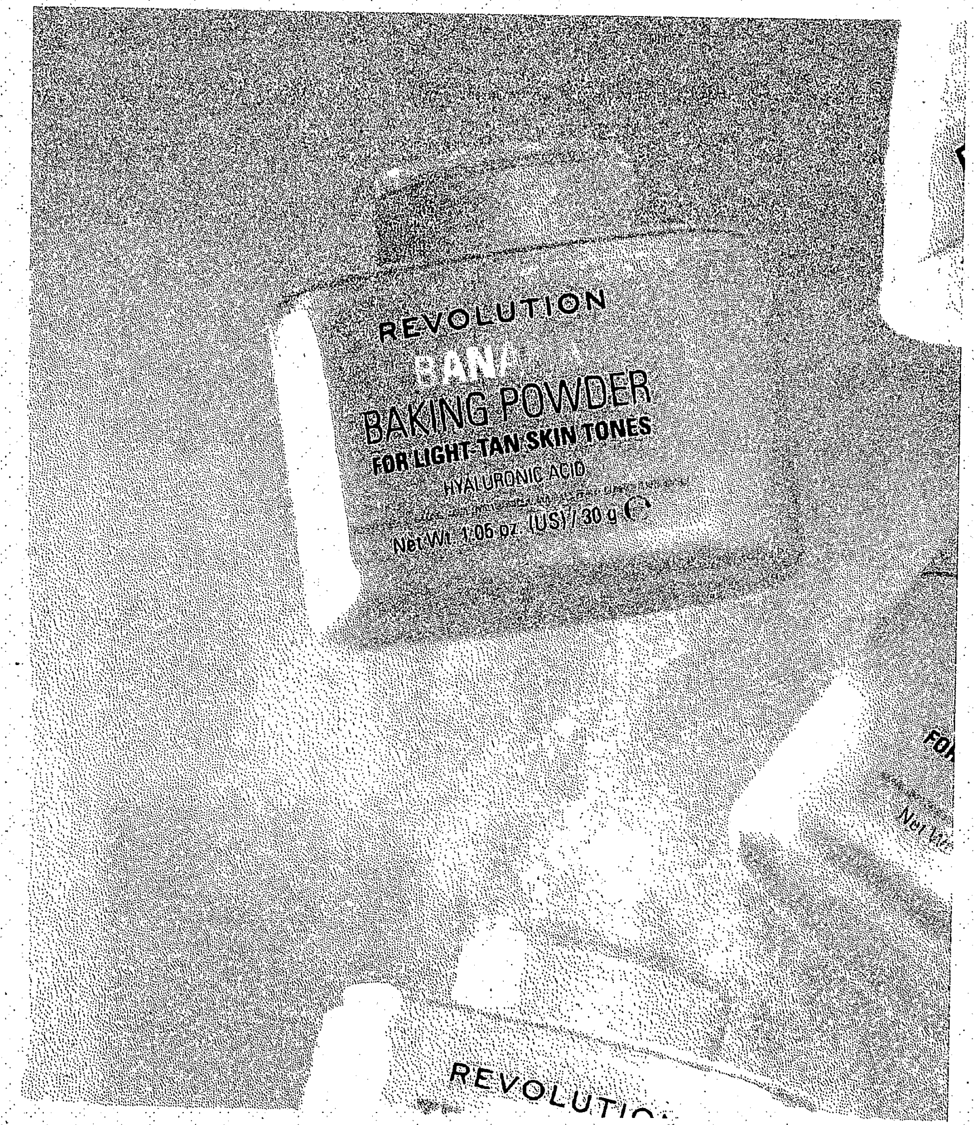
£16.8m

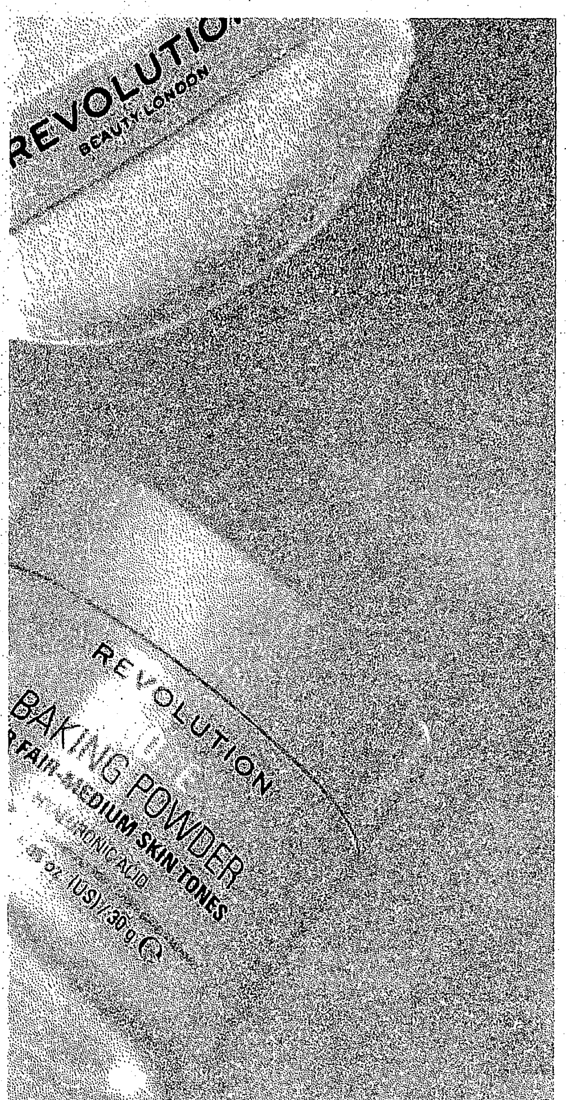
GROSS MARGIN

38.2%

SOCIAL MEDIA FOLLOWERS

7 million


REVOLUTION
BAKING POWDER
FOR LIGHT-TAN SKIN TONES
HYALURONIC ACID
Net Wt. 1.05 oz. (US) / 30 g



STRATEGIC REPORT

CHAIRMAN'S STATEMENT

"I believe the Group is now well-positioned to create sustainable value for shareholders, customers, and partners"

Iain MacDonald
Non-Executive Chairman

I am honoured to have been appointed Chairman of Revolution Beauty following the end of the FY25 financial year. While I take on this role at a time of considerable uncertainty, I do so with a deep belief in the strength of the brand, the energy of our people, and the long-term potential of the business.

Revolution Beauty has experienced significant change over the past 18 months — operationally, commercially, and at a governance level. The financial year under review reflects both the lingering impact of past challenges and the early steps taken to stabilise and refocus the Group. It is clear to me that the business remains in transition, and while progress has been made, there is still important work ahead to restore sustained performance and shareholder confidence.

In light of the current position and with a view to securing the right long-term future for the Group, the Board recently initiated a review of the Group's ownership and funding structure. This included a formal sale process under the Takeover Code and considered all options to achieve the best outcome for shareholders and other stakeholders. It resulted in a successful equity fundraising which remains subject to shareholder approval at the time of writing.

CORPORATE GOVERNANCE, BOARD AND MANAGEMENT CHANGES

The Group has adopted the Quoted Companies Alliance Corporate Governance Code 2018 (QCA Code), and the Board remains committed to upholding the highest levels of corporate governance.

This has been a period of significant leadership transition for Revolution Beauty, and I would like to take this opportunity to acknowledge and thank those who have served the business with dedication over recent years.

Lauren Brindley stepped down as Chief Executive Officer on 17 April 2025. On behalf of the Board, I would like to thank Lauren for her energy and leadership during her time with the Group, and we wish her the very best for the future. Following her departure, Colin Henry was appointed as Interim CEO. Colin brought a wealth of retail and operational experience to the role, as well as a steady hand during a challenging time for the business. We are grateful to Colin for steering us through this period.

Tom Allsworth was recently announced as the Group's new CEO. Tom's return, along with Adam Minto joining on a consultancy basis, represents the return of the management team that drove Revolution's initial success. I am delighted to have Tom on board and am confident that he will deliver on his commitment to return the Group to profitability.

I would also like to extend my sincere thanks to Alistair McGeorge, who stepped down as Chairman of the Board on 21 May 2025. Alistair played a key role in navigating the business through a complex and demanding period, and we are grateful for his service. I was honoured to be appointed as his successor and look forward to supporting the Board and executive team through the next phase of the company's journey.

Finally, I would like to thank Peter Hallett and Erin Brookes, who also stepped down from their roles as Non-Executive Directors during the year. Their contributions to the Board and to the wider business have been much appreciated.

REGULATOR ACTION

The Company informed the shareholders on 21 July 2023 that the Financial Conduct Authority (the "FCA") had notified

Revolution Beauty that it had commenced an investigation into potential breaches of the Market Abuse Regulation (EU) 596/2014 (as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018) in relation to certain matters in the period from July 2021 to September 2022. Revolution Beauty is cooperating fully with the FCA and will provide updates in due course.

OUR PEOPLE

As someone newly appointed to the business, I would like to take this opportunity to thank our shareholders for their continued support and patience during what has been a period of considerable change for Revolution Beauty. I am also grateful to our dedicated employees across the business – it is already clear to me that their hard work, creativity, and commitment are at the heart of everything the company stands for.

LOOKING FORWARD

Looking ahead, I remain positive about the future of Revolution Beauty Group. While we continue to operate in a challenging environment, we see meaningful opportunities for growth and innovation – both in our core markets and internationally.

Our recent equity raise and the extension of our bank facility remove uncertainty and provide us with the base from which to move forward. The return of Tom Allsworth as CEO and bringing Adam Minto back into the business mean we have the right management team to provide both operational financial control as well as the product innovation to drive the brand forward.

These are both steps to delivering a resilient business with the right strategic and financial backing to support long-term success.

With a clear commitment to delivering quality, accessible beauty and a renewed focus on commercial discipline, I believe the Group is now well-positioned to create sustainable value for shareholders, customers, and partners. I look forward to working with all stakeholders as we shape the next chapter of Revolution Beauty.

Iain MacDonald
Non-Executive Chair
29 August 2025

CHIEF EXECUTIVE OFFICER'S REVIEW

"My immediate priorities are clear: to restore stability, strengthen our operations and ensure we have an efficient cost base which is right-sized to our sales levels — all to build a platform for renewed, profitable growth"

Tom Allsworth
Chief Executive Officer

INTRODUCTION
I am delighted to return to Revolution Beauty as Chief Executive Officer following my appointment on 26 August 2025, alongside the announcement of a £16.5 million equity raise and the extension of our banking facility to strengthen the business. Having been closely connected to Revolution Beauty since its founding, it is a privilege to lead the company once again at such a critical time in its journey.

The past year has been a volatile and challenging period for the business, but also one of learning and transformation. Despite the turbulence, our brand has continued to resonate with customers around the world thanks to our unique proposition — high-quality, affordable, and inclusive beauty products that connect with a broad and loyal community.

As we closed the FY25 financial year, it was clear that while our core strengths remain as relevant as ever, we must refocus on stability, operational discipline, and sustainable growth. Since stepping back into the business, I have spent time working closely with our teams, partners, and stakeholders to assess where we are today and where we need to be.

My immediate priorities are clear: to restore stability, strengthen our operations and ensure we have an efficient cost base which is right-sized to our sales levels — all to build a platform for renewed, profitable growth.

Looking ahead, we will also sharpen our focus on innovation, ensuring that our products continue to meet the fast-evolving needs of beauty consumers, while enhancing transparency and accountability across every area of the business. Bringing Adam Minto, my fellow founder, back into the business is a positive step that will support the restoration of our product range to its former successes.

I am confident that, together, we will return Revolution Beauty to the path of stability and growth, delivering long-term value for our shareholders, our partners, and the millions of customers who love and support our brand.

I would also like to take this opportunity to thank Colin Henry for his leadership and commitment during his time as Interim CEO. His leadership during a challenging period has provided a solid foundation for the next stage of our journey.

FY25 PERFORMANCE
While I was not CEO during the period being reported on, I want to be clear that I am not satisfied with these results; however, they are presented below to provide a transparent view of the year's performance.

Revenue for the year was £142.6m (FY24: £191.3m), which reflects a recalibration in line with a more sustainable and focused commercial strategy. The strategic SKU count reduction undertaken over the past year has streamlined the Group's offering and focused our portfolio, but has also clearly had a material impact on Revenue. The Group reports Loss before tax of £16.8m compared with a profit of £11.4m in FY24.

Adjusted EBITDA for the period was £4.7m compared to of £12.6m in FY24. The softer performance was driven by the rationalisation of the Stock Keeping Unit ("SKU") portfolio, which resulted in the revenue reduction seen during the year.

Our gross margin in the year went from 46.2% to 38.2% in FY25. On an adjusted basis, allowing for one off inventory write-off's which were taken due to the change in strategy and reduction in the breadth of the SKU portfolio, the gross margin was 44.0%.

Smarter operational execution delivered meaningful improvements to our retail service levels in FY25. These enhancements supported improved availability of our core product ranges, particularly in key retail markets, and helped curb the excess inventory purchasing seen in previous years. While this has not yet translated into overall top-line growth, the resulting cash savings will provide headroom to invest more strategically in priority areas going forward.

The Group continues to operate through two strategic offline routes to market: direct retail in core regions — including the UK, US, and the Rest of the World — and via a network of distributor partners across other geographies. Revolution Beauty products are now available in over 75 markets globally, a testament to the brand's international appeal and accessibility.

In our UK business, revenue declined by 10% in FY25. This reflects a more measured trading environment and the impact of our reduced brand and SKU offering. However, underlying brand engagement remained strong, with consumer demand for our core Revolution Masterbrand remaining resilient. The inventory clearance program initiated in the year supported improved stock efficiency and enabled a more disciplined approach to ranging and availability. These actions have laid the groundwork for a more sustainable and margin-focused retail performance in the UK moving forward.

We saw a 22.5% decline in sales in our USA business during FY24. Performance was impacted by planned space reductions in major retailers but was offset by significant growth in our U.S. digital channels. Our progress in the US in taking some time, but we can see it beginning to take place. We have expanded our Masterbrand offering in major retailers, we plan to further invest in the market and we have improved the structure of the team to better align to our US strategy.

Our Rest of World direct retail and distributor channels remain a fundamental part of our long-term strategy, though performance in FY25 was challenging, with revenue declining by 24.5% compared to the prior year. This was driven by the reduced SKU portfolio available. While this performance does not reflect the progress we aim to achieve, we remain confident in the underlying potential of our international business. Our localisation strategy continues to resonate where executed effectively, and we are actively reviewing our approach to ensure stronger execution and partner support in FY26. The appetite for our brand in international markets remains clear.

Our digital business has two major channels, our third-party wholesale digital business and our own ecommerce sites.

Our third-party wholesale digital business grew in the US during the year, with the growth coming from our launch on Amazon US. In Europe, sales to our digital partners were more acutely affected by the reduction in SKU count, resulting in a weaker performance.

Sales through our direct-to-consumer (DTC) ecommerce platform declined in FY25, primarily due to a deliberate reduction in the number of SKUs offered, as part of a broader effort to streamline our assortment and focus on higher-performing products. While this impacted top- line performance in the short term, it supports our goal of building a more efficient and consumer- relevant online experience.

Despite the decline, our DTC platform remains a strategically important channel — not only as a sales driver, but as a hub for brand engagement, content, and connection with our highly engaged online community. We continue to see strong potential in this channel.

CURRENT TRADING AND OUTLOOK

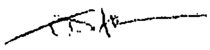
We continue to face a challenging trading environment, with macroeconomic pressures impacting consumer demand and retailer behaviour. First-quarter FY26 sales declined year-on-year, reflecting the absence of discontinued products, while margins were affected by clearance activity and higher US tariffs ahead of price adjustments with partners.

In response, we are reviewing our product portfolio continuously and are taking decisive action to align our cost base with forecast sales levels, ensuring the business can trade profitably and sustainably. Encouragingly, Amazon sales across Europe and the US are growing, key US retail partners have returned to year-on-year growth, and international markets such as Turkey are exceeding expectations.

As we look ahead, we know that returning to stability and profitable growth will require disciplined execution and some difficult decisions. By sharpening our focus on efficiency and operational resilience, while continuing to invest selectively in digital, supply chain, and international opportunities, we are laying the foundations for long-term value creation.

As we work to return the business to stability and growth, every action we take in addressing these difficult decisions will be guided by the long-term interests of all our stakeholders — our customers, colleagues, partners, and shareholders. We are deeply grateful for the patience and support shown during this time of transition as we take the necessary steps to build a stronger, more sustainable Revolution Beauty.

I would like to extend a special thanks to all the staff at Revolution Beauty. Your dedication, creativity, and resilience during recent turbulent times have been invaluable, and it is your hard work that forms the foundation for our recovery and future growth. As we move forward, I am confident that, together, we can navigate the challenges ahead and continue to deliver the innovation, quality, and service that our customers and partners expect.



Tom Allsworth
Chief Executive Officer
29 August 2025

BUSINESS MODEL

A Unique Omnichannel Model

Revolution Beauty is a mass distributor beauty brand, offering affordable products to a Gen Z customer base and operating in one of the fastest growing segments of the beauty market. The Group has a unique approach to product innovation and marketing with omnichannel distribution in global markets. The Group's business model is outlined below.

1	IDENTIFY A NEW PRODUCT OR CONSUMER TREND	The Group's brand and product teams identify a new consumer trend, ingredient or product concept by listening to its Gen Z community through social media and other channels. A new product will then go into development.
2	FAST-TRACK TEST AND LEARN NPD CAPABILITY MEANS PRODUCT BROUGHT TO MARKET IN 16-20 WEEKS	Through the Group's test and learn NPD (New Product Development) capability, products are brought to market faster than anyone else. This makes the Group more agile and responsive to emerging trends than most of its competitors.
3	PRODUCE THE BEST PRODUCT AT GREAT VALUE	New products are designed and formulated by the Group's in-house manufacturing capability to ensure they meet the affordability and sustainability demands of Revolution Beauty's Gen Z customer base.
4	LAUNCH THAT PRODUCT THROUGH MULTI-CHANNEL PLATFORM	The Group has international routes to market and relationships with some of the world's best on and offline beauty retailers, as well as a direct-to-consumer website.
5	USE DIGITAL AND SOCIAL MEDIA TO DRIVE CONSUMER AWARENESS	Revolution Beauty's digital channels and social media platforms increase consumer awareness of new products and drive sales.
6	UNDERPINNED BY ROBUST FINANCIAL AND OPERATIONAL DISCIPLINE	The Group's operating model is supported by strong cost management and targeted investment, as well as cash and balance sheet efficiency.

OUR STRATEGY

The Group's Strategy: Reigniting the Revolution

The strategy outlines management's plans to transform the business. It is being implemented to deliver long-term sustainable profitable growth in the attractive global beauty market, where Revolution Beauty has significant headroom to expand.

Vision

To revolutionise beauty for every 'you' and become a top five mass beauty player, driving annual retail brand sales of £1 billion.

Mission

With our community, we champion real beauty and positive change for everyone.

Strategic Growth Priorities

The strategy is built on three key pillars:

- Driving The Masterbrand: Focusing investment on the Revolution brand in core product categories, leveraging its significant brand equity.
- Powering The Core: Continuing to reduce the number of SKUs and concentrating on the development of the Group's key products, whilst being first to market for innovation.
- Focused Global Growth: Managing the Group's distribution and retail partnerships to maximise returns, with a particular focus on gaining market share in the US.

Enablers

The delivery of the strategy is also underpinned by three enablers:

- Team Revolution: Building the most capable and motivated global team.
- Smart Operations: Ensuring the best customer service, driven by effective inventory management and supply chain optimisation.
- Focused Global Growth: Self-funding investments to drive growth through a profitable operating model, efficient balance sheet and cash management, and cost savings program.

Differentiations

We are focusing on what makes Revolution Beauty plc unique:

- Unique fast-track NPD process.
- Global community, local social conversations.
- Iconic value.
- Cruelty free, always.
- Leading on zero skin re-touch and unfiltered beauty.
- In-house owned manufacturing.

KEY PERFORMANCE INDICATORS

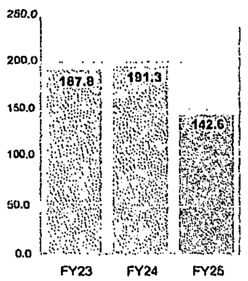
Revolution Beauty Group selected a set of Key Performance Indicators ("KPIs") to monitor the financial and strategic performance of the business. The Group believes that the KPIs provide useful and necessary information on underlying trends to shareholders and the investment community, while also being used by the Group for internal performance analysis.

FINANCIAL KPIs

The key financial measures used by the Group are set out below.

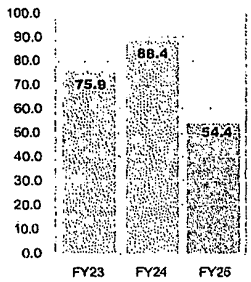
In some cases, the figure is an alternative performance measure, and not a statutory measure. Adjusted EBITDA is defined as operating profit adjusted for depreciation and amortisation, impairments and reversals of impairment and other adjusting items stated in Note 5 to the Group financial statements.

Revenue (£m)



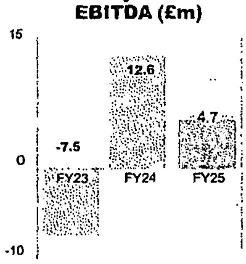
Revenue is recognised when control of the goods is transferred to the customer. Refer to Note 2 to the Group financial statements on revenue recognition.

Gross Profit (£m)



Gross profit represents revenue less cost of sales including inbound freight and duty.

Adjusted EBITDA (£m)

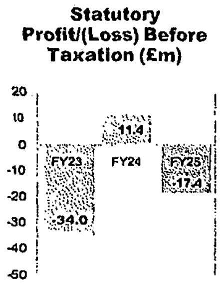


Adjusted EBITDA represents earnings before depreciation, amortisation and adjusting items.

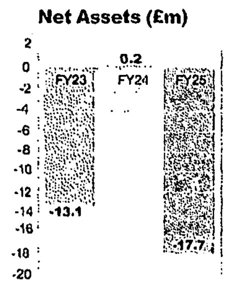
FY25: 12 months to 28 February 2025

FY24: 12 months to 29 February 2024

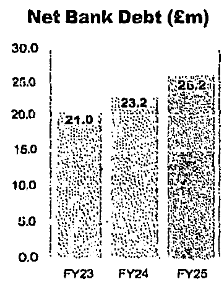
FY23: 12 months to 28 February 2023



Statutory Profit/(Loss) Before Taxation represents Operating Profit/(Loss) after financing costs.



Net Assets represents total assets less total liabilities.



Net Debt represents total borrowings less total cash and cash equivalents.

STRATEGIC KPIs

The Group uses these three strategic KPIs to inform management decisions for future growth.

By focusing on these important areas of the business, we will continue to grow our community, store numbers and consumers. This will create brand visibility in our major regions across the world.

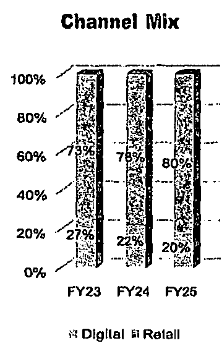
The strategic KPIs set out on this page are used to measure the Group's progress year-on-year against those strategic priorities.

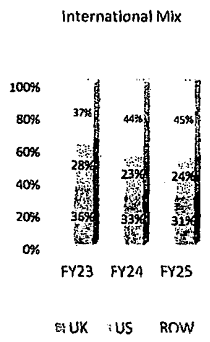
Channel Mix - Channel mix remains stable, reflecting consistent execution across digital and store group channels.

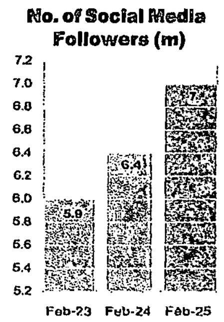
International Mix - continued balanced international presence supports geographic diversification and reduces market risk.

Social Media Growth - Year-on-year follower growth indicates steady digital engagement and brand relevance.

Environmental - for more information on our environmental and employee matters KPIs refer to the Directors' report







FINANCIAL REVIEW

The following results are presented for the year ended 28 February 2025.

REVENUE

	Year ended 28 February 2025 £'M		Year ended 29 February 2024 £'M		Change £'M	%
By business channel:						
Digital	28.7	20%	42.3	22%	(13.6)	(32.2%)
Stores	113.9	80%	149.0	78%	(35.1)	(23.6%)
Total Revenue	**142.6**		**191.3**		**(48.7)**	**(25.5%)**
By region:						
UK	44.5	31%	62.5	33%	(18.0)	(28.8%)
USA	34.3	24%	44.2	23%	(9.9)	(22.4%)
ROW	63.8	45%	84.6	44%	(20.8)	(24.6%)
Total Revenue	**142.6**		**191.3**		**(48.7)**	**(25.5%)**

As shown in the table above, Group revenue decreased by £48.7m to £142.6m in the year ended 28 February 2025 (2024: £191.3m). This revenue reduction was significantly driven by the Group's SKU refinement initiative as further discussed in note 5.

Revenue performance varied across the Group's geographic reporting segments, the UK declined by 28.8%, In the UK the digital channel saw a largest decline, as the SKU count reduction was more impactful on online channels. The US declined by 22.4%, driven by store group revenue declines, with planned for space reductions in some retailers. The ROW segment declined by 24.6%, driven by the reduction in SKU count through both distributor and digital partner channels.

Store revenue decreased by £35.1m or 23.6% to £113.9m (2024: £149.0m). UK store group revenue declined by 10.0%, the US by 24.0% and the ROW grew by 36.0%. Declines in the UK were partially driven by the discontinuation of The Group's XX brand. In the US, some space reduction in retailers had a negative impact. In the ROW channel, where stores are served by our distributor partners, the SKU count reduction initiative had a negative impact on sales.

The reduction in the breadth of the Group's SKU portfolio, coupled with a reduction in the online marketing spend as the Group consolidated its cash position earlier in the year, has resulted in a reduction in sales through the Groups own ecommerce channel.

PROFITS

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000	Change £'000
Gross profit	**54,446**	88,355	(33,909)
Gross profit margin	***38.2%***	46.2%	*(8.0%)*
Marketing and distribution costs	**(36,729)**	(47,132)	10,403
Administrative expenses	**(28,988)**	(37,899)	8,911
Impairment losses on financial assets	**(152)**	(1,035)	883
Net impairment of property, plant and equipment	**(1,636)**	(75)	(1,561)
Provision for legal cases	–	(293)	293
Other income	–	2,414	(2,414)
Operating (loss)/profit	**(13,059)**	4,335	(17,394)
Net finance (costs)/income	**(3,719)**	7,108	(10,827)
(Loss)/profit before taxation	**(16,778)**	11,443	(28,221)

Gross margin for the year ended 28 February 2025 reduced to 38.2% (FY24: 46.2%), a significant factor in the reduction was a non-recurring inventory provision charge, treated as an adjusting item for the purposes of the Group Alternative Performance Measure, of £8,353k. Without this charge, the gross margin would have been 44.0%. The adjusting inventory provision was driven by the Group's planned SKU count reduction program, which meant the group held significant inventory on SKUs which were no longer being sold through the Group's retail channels. In addition, the reduced sales performance during the year and further decline in sales through direct-to-consumer ecommerce and digital partner channels contributed to a gross margin lower than reported in the previous year.

Adjusted EBITDA decreased from £12.6m in FY24 to £4.7m in FY25. The main driver for these declines was the reduction in sales and weaker gross margin described above. Sales reduction and a softer gross margin were offset by marketing and distribution cost savings of £10,403k and administration cost savings of £8,758k. A reconciliation between Operating Profit and Adjusted EBITDA is presented in note 5 to the financial statements.

Operating loss before taxation for the year decreased to £13.1m (2024: operating profit before taxation £4.3m).

FINANCE INCOME AND COSTS

Finance income of £165k related interest earned on bank deposits during the year. On 12 December 2023 the Group announced that it had reached agreement to sign a second deed of variation in respect of the timing and value of payments of deferred consideration for its acquisition of Revolution Beauty QB Limited (Formerly: Medichem Manufacturing Limited). The amendment to the deferred consideration payable resulted in a net gain of £10.2m being recognise within finance income in the prior year (see note 24 to the financial statements for details).

Finance costs were predominantly made up of interest on the Group's outstanding balance on it's Revolving Credit Facility and lease interest.

TAXATION

The Group's tax charge decreased from a charge of £0.7m to £0.5m.

PROFIT/(LOSS) AFTER TAXATION

Loss after taxation decreased to £17.2m (2024: Profit after taxation £10.7m).

ALTERNATIVE PERFORMANCE MEASURES

The Group uses a number of Alternative Performance Measures ("APMs") in addition to those measures reported in accordance with IFRS. Such APMs are not defined terms under IFRS and are not intended to be a substitute for any IFRS measure. The Directors believe that the APMs are important when assessing the underlying financial and operating performance of the Group. Full details of the adjusting charges incurred during the year are presented in Note 5 to the financial statements.

The adjusting items identified as non-recurring in nature are set out below and were considered in calculating the adjusted profits. Adjusting items are defined in Note 2 and Note 5.

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000	Change %
Operating (loss)/profit	**(13,059)**	4,335	(401%)
Depreciation, amortisation & impairment	**6,493**	5,174	25%
Share-based payment	**538**	2,372	(77%)
Loss/(profit) on disposal of asset	**1**	(6)	(117%)
Adjusting items:			
Settlement income	**–**	(2,414)	100%
Restructuring costs	**364**	1,439	(75%)
Provision for settlement of legal cases	**600**	(1,644)	136%
Legal and professional fees	**1,242**	2,917	(57%)
Provision charges during the period related to non-strategic inventory	**8,353**	–	100%
Expected credit loss on Adam Minto receivable	**152**	–	100%
Audit Fees	**–**	391	100%
Total adjusting items added back	**10,711**	689	1,455%
Adjusted EBITDA	**4,684**	12,570	(63%)
Adjusted EBIT	**(1,809)**	7,390	(124%)
Net finance costs/(income)	**3,719**	(7,107)	(152%)
Adjusting items:			
Gain on amendment of deferred consideration	**–**	10,243	(100%)
Adjusted (Loss)/profit before taxation	**(5,528)**	4,260	(230%)

Adjusted EBITDA decreased by £7.9m to a profit of £4.7m during the year (2024: £12.6m profit). The decrease in EBITDA was primarily due to the sales performance during the year, which was driven by the strategic SKU rationalisation program.

Depreciation, amortisation and impairment increased due to stand impairment charges (net of impairment reversals) of £1.6m which were recognised during the year, the details of these charges are set out in note 17 to the financial statements.

During the financial year the Group incurred restructuring and redundancy costs of £364k (FY24: £1,439k). This relates to restructuring of the Group's senior management team.

During the year the Group reached a settlement with Chrysalis Investments Limited in respect of the claim made on 29 January 2024, costs associated with settling the claim were £600k.

Non-recurring legal and professional fees of £1,242k were incurred during the year in respect of the settlement of the Chrysalis claim and legal advice in relation to the ongoing investigation by the FCA.

During the year the Group significantly refined its product portfolio due to a change in strategy to focus on its core range, representing the brands and SKUs that will be sold to customers on an ongoing basis. As a result, a charge for losses and provisions on the clearance of non-strategic inventory of £8,353k was recognised as an adjusting item.

FINANCIAL POSITION AND RESOURCES

	As at 28 February 2025 £'000	As at 29 February 2024 £'000 Restated	Change %
Intangible assets	**4,734**	4,934	(4%)
Property, plant and equipment	**10,400**	9,242	13%
Right of use asset	**1,209**	4,177	(71%)
Other receivable	**1,944**	1,931	1%
Deferred tax asset	**–**	496	–
Non-current assets	**18,287**	20,780	(12%)
Current assets excluding cash	**57,034**	89,635	(36%)
Liabilities excluding borrowings	(66,180)	(87,088)	24%
Cash and cash equivalents	**5,690**	8,636	(34%)
Borrowings	(31,892)	(31,785)	0%
Net debt	**(26,202)**	(23,149)	(13%)
Net (liabilities)/assets	**(17,061)**	178	(9,685%)

NON-CURRENT ASSETS

The Group states property, plant and equipment at cost, less depreciation or provision for impairment. Non- current assets as at 28 February 2025 decreased to £18.3m (2024: £20.8m), mainly due to the net impairment of £1.6m of stand assets and the credit loss incurred on a receivable from a former director to current assets.

CURRENT ASSETS

Current assets excluding cash decreased to £57.0m as at 28 February 2025 (2024: £89.7m). The inventory balance was lower at £21.4m (2024: £40.1m) which was due to the improvement in inventory purchasing and reduced sales levels. There was a decrease in Trade Receivables of £4.2m in line with sales reductions. Other receivables have decreased by £1.2m with the reimbursement asset recognised in the prior year having been recognised against the release of the provision for the copyright settlement.

LIABILITIES

The decrease in total liabilities excluding borrowings as at 28 February 2025 of £20.9m relates to the decrease in trade payables of £9.0m due to the lower inventory levels and therefore reduced supplier liabilities compared with the previous year. In addition, the provision of £6.3m for the legal claim against the group for copyright infringement by two music owners was utilised, as the claim was settled during the year (details are included in note 27 to the financial statements.)

LIQUIDITY

On 28 February 2025, the Group had £5.7m cash, with gross borrowing of £32m fully drawn from the Revolving Credit Facility ('RCF'). The value of the Group net debt is £26.2m, excluding the deferred consideration.

BANKING FACILITIES

Subsequent to the year end, the Group has agreed an amendment and extension to its revolving credit facility ("RCF"), successfully completed a £16.5m equity raise (which remains subject to shareholder approval), and begun a comprehensive resetting of its cost base.

As part of the amendment and extension of the RCF, the following revised terms have been agreed:

- Extension of maturity: The facility has been extended to 31 July 2028
- Repayment of capital: Scheduled repayments of £1.0 million are required on each quarter date beginning on 31 October 2027
- EBITDA covenant tests: New covenant tests have been introduced, with the first test covering the 9-month period ending 31 May 2026
- Liquidity covenant: The existing minimum liquidity covenant of £5.0 million remains in place, but will increase by £0.5 million per quarter from 31 August 2026, capped at £7.5 million.

CASH FLOW

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000	Change %
Net cash generated from operations	**9,249**	7,272	27%
Income tax	**(625)**	(753)	(17%)
Net cash generated from operating activities	**8,624**	6,519	32%
Purchase of intangible assets	**(433)**	(270)	60%
Purchase of property, plant and equipment	**(6,566)**	(4,265)	54%
Others	**–**	3	(100%)
Net cash used in investing activities	**(6,999)**	(4,532)	54%
Interest paid	**(2,591)**	(2,634)	(2%)
Issue of new shares	**14**	88	(84%)
Others	**(1,327)**	(2,172)	(39%)
Net cash used in financing activities	**(3,904)**	(4,718)	(72%)
Net decrease in cash during the year	**(2,279)**	(2,731)	(17%)

In FY25 net cash generated from operations improved significantly, by £2.0m year on year. Without the level of adjusting costs incurred in the year, significant reduction in inventory as the group managed it's intake benefited our working capital materially. This was offset by the no-recurring write off of non-strategic stock and the reduction in payables as the Group addressed legacy overdue supplier balances.

ISSUE OF NEW SHARES

In FY25, a total of 706,337 ordinary shares were issued under the share incentive plans, in note 29.

DIVIDEND

No ordinary dividends were paid during the year under review. The Directors do not recommend payment of a final ordinary dividend for the year (2024: £nil). Consistent with the guidance provided at IPO, the Group does not envisage paying dividends in the foreseeable future and intends to re-invest surplus funds in the development of the Group's business.

OUR STAKEHOLDERS

SECTION 172 STATEMENT

The Board believes that considering our stakeholders in key business decisions is not only the right thing to do but is fundamental to our ability to drive value creation over the longer term. In today's challenging economic environment, balancing the needs and expectations of our stakeholders has never been a more important or challenging task.

Our directors are bound by their duties under the Companies Act 2006 (the "Act") to promote the success of the company for the benefit of our members as a whole taking into account the factors listed in section 172 of the Act as follows:

- the likely consequences of any decision in the long term;
- the interests of the Company's employees;
- the need to foster the Company's business relationships with suppliers, customers and others;
- the impact of the Company's operations on the community and the environment;
- the desirability of the Company maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between members of the Company.

The current Board is extremely mindful of the need to weigh up all these considerations, ultimately acting to promote the success of the Company for the benefit of its members as a whole. Indeed, the principles underpinning section 172 are not only considered at Board level, but also by management when making wider business decisions. The ongoing sustainable success of the Revolution Beauty is dependent on its relationship with a wide range of stakeholders, including consumers, employees, customers, suppliers, banking partners and investors.

The Board understands that the relevance of each stakeholder group may increase or decrease depending on the matter or issue in question and that it is not always possible to provide positive outcomes for all stakeholders. Nevertheless, the Board has and will continue to consider all key stakeholder voices in its decision-making.

In order to understand the needs, wishes and expectations of each stakeholder group, the Company engages with each group through a variety of methods and then brings the stakeholder voice into the boardroom throughout the annual cycle and on specific decisions through information provided by management and direct engagement and reporting by the directors where relevant.

The Board has sought to re-assess and analyse its business strategy, which was presented to stakeholders at the capital markets day in February 2024. In introducing the leadership team and showcasing the new strategy, the board has demonstrated communication with stakeholders required to fully engage with and inform them.

The leadership of the business remain conscious of the previous challenges the business has faced, therefore, controls and governance improvements made earlier in the year remain in place at the forefront of the Boards agenda.

Key decisions taken during the year under review following consultations with key stakeholders include:

- Restructuring of the Board to ensure a strong blend of industry expertise and governance capabilities aligned with the Group's long-term strategy.
- Evolution of the Executive leadership team to support the next phase of growth and innovation.
- Adoption of a refreshed brand strategy to unify the Group's identity and better position it for future global expansion.
- Continued focus on financial discipline and operational efficiency to support sustainable performance
- Cost optimisation measures to ensure a lean and scalable business model.

The table below acts as our s172(1) statement by setting out the key stakeholder groups, their interests and how Revolution Beauty has engaged with them over the reporting period. However, given the importance of stakeholder focus, long-term strategy and reputation, these themes are also discussed throughout this Annual Report.

Stakeholder group	Their interests	How we engage	2025 Highlights
Our employees	• Training, development and career prospects Health and safety • Working conditions • Diversity and inclusion • Human rights and modern slavery • Fair pay, employee benefits	• Fortnightly global call • Whistleblowing procedures • Employee benefits packages • Employee questionnaires • Employee platform "HiBob"	• Salary review for all employees • Implementation of LTIP scheme
Our customers	• Customer service • Quality products at affordable prices • Wide range of appeal • Innovation • Brand recognition • Inclusive product ranges • Ethical business methods (vegan & cruelty free) • Reliability of supply • Consistency of products	• Distinctive social media presence • Regular interactions with retailer management and buying teams • Bi-annual distributor conferences • Regular collaboration with retailers on assortment and stand updates • Collaboration with influencers	• Increased door numbers • 7.0m social media followers. • Continued new product launch program
Our suppliers	• Workers' rights • Supplier engagement and management to ensure adherence to Group code of conduct, including the prevention of modern slavery • Fair trading and payment terms • Sustainability and environmental impact • Collaboration • Long-term partnerships	• KPIs and Feedback • Board approval on significant changes to suppliers • Direct engagement between suppliers and specified company contacts • Stock exchange announcements	• Continued application of supplier code of conduct • Agreed regular payment plans with key inventory suppliers • Senior staff have visited key suppliers to solidify relationships and improve communication • Developed request-for-quote process to ensure consistency of sourcing policies
Our investors	• Financial performance • Investment returns • Transparency of reporting • Business sustainability • High standard of governance • Risk management • Success of the business • Ethical behaviour • Awareness of long-term strategy and direction	• Regular reports and analysis on investors and shareholders • Investor meetings • Investor roadshow with results • Annual Report • Company website • Stock exchange announcements	• Board restructuring • Regular market updates on board structure and shareholder interaction

Stakeholder group	Their interests	How we engage	2025 Highlights
Our banking partners	• Business performance & forecast accuracy • Cash management and financial control • Compliance with laws and regulations • High standards of governance • Ethical behaviour • Data security	• Regular meetings & updates • Regular reports and analysis • Annual Report • Stock exchange announcements	• Forecasts shared on a regular basis including inventory provision levels • Agreed extension to existing facility, subject to shareholder approval of the equity raise set out above
Regulatory bodies	• Compliance with regulations • Worker pay and conditions • Gender pay gap data • Health and safety • Treatment of suppliers • Brand reputation • Waste and environment • Insurance • Data protection • Consumer protection	• Company website • Stock exchange announcements • Annual Report • Direct contact with regulators • Compliance updates at Board meetings • Regular reporting where required	• Worked closely with Company lawyers and NOMAD to ensure compliance with AIM • Gender pay reporting used to inform decision- making • Partnerships being built with suppliers
Social and environmental	• Sustainability • Human Rights • Energy usage • Recycling • Waste management • Community outreach and CSR • Ethically sourced • Support chosen charities	• Offer paid 12-month placements, with details on our website • Operations and brand teams collaborate to maximise opportunities to reduce environmental impact and waste • Close partnerships with suppliers and a sourcing team to support standards at factories • Charitable donations, both monetary and product	• Streamlined energy and carbon reporting is on page 48. The business is on a journey to reduce its carbon emissions and energy use

OUR RISKS

RISK MANAGEMENT

The Group currently reviews risk through three lenses:

- **Strategic:** Reviewing and monitoring business activities to identify both internal and external risk areas.
- **Operational:** Operational risk is considered at both the local and Board levels. Operational management teams identify and report risks to ensure that business objectives will be met.
- **Financial:** Robust financial management and budgeting & forecasting processes to be in place.

Risk management and oversight is within the remit of the following bodies and further details of their roles are set out below:

- The Board
- The Audit Committee
- The Risk Committee

As risks continue to evolve and grow in complexity, so do the risk management processes. This ensures continuous improvement in the organisation's risk maturity.

The Board retains overall responsibility and accountability for the effectiveness of the risk management framework and internal control systems. It also is responsible for setting the risk appetite and ensuring that the strategy of business operates within those parameters.

The Audit Committee, under delegated authority from the Board, is accountable for overseeing the effectiveness of the risk management process, including identification of the principal and emerging risks facing the Group. The Audit Committee focuses on those risks which affect accounting in general and safeguards the Group's assets.

The Risk Committee assists the Audit Committee in fulfilling its obligations. Established in March 2023 as part of the wider governance review, the Risk Committee is chaired by the Group Operations Director and other members comprise the senior leadership team.

The Group maintains a risk register which identifies and monitors all principal risks facing the business. It is reviewed by management. The risk register is reviewed by the Audit Committee and the Board.

The risk management framework has been thoroughly reviewed during FY25, with the following key actions having been taken to ensure robust risk management:

- continue to ensure training all relevant staff on the new policies and procedures;
- Re-establish with risk committee with new membership following changes in the business.

The diagram below shows the key elements of the Group's approach to risk governance.

RISK GOVERNANCE STRUCTURE

THE BOARD

Overall accountability for strategic risk management and setting of risk appetite.

AUDIT COMMITTEE

Responsible for conducting assessments of the principal financial and non-financial risks and reviewing the effectiveness of systems for internal financial control, financial reporting and risk management.

RISK COMMITTEE

Operational accountability for the management and control of risks and the implementation of mitigation measures in line with risk appetite.

OPERATIONAL MANAGEMENT TEAM

Operational accountability for the management and control of risks and the implementation of mitigation measures in line with risk appetite.

ALL EMPLOYEES IN REVOLUTION BEAUTY GROUP

Each employee has a role to play in the day-to-day management of risk through applying the appropriate controls, policies and processes.

PRINCIPAL RISKS AND UNCERTAINTIES

RISK CATEGORY	POTENTIAL IMPACT	MITIGATION
1. North America Brand awareness in North America is limited and requires investment in marketing.	Sales growth in North America could potentially be materially impacted due to lack of brand awareness and resources available. This could lead to customers reducing their purchasing levels or ceasing to buy products from the Group. If the Group loses a significant retail customer or if sales to a significant customer materially decrease, it could have a material adverse effect on the Group's business, financial condition, and results of operations. Tariffs introduced during the Trump administration, particularly on imports from China, may increase costs for raw materials and packaging. This could impact Revolution Beauty's margins and pricing competitiveness in key markets.	• New US leadership team established, better aligned to commercial structure of the business. • Direct supply channel from suppliers to US distribution centre operated for full 12 months period. Potential for changes to pricing structure to offset the impact of tariffs
2. Failure of new product introductions The Group's new products may not be successful. If new products launched are not fashionable, or if a marketing campaign for a product launch is unsuccessful, this could result in leftover inventories and higher inventory provisions.	The Group's continued success depends on its ability to anticipate, gauge, and react in a timely and cost-effective manner to changes in consumer preferences, as well as to where and how consumers shop. If the Group is unable to anticipate and respond to sudden changes and challenges in the marketplace, its financial results will be negatively affected. In addition, from time to time, sales growth or profitability may be concentrated in a relatively small number of product types, channels, or countries, creating a risk around concentration. In such a situation, there could be a material adverse effect on the business and profitability were one or more of those product types, channels or countries to experience lower demand.	• The Group is able to identify early trends in the market through its influencers, consumers and retail channels. • Processes have been developed and enhanced to ensure a new product is only developed when there is demand and a profitable business case. This will ensure that fewer new products will be developed but in total they should be more successful. • The Group closely monitors trends and is working with large retailers to engage upfront to understand what their buying needs are. The Group is structured by regions and channels and these sales teams form part of the assessment of new products.

RISK CATEGORY	POTENTIAL IMPACT	MITIGATION
3. Environmental Risk The Group may not be able to adapt its ingredients and packaging quickly enough to minimise the impact of environmental legislation, for example on use of plastics.	Potential brand damage as customers become more environmentally aware. Potential increased costs due to government taxation policy. Potential delisting of products where alternative packaging cannot be sourced at reasonable cost or at all.	• The Group works closely with its product and packaging suppliers to identify ways to reduce environmental impact. • Publication of all Revolution Beauty banned and restricted materials. • Implemented certified paper packaging.
4. Key Personnel Risk To secure the Group's continued recovery, key personnel are needed.	Loss of key personnel could affect the confidence of key stakeholders in the business such as banks and investors. Potentially, changes in leadership could result in further losses of talent at the senior management level. The result could be a significant loss of key relationships, reputation, and access to funding.	• Established new leadership team following departure of CEO. • Competitive salary and benefits packages.
5. Supply Chain risk Key suppliers could increase their costs of production or cease supplying the Group at any time and for any reason, at short notice.	The Group has supply relationships with several manufacturers for its products. If the Group loses a significant supplier, it may experience difficulty in finding a suitable replacement supplier, which could have a material adverse effect on its business and/or operations and, in the event of a material supply interruption, affect its relationships with its customers.	• All key suppliers are governed by formal contracts. The day- to-day supplier relationships are managed via a supplier manual which suppliers have agreed to abide by, which the Directors believe is standard in the beauty industry. • The Group has a flexible, agile and scalable supplier base. New products can be launched quickly through the Group's supplier base and infrastructure. • A Direct supply route to the Group's US distribution centres has been operated for the full year. • The Group monitors the situation in the UK and globally and makes changes to the supply chain to de-risk it. In particular the Group is focusing on purchases to ensure appropriate amounts of inventory are ordered. • When required, the Group increases the holding of safety inventory to reduce the risk of exposures to short-term supply issues and demand volatility.

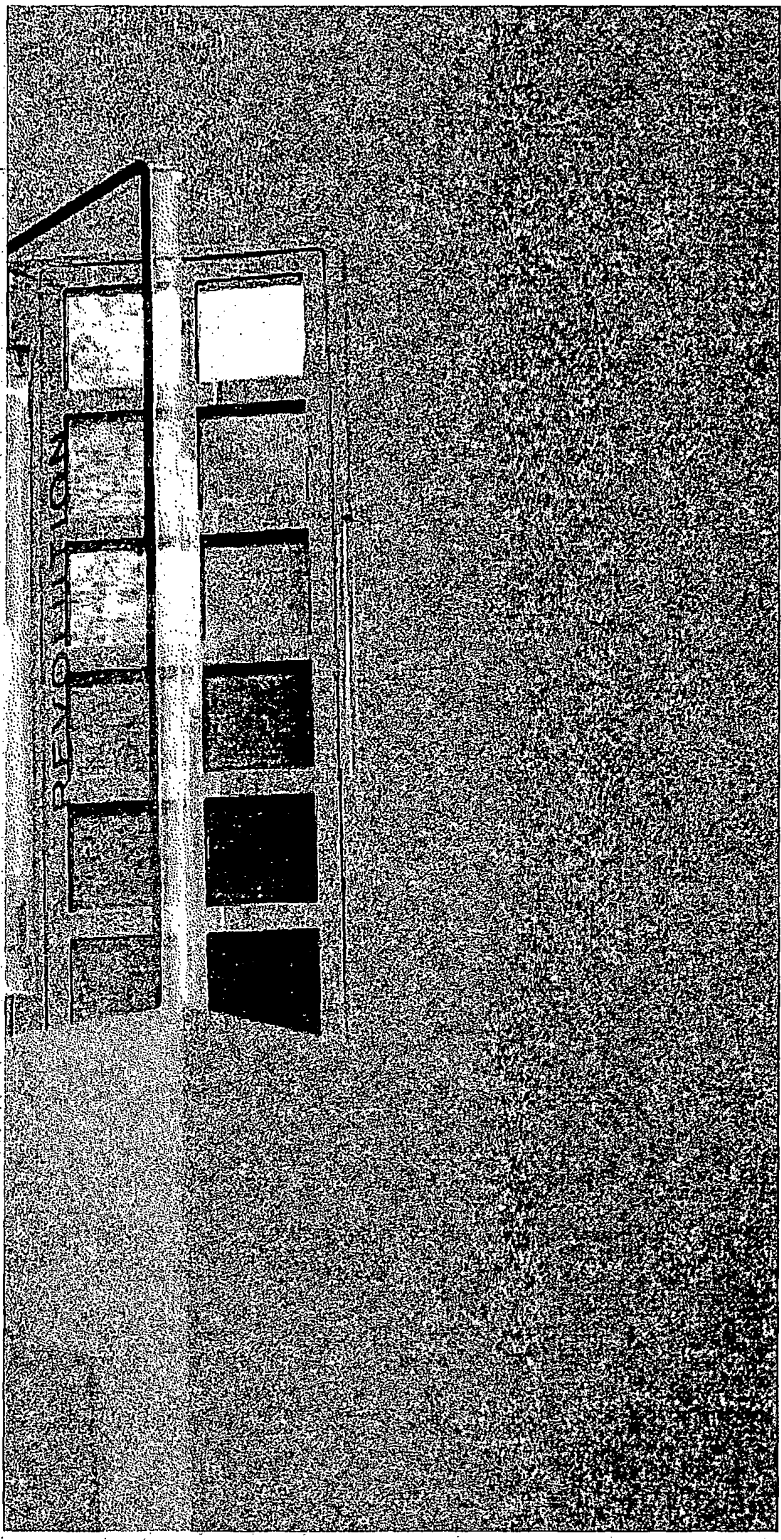
OUR RISKS CONTINUED

RISK CATEGORY	POTENTIAL IMPACT	MITIGATION
6. Inflationary Impacts Costs within the business will be susceptible to continuing high rates of inflation and corresponding high interest rates.	The impact of inflation on consumer behaviour, cost of production and transportation, wage inflation, debt costs and cost of services may lead to reduced sales and/or pressure on margins and/or increased cost of sales for the Group. If the Group is unable to recover the loss through pricing and input cost control and other mitigating strategies, this could materially negatively impact the Group's performance and results.	• The Group has strong relationships with its suppliers and continues to work closely with them to keep costs down. • Our customers know our brand for quality products at low prices and this remains true in the current economic environment, which helps maintain and improve volumes.
7. IT, Systems and Cyber Security Information technology ("IT") systems may be susceptible to damage, disruptions, or loss of access due to failures during the process of upgrading or replacing software, databases, or components, third party or hosted infrastructure failures, hardware failures, data loss through theft or leakage, computer viruses, attacks by computer hackers and ransomware, telecommunication failures, user errors or catastrophic events.	The Group depends on IT infrastructure from a variety of service providers for digital marketing activities, and electronic communications internally, and with retail and digital customers, consumers, manufacturers, and suppliers around the world. If the Group's information technology systems suffer damage, loss of access, disruption, or failure, and it does not effectively resolve the issues in a timely manner, the Group's business, financial condition and operations may be materially and adversely affected. If the Group's third-party payment services were disrupted, the Group could incur substantial delays and expenses in finding and integrating alternative third-party payment service providers, and the quality and reliability of such alternative payment service providers may not be comparable	• The Group's IT team conducts periodic security testing, and any recommendations or enhancements are implemented where necessary. • Software systems are regularly updated to allow for the latest security updates and patches to be installed. • Continue to leverage cloud- based technology. • Ongoing roll-out of IT policies and procedures and awareness training. • The Group has in place, and regularly reviews, cyber insurance coverage. • Periodic auditing of third-party data processes.

This report was approved by the Board and signed on its behalf by

Iain MacDonald
Non-Executive Chair
29 August 2025


REVOLUTION
BAKING POWDER
FOR ALL SKIN TONES



Governance

BOARD OF DIRECTORS

TOM ALLSWORTH

CEO (from 26 August 2025)

Tom cofounded Revolution Beauty in 2014 and brings more than 28 years of experience in skincare, haircare and cosmetics manufacturing. Prior to establishing Revolution Beauty, he founded Medichem Manufacturing in 1992—a leading UK-based contract manufacturer of beauty products. Tom returned as Chief Executive to lead a strategic turnaround. He is spearheading initiatives to restore financial stability and long-term growth.

NEIL CATTO

CFO (from 1 January 2024) Non-Executive Director (from 19 July 2023)

Neil has significant UK plc experience and is currently a non-executive director of tinyBuild Inc., having been CFO of boohoo Group Plc from 2011 to 2022. Neil qualified as a chartered accountant with EY and spent nine years working in their Manchester, Palo Alto and Reading offices. He was previously Finance Director of dabs.com plc and has held senior financial positions in BT plc and The Carphone Warehouse Group.

RACHEL HORSEFIELD (A) (R) (N)

Independent Non-Executive Director (from 19 July 2023)

Rachel was the CEO of THG Beauty which is home to some of the world's fastest growing and most popular destinations for online beauty including LookFantastic and Cult Beauty. During her 10 years with the business, she worked with over 800 of the world's most popular brands and has a wealth of digital and beauty industry experience. Prior to joining THG Rachel was at Boots where she held a number of roles within eCommerce.

CHRIS FRY (A) (R) (N)

Independent Non-Executive Director (from 18 September 2023)

Chris is an accomplished executive with more than 35 years of finance and commercial experience. Chris began his career at PwC where he qualified as a chartered accountant, before later serving as a Senior Partner and Head of KPMG's Liverpool office. Currently also serving as a non-executive director of two private technology businesses, Chris has advised numerous listed and private companies in board positions across a variety of commercial sectors.

IAIN MACDONALD

Non-Executive Chairman from (30 May 2025)

Iain has significant PLC experience as a Non-Executive Director, including in takeover situations. Iain is the founder of Belerion Capital, an investor and investment advisor in technology and e-commerce companies. He is currently a Non-Executive Director of Debenhams Group, Non-Executive Chairman of Team Internet Group PLC and Executive Chairman of Selkirk PLC and was previously a Non-Executive Director of THG PLC.

BOARD DEPARTURES SINCE 1 MARCH 2024

Colin Henry, Interim CEO – 26 August 2025.

Lauren Brindley, CEO – 17 April 2025.

Alistair McGeorge, Chair – 21 May 2025.

Erin Brookes, Non-Executive Director – 5 June 2025.

Peter Hallet, Non-Executive Director – 5 June 2025.

A – Member of the Audit Committee
R – Member of the Remuneration Committee
N – Member of the Nomination Committee

CORPORATE GOVERNANCE REPORT

INTRODUCTION

On behalf of the Board, I am pleased to introduce Revolution Beauty Group plc's Corporate Governance Statement. This sets out our corporate governance framework and explains how we strive to embed high standards of corporate governance in line with the expectations of a public company. As Chair of the Board of Directors, it is my responsibility to ensure that the Company has both robust corporate governance arrangements and an effective Board. My responsibilities include leading the Board, supervising the Group's corporate governance approach, engaging with shareholders, and ensuring that high quality information flows freely and in a timely way between the Executive and Non-Executive Directors.

The Board has chosen to continue to adopt the QCA Corporate Governance Code (the "QCA Code") as it considers the QCA Code to provide the most appropriate framework of governance for a public company of our size and complexity. We fully support the QCA Code and have adopted its ten principles. These are set out on pages 32 to 36, together with an explanation of how each has been applied.

The Board confirms that the Company has complied with each of the principles of the QCA Code throughout the year under review and continues to do so as at the date of this report.

This Corporate Governance Report includes the following:

- our Board of Directors, including biographical details (see page 28);
- the Audit Committee Report (see pages 37 to 40);
- the Nomination Committee Report (see page 41);
- the Directors' Remuneration Report (see pages 42 to 46); and
- the Directors' Report (see pages 47 to 51).

Details of the Board, its committees and the governance framework are also available at https://revolutionbeautyplc.com/corporate-governance/.

ROLE OF THE BOARD

The Board sets the strategy for the Group to achieve its long-term plans, monitoring the performance of the business, overseeing corporate governance and managing Group risk. The Board oversees the delivery of that strategy within the context of the values and culture of the Group.

The Board considers the impact on, and the responsibility it has to all the Company's stakeholders, as part of the decision-making process to act in the best interests of the Company for the benefit of its members as a whole. Please refer to our section 172 statement on page 18 for further details.

BOARD STRUCTURE AND OPERATIONS

During the year under review, the Board comprised two Executive Directors, Non-Executive Chair, and five independent Non-Executive Directors. The Board now comprises two Executive Directors, Non-Executive Chair, two independent Non-Executive Directors. Further details and Board biographies can be found on page 28.

The Executive Directors, comprising the Chief Executive Officer and Chief Financial Officer, are responsible for business operations and for ensuring that sufficient financial and human resources are in place to implement the Group's strategic aims.

The Chair is responsible for the effective running the Board and its processes, setting its agendas, ensuring accurate, timely and relevant information flows and monitoring Board effectiveness. There is a clear separation of responsibilities and independence between the Chair and Chief Executive Officer.

A Non-Executive Director's role is to provide an independent view of the Group's business and to constructively challenge management.

The Board as a whole reviews all strategic issues and key strategic decisions on a regular basis. Control over the performance of the Group is maintained through regular review of financial information, the monitoring of performance against approved budgetary targets and comparison with competitors in the same industry.

During the year under review, the Board held six scheduled meetings in addition to a number of ad hoc meetings to address matters arising. Attendance records for scheduled meetings are set out below. All Board members are expected to attend all meetings wherever possible. Outside formal Board meetings, Non-Executive Directors communicate directly with the Executive Directors and senior management.

Non-Executive Directors are expected to attend meetings of committees of which they are a member and devote sufficient time to ensure they can fulfil their roles.

BOARD EVALUATION

The Board undertook a formal Board evaluation in November 2024, facilitated by the Company Secretary. This was conducted by way of a Director questionnaire, the aim of which was to review and assess, at an appropriate level, the effectiveness of the Board and to identify any areas for improvement. The results were shared with the Board and discussed at the November 2024 Board meeting. It was concluded that the Board was functioning efficiently and effectively.

BOARD COMMITTEES

As shown above, there are three Board committees – the Audit, Nomination and Remuneration committees.

The Board delegates clearly defined responsibilities to its committees and the terms of reference for these committees are available on the Company's website at revolutionbeautyplc.com/ corporate-governance/.

The key roles and responsibilities of each committee and their activities during the year are detailed in their individual Committee Reports as follows:

- Audit Committee Report – page 37
- Nomination Committee Report – page 41
- Remuneration Committee Report – page 42

DIVERSITY AND INCLUSION

The Board currently comprises four male members and one female member, including the CEO. Four of the boards five members are independent non-executive directors.

BOARD AND COMMITTEE ATTENDANCE

The table below sets out the number of scheduled meetings each of the Directors who held office during the year under review attended versus the maximum number they could have attended during the period of 1 March 2024 to 28 February 2025.

Director	Position	Board	Audit Committee	Remuneration Committee	Nomination Committee
Lauren Brindley	Chief Executive Officer	6 of 6	–	–	–
Neil Catto	Chief Financial Officer	6 of 6	5 of 5	–	–
Alistair McGeorge	Non-Executive Chair	6 of 6	–	–	–
Erin Brookes	Non-Executive Director	6 of 6	–	–	–
Chris Fry	Non-Executive Director	6 of 6	5 of 5	–	1 of 1
Peter Hallett	Non-Executive Director	6 of 6	4 of 5	1 of 1	1 of 1
Colin Henry	Non-Executive Director	5 of 6	–	1 of 1	1 of 1
Rachel Horsefield	Non-Executive Director	6 of 6	–	1 of 1	1 of 1

BOARD ACTIVITY & STAKEHOLDERS

The key topics that were considered by the Board during the reporting period were:

- Approving the annual budget;
- Approving the annual and interim reports and accounts;
- Dealing with legacy legal matters;
- Overseeing the implementation of the inventory reduction plan; and
- Considering potential strategic funding opportunities.

Further information about the principal decisions made during the reporting period and the role of the stakeholder voice in decision-making can be found in the Section 172 Statement on page 18.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility for establishing and maintaining the Group's system of internal controls which have been reviewed and updated in the year under review. The Board will ensure that management continues to keep these processes under regular review and improves them where appropriate. This provides the Board with comfort around the risk exposure of the Company. The Board is satisfied with the progress that has been made, whilst also recognising the need for continued emphasis on the financial policies, procedures and controls and improvements and the overall risk management framework.

During the year under review, the Audit Committee reviewed the Company's principal risks and uncertainties together with its group risk register.

Further information on risk management can be found on page 21.

CORPORATE CULTURE

The current Board places significant importance on the promotion of ethical values and good behaviour within the Company and takes ultimate responsibility for ensuring that these are promoted and maintained throughout the organisation and that they guide the Company's business objectives and strategy.

The Board has focused on ensuring that the appropriate tone of strong ethical practice and values is communicated and embedded at all levels including through the Employee Handbook which promotes this culture through all aspects of the business, from initial recruitment and hiring, to career advancement. The Employee Handbook also sets out the Company's requirements and policies on such matters as whistleblowing, communication, and general conduct of employees.

Non-Executive Directors have regular direct contact with the senior management team and their direct reports. All face-to-face Board and committee meetings are held in the London office, if feasible, where Non-Executive Directors have the opportunity to interact with the employees and observe the office environment.

Strong corporate culture is paramount to the sustainability of our business going forwards and the current Board is satisfied that the steps it has taken have now aligned the Company's corporate culture with its stated purpose, vision and values. The Board is mindful that maintaining that ethos is an ongoing responsibility. Ensuring that this ethical environment flourishes and is firmly embedded in everything we do will continue to be a focus area for the Board and management team.

Iain MacDonald
Chairman

29 August 2025

QCA CODE

The Company adopted the 2018 QCA Corporate Governance Code ("QCA Code") with effect from July 2021 upon the listing of the Company on AIM. The Directors believe that the QCA Code provides the Company with the required framework to help ensure that a strong level of governance is maintained, enabling the Company to enhance the governance culture that exists within the organisation as part of building a successful and sustainable business for all of its stakeholders.

The Company will report against the 2023 edition of the QCA Code in the Annual Report for the financial year ending 28 February 2026. The 2023 QCA Code places more emphasis on risk management, internal controls, ESG and remuneration, among other areas.

We set out below a description of how the Company complied with the ten 2018 QCA Code principles during the year. The Board remains committed to strengthening the Company's corporate governance arrangements as the business grows.

1 ESTABLISH A BUSINESS STRATEGY AND MODEL WHICH PROMOTES LONG-TERM VALUE FOR SHAREHOLDERS

The Group retails its products through two core brands, Revolution Beauty London and Revolution Make-up London, and a number of sub-brands including BH Cosmetics, a US brand which was acquired by the Group in February 2022. Each brand has its own distinct audience and product line, enabling the products to appeal to the Group's targeted 16 to 35-year-old consumer group.

The Group benefits from having a multichannel business model with approximately 80% of revenue coming from retail partners (traditional, online and hybrid) and 20% from online direct-to-consumer sales. This business strategy enables the Group to respond to trends quickly, test new products online and optimise distribution across both traditional retail and online channels.

The Directors believe that the Group's business model and growth plan will deliver an improved working capital position through the rigorous investment processes that have been implemented and will help to promote long-term value for shareholders. More details about the Group's business model and strategy can be found in the Strategic Report on page 4.

2 SEEK TO UNDERSTAND AND MEET SHAREHOLDER NEEDS AND EXPECTATIONS

The Board is committed to identifying shareholder needs and expectations across the whole shareholder base and acting accordingly. Please refer to our section 172 statement on page 18 for details of our general stakeholder engagement methods.

The Company is committed to maintaining an active dialogue with its shareholders to develop a good understanding of the needs and expectations of investors and will continue to communicate the Company's strategy at appropriate intervals as progress is made.

The Board is keen to ensure that the voting decisions of shareholders are reviewed and monitored and the Company intends to engage with shareholders who do not vote in favour of resolutions at AGMs to understand their motivations.

The primary points of contact for shareholder liaison are our Chairman, CEO and CFO. There is also a designated email address for investor relations on the Group's website.

3 TAKE INTO ACCOUNT WIDER STAKEHOLDER AND SOCIAL RESPONSIBILITIES AND THEIR IMPLICATIONS FOR LONG-TERM SUCCESS

The Group takes its corporate social responsibilities very seriously and is committed to operating as a responsible, sustainable business. The Group has established and seeks to maintain effective working relationships across a wide range of stakeholders including shareholders, employees, customers, suppliers, and communities in which the Group operates, in order to achieve long-term success. It also continues to consider the Company's impact on the environment and is committed to producing products that are 100% cruelty-free. On page 18, we set out how the Group engages with its stakeholders.

4 EMBED EFFECTIVE RISK MANAGEMENT, CONSIDERING BOTH OPPORTUNITIES AND THREATS, THROUGHOUT THE ORGANISATION

The Board is responsible for determining the nature and extent of significant risks that may have an impact on the Company's operations and for maintaining a risk management framework.

The Board acknowledges its responsibility for establishing and maintaining the Group's system of internal controls which were reviewed during the year. The Board will ensure that management continues to keep these processes under regular review and improve them where appropriate. This provides the Board with comfort around the risk exposure of the Company.

Details of the Company's risk management processes are set out in the "Our Risks" section of the Annual Report on page 21.

5 MAINTAIN THE BOARD AS A WELL-FUNCTIONING, BALANCED TEAM LED BY THE CHAIR

The Board as a whole is collectively responsible for the success of the Company, and the structure provides for strong leadership of the Group within a framework of effective controls. The Board is not dominated by any one individual and all Directors can challenge proposals put forward at each meeting, democratically.

During the year under review, the Board comprised four male members and one female members, including the CEO. Five of the Board's eight members were independent Non-Executive Directors. As at the date of this report, the Board comprises four male members and one female member. Two of the Board's five members are independent Non-Executive Directors. Further details and Board biographies can be found on page 28. The Directors are satisfied that the current Board is sufficiently resourced to discharge its governance obligations and to drive the business forward.

The Board is aware of its Directors' other responsibilities and interests, which are reviewed at each scheduled Board meeting. Any changes are communicated to and, where appropriate, agreed by the rest of the Board. The Directors are satisfied that each director has sufficient time to devote to their role.

There is a clear division of roles and responsibilities across the Board:

- The Chair is responsible for the effective running of the Board and its processes, setting its agendas, ensuring accurate, timely and relevant information flows and monitoring Board effectiveness.
- The Executive Directors, being the CEO and CFO, are responsible for business operations and for ensuring that sufficient financial and human resources are in place to implement the Group's strategic aims.
- The role of the independent Non-Executive Directors is to provide an independent view of the Group's business and proposed strategy and to bring their experience to bear to constructively challenge management. Additionally, the governance architecture has been designed to empower the independent members of the Board through the establishment of the three Board committees, each of which is chaired by an independent director.

The Board reviews all strategic issues and key strategic decisions on a regular basis. Control over the performance of the Group is maintained through regular review of financial information, the monitoring of performance against approved budgetary targets and comparison with competitors in the same industry.

During the year under review, the Board held six scheduled meetings in addition to several ad hoc meetings called at short notice to address matters arising. All Board members are expected to attend all meetings wherever possible.

6 ENSURE THAT, BETWEEN THEM, ALL DIRECTORS HAVE THE NECESSARY UP TO DATE EXPERIENCE, SKILLS AND CAPABILITIES

The skills and experience of each of the Directors are summarised in their biographies as set out on page 28.

The Directors believe that the Board has the appropriate balance of diverse skills and experience to deliver on its core objectives. Between them, the Directors cover a broad range of expertise across sectors, markets and geographies. Their complementary skillsets contribute to maintaining a balanced board that collectively has the skills to drive the Group forward. Board composition and diversity is discussed in section 5 of this report.

Each Director takes responsibility for keeping their skills up to date. This includes active participation in roles within other boards and organisations, as well as formal continuous professional development. The Company Secretary updates the full Board on key governance and compliance issues that may impact the Company.

All Directors also have direct access to the advice and services of the Group's advisers and the Company Secretary. The Board and its committees also have authority to seek legal or other professional advice in pursuit of their duties.

The Board engages third-party experts to advise the Directors on their responsibilities and to ensure that decisions are taken with the benefit of appropriate specialist input. This includes obtaining legal advice from external counsel on both corporate matters–such as compliance with statutory obligations and transactional considerations–and ongoing litigation matters, to ensure the Group manages legal risk effectively. The Group's Nominated Adviser provides financial and regulatory guidance, particularly in relation to the AIM Rules and capital markets matters, supporting the Board in maintaining market confidence and ensuring proper disclosure. In addition, the Company Secretary advises the Board on corporate governance best practices, ensuring compliance with the QCA Corporate Governance Code and supporting effective Board processes and decision-making frameworks.

The Remuneration Committee has engaged Korn Ferry to provide ongoing advice and support to the committee to ensure its practices are efficient and effective and to keep committee members updated with remuneration best practice and market trends.

7 EVALUATE BOARD PERFORMANCE BASED ON CLEAR AND RELEVANT OBJECTIVES, SEEKING CONTINUOUS IMPROVEMENT

The Board undertook a formal Board evaluation in November 2024, facilitated by the Company Secretary. This was conducted by way of a Director questionnaire, the aim of which was to review and assess, at an appropriate level, the effectiveness of the Board and to identify any areas for improvement. The results were shared with the Board and discussed at the November 2024 Board meeting. There were no material deficiencies of note and it was concluded that the Board was functioning efficiently and effectively.

8 PROMOTE A CORPORATE CULTURE THAT IS BASED ON ETHICAL VALUES AND BEHAVIOURS

The Board places significant importance on the promotion of ethical values and good behaviour within the Company and takes ultimate responsibility for ensuring that these are promoted and maintained throughout the organisation and that they guide the Company's business objectives and strategy.

The Company's values, and commitment to ethical behaviours, are set out in the Employee Handbook which promotes this culture at touchpoints throughout the employee journey, from initial recruitment and hiring to career advancement. The Employee Handbook also sets out the Company's requirements and policies on such matters as whistleblowing, communication, and general conduct of employees.

Non-Executive Directors have regular direct contact with the senior management team and their direct reports. All face-to-face Board and committee meetings are held in the London office, if feasible, where Non-Executive Directors have the opportunity to interact with the employees and observe the office environment.

Further information on our culture, values and behaviours can be found in our Section 172 Report on page 18.

9 MAINTAIN GOVERNANCE STRUCTURES AND PROCESSES THAT ARE FIT FOR PURPOSE AND SUPPORT GOOD DECISION-MAKING BY THE BOARD

The Chair leads the Board and is responsible for its governance structures, performance and effectiveness. The Board retains ultimate accountability for good governance and is responsible for monitoring the activities of the executive team. The Non-Executive Directors are responsible for bringing independent and objective judgement to Board decisions. The Executive Directors are responsible for the operation of the business and delivering the strategic goals agreed by the Board.

The Board has developed a structured and streamlined agenda cycle, with six scheduled meetings per annum, supplemented by additional ad hoc meetings as necessary. Board meetings are held in person where possible, or where this is impractical, via video conference.

10 COMMUNICATE HOW THE COMPANY IS GOVERNED AND IS PERFORMING BY MAINTAINING A DIALOGUE WITH SHAREHOLDERS AND OTHER STAKEHOLDERS

The Company discloses on its website and within its annual report and accounts how the Company is governed and complies with the QCA Code. The Company reviews this information annually in accordance with the requirements of AIM Rule 26. The website also includes a designated email address for investor relations and details of our key IR contacts.

The Board views the annual report and accounts, as well as its half-year reports, as key communication channels through which progress in meeting the Group's objectives and updating its strategic targets can be communicated to shareholders. Results roadshows are held twice a year with key shareholders.

Additionally, the Board uses the Company's AGMs as a primary mechanism to engage directly with shareholders, to provide information and receive feedback.

Further information on our stakeholder engagement can be found in the Section 172 Statement on page 18.

Reserved Matters

The Board has agreed that certain authorities relating to areas of strategic significance be reserved as matters for the Board alone with some of those responsibilities delegated to the appropriate Board committees.

Reserved matters include:

- approval of the Group's long-term objectives and commercial strategy;
- approval of the annual operating and capital expenditure budgets;
- changes to capital structure of the Group;
- major changes to the Group's corporate structure;
- approval of the Annual Report and Interim Results;
- ensuring maintenance of a sound system of risk management and internal control processes;
- determining the nature and extent of the significant risks the Company is willing to take in achieving its strategic objectives;
- approval of contracts which are material strategically, or by reason of size; or those not in the ordinary course of business; and
- acquisition or disposal of interests of more than 5% in the voting shares of any company.

The full schedule of all matters reserved for the Board's approval, together with the detailed terms of reference setting out the delegated responsibilities of each of the Board committees, can be found at https://revolutionbeautyplc.com/corporate-governance.

Board Committees

As shown above, there are three Board committees: the Audit, Nomination and Remuneration committees.

The Board delegates clearly defined responsibilities to its committees and the terms of reference for these committees are available on the Company's website at https://revolutionbeautyplc.com/corporate-governance.

The key roles and responsibilities of each committee and their activities during the year are detailed in their individual Committee Reports as follows:

- Audit Committee Report – page 37
- Nomination Committee Report – page 41
- Remuneration Committee Report – page 42

The Company Secretary works closely with the Chair and the Chairs of the Board committees to ensure that Board procedures, including setting agendas and timely distribution of papers, are complied with and that there are good communication flows between the Board and its committees, and between Executive and Non-Executive Directors. The Chair leads the Board and is responsible for its governance structures, performance and effectiveness. The Board retains ultimate accountability for good governance and is responsible for monitoring the activities of the executive team. The Non-Executive Directors are responsible for bringing independent and objective judgement to Board decisions. The Executive Directors are responsible for the operation of the business and delivering the strategic goals agreed by the Board.

AUDIT COMMITTEE REPORT

INTRODUCTION

I am pleased to present the Committee's second report under my tenure as Chairman. I would like to thank members of the Committee for their contribution during the year.

This Report sets out details of the activities undertaken by the Committee during the period in order to discharge its responsibilities in relation to supporting the Board, its oversight and monitoring of the robustness and integrity of financial reporting, and in gaining assurance on the effectiveness of the risk management and internal control system that we have in place at Revolution.

OUR OBJECTIVES

The key objective of the Committee is the provision of effective governance over the appropriateness of the Group's financial reporting. It has the primary responsibility for monitoring the quality of internal controls, ensuring that the financial performance of the Group is properly measured and reported on and reviewing reports from the Group's external auditors, in all cases having due regard to the interests of shareholders.

COMMITTEE MEMBERSHIPS

During the year Erin Brookes and Peter Hallet served as members of the committee, with myself as Chair. Since the year end, both Erin and Peter have left their roles as Non-Executive Directors of the Group and are therefore no longer on the committee. I am pleased to welcome Rachel Horsefield, who joined the committee following Erin and Peter's departure. I look forward to working with Rachel in her capacity as a member of the committee, she has been an Independent Non-Executive director of the Group for two years and is well placed to serve on the committee.

TERMS OF REFERENCE

The Audit Committee is required to meet at least three times in each financial year. The terms of reference are available from the Group's website at https://revolutionbeautyplc.com/corporate-governance/.

INDEPENDENCE AND EXPERIENCE

The Board believes that amongst the members of the Committee, they have broad commercial knowledge and business experience. The Board is satisfied that Chris Fry possesses recent and relevant financial experience.

MEETINGS HELD IN 2024/25

The Committee held three scheduled meetings during the financial year ended 28 February 2025. All members attended all meetings while they were Committee members. An attendance report is set out on page 30.

The Chief Financial Officer ("CFO"), senior finance managers and Company Secretary, although not members of the Audit Committee, also attended meetings. The senior statutory auditor from the Group's appointed auditor attends as and when required, particularly at the planning and completion stages of the annual audit.

The Committee discussed, without management present, certain areas such as accounting papers, Interim and Final Financial Results.

It is important for the Committee Chair to fully understand any topics of particular concern to facilitate meaningful dialogue during Committee meetings. To support him in fulfilling this role, he met regularly, on a one-to-one basis, with the senior management team including operational managers.

ROLE AND RESPONSIBILITIES

The primary function of the Audit Committee is to support the Board in discharging its responsibilities regarding financial reporting and internal and external controls, including:

- monitoring the integrity of the Group's financial statements;
- reviewing the content of the annual report and accounts and advising the Board on whether taken as a whole, it is fair, balanced and understandable;
- reviewing the adequacy and effectiveness of the Group's internal financial reporting and internal control policies and systems;
- ensuring appropriate whistleblowing mechanisms are in place through which employees and other stakeholders may raise any concerns;
- monitoring the effectiveness of the Group's internal audit function; and
- reviewing the effectiveness of the external auditor's independence and objectivity, including the provision of non-audit services.

KEY ACTIVITIES

A summary of the key activities which the Audit Committee undertook during the reporting period and up to the date hereof is as follows:

- assessment of the external audit plan;
- assessment of the accounting and audit issues identified during the audit process;
- reviewing the regulatory reporting including the interim results announcement;
- monitoring key areas of focus in advance of the commencement of the year-end audit;

- reviewing and monitoring of the internal audit plan and assessment of its progress; and
- reviewing this Annual Report.

Outside of the formal meetings, the scope of the annual audit plan, resources for the audit and key dates to meet the signing deadlines were discussed with the Committee Chair and with the Chief Financial Officer present.

EXTERNAL AUDITORS
The Audit Committee is responsible for ensuring that the external auditor provides an effective source of assurance for the Group's financial reporting and controls, including overseeing the relationship with the external auditor, evaluating the effectiveness of the services provided and its ongoing independence. The Committee is also responsible for recommending to the Board the appointment, re-appointment and removal of the external auditor.

The Committee reviews the appointment of the external Auditor each year before the cycle of audit commences and in deciding whether to renew the appointment takes note of the quality of the service received, the proposed fees and the Auditor's independence. Management and all members of the Committee are consulted during the process.

The Committee decided to recommend to the board that MHA should be re-appointed. In relation to the financial year ended 28 February 2026, the Committee recommends that MHA be appointed as the Group's statutory auditor.

AUDITOR INDEPENDENCE AND PERFORMANCE
MHA confirmed that it complied with the Financial Reporting Council's Ethical Standard for Auditors and in their professional judgement, it was independent and objective within the meaning of those standards.

When assessing the independence of the external auditor, the Audit Committee considered, amongst other things, the value of non-audit fees provided by the external auditor and the relationship with them as a whole and the annual disclosure from the external auditor to discuss the threats to its independence and the safeguards applied to mitigate those threats.

The effectiveness of the audit partner, the audit team, their approach to audits, including planning and execution, communication, support, and value, were discussed and assessed. Both the Audit Committee and Board are satisfied that the external auditor has adequate policies and safeguards in place to ensure its objectivity and independence is maintained.

The content of the external auditor's report was reviewed and considered, together with other communications with the Audit Committee, to assess whether there was a good understanding.

The Audit Committee also reviewed the Company's policy on auditor rotation and noted that the current auditor has been in place since FY24, with the last audit tender held in FY24. The Committee intends to keep the matter under regular review and consider retendering in due course.

NON-AUDIT SERVICES

During the financial year ended 28 February 2025, MHA provided one non-audit service which was an audit related assurance engagement with regards to a high-level review of the Group's Interim Results.

SIGNIFICANT FINANCIAL JUDGEMENTS
The Audit Committee assessed whether suitable accounting policies have been adopted and whether management has made appropriate judgements and estimates. The finance team provided the required level of disclosure regarding significant issues to be considered by the Committee in relation to the financial statements.

This section outlines the main areas of judgement that have been considered by the Committee in relation to the financial statements to ensure that appropriate rigor has been applied. All accounting policies can be found in Note 1 to the financial statements. Each of the areas of judgement has been identified as an area of focus and therefore the Committee have also received detailed reporting on these matters from the external auditor.

Therefore, this report should be read in conjunction with the independent auditor's report starting on page 56 and the Group's financial statements in general.

Area of focus	Considerations by the Audit Committee
INVENTORY VALUATION AND PROVISIONING	When calculating inventory provisions, the Group considered the nature and condition of inventories, as well as the Group's ability to sell the inventory in future. Assumptions consistent with those used by other similar businesses were also applied. The Committee reviewed the Group's inventory provision policy and the impact of expected future recoverability of the cost of inventories held at the balance sheet date. The review extended to the additional provision applicable for Non-Strategic inventory in the current year, including alignment with the core population of strategic SKUs and those removed. The Committee considers that the inventory provisions made by the Group are reasonable and appropriate. The assumptions have been disclosed in Note 2 to the financial statements.
IMPAIRMENT OF ASSETS	The Group determines whether property, plant and equipment, predominantly related to stands used in stores are impaired or require reversal of impairment when indicators of impairment or reversal of impairment exist or based on the annual impairment assessment. Additionally, the Group determines whether goodwill is impaired when indicators of impairment are identified or in the annual assessment of impairment. The committee is satisfied that management have used appropriate estimates in calculations and disclosed any material sensitivities in the financial statements. The assumptions have been disclosed in Note 3 to the financial statements.
LEGAL PROVISIONS	The Group recognises a provision when it has a present liability for a past event, in accordance with IAS 37. The Committee challenged management's judgements over the probability of outflow, reliability of estimates, and classification of costs. We ensured that such provisions and legal contingencies are disclosed clearly in the financial statements—including the nature and uncertainties— and have endorsed these judgments as reasonable based on counsel advice. Additional focus was placed on ensuring non-recurring items were presented separately to support transparent performance reporting. The Committee consider that the assessment made in respect of legal claims provided for at the Balance Sheet date represents their best possible estimate of the expected liability using the available information. For further details please see Note 2 to the financial statements.
REVENUE RECOGNITION	Revenue is recognised when control of a product provided by the Group is transferred to the customer, in line with the Group's performance obligations in the contract, and at an amount reflecting the consideration the Group expects to receive in exchange for the provision of products. During the financial year, management reviewed the revenue recognition policy to identify appropriate cut-off periods, to ensure that the reported sales are materially correct and not misleading. The Committee is satisfied that cut-off procedures in relation to revenue recognition are appropriate. For further details, please see Note 2 to the financial statements. In addition, trade receivable payment terms and adherence to them are strictly monitored, with customers consistently paying late being put on hold.
GOING CONCERN	It is the Directors' responsibility to assess the Group's ability to continue as a going concern in order to support the basis of preparation for the financial statements. This is a requirement of both the Companies Act 2006 and the accounting standards. Management provided the Group's cash flow forecasts considering the available finance and covenant compliance throughout the forecast period and the going concern assessment period has been determined to be at least 12 months through to the end of September 2026. The Committee is satisfied that the going concern assumption is appropriate. Please see Note 2 to the financial statements.

INTERNAL AUDIT AND RISK MANAGEMENT

The key features of the Group's internal control and risk management systems that underpin the accuracy and reliability of financial reporting include clearly defined lines of accountability and delegation of authority, policies and procedures that cover financial planning and reporting, preparation of the Group's consolidated accounts and information security.

The Board has delegated responsibility for reviewing the effectiveness of the Group's systems of internal control to the Audit Committee, which includes financial, operational and compliance controls and risk management systems.

The control environment currently in place continues to include the improvements made following the external investigation that was undertaken, with all recommendations made at the time followed through on. The committee regularly engages with senior members of the finance team as well as the executive team to ensure that the appropriate control environment is in place and continue to review the requirement for a specific internal audit function going forward.

The Group's key risks are disclosed in the Strategic Report on pages 4 to 25 of this Annual Report.

FAIR, BALANCED AND UNDERSTANDABLE ASSESSMENT

At the request of the Board, the Audit Committee has considered whether, in its opinion, the FY25 Annual Report when taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy.

For the Committee to form its opinion, it reflected on the information it had received and its discussions throughout the reporting period. Following its review, the Audit Committee advised the Board that it considered the FY25 Annual Report taken as a whole to be fair, balanced and understandable and that it provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy. The Audit Committee was also satisfied that suitable accounting policies have been adopted and appropriate disclosures made in the financial statements.

The Going Concern Statements are set out on page 50 in the Director's Report.

FOCUS FOR 2025/26

The Audit Committee's focus will primarily remain on the quality of the Group's internal and external reporting. In addition, it will focus on the controls and governance of any changes and the Group's review procedures.

Chris Fry
Chair of the Audit Committee

29 August 2025

NOMINATION COMMITTEE REPORT

INTRODUCTION
As Chair of the Nomination Committee, I am pleased to present the report for the period from 1 March 2024 to 28 February 2025.

COMMITTEE MEMBERSHIP
The Nomination Committee currently comprises two non-executive directors, with Rachel Horsefield as the Chair, with Chris Fry the other member. Colin Henry was a member of the committee until, he left to become Interim CEO on 17 April 2025. Peter Hallet also served on the committee during the year, but stepped down when he left the board on 5 June 2025.

Only members of the Nomination Committee have the right to attend meetings; however, the Chief Executive Officer and Chief Financial Officer can attend by invitation so that the Nomination Committee can understand their views, particularly on key talent within the business.

TERMS OF REFERENCE
The terms of reference are available from the Group's website at https://revolutionbeautyplc.com/corporate-governance/.

MEETINGS HELD IN 2024/2025
The Committee met three times in the year under review. A table of attendance is set out on page 30.

ROLE AND RESPONSIBILITIES
The Committee responsibilities include reviewing the structure, size and composition of the Board and its Committees, and making recommendations to the Board.

It considers the appointment of all potential members of the Board, whether executive or non-executive, with the exception of appointments such as the Chair or Chief Executive, which are matters for the Board as a whole.

The Committee seeks to ensure that there are plans in place for an orderly succession to the Board and senior management positions, considering the challenges and opportunities facing the Group, and the skills and expertise needed on the Board in future.

APPOINTMENT OF EXECUTIVE AND NON-EXECUTIVE DIRECTORS
On 17 April 2025, Lauren Brindley left her role as CEO of the Group. Colin Henry was appointed Interim CEO and stepped down from his role as an Independent Non-Executive director. A process to find a permanent CEO has now commenced and is being led by the Group Nominations Committee.

SUCCESSION PLANNING
The Committee believes that effective succession planning is critical to the Group's long-term success. The Group is progressing with succession planning to ensure orderly succession for the Board and senior management.

The Board has determined that given current market conditions, it is prudent to defer immediate appointments while ensuring that the remaining directors can continue to fulfil the Company's governance and strategic oversight responsibilities effectively.

FOCUS FOR 2025/2026
The focus for the Committee in FY26 will be to work with the new CEO and CFO to ensure there is robust succession planning in place. The Committee will be kept up-to-date and fully informed about strategic issues and commercial changes affecting the Group and the market in which it operates.

The Nomination Committee is committed to promoting diversity on the Board, including gender balance and varied backgrounds. This is reflected in our recruitment and succession planning, with appointments made on merit while encouraging diverse perspectives.

Rachel Horsefield
Chair of the Nomination Committee

29 August 2025

DIRECTORS' REMUNERATION REPORT

INTRODUCTION

As the Chair of the Remuneration Committee, I present the Committee report for the period ended 28 February 2025. It sets out the Directors' Remuneration Policy and how we intend to operate it in FY26 and provides details of amounts earned by the Directors during the financial year.

This has been a challenging year for the Company, and we continue to review the Remuneration Policy to ensure alignment with the Company's refreshed strategy and the evolving composition of the executive team.

OUR OBJECTIVES

The purpose of the Remuneration Committee is to establish a formal and transparent procedure for developing the policy on executive remuneration and to set the remuneration packages of individual executive directors, as required by the QCA Code.

COMMITTEE MEMBERSHIP

The Remuneration Committee comprises Independent Non-Executive Directors and at the year end comprised of Colin Henry as the Chair (appointed to the Board on 31 August 2023 and assumed the role of Committee Chair on the same date), and Peter Hallet and Rachel Horsefield as the other members. Peter and Rachel were appointed on 31 August 2023. Information on the skills and experience of all Committee members can be found on page 28.

Due to Board membership changes, the Remuneration Committee currently comprises of independent Non-Executive Directors; Rachel Horsefield as the Chair (appointed as of 5 June 2025) and Christopher Fry as the other member.

TERMS OF REFERENCE

The Remuneration Committee is required to meet at least twice each year. The terms of reference are available from the Group's website at https://revolutionbeautyplc.com/corporate-governance/.

During the year the Committee received independent advice from its appointed advisor, Korn Ferry.

MEETINGS HELD IN 2024/25

The Committee met twice in the year under review. A table of attendance is set out on page 30.

ROLES AND RESPONSIBILITIES

The Remuneration Committee is responsible for all elements of the remuneration of the Executive Directors of the Company (including the former executive Chair of the Board) and such other senior executives of the Group as it is designated to consider.

The role of the Remuneration Committee includes:

- determining and maintaining the Remuneration Policy;
- determining the remuneration packages of each Executive Director;
- determining the bonus plan payments;
- reviewing the design of all share incentive plans;
- determining the policy for and scope of the pension arrangements;
- reviewing the service contracts of the Executive Directors and their remuneration arrangements when they join and cease employment; and
- reviewing workforce
- remuneration and related policies.

REMUNERATION ARRANGEMENTS FOR NEW EXECUTIVE DIRECTORS

The base salaries for the CEO and CFO were £360,000 and £300,000, respectively, with a pension contribution of 5% of base salary. Bonus opportunity is 100% of salary to ensure that they are fully incentivised and aligned to shareholders' long-term interests from the time of their joining. A one-off award of 5m and 3m share options for the CEO and CFO respectively was granted shortly after joining, with an exercise price of 27p, which vests over 4 annual tranches. The awards made to Lauren Brindley lapsed upon her resignation from the Board.

In FY25 the company did not achieve its financial targets; therefore, no bonus awards were made to either the CEO or CFO. No further LTIP awards were made to the CEO or CFO.

DIRECTORS' REMUNERATION POLICY

The Remuneration Committee determines, on behalf of the Board, the Group's policy for senior executives' remuneration and the individual remuneration packages for each Executive Director. The Remuneration Committee reviews the incentive and reward packages for the Executive Directors to ensure that they are aligned with the Group's strategic objectives and financial performance; are appropriate to attract, retain and motivate executive behaviour in support of the creation of shareholder value; and drive continued commitment of executives to the Group's success through appropriate incentive schemes.

The following table summarises the key elements of the Directors' Remuneration Policy and how it supports the Company's short and long-term strategic objectives:

Element and link to strategy	Operation	Maximum opportunity	Performance assessment
Base salary Provide a competitive base salary to attract, motivate and retain directors with the required experience and capabilities to achieve the Group's strategic aims.	Salaries are normally reviewed annually, and any changes are normally effective in the first quarter of the current financial year. The salary review will consider several factors including but not limited to: • the performance, role and responsibility of each Director. • the Group's business performance. • market data for similar roles and comparable companies. • the level of pay across the Group as a whole. • the economic environment.	Any increases will consider the performance and effectiveness of the individual as well as salary increases for the wider workforce.	None.
Benefits Provide a market competitive range of benefits to support employee well-being.	Benefits are in line with those offered to the senior management team and include employee wellness allowances, sick and holiday pay. A travel allowance is also provided to executive directors, in line with executive remuneration for comparable companies in the market.	The maximum will be the cost of providing the benefits described.	None.
Pension Contribute towards retirement planning.	Defined contribution plans are offered to all employees.	Pension contribution rate to comply with Auto-Enrolment Pension requirements. The maximum pension contribution is 5% of salary.	None.
Annual Bonus Scheme	To encourage and reward strong financial and operational performance over the financial year.	A maximum limit of 100% of salary and a target payment level normally set at 50% of salary. Clawback provisions apply in the event of misstatement of the Company's accounts and for other defined reasons.	Performance measures are based on measures and targets linked to the group's KPIs. The Remuneration Committee has the discretion to adjust the formula driven outturn if they believe the outcome is not a fair and accurate reflection of business performance.

Element and link to strategy	Operation	Maximum opportunity	Performance assessment
Long Term Incentive Plan ("LTIP") Incentivise senior management to deliver long-term value creation for shareholders and ensure alignment with shareholder interests.	Awards can be granted in the form of conditional shares or nominal cost share options. Vesting is normally subject to the achievement of challenging performance conditions, normally over a period of three years. Awards may be subject to malus/claw back provisions at the discretion of the Committee.	As noted in the Chair's statement it is not intended to grant awards to Executive Directors in FY26. Grant levels will be determined by the committee at the time of grant. The value of any dividends payable by the Company over the vesting period may be accrued and the value paid on vested share awards. Claw back provisions apply in the event of misstatement of the Company's accounts and for other defined reasons.	Performance measures may include financial and share price performance-based targets in line with business KPIs and shareholder return targets. Performance criteria and weightings may change from year to year. The Remuneration Committee has the discretion to adjust the formula driven outturn if they believe the outcome is not a fair and accurate reflection of business performance.
Wellness allowance Provide £500 a year to spend on each employee's well-being.	The allowance can be used for wellness initiatives such as a gym membership or private healthcare.	Flat figure across all employees, paid through payroll, subject to tax and National Insurance deductions.	None.
Shareholding guidelines Increase alignment between Executive Directors and shareholders.	Executive Directors are expected to build a shareholding in the Company over time.	No minimum shareholding is required.	None.
Non-Executive Director fees Support recruitment and retention of Non-Executives with the necessary breadth of skills and experience. Provide fees appropriate to time commitments and responsibilities of each role.	Fees may include a basic fee and additional fees for further responsibilities. Fees are through the payroll and subject to tax and national insurance deductions.	The Board is guided by the general increase for the broader employee population and takes into consideration relevant market movements. There is a maximum aggregate limit set in the Company's Articles of Association.	None.

TOTAL FIGURES OF REMUNERATION

The table below reports the total remuneration received in respect of qualifying services by each Director in the financial year ended 28 February 2025.

Director	Salary/Fee £	Benefits in Kind £	Payments in lieu of notice £	Wellness Allowance £	Pension £	Annual Bonus £	Long Term Incentives £	Severance Payment £	Total £
Lauren Brindley	360,000	21,763	–	500	1,724	–	–	–	383,987
Erin Brookes	50,000	–	–	–	–	–	–	–	50,000
Neil Catto[9]	300,000	21,763	–	500	1,724	–	–	–	323,987
Chris Fry	60,000	–	–	–	–	–	–	–	60,000
Peter Hallett	50,000	–	–	–	–	–	–	–	50,000
Colin Henry	60,000	–	–	–	–	–	–	–	60,000
Rachel Horsefield	50,000	–	–	–	–	–	–	–	50,000
Alistair McGeorge	100,000	–	–	–	–	–	–	–	100,000
TOTAL	**1,030,000**	**43,526**	**0**	**1,000**	**3,448**	–	–	–	**1,077,974**

The table below reports the total remuneration received in respect of qualifying services by each Director in the financial year ended 29 February 2024.

Director	Salary/Fee £	Benefits in Kind £	Payments in lieu of notice £	Wellness Allowance £	Pension £	Annual Bonus £	Long Term Incentive Plans £	Severance Payment £	Total £
Lauren Brindley[1]	163,971	9,974	–	250	543	163,971	–	–	338,709
Erin Brookes[2]	10,833	–	–	–	–	–	–	–	10,833
Neil Catto[3]	72,564	3,627	–	–	–	–	–	–	76,191
Matthew Eatough[4]	9,102	–	12,500	–	–	–	–	–	21,602
Chris Fry[5]	30,230	–	–	–	–	–	–	–	30,230
Peter Hallett[6]	30,897	–	–	–	–	–	–	–	30,897
Colin Henry[5]	30,230	–	–	–	–	–	–	–	30,230
Bob Holt[7]	189,692	–	180,000	250	–	–	1,797,631	–	2,167,573
Rachel Horsefield[6,8]	87,897*	–	–	–	–	–	–	–	87,897
Elizabeth Lake[9]	233,333	–	292,108	13,852	5,870	–	898,816	46,670	1,490,649
Rachel Maguire[4]	9,102	–	12,500	–	–	–	–	–	21,602
Alistair McGeorge[10]	108,295	–	–	–	–	–	–	–	108,295
Jeremy Schwartz[4]	29,166	–	15,000	–	–	–	–	–	44,166
Derek Zissman[11]	49409	–	27,500	–	–	–	–	–	76,909
Tom Allsworth[12]	36,125	–	–	–	–	–	–	–	36,125
TOTAL	**1,090,846**	**13,601**	**539,608**	**14,352**	**6,413**	**163,971**	**2,696,447**	**46,670**	**4,571,908**

1. Lauren Brindley joined the business on 23 August 2023 and was appointed to the Board as CEO on 18 September 2023, the amounts paid are from the date of joining.
2. Erin Brookes was appointed to the Board as a Non-Executive Director on 13 December 2023.
3. Neil Catto joined the Company on 19 July 2023 as a Non-Executive Director and was appointed to the Board as CFO on 1 January 2024, the amounts paid are from the date of joining.
4. Matthew Eatough, Rachel Maguire and Jeremy Schwartz resigned from the Board on 31 August 2023.
5. Chris Fry and Colin Henry were appointed to the Board as Non-Executive Directors on 31 August 2023.
6. Peter Hallett and Rachel Horsefield were appointed to the Board as Non-Executive Directors on 19 July 2023.
7. Bob Holt stood down as CEO on 18 July 2023 and remained with the Company as interim CEO until he left the business on 31 August 2023.

8. Rachel Horsefield received a consultancy fee of £57,000 for development of a Digital Strategy. The consultancy agreement was for two separate periods of work during the year. This fee is included in the number above, with the balance of £42,190 relating to her fees as a Non-Executive Director.
9. Elizabeth Lake stepped down from the Board on 13 December 2023 but remained with the Company as CFO until 31 December 2023.
10. Alistair McGeorge was appointed Executive Chairman on 19 July 2023, following Lauren Brindley's appointment as CEO on 18 September 2023 he moved to the role of Non-Executive Chairman.
11. Derek Zissman was appointed Non-Executive Chairman on 25 May 2023 and resigned from the Board on 18 July 2023.
12. Tom Allsworth resigned from the Board on 25 May 2023.

Annual Bonus Scheme outcome for FY25

In FY25 the company did not achieve its financial targets; therefore, no bonus awards were made to either the CEO or CFO.

LONG-TERM INCENTIVE PLAN AND OUTSTANDING SHARE AWARDS

No vested shares have been exercised at the reporting date and no awards were made in the year under review. During the prior year, a total of two awards were made awarded under the Revolution Beauty Group plc Long Term Incentive Plan, as set out in the table below:

Executive Director	Share Scheme	Grant Date	Granted at grant date	Exercise Price	Lapsed during the year	Exercised during the year	Number of options / Share awards at 28 Feb 2025	Expiry date
Lauren Brindley	LTIP	23 September 2023	5,000,000	27p	–	–	5,000,000	23 September 2033
Neil Catto	LTIP	19 February 2024	3,000,000	27p	–	–	3,000,000	19 February 2034

The vesting terms of the option grants to Lauren Brindley and Neil Catto are as follows: 25% of options vested on 30th September 2023 for Lauren Brindley and 23rd February 2024 for Neil Catto and then 25% on each of the 1st, 2nd and 3rd anniversaries of grant. Once exercisable, each tranche must be held as an option or as shares for at least one year.

DIRECTORS' INTERESTS IN SHARES

The interests of the current Directors and their connected persons in the shares of the Company as at the date of this report are set out below.

	Beneficially owned at 28 February 2025	
Directors	Number of ordinary shares	% of issued shares
Lauren Brindley	–	–
Neil Catto	–	–

How we intend to operate the policy in FY26

There will be no salary increases for the CFO, so the salary level will remain at £300,000. Pension contributions for FY26 will be 5% of salary. Bonus opportunity will be 100% of salary based on delivering performance measures including revenue and EBITDA targets, agreed by the Remuneration Committee and the Board.

The company does not intend to grant LTIP awards to Executive Directors during FY26. But as the CFO has an existing grant, this will continue to remain.

Fees for Non-Executive Directors will also be not be changed for FY26. With the appointment of a new Chairman, Iain McDonald in May 2025, the base salary for the Chairman will be £120,000 for FY26.

This report was approved by the Board and signed on its behalf by

Rachel Horsefield
Chair of the Remuneration Committee

29 August 2025

DIRECTORS' REPORT

The Directors present their Annual Report on the affairs of the Group together with the financial statements and Auditor's Report for the year ended 28 February 2025. The purpose of the Directors' Report is to provide shareholders with information about the Company, its Directors and its operations. The Strategic Report informs shareholders of, and helps them assess, how the Directors have performed in their duty to promote the success of the Company.

PRINCIPAL ACTIVITIES
The principal activity of the Group is to sell and distribute beauty products, makeup, haircare and skincare under a variety of brands. The products are distributed through various channels, including retailers, department store chains, wholesalers, distributors and e-commerce channels.

The principal activity of the Company is that of a holding company.

BUSINESS REVIEW AND FUTURE DEVELOPMENTS
The review of the Group's activities, operations, future developments and key risks for the year is contained in the CEO Report on page 6. The Group's revenue during the year was £142.6m (12 months to 29 February 2024: £191.3m) and loss after tax of £17.2m (12 months to 29 February 2024: profit of £10.7m).

RESULTS FOR THE YEAR
Results for the year ended 28 February 2025 are set out in the Consolidated Income Statement on page 64.

DIVIDENDS
No ordinary dividends were paid during the year under review.

The Directors do not recommend payment of a final ordinary dividend for the year (2024: £Nil).

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

- Lauren Brindley (appointed 18 September 2023, resigned 31 May 2025)
- Erin Brookes (appointed 13 December 2023, resigned 5 June 2025)
- Neil Catto (appointed 18 July 2023)
- Chris Fry (appointed 31 August 2023)
- Peter Hallett (appointed 18 July 2023, resigned 5 June 2025)
- Colin Henry (appointed 31 August 2023, resigned 26 August 2025)
- Rachel Horsefield (appointed 18 July 2023)
- Alistair McGeorge (appointed 18 July 2023, resigned 20 May 2025)
- Iain McDonald (Appointed 30 May 2025)
- Tom Allsworth (Appointed 26 August 2025)

APPOINTMENT AND REPLACEMENT OF DIRECTORS
The rules governing the appointment and resignation of Directors are contained within the Company's Articles of Association. The Articles can be found on the Company's website at https://revolutionbeautyplc.com.

DIRECTORS' INTERESTS
Directors' share options and interests in shares can be found in the Remuneration Report on pages 42 to 46.

DIRECTORS' INSURANCE
As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third-party indemnity provision as defined by section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force.

The Company also purchased and maintained throughout the financial year, Directors' and Officers' liability insurance in respect of itself and its Directors.

EMPLOYEES WITH DISABILITIES
The Group is committed to fostering an inclusive and diverse workplace. This policy ensures that employees with disabilities are provided with equal opportunities, reasonable accommodations, and a supportive environment.

Equal Opportunities: All employees, including those with disabilities, have equal access to employment, training, and career advancement.

Reasonable Accommodations: We provide necessary adjustments to enable employees with disabilities to perform their duties effectively.

Inclusive Culture: We promote a culture of inclusion, respect, and understanding within the workplace.

The Group will continuously review and improve our practices to support employees with disabilities, ensuring a work environment where all employees can thrive.

SHARE CAPITAL AND SUBSTANTIAL SHAREHOLDERS

Details of the issued share capital, together with details of the movements during the year, are shown in Note 31 to the Consolidated financial statements.

As at 19 August 2025, the Company has been advised of the following significant shareholding interests in 3% or more of the voting rights:

	% of issued capital
boohoo Group PLC	29.00%
Thomas Allsworth	15.29%
Adam Minto	15.29%
Pentwater Capital management LLP	8.92%
William Currie Investments	6.29%

POST BALANCE SHEET EVENTS

Post balance sheet events can be found in Note 34 to the financial statements.

FINANCIAL RISK MANAGEMENT

Financial risk management is detailed in Note 25 to the financial statements.

STAKEHOLDER ENGAGEMENT

The section 172(1) statement on pages 18 to 20 provides details of how the Directors have engaged with shareholders, employees, customers, suppliers and the community during the year to ensure that positive business relationships are nurtured.

STREAMLINED ENERGY AND CARBON REPORTING

To fulfil our reporting obligations under The Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 ("the 2018 Regulations") on Streamlined Energy and Carbon Reporting ("SECR"), we have measured our UK energy and greenhouse gas emissions as classified within Scope 1, Scope 2 and Scope 3 of the SECR regulations, which are presented in tables 1 and 2 as these are material to our organisation's activities.

We are not reporting non-mandatory elements of Scope 3 energy and GHG emissions as these are not material to our organisation.

Environmental Performance

We chose to follow and adapt, for SECR reporting, a widely recognised Greenhouse Gas Reporting Protocol – Corporate Standard methodology. As at 28 February 2025 the Company's energy usage and associated carbon emissions for the SECR Year 5, 1 March 2024 to 28 February 2025 were as follows:

Total energy consumption and associated greenhouse gas emissions from Scope 1, Scope 2 and Scope 3 for SECR Year 5 reporting period.

		SECR Year 4 12 months 1 March 2024 – 28 February 2025			
Energy Type:		Energy Use (kWh)	% Split (kWh)	Emissions (tCO2e/yr.)	% Split (tCO2e)
Combustion of Gas	(Scope 1)	242,994	44%	44.44	40%
Electricity	(Scope 2)	289,630	52%	59.97	54%
Transport	(Scope 3)	24,862	4%	6.00	6%
Total	**(Scope 1, 2 and 3)**	**557,486**	**100.00%**	**110.41**	**100.00%**

Note: Columns may not always add up due to rounding of numbers.

		SECR Year 4 12 months 1 March 2023 – 29 February 2024			
Energy Type:		Energy Use (kWh)	% Split (kWh)	Emissions (tCO2e/yr.)	% Split (tCO2e)
Combustion of Gas	(Scope 1)	325,620	65.38%	59.57	61.90%
Electricity	(Scope 2)	145,682	29.25%	30.17	31.35%
Transport	(Scope 3)	26,771	5.37%	6.49	6.75%
Total	(Scope 1, 2 and 3)	498,073	100.00%	96.23	100.00%

Intensity ratios

Intensity ratios compare emissions data with an appropriate business metric or financial indicator. This allows a comparison of energy efficiency performance over time and with other similar types of organisations. We chose to compare overall energy consumption and associated emissions against (1) our annual turnover figure and (2) the total number of full-time equivalent employees in previous years and this has been repeated for FY24.

In addition, the historic SECR Year 1, 2 and 3 energy performance indicators have also been presented to show our energy consumption trend.

Intensity Ratio – Energy consumption and associated GHG emissions per the number of Full Time Equivalent (FTE) Employees

Reporting Year	Total Energy Consumption (kWh)	Total GHG emissions (tCO2e)	Number of FTE Employees (–)	Intensity Ratio (kWh/ FTE Employees)	Intensity Ratio (tCO2e/ FTE Employees)
SECR Year 1[1]	888,103	171.55	174	5,104	0.986
SECR Year 2	913,572	172.96	208	4,392.2	0.832
SECR Year 3	966,446	180.44	234	4,130	0.771
SECR Year 4	498,073	96.23	213	2,338	0.452
SECR Year 5	557,486	110.41	222	2,511	0.497

Intensity Ratio – Energy consumption and associated GHG emissions per £100,000 of turnover

Reporting Year	Total Energy Consumption (kWh)	Total GHG emissions (tCO2e)	Annual turnover (£)	Intensity Ratio (kWh/ £100,000 of turnover)	Intensity Ratio (tCO2e/ FTE Employees)
SECR Year 1[1]	888,103	171.55	112,890,394	786.69	0.152
SECR Year 2	913,572	172.96	169,799,952	538.03	0.102
SECR Year 3	966,446	180.44	162,267,198	595.59	0.136
SECR Year 4	498,073	96.23	148,674,797	335.71	0.065
SECR Year 5	557,486	110.41	109,265,977	510.21	0.075

1. Note that the turnover for SECR Year 1 has been adjusted to cover 12 months rather than the 14 months originally reported.

Energy intensity ratios are calculated and presented as advised by the Department of Business Energy and Industry Strategy (BEIS) recommendations.

The data shows staff numbers have increased from FY24 to FY25 and whilst the turnover for Revolution Beauty Ltd is lower due to a decline in sales.

The net result indicates an increase in the intensity ratio for annual turnover and for FTE employee numbers. We have not carried out any energy efficiency actions in 2024/25. RBL's energy efficiency actions have been focused, but not limited, to investments in IT infrastructure, utilising cloud-based software such as Microsoft Teams, Sharepoint and NetSuite. This continues to enable a balance of home working. As RBL is a global company, this investment has also allowed more energy efficient collaboration across global locations by reducing international travel and associated emissions of GHG to a minimum. A further benefit of the investment in IT infrastructure is the shift to a more paperless environment. Copy documents/emails are now saved into the cloud as opposed to printed and filed. Revolution Beauty has maximised sea freight for imported goods as opposed to the less environmentally friendly method of air freight.

Revolution Beauty provided date from across its operations to calculate energy and resulting emissions. Where actual data was unavailable, reasonable assumptions and estimations were applied based on the most reliable sources available at the time.

It is confirmed that Revolution Beauty do not operate company vehicles and leased vehicles. The majority of transport activities are outsourced to third-party organisations. Therefore, Revolution Beauty does not report Scope 1 mobile combustion energy or emissions. Scope 1 emissions only include natural gas usage and Scope 2 emissions are related to purchased electricity across all operational sites.

For Units 2-5 Sheet Glass Road, Kent and Units 2-5 Statham Business Park, Kent, energy data was derived from a mix of actual bills and estimations, with estimations conducted by Revolution Beauty's energy provider, as confirmed by Revolution Beauty.

For the 10 Great Pulteney Street, London site, where energy is paid indirectly through rent, estimates were made using median building intensity figures from the 2024 Non-Domestic National Energy Efficiency Data-Framework (ND-NEED) for England and Wales. These intensity figures were applied to the site's floor area to calculate electricity and gas consumption.

Scope 3 emissions from business travel (grey fleet) were calculated using mileage data extracted from employee expense claims. Since the expense system does not record vehicle fuel type or engine size, emissions were estimated using the 2024 UK Government emission factor for an "Average Size Vehicle" with "Unknown Fuel Type," as published by DESNZ.

GHG emissions have been calculated using the UK Government approved and published conversion factors for company reporting FY25.

No energy efficiency actions were implemented in the reporting period.

POLITICAL DONATIONS

It is the Company's policy not to make political donations. The Directors confirm that no political donations were made during the year.

CORPORATE GOVERNANCE

The Company has adopted the 2018 QCA Corporate Governance Code. Our Statement on Corporate Governance is included on pages 32 to 36 of the report.

GOING CONCERN

The Directors have considered the Group's ability to continue as a going concern, the period considered in making this assessment is the period ending 30 September 2026. In forming this assessment, the Directors have considered all available information about the future, which is not limited to this period, including the significant volatility experienced in the Group's forecasts in recent periods and the changes within its senior management team.

Subsequent to the year end, the Group has agreed an amendment and extension to its revolving credit facility ("RCF"), successfully completed a £16.5m equity raise (which remains subject to shareholder approval), and begun a comprehensive resetting of its cost base. These actions have, in the view of the Directors, strengthened the Group's financial position and provided a more stable platform from which to pursue its strategy and growth ambitions. The Directors are therefore confident that the steps taken have improved the Group's resilience and capacity to move forward positively.

As part of the amendment and extension of the RCF, the following revised terms have been agreed:

- Extension of maturity: The facility has been extended to 31 July 2028.
- Scheduled repayment of capital: Scheduled repayments of £1.0 million are required on each quarter date beginning on 31 October 2027.
- EBITDA covenant tests: New covenant tests have been introduced, with the first test covering the 9-month period ending 31 May 2026.
- Liquidity covenant: The existing minimum liquidity covenant of £5.0 million remains in place, but will increase by £0.5 million per quarter from 31 August 2026, capped at £7.5 million.

Prior to agreeing the new terms of the facility the company had amended the covenants of the original facility and had also been granted waivers, amendments and deferrals of certain covenant tests.

Management has prepared revised forecasts that assume a return to sales growth and reflect the benefits of cost-saving initiatives implemented to reset the Group's cost base. These forecasts underpin the Group's new base case EBITDA assumptions and support the expectation that it can operate within the terms of the amended facilities. In addition, management has modelled a downside scenario in which sales in FY26 are 10% lower than the base case assumption. This is considered a severe but plausible downside as it represents a year on year decrease of sales of approximately 20%. Even under this scenario, the forecasts indicate that the Group would continue to deliver sufficient EBITDA to comply with the covenant requirements of the amended banking facilities.

The downside scenario includes the benefit of further cost saving initiatives that management consider realistic.

Notwithstanding this progress, two material uncertainties remain which may cast significant doubt upon the Group's ability to continue as a going concern: 1. the Group's ability to comply with the revised financial covenants under its banking facilities; 2. the requirement for shareholder approval of the recently completed equity raise. If a severe sensitivity were to come into fruition, covenants were breached and banks withdrew support due to these breaches then the Directors would have to source alternative means of funding.

Accordingly, the Directors believe that the Group has sufficient resources to continue operating for the foreseeable future and to support the application of the going concern assumption in preparation of the financial statements. These material uncertainties may cast significant doubt upon the Group's ability to operate as a going concern. The financial statements do not include the adjustments that would be required should the going concern basis of preparation no longer be appropriate.

AUDITOR

MHA were re-appointed as auditor to the Company during the year. The auditor, MHA, previously traded through the legal entity MacIntyre Hudson LLP. In response to regulatory changes, MacIntyre Hudson LLP ceased to hold an audit registration with the engagement transitioning to MHA Audit Services LLP.

In accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put to a vote at the next AGM.

STATEMENT OF DISCLOSURE TO THE AUDITORS

The Directors of the Company at the date of approval of this report confirm that:

- so far as each Director is aware, there is no relevant audit information of which the Group's and Company's auditors are unaware; and
- each Director has taken all reasonable steps they ought to have taken as a Director to make themselves aware of any relevant information and to establish that the Group's and Company's auditors are aware of that information.

ANNUAL GENERAL MEETING

Details of the matters to be conducted at the AGM will be contained in the Notice of Annual General Meeting which will be communicated separately to shareholders.

APPROVAL

The Directors' Report was approved by the Board on 29 August 2025.

Iain MacDonald
Chair

29 August 2025

DIRECTORS' RESPONSIBILITY STATEMENT

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORT AND ACCOUNTS

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 the Directors are required to prepare the Group financial statements in accordance with UK adopted International Accounting Standards ('IFRSs') and have elected to prepare the parent Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 'Reduced Disclosure Framework'. Under company law the Directors must not approve the accounts unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the profit or loss of the Group for that period.

In preparing the Group financial statements, International Accounting Standard 1 requires that Directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Group's ability to continue as a going concern.

In preparing the Parent Company financial statements, the Directors are required to:

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

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy, at any time, the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

Iain MacDonald
Chair

29 August 2025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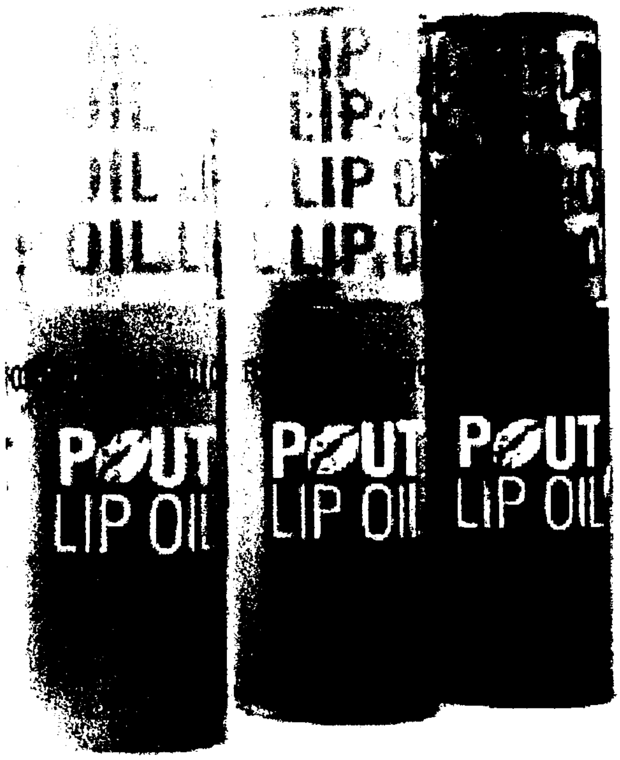
FINANCIAL STATEMENTS



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF REVOLUTION BEAUTY GROUP PLC

For the purpose of this report, the terms "we" and "our" denote MHA in relation to UK legal, professional and regulatory responsibilities and reporting obligations to the members of Revolution Beauty Group plc. For the purposes of the table on pages 58 to 59 that sets out the key audit matters and how our audit addressed the key audit matters, the terms "we" and "our" refer to MHA. The Group financial statements, as defined below, consolidate the accounts of Revolution Beauty Group plc and its subsidiaries (the 'Group'). The 'Parent Company' is defined as Revolution Beauty Group plc, as an individual entity. The relevant legislation governing the Company is the United Kingdom Companies Act 2006 ("Companies Act 2006").

OPINION ON THE FINANCIAL STATEMENTS

We have audited the financial statements of Revolution Beauty Group plc for the year ended 28 February 2025.

The financial statements that we have audited comprise:

- Consolidated Statement of Profit or Loss and Other Comprehensive Income.
- Consolidated Statement of Financial Position.
- Consolidated Statement of Changes in Equity.
- Consolidated Statement of Cash Flows.
- Notes 1 to 36 to the consolidated financial statements, including the accounting policies.
- Company Statement of Financial Position.
- Company Statement of Changes in Equity.
- Notes 1 to 13 to the company financial statements, including the accounting policies.

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 ("IFRS").

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 and Parent Company's affairs as at 28 February 2025 and the Group's loss for the year then ended;
- the Group financial statements have been properly prepared in accordance with IFRS;
- the Parent Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Our opinion is consistent with our reporting to the Audit Committee

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the 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 ethical responsibilities in accordance with those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

MATERIAL UNCERTAINTY IN RELATION TO GOING CONCERN

We draw attention to note 2 in the financial statements, which sets out the Directors' assessment of the Group and Parent Company's ability to continue as a going concern. As disclosed in that note, the Group is dependent upon bank facilities being extended which is subject to shareholder approval being received on an equity raise. Subject to that bank funding being received, and as disclosed in note 2, a severe but plausible downside scenario may indicate that the Group is not able to meet its covenants.

These two items, as outlined in note 2 to the financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group and Parent Company's ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

Our evaluation of the Directors' assessment of the Group and Parent Company's ability to continue to adopt the going concern basis of accounting included:

- The consideration of inherent risks to the Group's operations and specifically their business model.
- The evaluation of how those risks might impact on the available financial resources.
- Liquidity considerations including examination of cash flow projections at Group level, including meeting financial covenants within the Group's borrowing facilities, if the successful renewal of those facilities occurs, subject to shareholder approval of the equity raise as mentioned in note 2 to the financial statements.
- Assessing the terms of the amended revolving credit facility and testing management's covenant compliance calculations, including severe but plausible downside scenarios.
- Reviewing evidence of the equity raise, including the irrevocable commitments obtained from investors and considering the legal form and enforceability of those commitments.
- Evaluating management's mitigating actions, including the cost-reduction programmes in order to meet covenants, and considering the feasibility of these actions in light of historical performance.
- Evaluating the adequacy of the disclosures made in the financial statements in respect of the material uncertainty.
- Evaluating the adequacy of management's budgets and forecasts and their basis of preparation, challenging management on their assumptions and testing for sensitivity. Included within this was reviewing the forecast covenant compliance including severe but plausible downside scenarios

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

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

EMPHASIS OF MATTER - PRIOR PERIOD ADJUSTMENT

In forming our opinion on the financial statements, we assessed the adequacy of the disclosures made in note 4 to the financial statements which explains that the prior year Trade Receivables and Accruals balances have been restated. Our opinion is not modified in respect of this matter.

OVERVIEW OF OUR AUDIT APPROACH

Scope	Our Group audit was scoped by obtaining an understanding of the Group, including the Parent Company, and its environment, including the Group's system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the Directors that may have represented a risk of material misstatement.		
Materiality	**2025**	**2024**	
Group	£1.3m	£1.8m	0.91% of Revenue (2024: 0.94% Revenue)
Parent Company	£450k	£300k	1.9% gross assets (2024: 1.1% gross assets)
Key audit matters			
Recurring Group	Revenue Recognition – cut off Valuation of Inventory		

In addition to the above points, we identified a key audit matter in relation to the Group and Parent Company's ability to continue as a going concern. The details of this matter and the evaluation that we performed is documented within the material uncertainty in relation to going concern section of this report.

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 matters which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue Recognition - cut off	
Key audit matter description (see note 7 to the financial statements)	We have identified that the risks in relation to this key audit matter are at the end of the period in relation to cut-off. Management may record revenue in an incorrect reporting period in order to meet targets, covenant requirements, please investors or meet business Key Performance Indicators ('KPIs'). We considered both the risk of fraud and error in our assessment. The Group's revenue is made up of 2 key streams – digital and store groups. For each of these streams, there are different points for recognition that need to be considered in accordance with IFRS 15. Due to the different recognition points of sale, there is an element of judgement and risk that revenue has been recorded before fulfilling the performance obligation.
How the scope of our audit responded to the key audit matter	Our audit work included, but was not restricted to the following: • We reviewed the Group's revenue recognition policy for each material revenue stream through discussions with management and examined the Group's documentation; • We assessed whether the Group's accounting policy is in accordance with IFRS 15 'Revenue from Contracts with Customers'; • We obtained an understanding of the processes, systems, and controls in place surrounding revenue recognition. We completed a walkthrough of each key revenue stream to evaluate the design and implementation of key controls around the revenue recognition and cut-off process. • We established where the risk of misstatement lay in relation to cut-off by reviewing trading terms, typical delivery times, contractual arrangements with customers and the geographical location of customers. • We performed detailed substantive sample testing on revenue recognised over the closing period; corroborating revenue recognised with supporting evidence such as delivery notes and bills of lading. • We analysed a revenue by customer breakdown and evaluated any unusual movements. • We evaluated the completeness of accruals for customer deductions included in the gross to net revenue calculation by reconciling deductions recorded to subsequent settlement or credit notes, assessing historical accuracy of management's estimation process and reviewing contracts or typical trading terms for unrecorded obligations at year end. • We reviewed and challenged the financial statement disclosures in respect of revenue.
Key Observations	Based on our audit work detailed above, nothing has come to our attention that indicates that the Group's application of cut-off in revenue recognition and the requirements of IFRS 15 have not been met.
Valuation of inventory	
Key audit matter description (see note 19 to the financial statements)	The Group's products largely do not have expiry dates and are not perishable items, however the Group operates in a fast-moving sector with changing trends. As a result, there is a short demand window and therefore a risk of inventory obsolescence with selling prices and volumes declining rapidly to keep up with market changes. The Group also records a provision for new products due to their historical success rates. In establishing the future selling prices and volumes, alongside associated selling costs, there is a high degree of estimation uncertainty and judgement. Further, in the current year, management have carried out a rationalisation of their product portfolio which has resulted in additional provisions for clearance of non-strategic items.

How the scope of our audit responded to the key audit matter	We obtained a detailed understanding and evaluated the design and implementation of controls that the Group has established in relation to inventory valuation. We have obtained assurance over the appropriateness of management's assumptions applied in calculating the value of inventory provisions by: • Critically assessing the methodology and key assumptions used by management in determining inventory provisions, including consideration of historical trends and post year-end sales activity. • *Obtained the listing of Stock Keeping Units "SKUs "classified by* management as strategic or non-strategic and considered the criteria applied by management in making this classification. • Evaluated the resulting write-down of non-strategic inventory, including consideration of expected clearance through outlet channels and the appropriateness of the excess provision recorded. • Testing inventory valuations through substantive sampling, including vouching to purchase and sales invoices and performing recalculations to ensure inventory was stated at the lower of cost and net realisable value in accordance with IAS 2. Considering the adequacy of the financial statement disclosures in respect of inventory provisioning.
Key Observations	Based on our audit work detailed above, nothing has come to our attention that indicates that the Group's inventory provisioning accounting policy is not in line with the requirements of IAS 2, or that the inventory provision has not been recognised in accordance with the Group's inventory provisioning policy.

OUR APPLICATION OF MATERIALITY

Our definition of materiality considers the value of error in or omission from the financial statements that, individually or in aggregate, would change or influence the economic decision of a reasonably knowledgeable user of those financial statements. Misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole. Materiality is used in planning the scope of our work, executing that work and evaluating the results.

Materiality in respect of the Group was set at £1.3m (2024: £1.8m) which was determined on the basis of 0.91% (2024: 0.94%) of Group revenue. This benchmark was used due to this being the main driver for business growth. A profit benchmark was considered but rejected due to historical variability and volatility in profitability.

Materiality in respect of the Parent Company was set at £450k (2024: £300k), determined on the basis of 1.9% (2024: 1.1%) of the Parent Company's gross assets. The Parent Company is non-trading and a holding company with a net liabilities position. Consequently, Gross assets was deemed to be the most appropriate benchmark.

Performance materiality is the application of materiality at the individual account or balance level, set at an amount 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 for the Group was set at £780k (2024: £1,080k) which represents 60% (2024: 60%) of the above materiality levels. 60%) of the above materiality levels.

Performance materiality for the Company was set at £270k (2023: £210k) which represents 60% (2024: 70%) of the above materiality levels.

The determination of performance materiality reflects our assessment of the risk of undetected errors existing, the nature of the systems and controls, the impact of there being a number of components and locations and the level of misstatements arising in previous audits.

We agreed to report any corrected or uncorrected adjustments exceeding £65k and £22.5k (2024: £90k and £15k) in respect of the Group and Parent Company respectively to the audit committee as well as differences below this threshold that in our view warranted reporting on qualitative grounds.

OVERVIEW OF THE SCOPE OF THE GROUP AND PARENT COMPANY AUDITS

This year, we planned our Group audit in accordance with the revised group auditing standard, ISA (UK) 600 (revised) in our audit of the consolidated financial statements. The revised standard changes how an auditor approaches the identification of components, and how the audit procedures are planned and executed across components. In particular, the definition of a component has changed, shifting the focus from how the entity prepares financial information to how we, as the Group auditor, plan to perform audit procedures to address Group risks of material misstatement ('RMMs').

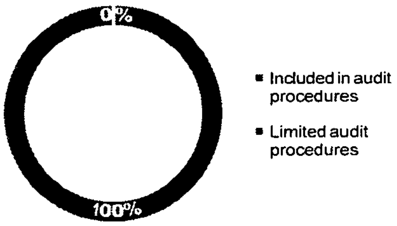
In devising our audit plan, we assessed the Financial Statements by classes of transactions, accounts balances and disclosures to determine the risks of material misstatement and the levels of testing to be performed.
As a result, we assessed scoping and coverage in a different way and comparisons to prior period coverage figures are not meaningful. In this report we provide an indication of scope coverage on the new basis. We performed risk assessment procedures to determine which of the Group's components are likely to include risks of material misstatement to the Group financial statements and which procedures to perform at these components to address those risks.

In total, we identified 9 components, having considered our evaluation of the Group's legal and operational structure, and our ability to perform audit procedures centrally. Of those, we identified 3 quantitatively significant components which contained the 100% of revenue for the Group, for which we performed audit procedures. We selected 2 components with accounts contributing to the specific RMMs of the Group financial statements. Accordingly, we performed audit procedures on 5 components.

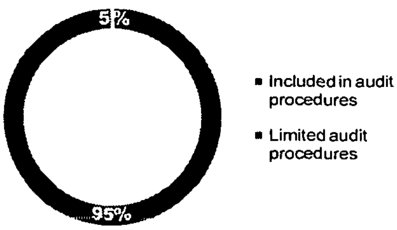
The Group manages its operations from the UK and has centralised financial systems, processes and controls and as such, the audit team performed all the procedures with no involvement from component auditors.
We performed the audit of the Parent Company. We approved the component materialities, ranging from £200,000 to £1,100,000, having regard to the size and risk profile of the Group across the components.

Our audit procedures accounted for the following percentages of Group Revenue, Group Profit Before Tax, and Group Net Assets:

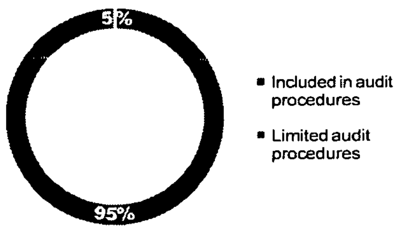
Group revenue



Group profit before tax



Group net assets



CLIMATE-RELATED RISKS

In planning our audit and gaining an understanding of the Group and Parent Company, we considered the potential impact of climate-related risks on the business and its financial statements. We obtained management's climate-related risk assessment, along with relevant documentation relating to management's assessment and held discussions with management to understand their process for identifying and assessing those risks.

We specifically considered the impact upon the income and the valuation of assets of the Group.

We critically reviewed management's assessment and challenged the assumptions underlying their assessment. We also designed our audit procedures to specifically consider those assets where we anticipated, based on the work performed, that the highest impact arising from climate change might fall. We specifically reviewed forecasts from management where there was a potential climate related impact.

REPORTING ON OTHER INFORMATION

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

We have nothing to report in this regard.

STRATEGIC REPORT AND DIRECTORS REPORT

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

- The information given in the strategic report and the directors' report for the financial year 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.

In the light of the knowledge and understanding of the Group and its 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 by 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 directors' responsibilities statement, 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 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 Parent Company or to cease operations, or have no realistic alternative but to do so.

AUDITOR 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

EXTENT TO WHICH THE AUDIT WAS CONSIDERED CAPABLE OF DETECTING IRREGULARITIES, INCLUDING FRAUD

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud.

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.

IDENTIFYING AND ASSESSING POTENTIAL RISKS ARISING FROM IRREGULARITIES, INCLUDING FRAUD

The extent of the procedures undertaken to identify and assess the risks of material misstatement in respect of irregularities, including fraud, included the following:

- We considered the nature of the industry and sector the control environment, business performance including remuneration policies and the Group's, including the Parent Company's own risk assessment that irregularities might occur as a result of fraud or error. From our sector experience and through discussion with the directors, we obtained an understanding of the legal and regulatory frameworks applicable to the Group focusing on laws and regulations that could reasonably be expected to have a direct material effect on the financial statements, such as provisions of the Companies Act 2006, the AIM listing rules, and UK tax legislation.
- We enquired of the directors and management including the audit committee concerning the Group and the Parent Company's policies and procedures relating to:

–identifying, evaluating and complying with the laws and regulations and whether they were aware of any instances of non-compliance;

–detecting and responding to the risks of fraud and whether they had any knowledge of actual or suspected fraud; and

–the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations.

We assessed the susceptibility of the 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 utilising the spectrum of inherent risk and an evaluation of the risk of management override of controls. We determined that the principal risks were related to posting inappropriate journal entries to increase revenue or reduce costs, creating fictitious transactions to hide losses or to improve financial performance,
and management bias in accounting estimates particularly in determining expected credit losses and inventory provisions.

AUDIT RESPONSE TO RISKS IDENTIFIED

In respect of the above procedures:

- we corroborated the results of our enquiries through our review of the minutes of the Group's and the Parent Company's board and audit committee meetings and inspection of legal correspondence;
- audit procedures performed by the engagement team in connection with the risks identified included:

– reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations expected to have a direct impact on the financial statements;

– testing journal entries, including those processed late for financial statements preparation, those posted by infrequent or unexpected users, those posted to unusual account combinations;

– evaluating the business rationale of significant transactions outside the normal course of business, and reviewing accounting estimates for bias;

– enquiry of management and legal advisors around actual and potential litigation and claims;

– challenging the assumptions and judgements made by management in its significant accounting estimates, in particular those relating to the determination of revenue cut off and inventory provisions as reported in the key audit matter section of our report; and

– obtaining confirmations from third parties to confirm existence of a sample of transactions and balances.

- the Group operates in the retail industry. As such, the Senior Statutory Auditor considered the experience and expertise of the engagement team to ensure that the team had the appropriate competence and capabilities; and
- we communicated relevant laws and regulations and potential fraud risks to all engagement team members, including experts, and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

USE OF OUR REPORT

This report is made solely to the Parent 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 Parent 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.

Rajeev Shaunak FCA

Rajeev Shaunak BSc FCA (Senior Statutory Auditor) for and on

behalf of MHA, Statutory Auditor
London, United Kingdom

29 August 2025

MHA is the trading name of MHA Audit Services LLP, a limited liability partnership in England and Wales (registered number OC455542).

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 28 FEBRUARY 2025

	Note	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Revenue	7	**142,581**	191,287
Cost of sales		**(88,135)**	(102,932)
Gross profit		**54,446**	88,355
Marketing and distribution costs		**(36,729)**	(47,132)
Administrative expenses			
– General administrative expenses		**(29,140)**	(37,899)
– Impairment losses on financial assets		**–**	(1,035)
– Impairment of property, plant and equipment and right-of-use assets	17,18	**(2,296)**	(993)
– Reversal of impairment of property, plant and equipment and right-of-use assets	17,18	**660**	918
– Provision for legal cases	27	**–**	(293)
Total administrative expenses		**(30,776)**	(39,302)
Other operating income	10	**–**	2,414
Operating (loss)/profit	10	**(13,059)**	4,335
Finance income	12	**169**	10,247
Finance costs	13	**(3,888)**	(3,139)
(Loss)/Profit before taxation		**(16,778)**	11,443
Income tax expense	14	**(456)**	(743)
(Loss)/Profit for the year		**(17,234)**	10,700
Other comprehensive income net of taxation Exchange differences on translation of foreign operations – may be reclassified to profit and loss		**(557)**	153
Total comprehensive (loss)/profit for the year		**(17,791)**	10,853
(Loss)/ Earnings per share (p)	15	**(5.4)**	3.4
Diluted earnings per share (p)	15	**(5.4)**	3.2
Adjusted EBITDA*	5	**4,684**	12,570

*Adjusted EBITDA is a non-GAAP measure and is defined as Operating Loss adjusted for depreciation and amortisation, impairments and reversals of impairment, profits and losses on the disposal of assets, share based charges and releases and operating adjusting items as disclosed in note 5.

The notes on pages 68 to 103 are an integral part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 28 FEBRUARY 2025

	Note	As at 28 February 2025 £'000	As at 29 February 2024 Restated £'000
Non-current assets			
Intangible assets	16	**4,734**	4,934
Property, plant and equipment	17	**10,400**	9,242
Right-of-use assets	18	**1,209**	4,177
Other receivables	20	**1,944**	1,931
Deferred tax asset	26	–	496
Total non-current assets		**18,287**	20,780
Current assets			
Inventories	19	**21,435**	40,775
Trade and other receivables	20	**35,404**	40,789
Reimbursement asset	27	**149**	6,122
Corporation tax receivable		**46**	–
Cash and cash equivalents	21	**5,690**	8,636
Total current assets		**62,724**	96,322
Current liabilities			
Lease liabilities	18	**(952)**	(894)
Trade and other payables	22	**(55,450)**	(65,299)
Deferred consideration	24	**(600)**	-
Provisions	27	**(401)**	(6,622
Borrowings	23	**(31,892)**	-
Corporation tax payable		–	(579)
Total current liabilities		**(89,295)**	(73,394)
Net current (liabilities)/assets		**(26,571)**	22,928
Total assets less current liabilities		**(8,284)**	43,708
Non-current liabilities			
Lease liabilities	18	**(354)**	(3,481)
Borrowings	23	–	(31,785)
Deferred consideration	24	**(8,423)**	(8,264)
Total non-current liabilities		**(8,777)**	(43,530)
Net (liabilities)/assets		**(17,061)**	178
Equity			
Share capital	29	**3,199**	3,185
Share premium		**103,487**	103,487
Warrant reserve		**7,239**	7,239
Merger reserve		**14,860**	14,860
Translation reserve		**42**	599
Retained earnings		**(145,888)**	(129,192)
Total (deficit)/equity		**(17,061)**	178

The notes on pages 68 to 103 are an integral part of these financial statements and refer to Note 4 for detailed information on the correction for prior period errors.

These financial statements of Revolution Beauty Group plc, registered number 11666025, were approved and authorised for issue by the Board of Directors on 29 August 2025 and were signed on its behalf by:

Neil Catto, Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 28 FEBRUARY 2025

	Note	Share capital £'000	Share premium £'000	Warrant reserve £'000	Merger reserve £'000	Translation reserve £'000	Retained earnings £'000	Total equity £'000
Balance at 28 February 2023		3,097	103,487	7,239	14,860	446	(142,264)	(13,135)
Profit for the year		–	–	–	–	–	10,700	10,700
Other comprehensive income net of taxation:								
Foreign operations – foreign currency translation differences		–	–	–	–	153	–	153
Total comprehensive income/ expense for the year		–	–	–	–	153	10,700	10,853
Transactions with owners in their capacity as owners:								
Issue of shares	29	88	–	–	–	–	–	88
Share-based payments		–	–	–	–	–	2,372	2,372
Total transactions with owners		88	–	–	–	–	2,372	2,460
Balance at 29 February 2024		**3,185**	**103,487**	**7,239**	**14,860**	**599**	**(129,192)**	**178**
Profit for the year		–	–	–	–	–	(17,234)	(17,234)
Other comprehensive income net of taxation:								
Foreign operations – foreign currency translation differences		–	–	–	–	(557)	–	(557)
Total comprehensive income/ expense for the year		–	–	–	–	(557)	(17,234)	(17,791)
Transactions with owners in their capacity as owners:								
Issue of shares	29	14	–	–	–	–	–	14
Share-based payments	27	–	–	–	–	–	538	538
Total transactions with owners		14	–	–	–	–	538	552
Balance at 28 February 2025		**3,199**	**103,487**	**7,239**	**14,860**	**42**	**(145,888)**	**(17,061)**

The notes on pages 68 to 103 are an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 28 FEBRUARY 2025

	Note	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Profit/(Loss) for the period		**(17,234)**	10,700
Adjustments for:			
Taxation charge/(credit)	14	**456**	743
Finance costs	13	**3,888**	3,139
Finance income	12	**(169)**	(10,247
Depreciation of property, plant and equipment and right-of-use assets	17, 18	**4,210**	4,208
Net impairment of property, plant and equipment and right-of-use assets	17, 18	**1,636**	75
Amortisation of intangible assets	16	**647**	897
Loss/(profit) on disposal of property, plant and equipment	17	**–**	2
Loss/(profit) on disposal of intangible assets	16	**–**	28
Equity settled share-based payment expense		**538**	2,372
Provisions movement	27	**(6,221)**	(201)
Movements in working capital:			
Movement in inventories		**19,340**	6,933
Movement in receivables		**13,296**	3,523
Movement in payables		**(11,138)**	(14,900)
Cash generated from in operations		**9,249**	7,272
Income taxes received/(paid)		**(625)**	(753)
Net cash generated by operating activities		**8,624**	6,519
Cash flows from investing activities			
Purchase of intangible assets		**(433)**	(270)
Purchase of property, plant and equipment		**(6,566)**	(4,265)
Finance income		**–**	3
Net cash used in investing activities		**(6,999)**	(4,532)
Cash flows from financing activities			
Interest paid		**(2,591)**	(2,634)
Proceeds from issue of shares, net of transaction costs		**14**	88
Payment of lease liabilities[1]		**(1,327)**	(2,172)
Net cash used in/financing activities		**(3,904)**	(4,718)

	Note	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Cash and cash equivalents			
Net decrease in the year		**(2,279)**	(2,731)
At 1 March	21	**8,636**	11,044
Effects of exchange rate changes on cash and cash equivalents		**(667)**	323
At 28 February 2025	22	**5,690**	8,636

(1) Payment of lease liabilities includes £96k (2024: £49k) of interest payments and £1,242k (2024: £2,069k) of principal lease payments.

(2) The share-based payment charge for the year is £538k (2024: £2,372k), of which £Nil (2024: £Nil) was paid in cash.

The notes on pages 68 to 103 are an integral part of these financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 GENERAL INFORMATION

Revolution Beauty Group plc ("the Company") is a public company limited by shares, and incorporated in England and Wales, with company number 11666025, and domiciled in the United Kingdom. The Company listed on the Alternative Investment Market (AIM) on 19 July 2021. The address of the registered office is 201 Temple Chambers, 3-7 Temple Avenue, London, EC4Y 0DT.

The Group ("the Group") consists of Revolution Beauty Group plc and all of its subsidiaries as listed in note 4 to the Company financial statements.

The Group's principal activity, business activities and other factors likely affecting the Groups performance are set out in the Chief Executive Officers Review on pages 6 to 8 and the Principal Risk and Uncertainties affecting the Group are set out on pages 21 to 25.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared in accordance with UK-adopted International Accounting Standards ("IFRS"). The financial statements have been prepared on the historical cost basis.

The financial statements are prepared and presented in Sterling, which is the functional currency of the Company. Monetary amounts in these financial statements are rounded to the nearest £'000.

Measurement convention

The financial statements have been prepared under the historical cost convention except for, where disclosed in the accounting policies, certain items shown at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for goods, services and assets.

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. If in the future, such estimates and assumptions which are based on management's best judgement at the reporting date, deviate from the actual circumstances, the original estimates and assumptions will be modified as appropriate in the year in which the circumstances change.

Critical accounting estimates and key sources of estimation uncertainty in applying the accounting policies are disclosed in note 3.

Basis of consolidation

The consolidated financial statements incorporate those of Revolution Beauty Group plc and all of its subsidiaries (as included in note 4 of the parent entity accounts).

Where the company has control over an investee, it is classified as a subsidiary. The company controls an investee if all three of the following elements are present: power over the investee, exposure to variable returns from the investee, and the ability of the investor to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

De-facto control exists in situations where the company has the practical ability to direct the relevant activities of the investee without holding the majority of the voting rights. In determining whether de-facto control exists the company considers all relevant facts and circumstances, including:

- The size of the company's voting rights relative to both the size and dispersion of other parties who hold voting rights
- Substantive potential voting rights held by the company and by other parties
- Other contractual arrangements
- Historic patterns in voting attendance.

The consolidated financial statements present the results of the company and its subsidiaries ("the Group") as if they formed a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the Group.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

Business Combinations

The cost of a business combination is the fair value at acquisition date of the assets given, equity instruments issued, and liabilities incurred or assumed. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill. Costs directly attributable to the business combination are expensed to the profit or loss as incurred.

Going concern

The Directors have considered the Group's ability to continue as a going concern, the period considered in making this assessment is the period ending 30 September 2026. In forming this assessment, the Directors have considered all available information about the future, which is not limited to this period, including the significant volatility experienced in the Group's forecasts in recent periods and the changes within its senior management team.

Subsequent to the year end, the Group has agreed an amendment and extension to its revolving credit facility ("RCF"), successfully completed a £16.5m equity raise (which remains subject to shareholder approval), and begun a comprehensive resetting of its cost base. These actions have, in the view of the Directors, strengthened the Group's financial position and provided a more stable platform from which to pursue its strategy and growth ambitions. The Directors are therefore confident that the steps taken have improved the Group's resilience and capacity to move forward positively.

As part of the amendment and extension of the RCF, the following revised terms have been agreed:

- Extension of maturity: The facility has been extended to 31 July 2028
- Scheduled repayment of capital: Scheduled repayments of £1.0 million are required on each quarter date beginning on 31 October 2027
- EBITDA covenant tests: New covenant tests have been introduced, with the first test covering the 9-month period ending 31 May 2026
- Liquidity covenant: The existing minimum liquidity covenant of £5.0 million remains in place, but will increase by £0.5 million per quarter from 31 August 2026, capped at £7.5 million.

Prior to agreeing the new terms of the facility the company had amended the covenants of the original facility and had also been granted waivers, amendments and deferrals of certain covenant tests.

Management has prepared revised forecasts that assume a return to sales growth in the second half of the year and reflect the benefits of cost-saving initiatives implemented to reset the Group's cost base. These forecasts underpin the Group's new base case EBITDA assumptions and support the expectation that it can operate within the terms of the amended facilities. In addition, management has modelled a downside scenario in which sales in FY26 are 10% lower than the base case assumption. This is considered a severe but plausible downside as it represents a year on year decrease of sales of approximately 20%. Even under this scenario, the forecasts indicate that the Group would continue to deliver sufficient EBITDA to comply with the covenant requirements of the amended banking facilities. The downside scenario includes the benefit of further cost saving initiatives that management consider realistic.

Notwithstanding this progress, two material uncertainties remain which may cast significant doubt upon the Group's ability to continue as a going concern: 1. the Group's ability to comply with the revised financial covenants under its banking facilities; 2. the requirement for shareholder approval of the recently completed equity raise. If a severe sensitivity were to come into fruition, covenants were breached and banks withdrew support due to these breaches then the Directors would have to source alternative means of funding.

Accordingly, the Directors believe that the Group has sufficient resources to continue operating for the foreseeable future and to support the application of the going concern assumption in preparation of the financial statements. These material uncertainties may cast significant doubt upon the Group's ability to operate as a going concern. The financial statements do not include the adjustments that would be required should the going concern basis of preparation no longer be appropriate.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the group.
The following standards and interpretations relevant to the Group have been issued for accounting periods after 1 January 2025 but are not yet effective and as such have not been applied in the preparation of the financial statements.

Standard/amendment

Amendments to IAS 21 – Lack of Exchangeability

Amendments to IFRS 18 – Presentation and Disclosure in the Financial Statements

Amendments to IFRS 19 – Subsidiaries without Public Accountability: Disclosures

Amendments to IFRS 9 and IFRS 7 – Amendments to the classification and measurement requirements for financial instruments

The above standards are not expected to impact the Group materially.

Revenue recognition
Revenue represents invoiced sale of goods to customers net of sales tax. Revenue is recognised when control of a good is transferred to the customer, which is when the Group's performance obligations are considered to have been met in line with its contracts and is adjusted for returns and provisions for expected returns, discounts, rebates and refunds.

Estimation is required in assessing concessions provided to the customer such as refunds and returns. Such estimates are determined using either the 'expected value' or 'most likely amount' method, which are determined by assessing historic concessions made to customers for refunds and returns. Provisions for refunds and returns are recognised within trade and other payables. Returns from stores are an area of estimation uncertainty, as set out below.

The Group sells its products via their own website and to third party online retailers ("digital") and wholesale sales to retailers and distributors ("store groups").

DIGITAL
Revenue from the sale of goods sold through the Group's website is recognised when the product is delivered to the customer. Payment of the transaction price is due immediately when the customer purchases the products. The Group's policy is to offer a right of return if notified within a specified time period. The Group therefore retains an insignificant risk of ownership through a digital sale when a refund is offered or when return goods are accepted if a customer is not satisfied. Revenue in such cases is recognised at the point of delivery to the customer.

LOYALTY SCHEME
The Group operates a loyalty card scheme for 'digital' customers where points are earned for products purchased online. The Group accounts for loyalty points as a separately identifiable component of the sales transaction in which they are granted. Deferred revenue is recognised in relation to points issued but not yet redeemed. Deferred revenue is subsequently recognised when the loyalty points are redeemed or when they expire.

A portion of the transaction price is allocated to the loyalty scheme points based on relative stand-alone selling price of the points issued. When estimating relative stand-alone selling price, the Group assesses the likelihood that the customer will redeem the points based on historic redemption rates.

STORE GROUPS
Store group revenue is recognised when title has passed in accordance with the terms of the contract. The timing of transfer of control in wholesale transactions is either when the goods have been collected by the customer or when the goods have been delivered to the location specified in the contract and the customer has accepted the products in accordance with the sales contract.

Sales incentives, cash discounts and product returns are deducted from net sales, such as commercial cooperation and discounts. Incentives granted to customers are recorded as a deduction from net sales.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

Sales incentives, cash discounts, provisions for returns and incentives granted to distributors and customers are recorded simultaneously to the recognition of sales if it is highly probable that the incentive will be utilised., The determination of whether incentives will be utilised is based mainly on statistics compiled from past experience and contractual conditions. Historical experience enables the group to estimate reliably the value of goods that will be returned, or the extent of utilisation of any incentive given, and restrict the amount of revenue that is recognised such that it is highly probable that there will not be a reversal of previously recognised revenue.

In some cases, the Group can enter into arrangements with customers where payments are made to compensate for certain promotional actions or operational costs for which the Group will be invoiced. As such payments cannot usually be separated from the supply relationship, the compensation for promotional actions is not deemed to be a distinct service and therefore the Group recognises the consideration paid as a deduction of revenue. Upon satisfaction of the performance obligations, customers are granted payment terms ranging from payment in advance (proforma) to up to 120 days, depending on the terms agreed upon in each contract.

Foreign currencies

The financial statements are presented in Sterling, this being the functional currency of the primary economic environment of the parent company.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Non-monetary items are not retranslated. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

On consolidation, assets and liabilities of foreign operations are translated into sterling closing rate at the date of that statement of financial position. The results of foreign operations are translated into sterling at average rates of exchange for the year. Exchange differences arising on translating net assets at opening rate and the results of overseas operations at actual rate are recognised in other comprehensive income and accumulated in the translation reserve.

Finance income and costs

Finance costs comprise interest charged on liabilities and finance costs accruing from lease liabilities.

Interest income and interest payable are recognised in the statement of comprehensive, using the effective interest method. Amounts included in finance income and finance costs are set out in notes 12 and 13 respectively.

Adjusting items

Adjusting items are those which are non-recurring and not assessed to represent charges and credits incurred or gained in the Group's normal course of business and are material by size or nature. All items identified as adjusting are set out in note 5.

Segmental reporting

The Group has one operating segment; being its retail business. The Chief Operating Decision Maker has been identified as the board of directors of Revolution Beauty Group plc, which receives regular reporting on its retail business.

Property, plant and equipment

The Group states property, plant and equipment at cost, less accumulated depreciation and accumulated impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

Stands are provided to retail customers for displaying the Group's products in store. The Group recognises stands as property, plant and equipment as the Group are solely responsible for providing, maintaining and disposing of the stands and therefore the Group is considered to have control of these assets.

Depreciation is calculated using the straight-line method to write down assets' cost amounts to their residual values over their estimated useful lives. The estimated useful lives are as follows:

Leasehold Improvements	5 years
Stands	2 to 5 years
Office equipment	3 years
Computer equipment	3 years

The assets' residual values, useful lives and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'Administrative expenses' in the income statement.

Goodwill

Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

Intangible assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably.

Amortisation is calculated on a straight-line basis, less its estimated residual value, over its useful economic life. Intangible assets amortisation is recorded in general administrative expenses in the income statement. The estimated useful lives are as follows:

Software	5 years
Website costs	3 years
Trademarks	5 years
Intellectual property	5 -10 years

Impairment of property, plant and equipment and of intangible assets, including right-of-use assets

At each reporting period end date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. The Group considers that as the tangible assets are linked to individual customers and that revenue generated from each customer are entirely independent of each other, the CGU for tangible assets is at the customer level.

Recoverable amount is the higher of fair value less costs to sell and value in use. 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 which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried in at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Inventories

Inventories are stated at the lower of cost and net realisable value on a 'Weighted Average Cost' basis. Costs of purchased inventory includes the purchase price, import duties, other taxes and delivery costs and are determined after deducting rebates and discounts received or receivable. Cost comprises of direct materials and delivery costs, direct labour, import duties and other taxes, an appropriate proportion of variable and fixed overhead expenditure based on normal operating capacity.

Inventory in transit is stated at the lower of cost and net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Financial Instruments

Financial assets and liabilities are recognised on the statement of financial position when the Group has become party to the contractual provisions of the instrument and derecognised when it ceases to be a party to such provisions.

TRADE AND OTHER RECEIVABLES

Trade receivables are initially measured at their transaction price. Other receivables are initially measured at fair value plus any directly attributable transaction costs. Receivables are held to collect the contractual cash flows which are solely payments of principal and interest. Therefore, these receivables are subsequently measured at amortised cost using the effective interest rate method.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash at bank and other short-term investments held by the Group with maturities three months or less from inception. These are highly liquid investments that are readily convertible into known amounts of cash and are subject to an insignificant risk of change in fair value.

TRADE AND OTHER PAYABLES

Trade and other payables are initially recognised at fair value less transaction costs and subsequently measured at amortised cost using the effective interest rate method, with all movements being recognised in the statement of comprehensive income. Cost is considered to approximate fair value.

DEFERRED CONSIDERATION

Deferred consideration is initially recognised at fair value and subsequently measured at amortised cost. Charges arising on significant financing component of deferred consideration are recognised in profit or loss over the life of the deferral period.

BORROWINGS

Interest-bearing loans are initially measured at fair value, net of direct transaction costs and are subsequently measured at amortised cost. Borrowings are classified between current and non-current liabilities dependent on the remaining term of the loan, alongside compliance with attached covenants. The effective interest method allocates interest expense to each period at the rate which discounts estimated future cash payments through the expected life of the debt to the net carrying amount on initial recognition. Finance charges, including fees and premiums payable on settlement or redemption, are recognised in profit or loss over the term of the loan using an effective rate of interest. Arrangement fees in relation to undrawn facilities are recognised as a prepayment to reflect the right for the Group to borrow in the future on pre-specified terms which may be favourable. The prepayment is released to profit or loss on a systematic basis, the timing of which depends on the probability of further draw down of the facility. If further draw down is not probable, the fee is recognised over the period of the facility to which it relates, if it is probable, the prepayment is held at full amount until draw down.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

CLASSIFICATION AND SUBSEQUENT MEASUREMENT OF FINANCIAL LIABILITIES

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements and financial covenants entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all its liabilities.

EQUITY

Equity instruments issued are recorded at fair value on initial recognition net of transaction costs.

Provisions

Provisions are recognised when the company has a present (legal or constructive) obligation as a result of a past event, it is probable the company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

Where the Group has contractual arrangements in place that are expected to result in reimbursement of liabilities for which a liability has been provided for, a reimbursement asset is separately recognised. Such assets are only recognised where the Group is virtually certain that the reimbursement will be received. The resulting recognition within the profit and loss, is that the provision is recognised net of the reimbursement asset.

Impairment of financial assets under IFRS 9

The Group establishes a provision for impairment of financial assets when there is objective evidence that the group will not be able to collect all amounts due according to the original terms of the receivable.

The probability of default and expected amounts recoverable are assessed using reasonable and supportable past and forward-looking information that is available without undue cost or effort. Under IFRS 9, the Group considers a financial asset to be in default when the counterparty is unlikely to pay its credit obligations in full without recourse to actions such as the realisation of collateral. The expected credit loss is a probability-weighted amount determined from a range of outcomes and takes into account the time value of money.

Trade receivables

For trade receivables, the simplified approach is used for expected credit losses as there is no significant financing component. The lifetime expected credit losses are measured by applying an expected loss rate to the gross carrying amount. The expected loss rate comprises the risk of a default occurring and the expected cash flows on default based on the aging of the receivable. The risk of a default occurring always takes into consideration all possible default events over the expected life of those receivables ("the lifetime expected credit losses"). Different provision rates and periods are used based on groupings of historic credit loss experience by product type, customer type and location.

Impairment of other receivables measured at amortised cost

The measurement of impairment losses depends on whether the financial asset is 'performing', 'underperforming' or 'non-performing' based on the Group's assessment of increases in the credit risk of the financial asset since its initial recognition and any events that have occurred before the year-end which have a detrimental impact on cash flows. The financial asset moves from 'performing' to 'underperforming' when the increase in credit risk since initial recognition becomes significant.

In assessing whether credit risk has increased significantly, the Group compares the risk of default at the year-end with the risk of a default when the receivable was originally recognised using reasonable and supportable past and forward-looking information that is available without undue cost. The risk of a default occurring takes into consideration default events that are possible within 12 months of the year-end ("the 12-month expected credit losses") for 'performing' financial assets, and all possible default events over the expected life of those receivables ("the lifetime expected credit losses") for 'underperforming' financial assets.

Impairment losses and any subsequent reversals of impairment losses are adjusted against the carrying amount of the receivable and are recognised in profit or loss.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

Employee benefits
The costs of short-term employee benefits are recognised as a liability and an expense unless those costs are required to be recognised as part of the cost of other assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received. Termination benefits are recognised immediately as an expense when the Group is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

Defined contribution pension plans
Obligations for contributions to defined contribution pension plans are recognised as an expense in the Consolidated Statement of Profit or Loss in the periods which services are rendered by employees.

Share-based payments
The company issues equity-settled share-based incentives to certain employees in the form of share options and incentive shares and recharges the cost of these to the relevant subsidiary company. Equity-settled share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date is expensed in the relevant subsidiary's financial statements on a straight-line basis over the estimated vesting period, based on the estimate of shares that will eventually vest. For share options which vest in instalments over the vesting period, each instalment is treated as a separate share option grant, each with a different vesting period. A corresponding adjustment is made to equity.

The fair value of incentive shares and share options are measured using the Monte Carlo model. The expected life used in the model has been adjusted, based on management's best estimate, for the effect of non-transferability, exercise restrictions and behavioural conditions.

If the vesting conditions of incentive shares or share options are modified in a manner that is beneficial to the employee and this modification increases the fair value of the equity instruments granted (or increases the number of equity instruments granted) measured immediately before and after the modification, the entity shall include the incremental fair value granted in the measurement of the amount recognised for services received as consideration for the equity instruments granted. The incremental fair value granted is the difference between the fair value of the modified equity instrument and that of the original equity instrument, both estimated as at the date of modification. If the modification occurs during the vesting period, the incremental fair value granted is included in the measurement of the amount recognised for services received over the period from the modification date until the date when the modified equity instruments vest, in addition to the amount based on the grant date at fair value of the original equity instruments, which is recognised over the remained of the original vesting period. Cancellations or settlements are treated as an acceleration of vesting and the amount that would have been recognised over the remaining vesting period is recognised immediately.

Taxation
The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in shareholders' funds. In this case, the tax is also recognised in other comprehensive income or directly in shareholders' funds, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Group operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Deferred income tax is recognised on temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is released or the deferred income tax liabilities is settled.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Since the Group is able to control the timing of the reversal of the temporary difference associated with interests in subsidiaries, a deferred tax liability is recognised only when it is probable that the temporary difference will reverse in the foreseeable future mainly because of a dividend distribution.

Leases

On commencement of a contract (or part of a contract) which gives the Group the right to use an asset for a period of time in exchange for consideration, the Group recognises a right-of-use asset and a lease liability unless the lease qualifies as a 'short-term' lease or a 'low-value' lease.

SHORT-TERM LEASES

Where the lease term is twelve months or less and the lease does not contain an option to purchase the leased asset, lease payments are recognised as an expense on a straight-line basis over the lease term.

LEASES OF LOW-VALUE ASSETS

For leases where the underlying asset is 'low-value', lease payments are recognised as an expense on a straight-line basis over the lease term.

Initial and subsequent measurement of the right-of-use asset

A right-of-use asset is recognised at commencement of the lease and initially measured at the amount of the lease liability, plus any incremental costs of obtaining the lease and any lease payments made at or before the leased asset is available for use by the Group.

The right-of-use asset is subsequently measured at cost less accumulated depreciation and any accumulated impairment losses. The depreciation methods applied are as follows:

Right-of-use assets on a straight-line basis over the shorter of the lease term and the useful life.

The right-of-use asset is adjusted for any re-measurement of the lease liability and lease modifications.

Initial measurement of the lease liability

The lease liability is initially measured at the present value of the lease payments during the lease term discounted using the interest rate implicit in the lease, or the incremental borrowing rate if the interest rate implicit in the lease cannot be readily determined.

Subsequent measurement of the lease liability

The lease liability is subsequently increased for a constant periodic rate of interest on the remaining balance of the lease liability and reduced for lease payments.

Interest on the lease liability is recognised in profit or loss, unless interest is directly attributable to qualifying assets, in which case it is capitalised in accordance with the Group's policy on borrowing costs.

Remeasurement of the lease liability

The lease liability is adjusted for changes arising from the original terms and conditions of the lease that change the lease term, the Group's assessment of its option to purchase the leased asset, the amount expected to be payable under a residual value guarantee and/or changes in lease payments due to a change in an index or rate. The adjustment to the lease liability is recognised when the change takes effect and is adjusted against the right-of-use asset, unless the carrying amount of the right-of-use asset is reduced to nil, when any further adjustment is recognised in profit or loss. On termination of leases, the right-of-use asset and lease liability are derecognised, with any resulting gain or loss being recognised in profit or loss.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

Adjustments to the lease payments arising from a change in the lease term or the lessee's assessment of its option to purchase the leased asset are discounted using a revised discount rate. The revised discount rate is calculated as the interest rate implicit in the lease for the remainder of the lease term, or if that rate cannot be readily determined, the lessee's incremental borrowing rate at the date of reassessment.

Changes to the amounts expected to be payable under a residual value guarantee and changes to lease payments due to a change in an index or rate are recognised when the change takes effect and are discounted at the original discount rate unless the change is due to a change in floating interest rates, when the discount rate is revised to reflect the changes in interest rate.

Lease modifications

A lease modification is a change that was not part of the original terms and conditions of the lease and is accounted for as a separate lease if it increases the scope of the lease by adding the right to use one or more additional assets with a commensurate adjustment to the payments under the lease.

For a lease modification not accounted for as a separate lease, the lease liability is adjusted for the revised lease payments, discounted using a revised discount rate. The revised discount rate used is the interest rate implicit in the lease for the remainder of the lease term, or if that rate cannot be readily determined, the lessee company's incremental borrowing rate at the date of the modification.

Where the lease modification decreases the scope of the lease, the carrying amount of the right-of-use asset is reduced to reflect the partial or full termination of the lease. Any difference between the adjustment to the lease liability and the adjustment to the right-of-use asset is recognised in profit or loss.

For all other lease modifications, the adjustment to the lease liability is recognised as an adjustment to the right-of-use asset.

3 JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the Directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities, and the disclosure of contingent assets and liabilities, that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates, and subsequent changes are accounted for when such information becomes available.

Judgements

In the course of preparing the financial statements, judgements have been made in the process of applying the accounting policies that have had a significant effect in the amounts recognised in the financial statements. The following are the areas requiring the use of judgements that may significantly impact the financial statements.

EXPECTED CREDIT LOSSES

Impairment provisions for trade receivables are recognised based on the simplified approach within IFRS 9 using a provision matrix in the determination of the lifetime expected credit losses. During this process the probability of non-payment of the trade receivables is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such provisions are recorded in a separate provision account with the loss being recognised within cost of sales in the statement of comprehensive income. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

Estimates

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods. Estimates include:

3 JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

RETURNS

Some customers are able to return unsold inventory. At the period end, the Group makes a provision for returns based on historical averages, or actual values that have been agreed with the customer and is deducted from revenue and recorded within accruals within trade and other payables. Estimates for returns from the Group's US store group customers are particularly sensitive to assumptions made in provision calculations. It estimated that a £1.0m increase or decrease to the Group's revenue and accruals could result from a change in these assumptions.

MEASUREMENT OF INVENTORY PROVISION

The Group's inventory provision methodology is made up of a net realisable value (NRV) component and a slow-moving component. The slow-moving component includes a provision for inventory that has recently been launched and therefore has limited sales history and also for more mature inventory, which is assessed based on its sales cover, which gives rise to the key source of estimation uncertainty.

The NRV provision is determined by assessing the latest sales price of a SKU, less the cost of selling it, against the cost of purchasing it. There is judgment applied in assessing the costs included in selling each SKU. The Group determines cost to sell on an average basis across all SKUs. The cost to sell includes the incremental costs of selling, such as commissions, as well as non-incremental selling costs including expected marketing costs and expected costs to hold the inventory until the anticipated time of sale.

Inventory consists of a large number of SKUs, with a range of values. The slow-moving inventory provision is calculated for each SKU, based on sales in a 12 month period, to calculate the number of months cover held at the balance sheet date for each SKU held in inventory.

No provision is applied to SKUs where inventory cover is 12 months or less. Where a SKU has more than 12 months inventory cover a provision of 50% is applied to inventory expected to sell in months 13-24 and 100% to inventory expected to sell thereafter. Inventory cover is determined by dividing the level of inventory on hand at the balance sheet date by sales data for a 12 month period including a period after the balance sheet date, at a SKU by SKU level.

As recent sales data does not accurately reflect the expected future sales of products developed in the 12 months prior to the balance sheet date on an individual basis, historic sales performance of all new products launched over the preceding three years has been applied. Therefore, the Group has determined the historic rate of sale of newly developed products and makes a further slow moving provision of 15% (2024: 25%) of the value of new SKUs launched in the 12 month period up to the reporting date. Management reviews the basis of this provision annually to ensure that the historic rate remains representative of current product launch trends. The Group deem it appropriate to use a lower percentage of 15% against the newly developed products in the year as a result of conducting an analysis which proves that 85% of the stock sold within a year of the launch is at a profitable sale. It is not practicable to estimate the impact of this change in future periods.

In FY25, the Group introduced a new strategy to reduce its SKU portfolio, which had become too broad due to overstocking and excessive brand expansion. The commercial team identified 1,089 core SKUs that form the Group's ongoing, replenishable sales offering. These SKUs will continue to be repurchased and sold.

While all SKUs follow the same inventory provision policies, non-core SKUs are no longer automatically restocked or planned for continued customer sales. As a result, their net realisable value (NRV) may be lower, and this reduced value may not be fully reflected by the standard NRV method based on historical sales. This additional provision resulted in a charge of £1.2m, it is not practicable to estimate the impact in future years.

The total provision at 28 February 2025 is £11.7m (2024: £14.3m). The calculation of the inventory provision as at 28 February 2025 is based on a number of assumptions. These are set out below, alongside a sensitivity to those assumptions considered to be most subjective by management.

- Provision rate of 50%. An increase or decrease in the provision rate of 50% on inventory with inventory cover of greater than 24 months but less than 36 months to the minimum of 0% or maximum of 100% possible would increase or decrease the inventory provision by £1.0m.

3 JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

IMPAIRMENT OF GOODWILL

The Group determines whether goodwill is impaired when indicators of impairment are identified or in the annual assessment of impairment. The annual assessment requires an estimate of the value in use of the CGUs to which the assets are allocated, which is by business unit. A CGU for goodwill is deemed to be an individual entity, as per Note 16.

Estimating the value in use requires the Group to make an estimate of the expected future cash flows from each business unit and discount these to their net present value at a discount rate. The resulting calculation is sensitive to the assumptions in respect of future cash flows and the discount rate applied.

Forecasting expected cash flows and selecting an appropriate pre-tax discount rate inherently requires estimation. A sensitivity analysis has been performed over the estimates (see Note 16). The resulting calculation is sensitive to the assumptions in respect of future cash flows and the discount rate applied. The Directors consider that the assumptions made represent their best estimate of the future cash flows generated by the CGUs, and that the discount rate used is appropriate given the risks associated with the specific cash flows.

The recoverable amount for RBI exceeds the total carrying value of CGU by £2.7m. The calculation of the recoverable amount as at 28 February 2025 is based on a number of assumptions. These are set out below, alongside a sensitivity to those assumptions considered to be most subjective by management.

a. EBITDA forecast per year of £2.9m – a decrease of £0.7m in EBITDA per year would result in the recoverable amount to be equal to its carrying amount.

b. WACC rate of 27%. WACC would have to increase by 18% for the recoverable amount to be equal to its carrying amount.

IMPAIRMENT OF PROPERTY, PLANT AND EQUIPMENT

The Group determines whether property, plant and equipment, predominantly related to stands used in stores to present the Group's inventory for sale, are impaired or require reversal of impairment when indicators of impairments or reversal of impairment exist or based on the annual impairment assessment. The annual assessment requires an estimate of the value in use of the CGUs to which the assets are allocated, which is at a customer level.

Estimating the value in use requires the Group to make an estimate of the expected future cash flows from each customer and discount these to their net present value at a discount rate. The resulting calculation is sensitive to the assumptions in respect of future cash flows and the discount rate applied. Please refer to Note 16 to the financial statements where the sensitivity has been disclosed.

Forecasting expected cash flows and selecting an appropriate discount rate inherently requires estimation. A sensitivity analysis has been performed over the estimates (see Note 16). The resulting calculation is sensitive to the assumptions in respect of future cash flows and the discount rate applied. The Directors consider that the key assumptions made within the cash flow forecasts include sales levels. The Directors consider that the assumptions made represent their best estimate of the future cash flows generated by the CGUs, and that the discount rate used is appropriate given the risks associated with the specific cash flows.

MEASUREMENT OF LEGAL PROVISIONS AND FUTURE CLAIMS

The Group recognises a provision when it has a present liability for a past event, in accordance with IAS 37. With regard to legal claims, management consider the status of any claims and all legal advice available to determine that a liability exists. Where no agreement has been reached for the value of a claim with the claimant, estimation is required in assessing the quantum of the liability. Estimating the liability also involves consideration of all available advice from counsel, the legal stage of the claim, any offers for settlement which have been made and whether or not they have been accepted. The strength of the claims and the defence is also considered. Management consider that the assessment made in respect of legal claims provided for at the Balance Sheet date represents their best possible estimate of the expected liability using the available information. Refer to Note 34 to the financial statements for contingent liabilities.

4 CORRECTION OF PRIOR YEAR ERRORS

A restatement has been made to correct the classification of certain items in prior periods. The Group initially recorded these items as increases to deferred income. However, as deferred income represents a liability to deliver goods or services, which did not exist in this case, an adjustment is required. This adjustment is solely a balance sheet reclassification, and therefore only has an impact on the Statement of Financial Position. The total of £1,950,000 has been reclassified as at 29 February 2024, resulting in a decrease to both trade and other receivables and trade and other payables. There was no material impact on the financial position at 28 February 2023 hence no third balance sheet has been presented as a primary statement.

	Year ended 29 February 2024 £'000 As previously reported	Adjustments £'000	Year ended 29 February 2024 £'000 Restated
Trade and other receivables	**42,739**	(1,950)	40,789
Total current assets	**98,272**	(1,950)	96,322
Trade and other payables	**(67,249)**	1,950	(65,299)
Total current liabilities	**(75,344)**	1,950	(73,394)
Net assets/ (liabilities)	**178**	–	178
Total equity	**178**	–	178

5 ALTERNATIVE PERFORMANCE MEASURES

The Group uses a number of Alternative Performance Measures ("APMs") in addition to those measures reported in accordance with IFRS. Such APMs are not defined terms under IFRS and are not intended to be a substitute for any IFRS measure. The Directors believe that the APMs are important when assessing the underlying financial and operating performance of the Group.

The Group exercises judgement in assessing whether items should be classified as adjusted items. This assessment covers the nature of the item, cause of occurrence and scale of impact of that item on the reported performance.

The APMs are used internally in the management of the Group's business performance, budgeting and forecasting, and for determining Executive Directors' remuneration and that of other management throughout the business. The APMs are also presented externally to meet investors' requirements for further clarity and transparency of the Group's financial performance. Where items of profits or costs are being excluded in an APM, these are included elsewhere in our reported financial information as they represent actual income or costs of the Group.

The Group's Alternative Performance Measures are set out below.

5 ALTERNATIVE PERFORMANCE MEASURES (CONTINUED)

Adjusted EBITDA

Adjusted EBITDA is defined as Operating Profit adjusted for depreciation and amortisation, impairments and reversals of impairment, profits and losses on the disposal of assets, share based charges and releases and adjusting items as further detailed below.

Adjusted EBIT

Adjusted EBIT is calculated as profit/(loss) before tax, interest, share-based payment charges and adjusting items.

Adjusted profit/(loss) before tax

Adjusted profit/(loss) before tax is calculated as profit/(loss) before tax, share-based payment charges and adjusting items.

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Operating (loss)/profit	**(13,059)**	4,335
Amortisation of intangible assets	**647**	897
Depreciation of property, plant and equipment and right-of-use assets	**4,210**	4,208
Impairment of property, plant and equipment and right-of-use assets	**1,636**	75
Loss/(profit) of disposal of asset	**1**	(6)
Share-based payment expenses	**538**	2,372
Operating adjusting items:		
Restructuring costs	**364**	1,439
Provision or settlement of legal cases	**600**	(1,644)
Adjusting legal and professional fees	**1,242**	2,917
Provision charges during the period related to non-strategic inventory	**8,353**	-
Expected credit loss on Adam Minto receivable	**152**	-
Additional audit fees	**–**	391
Adjusting Settlement income	**–**	(2,414)
Adjusted EBITDA	**4,684**	12,570
Depreciation, amortisation and impairments	**(6,493)**	(5,174)
Adjusted EBIT	**(1,809)**	7,396
Net finance (costs)/income	**(3,719)**	7,107
Financing adjusting items:		
Adjusting gain on amendment of deferred consideration	**–**	(10,243)
Adjusted (Loss)/profit before taxation	**(5,528)**	4,260

Operating adjusting items

Restructuring (£364k)

During the financial year the Group incurred adjusting restructuring and redundancy costs of £364k. This relates to restructuring of the Group's senior management team.

Provision for legal cases (£600k)

On 29 January 2024 the Company received a pre-action letter from Chrysalis Investments Limited (Chrysalis), stating that it believes that it has certain potential claims against the Company in relation to its purchase of Revolution Beauty shares in July 2021 and the sale of those shares in late 2022. On 2 January 2025 the Group announced that it had entered into a confidential settlement with Chrysalis without any admission of liability by either party. Costs of £0.6m incurred in relation to the claim are determined to be outside of the Group's standard operating cost and are therefore considered to be an adjusting item. Legal fees of £0.3m (FY24: £0.1m) were incurred as a result of the settlement.

5 ALTERNATIVE PERFORMANCE MEASURES (CONTINUED)

As announced on 23 September 2022, the Company's previous auditor wrote to the Board on 21 September 2022 to identify a number of serious concerns that had arisen during the course of its work on the audit of the Company's accounts for the year ended 28 February 2022. The Board appointed independent external advisors to undertake an independent investigation, and the Company appointed Macfarlanes (lawyers), Rosenblatt (lawyers) and FRA (forensic accountants) on 23 September 2022, with the investigation concluding on 13 January 2023. As a result of issues identified through this process, and the corresponding legal and professional advice required to ensure the relisting of the Group's ordinary shares on AIM market on 28 June 2023, the Company incurred costs of £Nil (FY24: £1.4m) during the year.

As a result of issues identified through this process, the Company announced legal proceedings against the Company's co-founder and former CEO, Adam Minto, on 20 June 2023 alleging that the director breached his fiduciary, statutory, contractual and/or tortious duties to the Company. A settlement was reached on 2 February 2024, for £2.9m to be paid annually over six equal instalments between 28 March 2024 and 28 March 2029, the discounted value of the adjusting settlement income to the company was £2.4m at the balance sheet date. Included within adjusting legal fees are £Nil (FY24: £658k) of cost associated with legal and professional support associated with this process.

On the 21 July 2023 the Financial Conduct Authority ('FCA') notified the Company that it had commenced an investigation into potential breaches of the Market Abuse Regulation, in relation to matters relating to the period from July 2021 to September 2022. In engaging with the FCA, the Company has incurred legal and professional costs of £0.8m (FY24: £0.2m).

Charges during the period related to non-strategic inventory (£8.4m)

As part of the Group's adjusted performance measures, losses incurred on the clearance of certain non-strategic SKUs have been added back.

These SKUs, which no longer form part of the Group's ongoing product offering, were sold at discounted prices in order to accelerate stock liquidation. The clearance programme was required as a result of the Group's change in strategy to focus on its core range and key product categories. Management considers these costs to be non-recurring in nature, as they relate to the one-off disposal of product lines that have been discontinued, and believes their exclusion provides a clearer view of the underlying performance of the ongoing business.

The directors have calculated this as the total sales of the non-strategic inventory made to clearance channels, less the cost of the inventory sold, with any provision related to the standard provisioning policy of the Group (per note 2 to the accounts) added back. This also includes non-strategic items remaining on the Balance Sheet at year-end that are expected to be sold through clearance channels. This means that only the loss that has been incurred to accelerate the disposal of this inventory has been included in the APM table above. As mentioned in note 3 to the accounts, there is judgement on how much of the standard provision to add back to take account of what is truly non-recurring.

The Directors have added back £2.7m of provision per the Group's standard provisioning policy. This value has been calculated based on the proportion of non-strategic SKU sales made through clearance channels (75%). If 100% of this movement was allocated, then the value of the add-back could be up to £3.6m which would make the adjusting item be £7.6m and Adjusted EBITDA for the period would be £0.9m lower.

Prior period operating adjusting items

During the previous period a major shareholder of the Group, boohoo Group Plc ("boohoo"), requisitioned a General Meeting with certain resolutions to be voted upon, the details of which are available on the Group's website. On 18 July 2023, prior to the General Meeting taking place, the Group announced a settlement agreement with boohoo. The terms of the settlement included the resignation of directors Bob Holt and Derek Zissman and the appointment of Alistair McGeorge, Neil Catto, Rachel Horsefield and Peter Hallet. Included within adjusting legal and professional fees are £694k of cost associated with legal and professional support associated with this process.

During previous the financial year the Group incurred adjusting restructuring and redundancy costs of £1.4m. This included Elizabeth Lake who stood down as CFO and as a Director of the Plc Board on 31 December 2023. In addition, there was a restructuring of the Group's senior management team and the Company's warehouse facilities, which included staff redundancies.

5 ALTERNATIVE PERFORMANCE MEASURES (CONTINUED)

Revolution Beauty Holdings acquired Revolution Beauty Labs (Formerly Medichem Ltd) which was previously 100% owned and controlled by a previous director and shareholder of Revolution Beauty Group Plc, with a deferred consideration owed. During the previous financial year there were two separate deeds of amendments to the deferred consideration, as included in further detail within note 24, which resulted in a total gain of £10.2m which has been recognised in the profit or loss as finance income at the date of the modification.

6 SEGMENTAL REPORTING

IFRS 8 *Operating Segments* requires that operating segments be identified on the basis of internal reporting and decision-making. The Group identifies operating segments based on internal management reporting that is regularly reported to and reviewed by the Board of directors, which is identified as the chief operating decision maker. The Group sells its products through several geographic areas as set out below and through various revenue channels. All of these channels are managed through one central team and structure, inventory is also purchased centrally. Therefore, management information is reported as one operating segment, being revenue from sales of products and inventory purchasing. Detailed disclosures are presented below in Note 7.

7 REVENUE

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
An analysis of the Group's revenue is as follows:		
Revenue analysed by class of business		
Digital	**28,749**	42,347
Store groups	**113,832**	148,940
	142,581	191,287
Revenue analysed by geographical market		
UK	**44,506**	62,514
United States of America	**34,262**	44,207
Rest of World	**63,813**	84,566
	142,581	191,287

The Group generated revenue from one individual customer that accounted for greater than 10% of total revenue in FY25 (FY24: Nil). Total revenue from that one customer for £16.5m. The performance obligations are settled upon delivery of the products to the specified customer location or upon collection by the customer. Payment is typically due within 30 to 90 days from delivery for online retailers and store groups.

During the year the Group sold goods with a total value of £2.7m (FY24: £1.1m) to customers based in Russia. The Group continues to monitor developments in relation to international sanctions and has ensured that all trading activities in Russia are conducted in full compliance with applicable laws and regulations. No breaches of sanctions or trading requirements have occurred during the reporting period.

8 EMPLOYEES

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
An analysis of the Group's staff costs is as follows:		
Wages and salaries	**15,457**	19,180
Social security costs	**1,727**	2,003
Pension costs – defined contribution	**329**	339
Equity-settled share-based payments	**538**	2,372
Total employee benefit expense	**18,051**	23,894

The Group operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are separately held from those of the Group in an independently administered fund. At the reporting date, contributions totalling £35k (2024: £34k) were payable to the fund and are included within other creditors.

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Average number of staff		
Administration	**239**	261
Cost of sales	**96**	86
	335	347

9 DIRECTORS' REMUNERATION

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
An analysis of the Group's directors' remuneration costs is as follows:		
Directors' remuneration excluding pension	**1,078**	4,565

Remuneration disclosed above includes the following amounts paid to the highest paid director:

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Directors' remuneration	**384**	2,168

Pension contributions of £1k (2024: £6k) were made on behalf of two directors during the year. Full details of Directors remuneration are set out on in the Remuneration Report on pages 42 to 46.

10 OPERATING PROFIT

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
The operating profit/(loss) is arrived at after charging/(crediting):		
Net foreign exchange losses	604	264
Amortisation of intangible assets	647	897
Depreciation of property, plant and equipment – owned	3,048	2,700
Depreciation of property, plant and equipment – right-of-use assets	1,162	1,508
Impairment of property, plant and equipment – owned	2,296	993
Cost of inventory recognised as an expense	87,824	123,131
Inventory provision written back	(2,661)	(17,914)
Share-based payment charge	538	2,372
Lease charges:		
– short-term leases	14	60
– low-value leases	–	12

11 AUDITORS REMUNERATION

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Fees payable to the Group's auditor and its associates:		
Audit of the financial statements	490	490
Subsidiary entity audit fees	110	120
Audit-related assurance services	30	–
	630	610

12 FINANCE INCOME

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Interest receivable	3	4
Interest on other receivable	166	–
Gain on amendment of deferred consideration	–	10,243
	169	10,247

The gain on amendment of deferred consideration in the prior year relates to the deed of amendments in relation to the acquisition of Medichem, included in note 24.

13 FINANCE COSTS

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Interest on bank overdrafts and loans	2,796	2,764
Interest on lease liabilities	96	49
Deferred consideration unwind	760	–
Other interest	236	326
	3,888	3,139

14 INCOME TAX EXPENSE

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Current tax:		
UK corporation tax on profits for the current period	–	–
Adjustments in respect of prior periods	–	–
	–	–
Foreign current tax on profits for the current period	–	14
Adjustments in respect of prior periods	(40)	1,213
Total current tax	(40)	1,227
Deferred tax		
Origination and reversal of timing differences	496	(486)
Previously unrecognised tax loss, tax credit or timing difference	–	2
Total deferred tax	496	(484)
Total income tax charge	456	743

Factors affecting tax charge for the year

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
(Loss)/profit before taxation	(16,778)	11,443
Expected tax credit based on the standard rate of corporation tax in the UK of 25% (2024: 24.49%)	(4,109)	2,802
Tax effect of expenses that are not deductible in determining taxable profit	191	(2,176)
Fixed Asset Differences	9	9
Adjustment in respect of prior years	–	1,122
Effect of overseas tax rates	–	(47)
Deferred tax adjustments in respect of prior years	(1)	1
Deferred tax assets not recognised	4,370	(978)
Effect of change in deferred tax rate	–	10
Other Permanent differences	(4)	–
Total income tax charge	456	743

The Group has tax losses totalling £112,093k (2024: £95,001k) and other temporary differences of £14,988k (2024: £21,720k) for which no deferred tax asset has been recognised.

Changes to UK corporation tax rates were substantively enacted by the Finance Bill 2021 on 24 May 2021. These included an increase of the corporation tax rate to 25% from 1 April 2023. As this change was substantively enacted at the year end date, where deferred tax is recognised, it is at a rate of 25% in the current year.

15 EARNINGS PER SHARE

The Group reports basic and diluted earnings per common share. Basic earnings per share is calculated by dividing the profit attributable to ordinary shareholders of the Company by the weighted average number of common shares outstanding during the period.

Diluted earnings per share is determined by adjusting the profit attributable to common shareholders by the weighted average number of common shares outstanding, taking into account the effects of all potential dilutive common shares, including options.

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
(Loss)/Profit attributable to shareholders:	**(17,234)**	10,700
Total number of shares ('000)	**319,235**	315,003
Weighted average number of shares ('000)	**319,008**	315,003
Basic earnings per share (p)	**(5.4)**	3.4
Total comprehensive (loss)/income attributable to the owners of the company	**(17,234)**	10,700
Weighted average number of shares ('000)	**319,008**	315,003
Dilutive effect of share options and warrants	–	19,724
Weighted average number of diluted shares ('000)	**319,008**	334,727
Diluted earnings per share (p)	**(5.4)**	3.2

Pursuant to IAS 33, options whose exercise price is higher than the average price of the Company's shares in the year were not taken into account in determining the effect of dilutive instruments. The calculation of diluted earnings per share does not assume conversion, exercise, or other issue of potential ordinary shares that would have an antidilutive effect on earnings per share. The weighted average number of shares used in the calculation of earnings per share reflects the impact of changes in the number of ordinary shares in issue during the period, including the timing of share issuances and cancellations, and is reconciled to the total number of shares in issue at year-end.

16 INTANGIBLE ASSETS

	Goodwill £'000	Software £'000	Website costs £'000	Trademarks £'000	Intellectual property £'000	Acquired rights £'000	Total £'000
Cost:							
As at 1 March 2023	18,253	2,269	1,757	547	2,817	1,163	26,806
Additions	–	100	–	170	–	–	270
Disposals	–	(254)	–	(114)	(159)	–	(527)
Exchange adjustments	(139)	–	–		(10)	–	(149)
As at 29 February 2024	18,114	2,115	1,757	603	2,648	1,163	26,400
Additions	–	221	–	212	–	–	433
Disposals	–	(53)	–	(43)	–	–	(96)
Exchange adjustments	14	–	–	–	(10)	–	4
As at 28 February 2025	**18,128**	**2,283**	**1,757**	**772**	**2,638**	**1,163**	**26,741**
Amortisation and impairment:							
As at 1 March 2023	15,786	1,499	1,757	237	636	1,163	21,078
Amortisation charge for the period	–	522	–	119	256	–	897
Impairment charge	–	–	–	–	–	–	–
Disposals	–	(254)	–	(86)	(159)	–	(499)
Exchange adjustments	–	–	–	–	(10)	–	(10)
As at 29 February 2024	15,786	1,767	1,757	270	723	1,163	21,466
Amortisation charge for the year	–	264	–	141	242	–	647
Impairment charge	–	–	–	–	–	–	–
Disposals	–	(53)	–	(43)	–	–	(96)
Exchange adjustments	–	–	–	–	(10)	–	(10)
As at 28 February 2025	**15,786**	**1,978**	**1,757**	**368**	**955**	**1,163**	**22,007**
Carrying amount:							
As at 29 February 2024	2,328	348	–	333	1,925	–	4,934
As at 28 February 2025	2,342	306	–	404	1,683	–	4,734

There is one individually material intangible asset held by the Group, the acquired brand of BH Cosmetics, which has a carrying value of £1.6m and a remaining life of seven years. The value in use of this asset was tested using forecast cash flows with no growth rate, with a 27% WACC applied, the impairment test was not considered sensitive to any reasonable downside scenario.

Amortisation and impairment of intangible assets is recognised within administrative expenses in the Statement of Comprehensive Income. Intangible assets are located across the Groups' geographical market as follows: UK £2,670k (2024: £2,606k), ROW £Nil (2024: £Nil), US £1,904k (2024: £2,328k).

Impairment testing

Goodwill is tested for impairment at each reporting date and a review undertaken for indicators of impairment.

For the purposes of impairment testing the Group assigns goodwill to cash generating units (CGUs). Goodwill has been assigned to the CGU Revolution Beauty Inc of £2,342k (2024: £2,328k).

In testing the goodwill of each CGU, the Group aggregates all identifiable assets, including all other intangible asset and property, plant and equipment. The assets of the CGU are compared to the value in use of the CGU in order to assess the recoverable amount. The value in use is calculated by discounting future cashflows forecast to be generated from the CGU over a five year period using the Group's pre-tax weighted average cost of capital (WACC), which is disclosed in note 17. No growth rate has been applied in the calculation for the purpose of testing goodwill for each CGU. The value in use of each CGU was determined to be in excess of the carrying value of goodwill in all CGUs on this basis, therefore no impairment charge was recognised in respect of goodwill in either the current or prior year.

17 PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements £'000	Stands £'000	Office and Computer equipment £'000	Total £'000
Cost:				
As at 28 February 2023	496	35,162	549	36,207
Additions	101	4,099	50	4,250
Disposals	(416)	(3,608)	(48)	(4,072)
Exchange adjustments	–	(582)	(1)	(583)
As at 29 February 2024	181	35,071	550	35,802
Additions	–	5,882	83	5,965
Disposals	(49)	(6,198)	(260)	(6,507)
Exchange adjustments	–	14	–	14
As at 28 February 2025	**132**	**34,769**	**373**	**35,274**
Depreciation and impairment:				
As at 28 February 2023	463	27,543	273	28,279
Charge for the year	29	2,509	162	2,700
Impairment charge	–	993	–	993
Impairment Reversal	–	(918)	–	(918)
Disposals	(416)	(3,608)	(46)	(4,070)
Exchange adjustments	–	(426)	–	(426)
As at 29 February 2024	76	26,093	389	26,558
Charge for the year	30	2,879	139	3,048
Impairment charge	–	2,296	–	2,296
Impairment reversal	–	(660)	–	(660)
Disposals	(49)	(6,197)	(260)	(6,506)
Exchange adjustments	–	138	–	138
As at 28 February 2025	**57**	**24,549**	**268**	**24,874**
Carrying amount:				
As at 29 February 2024	105	8,978	161	9,244
As at 28 February 2025	75	10,220	105	10,400

Depreciation and impairment of property, plant and equipment is recognised within administrative expenses in the Statement of Comprehensive Income. Property, plant and equipment is located across the Group's geographical market as follows: UK £3,622k (2024: £3,729k), ROW £4,268k, (2024: £3,487k), US £2,509k (2024: £2,025k).

Impairment testing

The Group determines whether these assets are impaired when indicators of impairment exist or at each reporting date. For impairment testing purposes, stand assets are grouped by customer into CGUs. Impairment testing is carried out by comparing the carrying value of the assets held at a CGU with the recoverable amount of the CGU.

The recoverable amount of a CGU is the higher of value in use or fair value less cost of disposal. The Group determines the recoverable amount with reference to its value in use. Value in use is assessed by forecasting the cashflow generated from a CGU over the remaining useful life of the asset of the CGU. No growth rate has been applied in the calculation for the purpose of testing stand impairment for each CGU. A pre-tax Weighted Average Cost of Capital (WACC) derived from externally benchmarked data is then used to discount the cashflows to present value. The WACC applied for 2025 was 27% (2024: 27%) . The retailer contribution used in the calculation is considered a key assumption for the impairment review, see below for a sensitivity conducted.

17 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

During the year, an impairment of stand assets of £2,296k (2024: £993k) was recognised. This impairment was driven by certain customers not reaching forecasted sales levels and stands and some stands no longer being in use. The impairments related to three UK customers and one US customer (2024 two UK customer and one US customer) where the value in use was assessed to be below the carrying value. One UK customer accounted for impairment at £607k and one customer in the US accounted for £1,137k.

During the year, the Group disposed of a number of fully depreciated assets that were no longer in use. This resulted in a disposal of both the cost and accumulated depreciation of £6.2m. During the year, an impairment reversal of stand assets of £660k (2024: £917k) was recognised through the profit and loss statement. This impairment reversal related to stands which had been purchased for a specific customer, but not utilised. They were therefore previously impaired, as no cash flows were forecast to be generated from them. During the year, the stands were repurposed for use at a an existing customer and are forecast to generate positive cashflow. Management therefore determined that the impairment should be reversed, the value of the CGU after the reversal represents the historical cost of the assets, less accumulated depreciation, as if no impairment had been historically recognised.

Impairment reviews are sensitive to changes in key assumptions. Management have determined that the key assumption used in the cashflow forecast is the gross profit for each customer. As such, management have prepared sensitivity analysis on the gross profit for each customer and calculated that a reduction in performance in line with the severe but plausible scenario set out in note 2 would result in an additional impairment of £2.4m.

18 LEASES

	Land and Buildings £'000	Plant and machinery £'000	Other £'000	Total £'000
Right-of-use assets				
As at 28 February 2023	2,187	79	44	2,310
Additions	3,529	490	–	4,019
Disposals	(555)	–	–	(555)
Depreciation	(1,472)	(25)	(11)	(1,508)
Impairment charge	–	–	–	–
Exchange Adjustment	(89)	–	–	(89)
As at 29 February 2024	3,600	544	33	4,177
Additions	585	–	–	585
Disposals	(2,391)	–	–	(2,391)
Depreciation	(969)	(182)	(11)	(1,162)
Impairment charge	–	–	–	–
Exchange Adjustment	–	–	–	–
As at 28 February 2025	**825**	**362**	**22**	**1,209**
Lease liabilities				
As at 28 February 2023	2,881	91	42	3,014
Additions	3,529	490	–	4,019
Disposals	(576)	–	–	(576)
Interest expense related to lease liabilities	42	6	1	49
Repayment of lease liabilities (including interest)	(1,982)	(125)	(11)	(2,118)
Exchange Adjustment	(13)	–	–	(13)
As at 29 February 2024	3,881	462	32	4,375
Additions	565	–	–	565
Disposals	(2,392)	–	–	(2,392)
Interest expense related to lease liabilities	70	24	1	95
Repayment of lease liabilities (including interest)	(1,127)	(198)	(12)	(1,337)
Exchange Adjustment	–	–	–	0
As at 28 February 2025	**997**	**288**	**21**	**1,306**
Current	**797**	**143**	**12**	**952**
Non-current	**200**	**145**	**9**	**354**

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Maturity analysis:		
Within 1 year	**862**	1,202
Between 1 and 5 years	**808**	4,012
Over 5 years	–	–
Less unearned interest	**1,670**	5,214
	(364)	(839)
Lease liability	**1,306**	4,375
Analysed as:		
Non-current	**354**	3,481
Current	**952**	894
	1,306	4,375

18 LEASES (CONTINUED)

The carrying value of right-of-use assets in respect of the above lease liabilities is £1,209k (2024: £4,177k). Lease assets are located across the Group's geographical market as follows: UK £1,113k (2024: £4,000k), ROW £Nil (2024: £Nil), US £96k (2024: £177k).

During the year, there was an amendment to the Great Pulteney Street property lease, which was treated as a lease modification in accordance with IFRS 16. As a result, the lease liability and right-of-use asset were remeasured to reflect the revised lease payments (reduction in annual rent from £800,000 to £500,000 effective from 1 March 2025) and shortened lease term (from to 16 December 2025).

The modification resulted in a reduction of the lease liability and right-of-use asset by £2.3m and no remeasurement gain/(loss) recognised in profit or loss.

The rates of interest implicit in the Group's lease arrangements are not readily determinable and management have determined that the incremental borrowing rate to be applied in calculating the lease liability is 8.5%. The fair value of the Group's lease obligations is approximately equal to their carrying amount.

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Effects of leases on financial performance:		
Depreciation charge on right-of-use assets included within 'administrative expenses'	**1,162**	1,508
Interest expense on lease liabilities included within 'finance costs'	**96**	49
Expense relating to short-term leases included within 'administrative expenses'	**14**	60
Expense relating to low-value leases included within 'administrative expenses'	**–**	12
	1,272	1,629
Effects of leases on cash flows:		
Total cash outflow for right-of-use asset leases	**(1,337)**	(2,118)

The Group has leases in respect of printers which have been classified as low value in accordance with IFRS 16. In the year, the Group had three property leases which have a term of 12 months or less where it has elected to treat the lease as a short-term lease in accordance with IFRS 16. The Group is committed to minimum lease payments in respect of these leases as follows:

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Short-term lease commitment	**403**	28
Low-value lease commitment	**42**	1
	445	29

19 INVENTORIES

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Raw materials and work in progress	**1,465**	1,725
Finished goods and goods for resale	**19,970**	39,050
Total	**21,435**	40,775

The total cost of inventories recognised as an expense in cost of sale in the year was £87,824k (2024: £123,131k). For further details on inventory valuation, key assumptions and sensitivities, see Note 3. Total inventory written down during the year was £2,661k (2024: £17,914k).

20 TRADE AND OTHER RECEIVABLES

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000 Restated
Current		
Trade receivables	**31,617**	35,783
Other receivables	**1,233**	2,412
Prepayments	**2,554**	2,594
	35,404	40,789
Non-Current		
Other receivables	**1,944**	1,931
	1,944	1,931

All of the trade receivables were non-interest bearing and receivable under normal commercial terms. The fair value of the Group's trade and other receivables is the same as their book value stated above. The Group has assessed the credit risk of its financial assets measured at amortised cost by reference to the historic default experience of each debtor and the analysis of the debtor's financial position. The Group has determined that the loss allowance for expected credit losses of those assets is £2,054k (2024: £3,118k), the movement on it was fully attributable to the net remeasurement of the loss allowance of during the year, driven by lower receivables and better receivable recovery.

Included within, both current and non-current, other receivables, is the financial asset of the legal settlement reached with the Company's co-founder and former CEO, Adam Minto, which was reached on 2 February 2024, for £2.9m. This is to be paid annually over six equal instalments between 28 March 2024 and

28 March 2029, the first instalment was received during the year. The discounted value of the settlement income to the company was £1.9m at the balance sheet date. The Group has determined that the loss allowance for expected credit losses of those assets is £152k (2024: £nil), the movement on it was fully attributable to the delayed payment of one instalment of the receivable.

The directors consider that the carrying values of trade and other receivables, excluding prepayments, measured at book value and amortised cost approximates to their fair value.

21 CASH AND CASH EQUIVALENTS

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Cash at bank and in hand	**5,690**	8,636

22 TRADE AND OTHER PAYABLES

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000 Restated
Trade payables	**31,216**	40,256
Other taxation and social security	**1,056**	1,206
Other payables	**143**	201
Accruals	**23,035**	23,636
	55,450	65,299

The directors consider that the carrying values of trade and other payables measured at book value and amortised cost approximates to their fair value.

23 BORROWINGS

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Bank revolving credit facility	**31,892**	31,785
Analysed as:		
Payable within one year	**31,892**	–
Payable after one year	–	31,785

The balance is shown net of loan arrangement fees of £108k (2024: £215k). Interest is charged on the RCF based on the Sterling Overnight Index Average (SONIA) plus an applicable margin. The RCF has a maturity date of 19 October 2025, therefore is presented within current liabilities.

On 29 March 2023, the Group agreed an amendment to the revolving credit facility (RCF) with its banking partners. The amendment included a waiver of breaches of the terms of the original agreement. As part of the amended facility agreement which ran through to October 2024, the overall size of the facility was agreed at £32m, reduced from £40m, and is fully drawn. Revised covenants have been agreed, which include, a minimum liquidity threshold of £5.0 million and an Adjusted EBITDA covenant, as well as certain non-financial covenants. The Adjusted EBITDA covenant is tested quarterly and the minimum liquidity threshold is tested weekly. Interest accrues on the face value of the drawn down loan amount at SONIA plus 3.5% margin and is paid quarterly.

The Group renegotiated some of its existing covenants during and subsequent to the year under review and remained in compliance with these covenants throughout FY24. On the 8 February 2024, the Group signed a twelve- month extension to its £32m RCF. The Group has also agreed various amendments/waivers/deferrals of covenant tests during FY25 and subsequent to the balance sheet date and has agreed an extended facility which will now run until July 2028, as set out in the Going Concern disclosure in note 2.

24 DEFERRED CONSIDERATION

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Current	**600**	–
Non-current	**8,423**	8,264

Revolution Beauty Holdings acquired Revolution Beauty QB Limited (Formerly Medichem Ltd) which was previously 100% owned and controlled by a previous director and shareholder of Revolution Beauty Group Plc, with a deferred consideration of £20,500,000 to be paid evenly over a 4-year period, which accrues interest at 2.5% per annum.

On the 7th March 2023 the Group announced that it had reached an agreement in respect of the timing of payments of deferred consideration for its acquisition of Medichem Manufacturing Limited. A Deed of Variation dated 6 March 2023 was signed which amends the terms of the deferred consideration and completion net asset adjustment, adjusting the timing of the payments as outlined below:

- £3.625 million payable on 21 October 2025 (being the £5.125 million consideration reduced by the £1.5 million loan due from one of the Sellers companies, Walbrook)
- £5.125 million payable annually on 21 October from 2026 to 2028, interest accrues on the outstanding balances at a rate of 2.5% per annum

The change in the fair value of the liability under the agreement and the amortised cost of the original deferred consideration resulted in a net gain of £2,369k, which was recognised in the profit or loss in the prior year as finance income at the date of the modification.

On 12 December 2023 the Group announced that it had reached agreement to sign a second deed of variation in respect of the timing and value of payments of deferred consideration for its acquisition of Medichem Manufacturing Limited.

24 DEFERRED CONSIDERATION (CONTINUED)

The terms of the new amendment include the removal of the accrued interest clause and the minimum repayment terms of the amendment, the repayment period has substantially increased from 2028 to 2044. Management have determined that amendment is substantial based on the qualitative changes to the agreement. Additionally, the amendment has been considered quantitatively substantial based upon recalculating the amortised cost of the modified deferred consideration by discounting the modified contractual cash flows using the original effective interest rate. The resulting movement in amortised cost is greater

than 10% of the amortised cost at date of amendment. The change in the fair value of the liability under the agreement and the amortised cost of the original deferred consideration resulted in a net gain of £7,874k, which was recognised in the profit or loss in the prior year as finance income at the date of the modification.

25 FINANCIAL RISK MANAGEMENT

The Group's financial instruments at the reporting dates mainly comprise cash and various items arising directly from its operations, such as trade and other receivables and trade and other payables.

a. Risk management policies

The Group's Directors are responsible for overviewing capital resources and maintaining efficient capital flow, together with managing the Group's cash flow risk, foreign exchange risk, credit risk and liquidity risk.

b. Financial assets and liabilities

Financial assets and liabilities analysed by the categories were as follows:

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000 Restated
Financial assets at amortised cost:		
Trade and other receivables	**32,850**	38,195
Cash and cash equivalents	**5,690**	8,636
	38,540	46,831
Financial liabilities at amortised cost:		
Borrowings	**31,892**	31,785
Trade and other payables	**54,394**	64,093
Deferred consideration	**9,023**	8,264
Lease liabilities	**1,306**	4,375
	96,615	108,517

The carrying value of all financial instruments is not materially different from their fair value.

c. Credit risk

Credit risk is the risk that the counterparty will default on its contractual obligations resulting in financial loss to the Group. Maximum credit risk at the reporting dates was as follows:

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Current trade and other receivables	**32,850**	40,145
Loss allowance on Trade and Other Receivables	**2,054**	3,118

The Group has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Group uses publicly available financial information and its own trading records to rate its major customers. The Group's exposure and the credit ratings and compliance with credit limits of its counterparties are continuously monitored. Sales to retail customers are required to be settled in cash or using major credit cards, mitigating credit risk.

Trade receivables are regularly reviewed for impairment loss. The Group has assessed the credit losses attributable to its financial assets measured at amortised cost and has determined the loss allowance in line with its accounting policy. See Note 2, for policy on impairment of financial assets.

25 FINANCIAL RISK MANAGEMENT (CONTINUED)

The Group has determined that the loss allowance for expected credit losses of those assets is £2,054k (2024: £3,118k), the movement on it was fully attributable to the net remeasurement of the loss allowance of during the year, driven by lower receivables and better receivable recovery.

d. Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the Group uses a mixture of long-term and short-term loan notes together with short term intragroup borrowings.

Contractual cash flows relating to the Group's financial liabilities are as follows:

	Carrying amount £'000	Contractual cashflows £'000	Within 1 year £'000	1-2 years £'000	2-5 years £'000	More than 5 years £'000
28 February 2025						
Borrowings	31,892	32,000	32,000	–	–	–
Trade payables	31,216	31,216	31,216	–	–	–
Accruals and other payables	22,082	22,082	22,082	–	–	–
Deferred consideration	9,023	19,000	600	600	1,800	16,000
Lease liabilities	1,306	1,669	862	629	178	–
Total	**95,519**	**105,967**	**86,760**	**1,229**	**1,978**	**16,000**

	Carrying amount £'000	Contractual cashflows £'000	Within 1 year £'000	1-2 years £'000	2-5 years £'000	More than 5 years £'000
29 February 2024						
Borrowings	31,785	32,000	–	32,000	–	–
Trade payables	40,256	40,256	40,256	–	–	–
Accruals and other payables	23,837	23,837	23,837	–	–	–
Deferred consideration	8,264	19,000	–	600	1,986	16,414
Lease liabilities	4,375	5,467	1,314	1,251	2,902	–
Total	**108,517**	**120,560**	**65,407**	**33,851**	**4,888**	**16,414**

e. Interest rate risk

Interest rate risk is the risk that the future cash flows associated with a financial instrument will fluctuate because of changes in market interest rates.

Profit or loss is sensitive to higher/lower interest expense on borrowings as a result of changes in interest rates. The risk of movement within the interest rate for the RCF equates to approximately £320k (2024: £320k) for each 100 basis point movement in interest rates charged.

f. Foreign exchange risk

Foreign exchange risk is mitigated by closely monitoring foreign exchange movements, having natural hedges with the Group's overseas operations, and having appropriate terms with non-GBP denominated suppliers. A 5% variance on year end exchange rates would results in the Group's payables to non-GBP dominated suppliers being £657k (FY24: £810k) higher or lower.

The key currency exchange rates used in the financial statements are:

	2025	2024
USD closing rate	**1.2592**	1.2650
USD year average rate	**1.2753**	1.2518

25 FINANCIAL RISK MANAGEMENT (CONTINUED)

g. Capital management

The Group's main objective when managing capital is to protect returns to shareholders by ensuring the Group will continue to trade for the foreseeable future. In order to maintain or adjust the capital structure, the Group may adjust the dividends paid to shareholders, return capital to shareholders or issue new shares.

The Group considers its capital to include net cash (being the aggregate of bank balances less borrowings), share capital, share-based payment reserve, merger reserve and retained earnings. Given the Group's current strategic focus on financial stability and sustainable growth, the Group is not in a position to pay dividends or return capital to shareholders at this time.

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Cash and cash equivalents	**5,690**	8,636
Borrowings	**(31,892)**	(31,785)
Net debt	**(26,202)**	(23,149)
Total equity	**(17,707)**	178
	(43,909)	(22,971)

26 DEFERRED TAX

The deferred tax balances recognised in the consolidated statement of financial position are as follows:

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Deferred tax liability/(asset)		
Accelerated capital allowances	–	370
Tax losses	–	(2,368)
Intangible fixed assets	–	1,503
Other timing differences	–	-
Net deferred tax liability/(asset)	**–**	**(495)**

The net movement is explained as follows:

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Opening deferred tax liability/(asset)	**(495)**	-
Charge/(credit) to profit or loss	**495**	(484)
Effects of exchange rate changes	–	(11)
Closing deferred tax liability/(asset)	**–**	**(495)**

Recognition of the deferred tax assets is based upon the expected generation of future taxable profits. Deferred tax is calculated at 25% as enacted from April 2023 by the UK Government.

27 PROVISIONS

	Dilapidations £'000	Legal cases £'000	On Hold £'000	Total £'000
Opening Provision	100	6,222	300	**6,622**
Charge/(credit) to profit or loss	–	–	–	–
Utilised amounts	–	(6,221)	–	**(6,221)**
Effects of exchange rate changes	–	–	–	–
Closing Provision	**100**	**1**	**300**	**401**

The dilapidations provision relates to the estimated costs to be incurred by the Group in restoring the underlying assets to the condition required by the terms and conditions of the Group's lease arrangements.

The on hold provision relates to charges expected in respect of supplier purchase orders which are expected to be cancelled and for which no inventory is expected to be received, the full amount is expected to be settled within the next 12 months.

The legal cases provision previously related to instances when the Group has posted or reposted social media video clips which contain sound recordings and musical compositions from the music library of the relevant social media platform. A letter was received in Autumn 2020 from two music owners, claiming copyright infringement. Letters raising such allegations are common in other business sectors involved in social media. During the period the Group settled the claim, the provision and associated reimbursement assets in respect of insurances that were in place, which were recognised at the previous balance sheet were all fully utilised upon settlement and no amount remains outstanding. In FY24, the Group fully recognised both the legal provision of the settlement and reimbursement asset, of £6,122k, in respect of insurances and indemnities receivable against the liability for the claim.

In the current year there is a reimbursement asset of £149k in relation to an insurance asset recoverable on legal fees incurred during the year.

28 SHARE-BASED PAYMENTS

EQUITY-SETTLED SCHEMES

C SHARE / NOMINEE SCHEME

The Group has granted Nominee share options at the date of IPO based on the unvested portion of their shares under the cancelled C share scheme. The vesting period ranges between one and four years depending on the remaining vesting period that was applicable to each individual under the C share scheme. As the Nominee scheme represents new equity instruments granted as replacement equity instruments for the cancelled C share scheme, management has determined that it represents a modification to the existing share scheme. The equity-settled classification has not changed. As such, the existing share-based payment charge of the C share scheme continues to be recognised over the original vesting period. The incremental increase in the total fair value of the Nominee share options is recognised over the remaining vesting period.

NEW LTIP

The Group has granted options to certain employees under the New LTIP scheme. There is a non-market based performance condition attached to the New LTIP share options, which will impact the number of shares which will eventually vest. The new LTIP also includes market-based performance conditions linked to the Company's share price. The vesting condition is based on the level of Revenue and EBITDA achieved by the Group and the price of the Group's shares in the three financial years following the grant. The vesting period ranges from three to four years.

LEGACY LTIP

The Legacy LTIP scheme rewards legacy employees who did not have share options under the old C share scheme. The vesting period ranges from three to four years.

BONUS LTIP

During the prior year the Group granted options to certain employees under the Relisting Bonus LTIP scheme. The vesting condition is based on the Company's readmission to the AIM market of the London Stock Exchange, as such are fully vested, but the shares are subject to a twelve-month holding period.

28 SHARE-BASED PAYMENTS (CONTINUED)

BOARD LTIP

The Group has granted options to the CEO and CFO under the Board LTIP scheme. The vesting period ranges from zero to three years, but each of the annual vests are subject to a twelve-month holding period, and there is a service condition attached to the options.

SIP

The Group has granted options to each employee enrolled in the SIP scheme. The vesting period is three years and there is a service condition attached to the options.

A reconciliation of equity-settled share-based payment schemes is presented below:

2025	Balance at the start of the year	Granted	Exercised	Forfeited	Balance at the end of the year	Exercisable at the end of the year
C share / Nominee scheme	–	–	–	–	–	–
New LTIP	**402,884**	**9,191,974**	–	**(3,012,368)**	**6,582,490**	–
Legacy LTIP	**165,271**	–	**(31,337)**	**(7,834)**	**126,100**	**102,598**
Bonus LTIP	**1,875,000**	–	**(675,000)**	–	**1,200,000**	**1,200,000**
Board LTIP	**8,000,000**	–	–	–	**8,000,000**	**4,000,000**
SIP	**225,000**	–	–	**(51,750)**	**173,250**	–
	10,668,155	**9,191,974**	**(706,337)**	**(3,071,952)**	**16,081,840**	**5,302,598**
Weighted average exercise price	**£0.20**	**£0.01**	**£0.01**	**£0.01**	**£0.14**	**£0.21**

2024	Balance at the start of the year	Granted	Exercised	Forfeited	Balance at the end of the year	Exercisable at the end of the year
C share / Nominee scheme	473,975	–	(374,482)	(99,493)	–	–
New LTIP	1,039,799	–	–	(636,915)	402,884	–
Legacy LTIP	751,783	–	(472,668)	(113,844)	165,271	110,433
Bonus LTIP	–	10,901,315	(9,026,315)	–	1,875,000	1,625,000
Board LTIP	–	8,000,000	–	–	8,000,000	2,000,000
SIP	312,250	–	(51,750)	(35,500)	225,000	–
	2,577,807	18,901,315	(9,925,215)	(885,752)	10,668,155	3,735,433

The weighted average remaining contractual life, period from award to the vesting date, of the Group's equity-settled share options outstanding at the reporting date was 0.7 years (2024: 0.7 years). Certain schemes may be exercised later than the vesting date at the discretion of the individual. Outstanding options at the year end have exercise prices ranging from 0.01p to 27p.

The weighted average share price was 26p (FY24: 26p).

The fair value per option granted during the period covered by the financial statements and the assumptions used in the calculation are as follows:

	Grant period	
	2025	2024
Share price at grant date	£0.19	£0.22
Exercise price	£0.01	£0.12
Expected option life	3 years	0.7 years
Expected volatility	64.0%	98.0%
Expected dividends	0.0%	0.0%
Discount rate	4.5%	5.1%
Weighted average fair value per option	£0.19	£0.17

28 SHARE-BASED PAYMENTS (CONTINUED)

Expected volatility has been estimated by using the historical volatility of the Group's share price from the date of IPO and historical volatility the AIM market in total for the period prior to the Group's admission to the market.

Cash-settled schemes

Phantom SIP

The Group has granted a Phantom Share Award to each overseas employee enrolled in the Phantom SIP scheme. This entitles holders to a right to receive a cash payment equal to the market value of the Group's shares on the vesting date. The vesting period is three years.

2025	Balance at the start of the year	Granted	Exercised	Forfeited	Balance at the end of the year
Phantom SIP	15,750	–	–	(4,500)	11,250

2024	Balance at the start of the year	Granted	Exercised	Forfeited	Balance at the end of the year
Phantom SIP	27,000	–	(2,250)	(9,000)	15,750
Weighted average exercise price	–	–	–	–	-

The weighted average remaining contractual life of the Group's cash-settled share options outstanding at the reporting date was 0.0years (2024: 0.7 years).

The expense recognised in the period for the share-based payment transactions was £60k for equity settled schemes and a £Nil credit for cash settled schemes due to forfeitures (2024: £2,370k equity settled schemes and £2k for cash settled schemes).

29 SHARE CAPITAL

	Year ended 28 February 2025 No. ('000)	Year ended 29 February 2024 No. ('000)
Class of share		
Authorised and fully paid ordinary shares of 1p each	**319,235**	318,529

	£'000	£'000
Class of share		
Authorised and fully paid ordinary shares of 1p each	**3,199**	3,185

During the year, a total of 706,337 ordinary shares were issued under the share incentive plans, as per note 28.

Ordinary share rights

Ordinary shares carry full voting rights and rights in respect of dividends and capital distributions (including on winding up).

30 RESERVES

Share capital
The called-up share capital records the nominal value of shares issued and paid up.

Share premium reserve
Consideration received for shares issued above their nominal value, net of transaction costs.

Warrant reserve
A warrant instrument dated 13 July 2021 was issued upon the Groups admission to AIM. The Company granted Zeus Capital, a right to subscribe in cash for 9,281,250 Shares at £1.60 per Share during the period commencing on the date of admission and expiring on the date which is the tenth anniversary of admission.

The Group valued the warrant using the Black-Scholes model, applying a risk-free interest rate, expected term and an estimated share price and volatility.

The warrant reserve represents the fair value of warrants outstanding at the date of issue. Each warrant confers the right to subscribe in cash for one ordinary share at the placing price of 160 pence per share. The warrants are only exercisable during the period from 20 July 2022 to 19 July 2031.

Merger reserve
The merger reserve has arisen due to a group reorganisation, under the merger method of accounting and is not distributable.

Translation reserve
The translation reserve represents foreign exchange gains and losses on the retranslation of the results and net assets of the foreign operations of the Group.

Retained earnings
Cumulative profit and loss net of distributions to owners.

31 NET DEBT

Changes in liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

	As at 29 February 2024 £'000	Cash flows £'000	Non-cash movements £'000	**As at 28 February 2025 £'000**
Cash and cash equivalents	8,636	(2,279)	(667)	**5,690**
Borrowings	(31,785)	–	(107)	**(31,892)**
Lease liabilities	(3,272)	1,337	639	**(1,296)**
Net debt	(26,421)	(942)	(135)	**(27,498)**

	As at 29 February 2024 £'000	Cash flows £'000	Non-cash movements £'000	**As at 28 February 2025** £'000
Cash and cash equivalents	11,044	(2,085)	(323)	**8,636**
Borrowings	(31,721)	–	(64)	**(31,785)**
Lease liabilities	(3,014)	2,118	(2,376)	**(3,272)**
Net debt	(23,691)	33	(2,763)	**(26,421)**

31 NET DEBT (CONTINUED)

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Amortised Cost	(31,892)	(31,785)
Prepaid financing fees	(108)	(215)
Gross borrowings	**(32,000)**	**(32,000)**

32 CAPITAL COMMITMENTS

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Amounts contracted for but not provided in the financial statements:		
Acquisition of tangible fixed assets	–	235

33 RELATED PARTY TRANSACTIONS

Interests in subsidiaries are set out in note 4 to the Company financial statements. Refer to note 5 above for details on the Adam Minto loan and provisions for debt.

Transactions with related parties

Transactions between the Group and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note.

The Group entered into the following transactions with companies under the control of one of the Directors:

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Other related parties		
Sales	–	7
Rent paid	237	237

The following amounts were outstanding at the reporting date:

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Other related parties		
Amounts due to related parties	–	–
Amounts due from related parties	–	1

Medichem Properties Limited (Formerly Walbrook Investments Limited), is a company under the control of one of the former directors. During the period the company provided rental premises to the group for cash payments of £237k (2024: £237k). As at the period end there is a liability of £11k (2024: £167k) outstanding.

The Group entered into the following transactions with boohoo Group Plc, an entity considered to have significant influence over the group.

	Year ended 28 February 2025 £'000	Year ended 29 February 2024 £'000
Other related parties		
Sales	621	994
Purchases	800	31

The receivable amount outstanding at the balance sheet date was £31k (2024: £129k).

33 RELATED PARTY TRANSACTIONS (CONTINUED)

During the prior year the Group entered into a rental agreement for office space with Boohoo that commenced on 1 March 2024, Group has lease liability of £393k at the balance sheet date.

For the purposes of IAS 24 "Related Party Disclosure", the Group consider key management personnel to be the Directors of Revolution Beauty Group plc, executives below the level of the Company's Board are not regarded as key management personnel. Remuneration for the board of directors is set out in note 9.

34 CONTINGENT LIABILITIES

FCA Investigation

The Group announced on 21 July 2023 that the Financial Conduct Authority ("FCA") had commenced an investigation into potential breaches of the Market Abuse Regulation (EU) 596/2014 (as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018) in relation to certain matters in the period from July 2021 to September 2022. The Group is cooperating fully with the FCA. Until such time as more information is available on the outcome of the investigation, no assessment can be made of any potential liabilities that may arise from it.

35 EVENTS AFTER THE REPORTING PERIOD

Subsequent to the year end the Group announced an equity raise, made up of a Placing and a Subscription, which resulted in proceeds of approximately £16.5m being receivable. The Placing and Subscription Shares in aggregate represent approximately 156.50% of the existing issued ordinary share capital of the Company and the Issue Price represents a discount of approximately 14.16% to the closing mid-market price of 3.50 pence per Existing Ordinary Share on 21 August 2025, being the date of the announcement.

Alongside the announcement of this equity raise, the Group announced the amendment and extension of the terms of its Revolving Credit Facility ("RCF"), as set in out in the Going Concern Disclosure in Note 2.

The group further announced the appointment of Tom Allsworth as CEO and the resignation of Colin Henry as Interim CEO.

36 ULTIMATE CONTROLLING PARTY

The Directors do not consider there to be one ultimate controlling party.

COMPANY STATEMENT OF FINANCIAL POSITION

As at 28 February 2025

	Note	2025 £'000	2024 £'000
ASSETS			
Non-current assets			
Investments	4	–	–
Other receivables	5	**17,283**	29,283
Total non-current assets		**17,283**	29,283
Current assets			
Other receivables	5	**1,024**	1,039
Cash and cash equivalents	6	**17**	13
Total current assets		**1,041**	1,052
Current liabilities			
Trade and other payables	7	**(2,206)**	(1,770)
Borrowings	8	**(31,892)**	–
Total current liabilities		**(34,098)**	(1,770)
Net current liabilities		**(33,057)**	(718)
Total assets less current liabilities		**(15,775)**	28,565
Non-current liabilities			
Borrowings	8	–	(31,775)
Total non-current liabilities		–	(31,775)
Net liabilities		**(15,775)**	(3,210)
Equity			
Share capital	9	**3,199**	3,185
Share premium		**103,487**	103,487
Share-based payment reserve		**7,622**	7,084
Warrant reserve		**7,239**	7,239
Retained earnings		**(137,322)**	(124,205)
Total (deficit)/equity		**(15,775)**	(3,210)

As permitted by Section 408 of the Companies Act 2006, a separate profit and loss account of the parent company has not been presented. The parent company's loss for the year was £13,117k (2024: £16,585k profit). The notes on pages 113 to 119 are an integral part of these financial statements.

These financial statements of Revolution Beauty Group plc, registered number 11666025, were approved and authorised for issue by the Board of Directors on 29 August 2025 and were signed on its behalf by:

Iain MacDonald
Director

COMPANY STATEMENT OF CHANGES IN EQUITY

For the year ended 28 February 2025

	Share capital £'000	Share premium £'000	Share-based payment reserve £'000	Warrant reserve £'000	Retained earnings £'000	Total equity £'000
Balance at 28 February 2023	3,097	103,487	4,712	7,239	(140,790)	(22,255)
Profit/(Loss) for the year	–	–	–	–	16,585	16,585
Total comprehensive income for the period	–	–	–	–	16,585	16,585
Transactions with owners in their capacity as owners:						
Issue of Share Capital	88	–	–	–	–	88
Share-based payments	–	–	2,372	–	–	2,372
Balance at 29 February 2024	3,185	103,487	7,084	7,239	(124,205)	(3,210)
Profit/(Loss) for the year	–	–	–	–	(13,117)	(13,117)
Total comprehensive income for the period	–	–	–	–	(13,117)	(13,117)
Transactions with owners in their capacity as owners:						
Issue of Share Capital	14	–	–	–	–	14
Share-based payments	–	–	538	–	–	538
Balance at 28 February 2025	3,199	103,487	7,622	7,239	(137,322)	(15,775)

NOTES TO THE COMPANY FINANCIAL STATEMENTS

1 GENERAL INFORMATION

Revolution Beauty Group plc ("the Company") is a private company limited by shares, and is registered, domiciled and incorporated in England and Wales. The address of the registered office is 201 Temple Chambers, 3-7 Temple Avenue, London, EC4Y 0DT.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101).

The financial statements have been prepared on a historical cost basis, in accordance with the Companies Act 2006. The presentation currency used is sterling and amounts have been presented in round thousands ("£'000s").These separate financial statements should be read in conjunction with the consolidated financial statements of Revolution Beauty Group plc for the year ended 28 February 2025 prepared in accordance with IFRS 10.

Disclosure exemptions adopted

In preparing these financial statements the company has taken advantage of certain disclosure exemptions conferred by FRS 101 and has not provided:

- Additional comparative information as per IAS 1 Presentation of Financial Statements paragraph 38 in respect of:
- a reconciliation of the number of shares outstanding at the start and end of the prior period; and
- reconciliations of the carrying amounts of property, plant and equipment, intangibles assets and investment property at the start and the end of the prior period.
- a Statement of Cash Flows
- a statement of compliance with IFRS (a statement of compliance with FRS 101 is provided instead)
- Additional comparative information for narrative disclosures and information, beyond IFRS requirements
- Disclosures in relation to the objectives, policies and process for managing capital
- disclosure of the effect of future accounting standards not yet adopted
- the remuneration of key management personnel
- Related party transactions with two or more wholly owned members of the group

In addition, and in accordance with FRS 101, further disclosure exemptions have been applied because equivalent disclosures are included in the consolidated financial statements of Revolution Beauty Group plc. These financial statements do not include certain disclosures in respect of:

- Financial Instrument disclosures as required by IFRS 7 Financial Instruments: Disclosures
- Fair value measurements – details of the valuation techniques and inputs used for fair value measurement of assets and liabilities as per paragraphs 91 to 99 of IFRS 13 Fair Value Measurement.

Basis of accounting

These financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006. Historical cost is generally based on the fair value of the consideration given in exchange for goods, services and assets.

The preparation of financial statements in conformity with FRS 101 requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. If in the future, such estimates and assumptions which are based on management's best judgement at the reporting date, deviate from the actual circumstances,

the original estimates and assumptions will be modified as appropriate in the year in which the circumstances change.

Going concern

The Directors have considered the Group's ability to continue as a going concern, the period considered in making this assessment is the period ending 30 September 2026. In forming this assessment, the Directors

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

have considered all available information about the future, which is not limited to this period, including the significant volatility experienced in the Group's forecasts in recent periods and the changes within its senior management team.

Subsequent to the year end, the Group has agreed an amendment and extension to its revolving credit facility ("RCF"), successfully completed a £16.5m equity raise (which remains subject to shareholder approval), and begun a comprehensive resetting of its cost base. These actions have, in the view of the Directors, strengthened the Group's financial position and provided a more stable platform from which to pursue its strategy and growth ambitions. The Directors are therefore confident that the steps taken have improved the Group's resilience and capacity to move forward positively.

As part of the amendment and extension of the RCF, the following revised terms have been agreed:

- Extension of maturity: The facility has been extended to 31 July 2028
- Scheduled repayment of capital: Scheduled repayments of £1.0 million are required on each quarter date beginning on 31 October 2027
- EBITDA covenant tests: New covenant tests have been introduced, with the first test covering the 9-month period ending 31 May 2026
- Liquidity covenant: The existing minimum liquidity covenant of £5.0 million remains in place, but will increase by £0.5 million per quarter from 31 August 2026, capped at £7.5 million.

Prior to agreeing the new terms of the facility the company had amended the covenants of the original facility and had also been granted waivers, amendments and deferrals of certain covenant tests.

Management has prepared revised forecasts that assume a return to sales growth in the second half of the year and reflect the benefits of cost-saving initiatives implemented to reset the Group's cost base. These forecasts underpin the Group's new base case EBITDA assumptions and support the expectation that it can operate within the terms of the amended facilities. In addition, management has modelled a downside scenario in which sales in FY26 are 10% lower than the base case assumption. This is considered a severe but plausible downside as it represents a year on year decrease of sales of approximately 20%. Even under this scenario, the forecasts indicate that the Group would continue to deliver sufficient EBITDA to comply with the covenant requirements of the amended banking facilities. The downside scenario includes the benefit of further cost saving initiatives that management consider realistic.

Notwithstanding this progress, two material uncertainties remain which may cast significant doubt upon the Group's ability to continue as a going concern: 1. the Group's ability to comply with the revised financial covenants under its banking facilities; 2. the requirement for shareholder approval of the recently completed equity raise. If a severe sensitivity were to come into fruition, covenants were breached and banks withdrew support due to these breaches then the Directors would have to source alternative means of funding.

Accordingly, the Directors believe that the Group has sufficient resources to continue operating for the foreseeable future and to support the application of the going concern assumption in preparation of the financial statements. These material uncertainties may affect the Group's ability to operate as a going concern. The financial statements do not include the adjustments that would be required should the going concern basis of preparation no longer be appropriate.

Investments
Investments in subsidiaries are held at cost less accumulated impairment losses. The Company assesses investments for impairment whenever events or changes in circumstances indicate that the carrying value of an investment may not be recoverable. Impairment losses are recognised in the Statement of Comprehensive Income.

Financial instruments
Financial assets and liabilities are recognised on the statement of financial position when the Company has become party to the contractual provisions of the instrument. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

Receivables

Trade receivables are initially measured at their transaction price. Receivables are held to collect the contractual cash flows which are solely payments of principal and interest. Therefore, these receivables are subsequently measured at amortised cost using the effective interest rate method.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and other short-term investments held by the Company with maturities three months or less from inception. These are highly liquid investments that are readily convertible into known amounts of cash and are subject to an insignificant risk of change in fair value.

Classification and subsequent measurement of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all its liabilities.

Trade and other payables

Trade and other payables are initially recognised at fair value less transaction costs and subsequently measured at amortised cost using the effective interest rate method, with all movements being recognised in the statement of comprehensive income. Cost approximates fair value.

Borrowings

Interest-bearing loans are initially measured at fair value, net of direct transaction costs and are subsequently measured at amortised cost. The effective interest method allocates interest expense to each period at the rate which discounts estimated future cash payments through the expected life of the debt to the net carrying amount on initial recognition. Finance charges, including fees and premiums payable on settlement or redemption, are recognised in profit or loss over the term of the loan using an effective rate of interest. Arrangement fees in relation to undrawn facilities are recognised as a prepayment to reflect the right for the Company to borrow in the future on pre-specified terms which may be favourable. The prepayment is released to profit or loss on a systematic basis, the timing of which depends on the probability of further draw down of the facility. If further draw down is not probable, the fee is recognised over the period of the facility to which it relates, if it is probable, the prepayment is held at full amount until draw down.

Equity

Equity instruments issued are recorded at fair value on initial recognition net of transaction costs.

Impairment of financial assets under IFRS 9

An impairment loss is recognised for the expected credit losses on financial assets when there is an increased probability that the counterparty will be unable to settle an instrument's contractual cash flows on the contractual due dates, a reduction in the amounts expected to be recovered, or both.

The probability of default and expected amounts recoverable are assessed using reasonable and supportable past and forward-looking information that is available without undue cost or effort. The expected credit loss is a probability-weighted amount determined from a range of outcomes and takes into account the time value of money.

Impairment of other receivables measured at amortised cost

The measurement of impairment losses depends on whether the financial asset is 'performing', 'underperforming' or 'non-performing' based on the Group's assessment of increases in the credit risk of the financial asset since its initial recognition and any events that have occurred before the year-end which have a detrimental impact on cash flows. The financial asset moves from 'performing' to 'underperforming' when the increase in credit risk since initial recognition becomes significant.

In assessing whether credit risk has increased significantly, the Group compares the risk of default at the year-end with the risk of a default when the investment was originally recognised using reasonable and supportable past and forward-looking information that is available without undue cost. The risk of a default occurring takes into consideration default events that are possible within 12 months of the year-end ("the 12-month expected credit losses") for 'performing' financial assets, and all possible default events over the expected life of those receivables ("the lifetime expected credit losses") for 'underperforming' financial assets.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

Impairment losses and any subsequent reversals of impairment losses are adjusted against the carrying amount of the receivable and are recognised in profit or loss.

Share-based payments

The company issues equity-settled share-based incentives to certain employees in the form of share options and incentive shares and recharges the cost of these to the relevant subsidiary company. Equity-settled share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date is expensed in the relevant subsidiary's financial statements on a straight-line basis over the estimated vesting period, based on the estimate of shares that will eventually vest. For share options which vest in instalments over the vesting period, each instalment is treated as a separate share option grant, each with a different vesting period. A corresponding adjustment is made to equity.

The fair value of incentive shares and share options with market-based vesting conditions are measured using the Monte Carlo model. The expected life used in the model has been adjusted, based on management's best estimate, for the effect of non-transferability, exercise restrictions and behavioural conditions. The other equity-settled schemes have been valued using a Black Scholes model.

If the vesting conditions of incentive shares or share options are modified in a manner that is beneficial to the employee and this modification increases the fair value of the equity instruments granted (or increases the number of equity instruments granted) measured immediately before and after the modification, the entity shall include the incremental fair value granted in the measurement of the amount recognised for services received as consideration for the equity instruments granted. The incremental fair value granted is the difference between the fair value of the modified equity instrument and that of the original equity instrument, both estimated as at the date of modification. If the modification occurs during the vesting period, the incremental fair value granted is included in the measurement of the amount recognised for services received over the period from the modification date until the date when the modified equity instruments vest, in addition to the amount based on the grant date at fair value of the original equity instruments, which is recognised over the remained of the original vesting period.

Where equity settled share-based payments are granted to employees of subsidiaries, the charge is recognised as an increase the investment in the subsidiary, with a corresponding credit to equity.

Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in shareholders' funds. In this case, the tax is also recognised in other comprehensive income or directly in shareholders' funds, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Group operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Deferred income tax is recognised on temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is released or the deferred income tax liabilities is settled.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Since the Group is able to control the timing of the reversal of the temporary difference associated with interests in subsidiaries, a deferred tax liability is recognised only when it is probable that the temporary difference will reverse in the foreseeable future mainly because of a dividend distribution.

At present, no provision is made for the additional tax that would be payable if the subsidiaries in certain countries remitted their profits because such remittances are not probable, as the Group intends to retain the funds to finance organic growth locally.

3 EMPLOYEES

Average number of staff	2025 Number	2024 Number
Administration	**8**	6

4 INVESTMENTS

Company	Total £'000
Cost or valuation:	
As at 1 March 2023	–
Additions	2,372
Impairment	(2,372)
As at 29 February 2024	–
Additions	915
Impairment	(915)
As at 28 February 2025	–
Carrying amount:	
As at 29 February 2024	–
As at 28 February 2025	–

Name of subsidiary	Principal activity	Country of incorporation and registered office	Proportion of ownership interest and voting rights held
Revolution Beauty Holdings Ltd	Owning of intellectual property	One Advisory Limited, 201 Temple Chambers, 3-7 Temple Avenue, London, EC4Y 0DT	100%
Revolution Beauty Limited	Wholesale and retail of beauty products	One Advisory Limited, 201 Temple Chambers, 3-7 Temple Avenue, London, EC4Y 0DT	100%*
Revolution Beauty UK Holdco Limited	Holding company	One Advisory Limited, 201 Temple Chambers, 3-7 Temple Avenue, London, EC4Y 0DT	100%*
Revolution Beauty Inc	Wholesale and retail of beauty products	3149 MacArthur Blvd, Northbrook, IL – 60062 USA	100%*
Revolution Beauty Acquisitions LLC	Owning of intellectual property	One Advisory Limited, 201 Temple Chambers, 3-7 Temple Avenue, London, EC4Y 0DT	100%*
Revolution Beauty Nominees Limited	Dormant	One Advisory Limited, 201 Temple Chambers, 3-7 Temple Avenue, London, EC4Y 0DT	100%*
Revolution Beauty Germany GmbH	Service provider	Hauptstraße 27c, 53604 Bad Honnef, Germany	100%*
Revolution Beauty Cosmetics Limited (Ireland)	Dormant	Alexandra House, The Sweepstakes, Ballsbridge, Dublin 4	100%*
Revolution Beauty New Zealand Limited	Service provider	Intertrust New Zealand Level 1, 33 Federal Street, Auckland, New Zealand	100%*
Revolution Beauty Sp. Z.o.o	Dormant		100%*
Revolution Beauty Labs Ltd	Developing and producing beauty products	One Advisory Limited, 201 Temple Chambers, 3-7 Temple Avenue, London, EC4Y 0DT	100%*
Influencer Overnight Limited	Marketing	2-3 Sheet Glass Road, Cullet Drive, Queenborough, Kent, ME11 5JS	50%**

* Held indirectly

** Subsidiary dissolved as of 23 January 2024

No subsidiary undertakings have been excluded from the consolidation.

4 INVESTMENTS (CONTINUED)

The Company holds a direct investment in Revolution Beauty Holdings Limited. The Company determines whether these assets are impaired when indicators of impairment exist or based on the annual impairment assessment. The annual assessment requires an estimate of the recoverable amount by reference to the value in use of the Revolution Beauty Holdings Limited.

Revolution Beauty Holdings Ltd hold investments in all Group companies, either directly or indirectly and therefore the value in use is based on forecast future cash flows generated by the Group. These forecast cash flows are defined as the Adjusted EBITDA (see Note 2) and are based on the five-year cash flow forecasts. These cash flows have been extrapolated into perpetuity from 2029.

These cash flows are adjusted to take into account the repayment of borrowings at 28 February 2025. These cash flows have been discounted at the Group's weighted average cost of capital of 27%. Based on management's assessment, as at 28 February 2025, the recoverable amount of the Company's investment was less than its carrying value, the investments were fully impaired the prior year and no reversal of impairment was determined to be required.

5 OTHER RECEIVABLES

	2025 £'000	2024 £'000
Amounts owed by Group undertakings – non-current	**15,637**	27,352
Other receivables – non-current	**1,646**	1,931
Other receivables – current	**454**	487
Prepayments – current	**570**	552
	18,307	30,322

Amounts owed by group undertakings incur interest at 0% and are repayable on demand, although the intention is to settle in more than one year. The Company has a receivable of £132.4m (2024: £138.9m) from subsidiary undertakings as at 28 February 2025. The Company has considered if these loan receivables are impaired and has recognised an expected credit loss of £5,122k (2024: £26,676k credit loss reversal) against amounts due from subsidiary undertakings during the current financial year.

Non-current other receivables relates to the financial asset of the legal settlement reached with the Company's co-founder and former CEO, Adam Minto, which was reached on 2 February 2024, for £2.9m. This is to be paid annually over six equal instalments between 28 March 2024 and 28 March 2029, the first instalment was received during the year.

6 CASH AND CASH EQUIVALENTS

	2025 £'000	2024 £'000
Cash at bank and in hand	**17**	13

7 TRADE AND OTHER PAYABLES

	2025 £'000	2024 £'000
Trade payables	**847**	525
Other taxation and social security	**38**	–
Accruals	**1,321**	1,245
	2,206	1,770

8 BORROWINGS

	2025 £'000	2024 £'000
Revolving credit facility	**31,892**	31,775
Payable within one year	**31,892**	–
Payable after one year	**–**	31,775
	31,892	31,775

Refer to note 23 of the consolidated financial statements for information on borrowings.

9 SHARE CAPITAL

Refer to note 29 of the consolidated financial statements for information on share capital.

10 RESERVES

Refer to note 30 of the consolidated financial statements for a description of the reserves.

Share-based payment reserve

The share-based payment reserve recognises the fair value of the equity instruments granted over the life of the vesting period.

11 SHARE-BASED PAYMENTS

Details of the share options in existence are shown in note 28 of the consolidated financial statements.

12 RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption not to disclose related party transactions with wholly owned fellow Group companies. Related party transactions with key management personnel (including Directors) are shown in note 33 of the consolidated financial statements.

13 EVENTS AFTER THE REPORTING PERIOD

See note 35 to the Consolidated Financial Statements.

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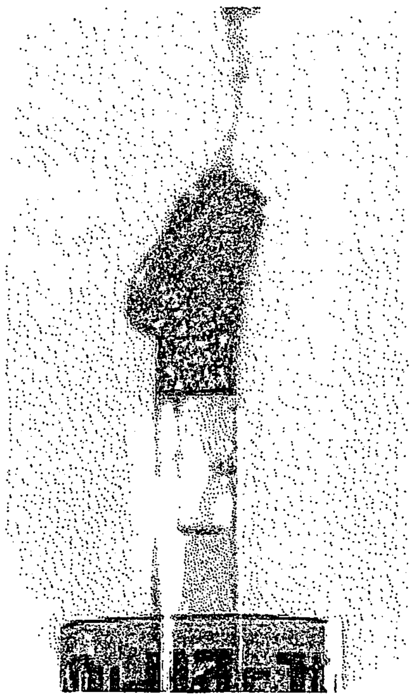

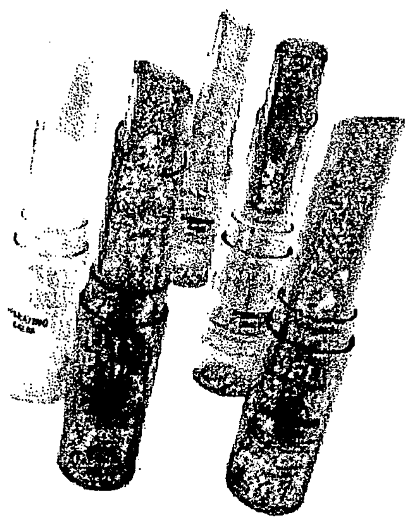

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