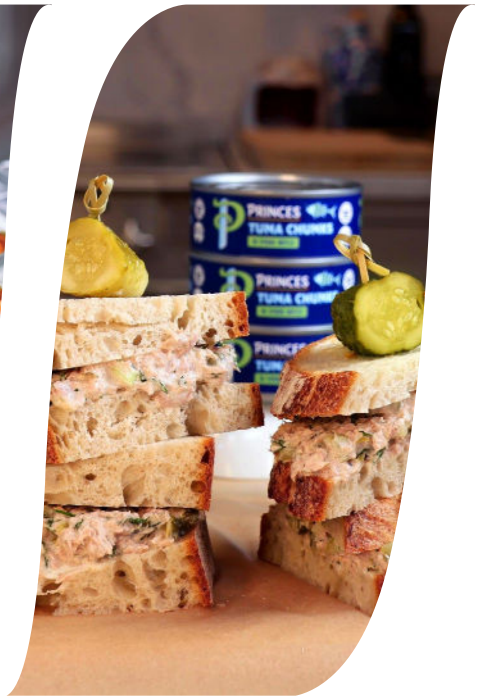
PRINCES GROUP

Setting the table for growth



Annual Report and Accounts 2025

Our purpose

Our purpose goes beyond the plate. **Making the right choices never tasted so good** isn't just a tagline – it's a promise. We are committed to sourcing responsibly, reducing waste, and supporting sustainable practices that protect our planet for future generations. By combining quality with integrity, we empower consumers to make choices that feel right and taste even better.

See our investment case
– **pages 6 to 7**

See our Chairman's statement
– **pages 8 to 9**

See our Business model
– **pages 20 to 21**

Contents

2025 highlights

Pro forma Financial Results*

Revenues
£1.92bn
FY 2024 £2.05bn

Adjusted EBITDA
£149.5m
FY 2024 £122.3m

Adjusted EBITDA margin
7.8%
FY 2024 6.0%

EBITDA
£145.5m
FY 2024 £101.5m

Profit after Taxation
£57.9m
FY 2024 £9.3m

Net Cash (Debt) Position (excluding IFRS 16 lease liabilities)
£394.6m
FY 2024 £(366)m

* Financial highlights figures are presented on an unaudited pro forma basis. Please refer to Alternative Performance Measures ("APMs") as defined on page 31.

Statutory Measures Financial Results

Revenues
£1.87bn
FY 2024 £1.28bn

Adjusted EBITDA
£148.0m
FY 2024 £65.0m

Adjusted EBITDA margin
7.9%
FY 2024 5.1%

EBITDA
£144.0m
FY 2024 £56.9m

Profit (loss) after Taxation
£37.1m
FY 2024 £(8.3)m

Net Cash (Debt) Position (excluding IFRS 16 lease liabilities)
£394.6m
FY 2024 £(366)m

At a glance

Princes at a glance

Who we are

We are a leading international food and beverage group with strong positions across both branded and customer own-label products. We leverage our scale and deep industrial expertise to bridge the gap between global supply chains and the everyday needs of the consumer, serving our customers through a diversified, resilient and scalable business model.

What we do

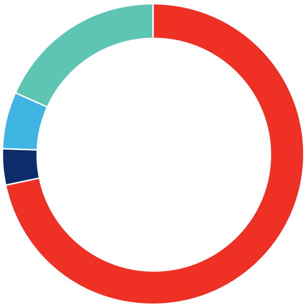
Our portfolio spans five strategic business units – **Foods, Fish, Italian, Oils** and **Drinks** – providing everyday food and drink solutions to consumers across multiple categories, channels and geographies.

Our "one-stop-shop" proposition is highly valued by customers, combining leading market share positions with an ability to scale into new categories and geographies.

Where we serve

From our hubs in the United Kingdom and Europe, we export products to more than **60 countries** and serve approximately **8,000 customers globally,** supported by long-standing relationships with leading retailers and partners.

Revenue split by geography†



United Kingdom	71%
Italy	4%
Germany	7%
Rest of World	18%

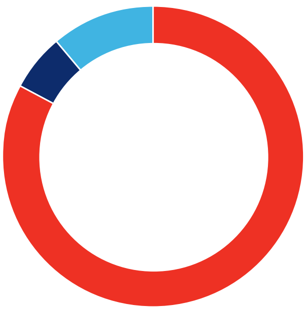
Serving approximately

8,000 customers

Exporting across more than

60 countries

Our customers are served through three core channels. Revenue split by channel†:



Large food retailers	83%
Foodservice and normal trade	6%
B2B partners	11%

† Revenue split is based on 2025 pro forma figures.

Princes Group by Numbers

2025 Revenue
£1.9bn

Founded in
Liverpool
UK in 1880

Rated
UK #1
across several categories

Manufacturing sites
23
across the UK, Europe & Mauritius

M&A transactions
>20
over the last 35 years

MSC-Certified Tuna
100%
achieved in 2025

Active SKUs
c.4,000
in 2025

Employees
7,900
approximately

Our purpose-driven approach framework

Purpose, Vision and Mission

Our Purpose
Making the right choices never tasted so good

Our Vision
Bringing everyone together to enjoy quality food and drinks

Our Mission
Proudly producing authentic and affordable high-quality store cupboard essentials from across the world

Strategic imperatives to reach our 2030 ambition

- Unlocking our Competitive Edge
- Driving Commercial Value
- Leveraging our Industrial Know-How
- Driving a Winning Culture
- Operating Sustainably & Ethically
- Integrating & Leveraging Group Capabilities

Our Values that will underpin that ambition

Customer First, Always
Put consumers at the head of everything we do – delivering safe, high-quality, innovative products while being easy to do business with, so our customers can thrive and grow with us

Lead with integrity and transparency
Be open, honest and accountable in everything we do, ensuring trust with our people, customers, investors and partners

Invest wisely, grow boldly
Be guided by our clear strategic vision and decisive leadership to make smart investments and drive growth

Act with Purpose
Operate responsibly to minimise our impact on the planet

Perform with pride
Create a high-performance culture where colleagues feel part of a community, embrace shared values and work together towards a common purpose

At a glance continued

Our history

1880
Founded in Liverpool

Established as a canned fish business by William Muirhead Simpson and Frank Roberts.

1915
Lobster exporter

Princes becomes the world's largest exporter of lobsters.

1946
First Canned Food Factory

Commenced direct manufacturing, marking the transition to an industrial producer.

1960
European Expansion

Opened operations in the Netherlands, beginning our international growth.

1989
Acquisition by Mitsubishi Corporation

Princes becomes Mitsubishi's European food & beverage vehicle.

1991
Soft Drinks Entry

Acquired the Bradford site, diversifying the Group into the Soft Drinks category.

1999
Acquisition of Princes Tuna Mauritius ("PTM")

Vertical integration for the Fish business unit via Mauritian tuna processing operations.

2001
Acquisition of Napolina

Acquired Napolina from Unilever, boosting its market-leading position in the premium Italian category.

2005
Edible Oils Joint Venture

Formed Edible Oils Limited ("EOL") with Archer Daniels Midland ("ADM") to lead in the Oils category.

2010
Polish operations

Opened Polish office and site to expand edible oils into Europe.

2011
Acquisition of new Canned operations

Acquired Crosse & Blackwell and major canning production sites, Wisbech and Long Sutton.

2012
Foggia Factory Acquisition

Established Europe's largest tomato processing plant in Foggia, Southern Italy.

2015
Expansion of Princes Tuna Mauritius

Purchase of second tuna processing factory in Mauritius to increase global fish processing capacity.

2024
Acquisition by NewPrinces Group

Milan-listed Newlat Food S.p.A. (now NewPrinces S.p.A.) acquires Princes Group from Mitsubishi Corporation, preparing the Group for transition into its next phase of growth.

2025
Listing on the London Stock Exchange ("LSE")

Princes Group lists on the Main Market of the London Stock Exchange on 31 October 2025.

Acquired Symington's, Princes France SAS, Newlat GMBH and Pasta, Bakery products and Speciality division from NewPrinces S.p.A.

Our brand portfolio is a strategic asset

We own and operate **over 20 main brands across nine broad product categories,** complemented by extensive customer own-label capabilities. Our brands hold leading positions in the UK and other European markets, supported by deep category expertise and continuous innovation.

Princes	Napolina	Branston	Crosse & Blackwell	Batchelors
Jucee	Naked	Mug Shot	Ragu	Chicken Tonight
Vier Diamanten	Olivio	Crisp 'n Dry	Flora	Mazola
Trex	Wielkopolski	Delverde	Minuto	Pezzullo
Corticella	Farrow's	Guacci	3 Glocken	Birkel

For more information on our brands and licences, please visit **princesgroup.com**

Our investment case

Why Invest in Princes Group?

1

Market Leadership in Resilient Categories

Princes holds leading positions across key food categories in its core markets, **consistently ranking #1 or #2 in multiple segments** across both branded and customer own brand ("COB").

In the UK, we are category captains, combining prominent branded shares with strong COB positions and ensuring we remain a "first-call" partner for major retailers.

This leadership extends internationally, with meaningful market shares across Europe in categories such as pasta, bread substitutes and tinned fish.

Position across several categories in the UK and Europe

#1 or #2

2

A Dual-Track Business Model

Our unique integration of branded products and customer own brand ("COB") manufacturing provides a competitive "hedge" that few peers can match.

This dual-track model allows us to capture consumer spend across both premium and value segments while significantly enhancing our industrial cost-competitiveness. By leveraging the large volumes of our COB operations, we achieve higher economies of scale across our extensive manufacturing facilities. This volume-driven approach optimises overhead absorption and lowers unit costs, providing an efficiency tailwind that benefits our entire branded portfolio and deepens our integration into the retail supply chain.

Branded and customer own brand

>20 brands

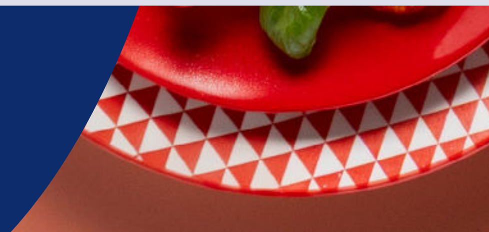
3

Scalable European Platform with Operating Leverage

Our vertically integrated model, spanning global sourcing to in-house, multi-site manufacturing, is engineered for maximum efficiency and agility. With **30% manufacturing capacity headroom** already in place, we are primed for organic growth without the immediate requirement for additional capital expenditure. Our state-of-the-art facilities allow for rapid product innovation in response to evolving consumer trends, while our procurement and operational scale boost margins and drive operational excellence.

Spare capacity

c.30%



4

High Cash Conversion & Financial Discipline

Our business is built on a capital-efficient model where disciplined working capital management is a core priority. In 2025, our **Pro forma Free cash flow conversion exceeded 85%,** underscoring the high quality of our earnings and the cash-generative nature of our operations. This financial strength provides the “strategic oxygen” to reinvest in our facilities, maintain balance sheet discipline, and fund future growth initiatives from a position of strength.

Cash conversion in 2025

86%

5

A Proven Track Record of Accretive M&A Execution

Growth has been a constant in our history, during which our management team has completed more than 20 acquisitions. Our approach remains strictly selective, focusing on targets that either consolidate our category leadership, expand our footprint, or bring new industrial capabilities into our infrastructure. By prioritising strategic fit over simple volume, we ensure that every transaction we undertake is positioned to create tangible, long-term value for the Group.

Acquisitions completed

20+

6

Management & Family Ownership

Princes is led by an experienced leadership team with a deep understanding of the food and beverage sector, supported by independent Board members with a complementary skill set spanning deep industry, governance, and financial knowledge to guarantee a best-in-class governance framework. Our governance structure is characterised by the direct, day-to-day involvement of our family shareholders within the Group’s leadership. This integration ensures an alignment between management and shareholders, effectively removing the conflict of interest typically found in a “principal-agent” situation among many listed entities. This hands-on ownership model fosters a culture of rigorous financial discipline and a long-term strategic focus, ensuring that every operational decision is made in the best interest of the Group’s long-term value creation.

Non-family Board members

62.5%

Chairman's statement

A strong, highly seasoned management team

Angelo Mastrolia
Executive Chairman

> A landmark year for Princes, marked by our successful listing on the London Stock Exchange and strong progress against our long-term value creation strategy."
>
> **Angelo Mastrolia** – Executive Chairman

Results (£m)	Consolidated year ended December 2025	Unaudited Consolidated nine-month period ended December 2024	Unaudited pro forma year ended December 2025	Unaudited pro forma year ended December 2024
Revenue	1,872	1,275	1,919	2,053
EBITDA	144.0	56.9	145.5	101.5
Non-recurring items	4.0	8.1	4.0	20.8
Adjusted EBITDA	148.0	65.0	149.5	122.3
Profit/(Loss) after Taxation	37.1	(8.3)	57.9	9.3
Net Cash Position (excluding IFRS 16 lease liabilities)	394.6	(366)	394.6	(366)

2025 has been a landmark year for Princes Group plc. Our successful listing on the London Stock Exchange represents a significant milestone in the Group's development and marks the beginning of a new chapter as a publicly listed company.

From the outset, our objective has been clear: to create long-term value through disciplined strategy, operational excellence and a balanced approach to growth. The performance delivered in 2025 demonstrates that this strategy is not only working but accelerating.

A year of strong delivery

> **"We are ahead of plan in delivering our medium-term targets, reflecting disciplined execution and a resilient business model."**

The Group delivered outstanding results in FY 2025. Pro forma* revenue of £1.92 billion reflects a deliberate strategic shift: we exited low-margin contracts to prioritise profitability over volume. This resulted in pro forma gross profit increasing 15% to £388 million and pro forma gross profit Adjusted EBITDA reaching £150 million, up 22% year on year. Adjusted EBITDA margin expanded by 181 bps and net profit reached £57.9 million – a more than fivefold increase from £9.3 million in FY 2024 underscoring the earnings power of a leaner, higher-quality revenue base.

Importantly, we are ahead of plan in delivering our synergies and medium-term targets, reflecting both the quality of the underlying business and the effectiveness of synergy execution across the Group.

This progress has been achieved while maintaining a disciplined balance sheet and a clear focus on returns.

Our listing has strengthened our financial flexibility, with a £311 million net cash position, enhancing our ability to pursue opportunities that support sustainable value creation for our shareholders.

Strategy and value creation

Princes operates in essential food and beverage categories with resilient demand characteristics. Our diversified portfolio – spanning branded and customer own-label products across multiple categories and geographies – provides a strong foundation for consistent performance.

Our strategy is deliberately balanced. Organic growth remains an important pillar of our strategy supported by innovation, customer partnerships and operational efficiency. M&A represents the cornerstone of our growth model as we continue to pursue disciplined, value-accretive acquisitions, leveraging our proven integration capability, industrial know-how and scalable operating platform.

> "Princes is well positioned to act as a consolidator in a fragmented sector, with scale, operational discipline and a proven integration capability."

The integration of Princes within the NewPrinces Group has further strengthened our capabilities. We are already seeing the benefits of synergy activation, operational leverage and procurement efficiencies, and remain confident in delivering further value over the medium term.

Positioned for opportunity

The current economic environment continues to present challenges, but it also creates opportunity.

Inflationary pressures, cost volatility and the need for scale are driving consolidation across the food and beverage sector. Well-capitalised, operationally strong businesses are best placed to succeed.

Princes is well positioned in this context. Our proven ability to generate cash, with a pro forma FCF conversion of 86% in 2025, combined with our strong balance sheet and impressive track record in executing M&A, positions Princes Group as one of the primary counterparts in the current M&A landscape. We combine scale, flexibility and a strong international footprint with a clear capital allocation framework and a disciplined approach to investment. Our ambition is not growth for its own sake, but growth that enhances returns, strengthens the business and creates sustainable value.

Looking ahead

As we look forward, I am confident in the strength of our platform and the clarity of our strategy. We have delivered a step-change in financial performance, built a fortress balance sheet, and positioned the Group to capitalise on consolidation opportunities across our sector. We have a strong leadership team, a resilient operating model, and the financial firepower to pursue our ambitions.

On behalf of the Board, I would like to thank our colleagues for their exceptional commitment during this transformational year, and our shareholders for their continued support. We enter the next phase of our journey with confidence, purpose, and momentum.

Angelo Mastrolia
Executive Chairman
24 April 2026

Revenue
£1.92bn*
(2024: £2.05bn)

Gross profit
£388m*
(2024: £338.4m)

* On an unaudited pro forma basis; refer to APMs definitions on page 31.

Chief Executive's review

A landmark year of Strategic Acceleration

Simon Harrison
Chief Executive Officer

> Our flotation has provided the financial firepower to pursue significant and disciplined value creation through M&A and continued investments."
>
> **Simon Harrison** – Chief Executive Officer

2025 has been a transformative year for Princes Group. Our successful listing on the London Stock Exchange was a catalyst for accelerated delivery against our long-term strategy. In our first months as a listed company, we have demonstrated the inherent resilience of our business model, delivering exceptional momentum and a robust financial performance characterised by disciplined execution and structural margin expansion.

We concluded the year with a strong net cash position of £311 million. This balance sheet strength provides us with significant optionality and the "dry powder" required to realise our growth ambitions.

Delivering beyond the plan

Our financial results in 2025 reflect a relentless focus on high-quality earnings and cash generation. Performance was broad-based, fuelled by the enduring strength of our brands and the essential, non-cyclical nature of our portfolio.

The Group delivered meaningful profitability improvements, with Pro forma Adjusted EBITDA margin expanding by 181 basis points. Our Italian business unit was the standout performer, achieving an exceptional 414 basis point margin improvement to 10% margin, providing a clear blueprint for operational excellence across the Group. Furthermore, our B2B partnership revenues grew by 9%, underscoring the deep-rooted trust we have built with our global commercial partners.

Crucially, we are currently tracking ahead of our medium-term targets. This is not merely a result of favourable market tailwinds, but a direct outcome of rigorous cost management and a renewed commercial strategy.

Organic growth and the "UKM" advantage

Our international footprint and ability to scale across geographies continue to differentiate Princes from our peers. However, our home market remains the bedrock of our success. We are currently executing a dual-track strategy: driving high-growth international performance while simultaneously deepening our presence in the UK. 2025 was a year of honouring our roots, a strategy that took life through our 'Proudly Made in the UK' ("UKM") initiative.

This campaign is a reflection of our integrated supply chain and our commitment to local provenance – factors increasingly valued by British consumers and retailers alike. Our expansion in one of our main markets, Germany – where we saw exceptional growth driven by pasta sales – proves we have great expertise to expand beyond our core market, but our focus on the UK ensures we remain the category leader on our own doorstep. Our reputation as a partner of choice in the UK was further reinforced this year, being named M&S Supplier of the Year by Ocado and receiving the Unitas Grocery Supplier of the Year award.

> **"Our 'Proudly Made in the UK' campaign reinforces our position as a national champion, aligning our manufacturing excellence with the values of the British consumer."**

Investing in our Foundation: operational excellence

Operational excellence is the engine of our margin expansion. This year, we moved beyond managing assets to strategically owning them. By investing £82 million in the acquisition of our Royal Liver Building headquarters and the Symington's Cross Green, Leeds facility, we have fundamentally improved our cost base.

These strategic real estate investments are expected to deliver annual rent savings of approximately £2.5 million. When combined with third-party tenant income, these assets generate an impressive double-digit investment yield of 11% and contribute £3 million to our Free Cash Flow. This is a clear example of our disciplined capital allocation in action: transforming operational costs into high-yield, cash-generative assets.

Strategic capital allocation: the M&A opportunity

Our capital allocation priority is clear: disciplined, value-accretive growth. While organic investment remains a pillar of our strategy, our robust cash position and newly listed status put us in a premier position to act as a consolidator in a shifting market.

We are currently seeing a unique landscape emerge as large multinational corporations continue to rationalise their portfolios. This is creating a pipeline of high-quality assets that fit perfectly within the Princes infrastructure. We are actively evaluating M&A opportunities where we can leverage our manufacturing scale and distribution depth to unlock significant synergies. We will remain disciplined, but we are ready to move decisively when the right strategic fit appears.

Net cash

£311m

(£395m net cash excl. IFRS 16)

Capital raised at IPO

£400m

> **"With £311 million in net cash and a clear M&A strategy, we are perfectly positioned to capitalise on the portfolio reshaping currently taking place across the market."**

Outlook: built for resilience

The external environment remains complex, with persistent inflationary pressures and macroeconomic shifts. However, Princes is built for these conditions. Our diversified portfolio provides a natural hedge, offering the stability of staples alongside the growth potential of our innovation pipeline.

We enter 2026 with confidence. Our strategy is proven, our operating model is lean, and our people are energised. With a fortified balance sheet and an improving margin profile, we have the platform, the resources, and the team to deliver sustainable, long-term value for our shareholders.

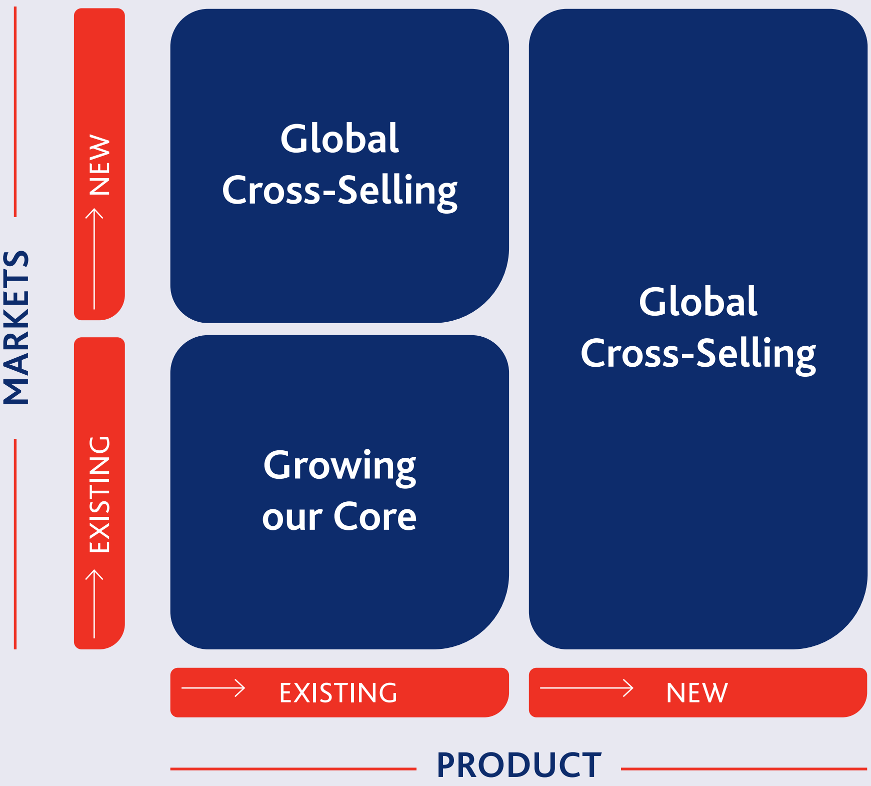
I want to thank our colleagues for their tireless commitment during this transition year, and our investors for their continued confidence in the Princes story.

Simon Harrison
Chief Executive Officer
24 April 2026

Our products

Capturing growth across markets and products

We grow organically by strengthening our core and expanding through global cross-selling. This framework illustrates how we capture growth across markets and products:



Our Priority Verticals

We deliver our organic growth strategy in our core markets through six priority verticals, each with a clearly defined role:

1 Win in Italian products

Strengthen our leadership in core Italian categories such as pasta, tomatoes and olive oil, while expanding into broader Italian meal occasions through innovative product solutions that combine authenticity with modern consumer needs, thanks to our extensive knowledge of Italian food products and our manufacturing sites located across Italy.

2 Elevate edible oils

Expand the Napolina and Crisp'n'Dry brands into new markets and adjacent segments, including flavoured oils which were launched this year, while developing new formats and channels and leveraging existing customer relationships, particularly across Europe.

3 Modernise ambient foods

Reposition ambient categories such as pulses, soups and ready-to-eat meals through improved packaging, contemporary branding and product innovation to increase relevance with younger consumers.

4 Diversify seafood

Broaden our ambient seafood portfolio through the introduction of new species, formats and clearer brand tiering to address a wider range of consumer occasions and price points.

5 Drive drinks occasions

Expand our drinks portfolio by targeting incremental consumption occasions and evolving consumer preferences, with a particular focus on health, functionality and indulgence, including low-and no-alcohol propositions.

6 Enter new categories selectively

We leverage our in-house manufacturing capabilities and technical expertise to enter new categories such as infant nutrition and free-from, supporting incremental growth while maintaining capital discipline.

Our products continued

Continued growth widening our branded footprint into adjacent categories

Value growth

+15.7%

Napolina:

Napolina delivered an exceptional 2025, achieving +15.7% value growth with double-digit gains across every subcategory. This performance was underpinned by a strategic focus on increasing household penetration through wider distribution of core lines and high-impact shopper activation.

We achieved:

- **Category Disruption in Oils:** Our flavoured olive oil range, launched in H1 2025, surpassed **£1m in value sales** within its first year, becoming the **UK's #1 branded flavoured olive oil**.
- **Flavour Boosters:** We identified a whitespace in the paste category, launching a trio of flavoured tomato purées. The range generated **£318k in its first six months,** proving the consumer appetite for convenient, high-quality "shortcut" ingredients.
- **Strategic portfolio additions:**
  - **Napolina Polpa:** Launched to capture the "smooth and rich" texture segment, catering to over 4 billion Italian meal occasions in the UK.
  - **Black Beans:** A strategic move into a private-label-dominated segment, allowing retailers to drive category value by encouraging shoppers to trade up to a trusted brand.

Priority Vertical:

1 2

Precision marketing driving penetration

Global reach (people)

+15m

Crisp 'n Dry:

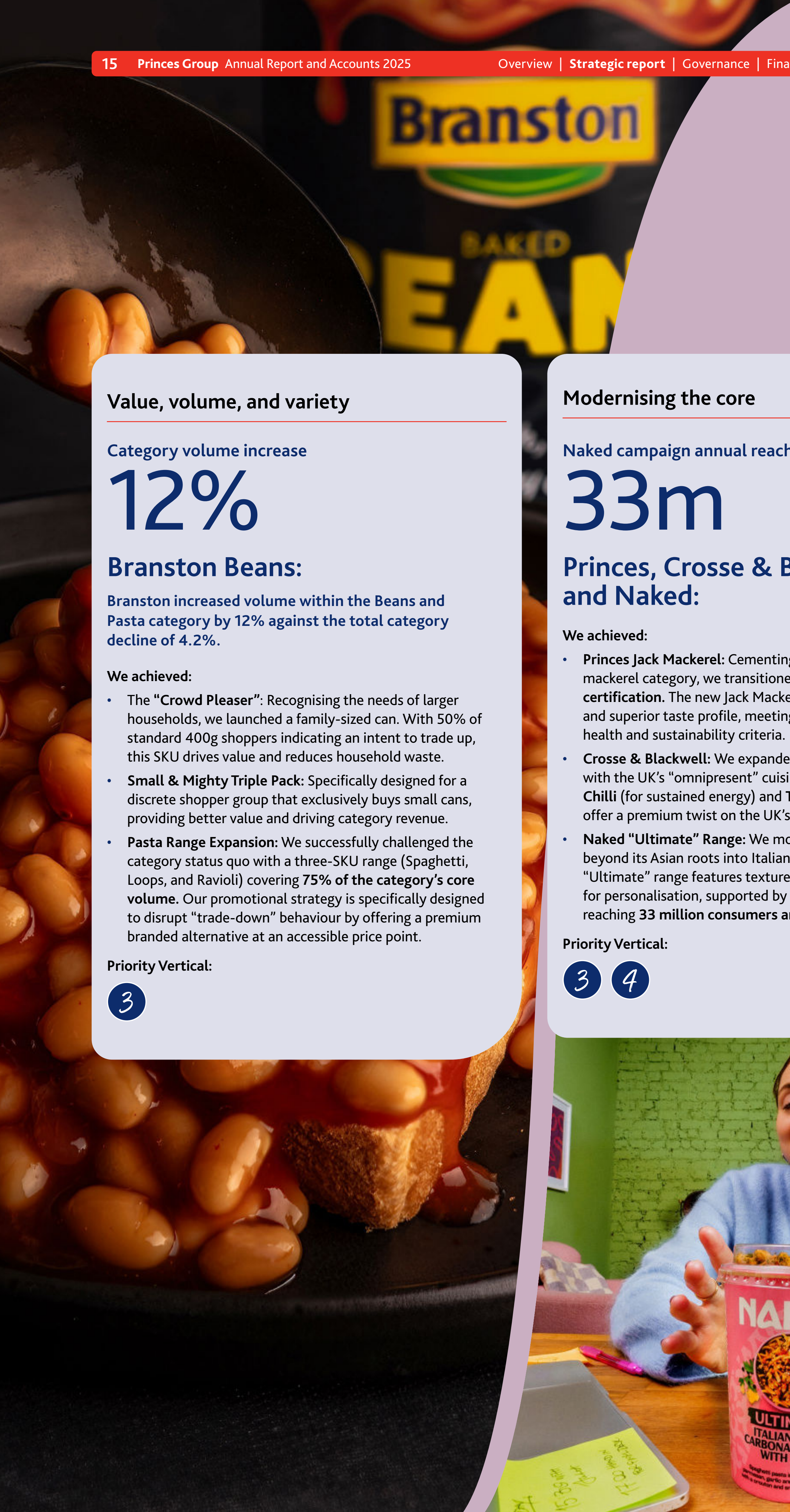
Our 2025 Easter campaign demonstrated the power of targeted, data-led media by focusing on a 12-week Video on Demand ("VOD") strategy aimed at "own-label" oil shoppers aged 25–45.

We achieved:

- **Reach:** Over 15 million people.
- **Conversion:** 48% of VOD viewers went on to purchase the product.
- **Growth:** The brand has added **£3.4m** in value sales and **900k new shoppers** over the last two years.

Priority Vertical:

2



Value, volume, and variety

Category volume increase

12%

Branston Beans:

Branston increased volume within the Beans and Pasta category by 12% against the total category decline of 4.2%.

We achieved:

- The **"Crowd Pleaser"**: Recognising the needs of larger households, we launched a family-sized can. With 50% of standard 400g shoppers indicating an intent to trade up, this SKU drives value and reduces household waste.
- **Small & Mighty Triple Pack:** Specifically designed for a discrete shopper group that exclusively buys small cans, providing better value and driving category revenue.
- **Pasta Range Expansion:** We successfully challenged the category status quo with a three-SKU range (Spaghetti, Loops, and Ravioli) covering **75% of the category's core volume.** Our promotional strategy is specifically designed to disrupt "trade-down" behaviour by offering a premium branded alternative at an accessible price point.

Priority Vertical:

3

Modernising the core

Naked campaign annual reach

33m

Princes, Crosse & Blackwell and Naked:

We achieved:

- **Princes Jack Mackerel:** Cementing our leadership in the mackerel category, we transitioned the range to **MSC certification.** The new Jack Mackerel offers a lower-fat profile and superior taste profile, meeting the modern consumer's health and sustainability criteria.
- **Crosse & Blackwell:** We expanded our flavour profile to align with the UK's "omnipresent" cuisines, launching **Mixed Bean Chilli** (for sustained energy) and **Tomato & Red Pepper** to offer a premium twist on the UK's favourite soup flavour.
- **Naked "Ultimate" Range:** We moved the Naked brand beyond its Asian roots into Italian and Mexican cuisines. The "Ultimate" range features texture-toppers and sauce sachets for personalisation, supported by a 360-degree campaign reaching **33 million consumers annually.**

Priority Vertical:

3 4

Our markets

Markets and trends

We operate across a number of food and drink categories, segmented into five broad business units which operate across different markets.

Our business units

Foods

UK Market value

£12bn

CAGR Growth[1]

+3.4%

The Market

Our Foods business unit in the UK has an addressable market of £12 billion, growing at a CAGR of 3.4%. It covers a broad range of ambient foods and meal solutions categories, which are aligned with several key consumer trends, providing healthy, convenient, affordable food in sustainable packaging.

Our Position

In UK retail we own several brands across the different subcategories who are positioned number 1 or 2 by market share. We also have a strong position in retail Customer Own Brand ("COB") as we are ranked either number 1 or 2 in every key subcategory.

We also supply larger pack formats into the foodservice channel and in some subcategories we also operate as a contract manufacturer (co-packer), which are opportunities to bring in additional revenue streams.

We are also present in the German, Italian and French home baking and instant hot snacks categories, primarily via our Minuto brand as well as COB, where we see further headroom for growth, such as expansion into new categories.

Fish

UK Market value

£584m

CAGR Growth[1]

+0.6%

The Market

Our Fish unit largely covers canned fish and in the UK has an addressable market of £584 million, growing at a CAGR of 0.6%. It is another market meeting trends in convenience and health, particularly the latter as it is a source of protein that is nutrient-rich. We also have a branded presence in Dutch and Austrian canned fish markets.

Furthermore, our Fish unit includes a chilled and frozen seafood division, which imports and distributes frozen seafood to a B2B customer base, which in turn sells the finished products into retail, wholesale and industrial channels.

Our Position

In UK retail, our Princes brand is number 2 in the total ambient fish retail market and in 2025 we increased our market share. We are also one of the leading retail COB suppliers across all canned fish categories.

In addition to retail, we also supply larger pack formats into foodservice and B2B channels, where we see additional growth opportunities from our strong sourcing strategy and broader product offering, including opportunities from our chilled and frozen division, such as expanding into additional species.

Outside of the UK we continued to perform well in 2025, with Princes and Statesman holding a combined 25% share in the Netherlands and Vier Diamanten holding a share of 42% in Austria.

Italian Products

UK Market value

£657m

CAGR Growth[1]

+5.3%

The Market

In the UK our Italian Products unit covers tomato-based products and dry pasta, an aggregated addressable market of £657 million, growing at a CAGR of 5.3%, plus additional products including olive oil and pulses. Italian cuisine is one of the top three international cuisines in the UK and continues to see strong growth.

Outside of the UK, the business unit includes a strong presence in the German dry pasta market and in Italy we supply bakery products and specialist products such as free-from.

Our Position

Our Napolina brand is the leading Italian Products brand in the UK, holding number 1 branded market share position in tomatoes, pasta and pulses, plus number 2 position in olive oil, and we see opportunities for further growth, particularly via our exciting innovation pipeline. We are also a leading retail COB supplier across all Italian Product categories, with ample opportunity for growth, especially since the 2024 acquisition and integration of Princes by NewPrinces ensured we have a powerful Italian Products manufacturing footprint.

Outside of the UK, in Germany our pasta brands Delverde, Birkel and 3Glocken have an aggregated market share of 16% and we are active in COB. In Italy, our Delverde brand is respectively the second and third largest by market share in the crispbread and rusk markets via two sub-brands, Crostino Dorato and Granfetta, and we are again active in COB, with opportunities to expand in both countries.

1. CAGR data is 5 year data to May 2025.

Oils

UK Market value

£633m

CAGR Growth[1]

+8.6%

The Market

Our Oils unit covers the edible oils market and compound fats used in baking. In the UK the addressable market is worth £633 million, growing at a CAGR of 8.6%. We are also present in the Polish market, where we have a production site and the Wielkopolski brand.

Our Position

We are the leading supplier of edible oils in the UK retail market as we are the largest COB supplier across seed, olive and speciality oils and we are the largest branded seed oil player by aggregated market share (Crisp'n'Dry, Flora, Pura and Mazola) with Napolina ranked number 2 in olive oil. We also own one of the leading cooking oil and mayonnaise brands in Poland in Wielkopolski.

In addition to retail, we also supply oils into foodservice and B2B channels and following recent investments this is an area we see as a particular opportunity for incremental growth, in addition to further headroom in retail on both brand and COB.

Drinks

UK Market value

£5.9bn

CAGR Growth[1]

+4.3%

The Market

Our Drinks unit covers most soft drinks categories in the UK, with a total addressable market of £5.9 billion, growing at a CAGR of 4.3%. However, we are predominantly active in COB soft drinks, which has a total addressable market of £1.4 billion, growing at a CAGR of 4.5%.

Our Position

In a category where the branded arena is dominated by large, multinational groups, although we do own some brands playing their own specific roles within different categories, our main focus is as a trusted manufacturing partner for retailers, which sees us ranked number 1 or 2 in all key soft drinks subcategories. In addition to this, we are also a trusted manufacturing partner on a co-pack basis to a number of established branded operators.

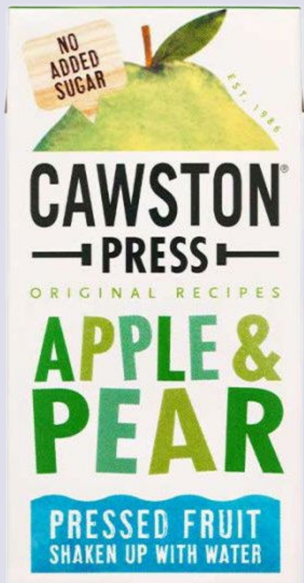
Spotlight
Co-Packing

Our three well-invested UK soft drinks sites have extensive capability and, allied to our innovation and supply chain expertise, ensure we are the perfect partner for soft drinks brand owners who are looking for a manufacturing partner.

As such, we work with several well-known brands, including the likes of Vimto and Cawston Press, and as we continue to invest in our sites there will be increased capacity and capability to expand this part of our Drinks business.

Links to Strategy pillars

Grow Optimise



1. CAGR data is 5 year data to May 2025.

Our markets continued

Key Consumer trends

We monitor key macro trends using data from agency partners who are established industry experts and we adjust our product portfolio and strategy to align with the key trends.

→ Some of these key macro trends include:

Trend	Our Progress
Price and Pressures Consumers continue to be impacted by inflation and need to manage their food expenditure accordingly.	• Budget-conscious consumers are trading down into private label, where we have a strong presence across all of our business units. • We have strengthened our relationships with the main players in the discounter channel. • We have reinforced our Revenue Growth Management ("RGM") capability to fully optimise pricing and promotional strategies.
Health and Wellbeing Consumers are increasingly aware of major health trends, such as added protein and fibre, ultra processed foods ("UPFs") and high fat, salt or sugar ("HFSS"), and consciously seek out brands and products that meet these needs.	• UK HFSS legislation had a minimal impact on our business due to the broadly healthy nature of our portfolio. • Our products meet a number of key health trends, e.g. in Foods pulses are key sources of natural protein and fibre, and Fish is a key protein that is also nutrient-rich. • Italian cuisine is recognised as a diet with strong health benefits and we supply a full array of key ingredients. • Our Drinks unit constantly collaborates with customers on reformulation to reduce sugar content.
Planet Action Consumers insist on food suppliers meeting their expectations on every aspect of sustainability.	• In 2025 we achieved our target for 100% of our UK branded tuna to be Marine Stewardship Council ("MSC") certified. • We also moved our branded canned mackerel species to Chilean Jack Mackerel, a 100% MSC certified source, at a time when mackerel fishing in the traditional North Atlantic area is increasingly threatened by overfishing. • In 2025 our near and long-term targets for Net Zero were validated by the Science Based Targets Initiative. • We recently replaced shrink wrap with recyclable carboard on Branston Baked Beans and Princes tuna multipacks.
Human Experience (Indulgence and Convenience) Consumers are value-conscious but also still want to selectively treat themselves to more aspirational products made easy for them.	• We supply high-quality, premium ingredients for consumers wanting to prepare restaurant-quality food at home. • We meet the convenience needs of consumers with easy-to-prepare meal solutions for quick indulgence. • Our innovation programme in 2025 was tailored towards premiumisation, with products such as Napolina Polpa tomatoes and Naked Ultimate Ramen.

Spotlight

Customer Own Brand ("COB")

COB continues to grow across Europe, both in absolute terms and as a share of the total FMCG market. In key European markets, COB's share rose from 39% to 42% in value terms and from 47% to 50% in volume terms in 2025, hitting the 50% volume benchmark for the first time.

Retailers are increasingly focusing on COB as a strategic imperative and a way to differentiate from their competitors and as a trusted supplier of COB products in all categories, we often agree long-term, strategic supply agreements with key customers, supporting their individual COB strategies.

In the UK, our strength in COB is borne out by the fact that we are ranked either number 1 or 2 across our five business units in terms of volume supply to the UK COB grocery retail market, with market share above 50% in a number of key categories.

Links to Strategy pillars

Grow Optimise

COB (R)evolution

1 The shift in retailers' mindset

- COB no longer seen as low-cost alternatives
- Evolution from private label to COB: a premium innovation-led offer
- Whilst price is still important, retailers have now shifted their focus on:
  - Product quality
  - Innovation
  - Service

2 Princes Group's positioning in the new approach

Ideally positioned to partners with retailers given:

- Extensive and high-quality product portfolio
- Proven innovation capabilities
- Strong service levels
- Competitive (but not low) pricing model

3 Strategic implication

- Princes Group becoming a strong strategic partner for leading retailers
- Princes COB products outperforming (in many cases) brands in both quality and perception

Our business model

Princes is a pan-European Food & Beverage category captain with a structurally advantaged operating model.

Key Capabilites

Large infrastructure and industrial know-how

Strong and long-standing supply partnerships

Category captains in customer own label and branded segments

A Distinct Proposition

ONE – STOP – SHOP

Highly valued by customers

- Reliable supplier of choice
- Efficiently manage production and deliveries
- Monitor production needs and quality standards
- Active NPD pipeline from extensive R&D and production trials

Ability to scale into new categories and geographies

ONE – STOP – SHOP

Operational Strengths

Our model is built upon three core operational strengths that provide a competitive moat:

- **Large Infrastructure and Industrial Know-How:** We operate a vast manufacturing footprint, including 23 production sites across six countries, to deliver quality at significant scale.
- **Strong and Long-standing Supply Partnerships:** Our vertical integration and global sourcing networks (over 3,000 suppliers) ensure supply security and consistency for our customers.
- **Category Captaincy:** We hold leading positions across both branded and customer own-label segments, allowing us to influence and grow entire categories.

The "One-Stop-Shop"

These capabilities allow us to offer a unique value proposition to our retail, foodservice, and B2B customers:

- **Reliable Supplier of Choice:** We are valued for our ability to efficiently manage complex production schedules and deliveries.
- **Rigorous Quality Standards:** We monitor every stage of production to ensure safety, innovation, and excellence.
- **Innovation:** Our active NPD pipeline, supported by extensive R&D and production trials, ensures our portfolio evolves with consumer trends.
- **Scalability:** We have the ability to scale our proven model into new categories and geographies.

Platform For Growth

Clear Outcomes

Leading market share positions

Long-term multi-category customer relationships

Base for further M&A integration

Delivering Long-Term Value

Our business model is engineered to produce three main strategic outputs for our stakeholders:

- **Leading Market Share Positions** in core "store cupboard" essentials.
- **Long-Term Multi-Category Relationships:** Deepening our partnerships with global retailers through a diversified product offering.
- **A Platform for Growth:** Providing a robust base for further M&A integration and organic expansion.

Our strategy

Making the right choices for our people, partners & planet

Our strategy is designed to deliver sustainable, long-term growth as a leading European food and beverage business. Following our successful listing on the London Stock Exchange, our primary strategic focus is the acceleration of global scale through selective and disciplined M&A. We are leveraging our IPO proceeds and robust net cash position to target between £1 billion and £1.5 billion in revenue accretion by acquiring complementary European businesses. This inorganic ambition is powered by a structurally advantaged operating model that prioritises organic growth and cash generation in the near term to fund our expansion and drive value for our shareholders.

Grow

Strategic Imperative:
Integrating & Leveraging Group Capabilities – Unlocking Our Competitive Edge

To expand the scale and reach of Princes Group through disciplined M&A, targeting complementary European businesses that create synergies, extend our category positions and accelerate long-term value creation.

2025 Progress	2026 Priorities
• Continued evaluation of acquisition pipeline across priority European F&B categories, with more than three key targets under live discussions • Delivered integration synergies ahead of schedule • Leveraged Group manufacturing and commercial capabilities to unlock cross-market growth opportunities • Acquired significant real estate, including the Royal Liver Building and Cross Green site (11% investment yield)	• Identify new targets and progress M&A execution with existing acquisition targets in complementary categories • Deepen cross-selling across all major markets to maximise utilisation of Group assets • Further develop integration playbook to enhance synergy delivery

Win

Strategic Imperative:
Driving Commercial Value – Unlocking Our Competitive Edge

To grow market share through brand investment, product innovation and commercial excellence, connecting with consumers across the categories where Princes Group has the right to lead.

2025 Progress

- Advanced product innovation pipeline with new formats and reformulations aligned to consumer trends
- Strengthened retailer and B2B partnerships and in-store execution across UK and key European markets
- Invested in brand equity to drive consumer relevance and category growth

2026 Priorities

- Continue innovating across priority categories
- Drive commercial value through improved pricing architecture and promotional effectiveness
- Expand brand presence in core and new markets
- Strengthen branded product presence

Optimise

Strategic Imperative:
Leveraging Our Industrial Know-How – Driving a Winning Culture

To maximise the efficiency and performance of our operations: structurally lowering costs, improving service standards and building the culture and capabilities that underpin sustainable competitive advantage.

2025 Progress

- Stronger procurement approach and payment discipline have delivered visible improvement in net working capital (£83.9 million vs £155.9 million in 2024)
- Generated £129m of underlying free cash flow, achieving 86% FCF conversion
- Delivered approximately £15 million synergies of the £30 million identified

2026 Priorities

- Continue to structurally lower costs across procurement, production and logistics
- Leverage flexible manufacturing footprint to improve responsiveness and reduce waste
- Drive further working capital improvements to enhance free cash flow generation

Sustain

Strategic Imperative:
Operating Sustainably & Ethically

To protect people and planet by embedding sustainability and ethical responsibility into every aspect of how we operate – meeting the expectations of regulators, investors and consumers while contributing to a better future.

2025 Progress

- Advanced ESG reporting framework aligned to European regulatory requirements
- Attained 100% Marine Stewardship Council certified branded tuna and moved supply to MSC Mackerel
- Reinforced our commitment to be an inclusive employer of choice by offering colleagues and candidates practical opportunities (53 apprentices in fields including engineering, sales, finance and data; two-year commercial graduate scheme with the 2023 cohort all securing permanent roles; successful pilot of a 12-month, in-house development programme called "Manufacturing Your Success")
- Fulfilled our wider community responsibilities by actively supporting key partners and charities (achieved the GroceryAid Gold award for the second consecutive year; continued to partner with the Diversity and Inclusion in Grocery ("DIG") partnership; partnered with One Million Mentors to support students)

2026 Priorities

- Reset and align environmental and social targets and policies across enlarged Princes Group to encompass new entities
- Improve ESG disclosures with ESRS and TCFD frameworks and further embed actions and outputs into teams
- Further embed food waste & disposal partner focus to reduce operational costs and launch UK Charity Alliance Manufacturing project
- Launch of an updated People Excellence Strategy 3.0 to encompass the wider Princes Group
- Launch an evolved and digital communication and learning platform to better inform and connect with colleagues regardless of location or role to ensure that colleagues can easily access the practical wellbeing support available to them and their families
- Expand our apprenticeship programme to include the launch of a new AI apprenticeship
- Continue to strengthen our position as an inclusive employer of choice through targeted learning and development opportunities including the Group-wide roll out of "Manufacturing Your Success"
- Stay true to our wider community responsibilities with a retained focus on key industry and charitable initiatives including GroceryAid and One Million Mentors

Our strategy continued

Committed to a better future

At Princes, our commitment to sustainability is a fundamental driver of our long-term value proposition. By aligning environmental stewardship with social responsibility, we ensure our growth remains resilient, ethical, and positioned to meet the evolving expectations of our global stakeholders.

Securing the future of our oceans

The longevity of our fish business is inextricably linked to the health of global marine ecosystems. In 2025, Princes Group was honoured to be named the **MSC UK Seafood Brand of the Year** for the second consecutive year, a recognition of our rigorous approach to responsible sourcing.

A landmark achievement this year was reaching our target of **100% MSC certification** for all Princes-branded tuna sold in the UK and the Netherlands. This milestone was delivered ahead of schedule in the Dutch market, with strong support for the MSC ecolabel by Dutch retailers and consumers.

Beyond tuna, we have taken proactive steps to address the scientific evidence regarding North-East Atlantic mackerel stocks. To mitigate supply chain risk and protect vulnerable resources, we successfully transitioned to MSC-certified Jack Mackerel from South America. Validated by extensive consumer panels, this move ensures that our sustainability pivots maintain the high product quality and consumer trust that define our brand. We continue to advocate for industry-wide change through our active membership in the North Atlantic Pelagic Advocacy Group ("NAPA").

Social sustainability: investing in health and community

Our social purpose framework extends our impact beyond the supply chain, focusing on health, awareness, and the resilience of the communities in which we operate.

In 2025, our leading Italian brand, **Napolina,** partnered with Asda to support **Breast Cancer Awareness Month.** Through a limited-edition pink rigatoni pack, we raised significant visibility for the "Tickled Pink" campaign and donated 10% of the purchase price per pack to CoppaFeel! and Breast Cancer Now. This initiative highlights how our brands can drive tangible financial support for vital cancer research and prevention.

This commitment to social value is further mirrored within our own operations. Our Liverpool headquarters, the Royal Liver Building, hosted a dedicated **NHS blood donation event.** The initiative mobilised our workforce to secure 23 new donors and 26 appointments, a collective effort with the potential to save or improve up to 78 lives. These actions demonstrate how Princes Group puts people at the centre of its strategy, fostering a culture of solidarity and local impact.

Investing in our heritage

To further strengthen our commitment to our roots, in July 2025 we reached a historic milestone with the acquisition of our headquarters, the **Royal Liver Building** in Liverpool. By taking ownership of this Grade I listed landmark, we have secured our long-term presence in the city where Princes was founded in 1880. This investment serves as a clear signal of our confidence in the UK economy and provides a permanent "anchor" for our national manufacturing network. Concurrently, we acquired the Symington's head office in Leeds, Cross Green. Total investment for the two sites amounted to **£82 million**. Noting, the Royal Liver Building investment of £57 million will generate annual **rental savings** of **£2.5 million** and an **investment yield of 11%**.

Real estate investments

£82m

Royal Liver Building Annual Yield

11%

Spotlight

Pride in Princes: Honouring our Roots

UKM: championing British manufacturing

In 2025, we launched UKM – Proudly Made in the UK, a strategic identity project designed to celebrate our extensive British industrial footprint and deepen our connection with the domestic consumer. More than just a label, the UKM stamp represents our commitment to national food security, regional employment, and the resilience of the UK food sector.

UKM PROUDLY MADE IN THE UK

The UKM mark serves as a visible guarantee of the value generated within our ten UK manufacturing sites. While we maintain global supply chains to ensure year-round availability and quality, the UKM label signifies the critical domestic investment that underpins our operations:

- **Employment:** Our UK sites employ nearly 3,000 people, providing stable, skilled roles within local communities.
- **Industrial scale:** The UKM logo is being integrated across our diverse portfolio, including beverages, ready meals, soups, and oils.
- **Economic contribution:** Princes Group contributes significantly to the national economy, with an annual spend of over **£590 million** with UK-based businesses.
- **Impact:** 79% of consumers are more likely to purchase a product when the UKM label is present, reinforcing our position as a preferred partner for UK retailers.

Our research indicates that British provenance is a primary driver of purchase intent, often carrying more weight with shoppers than environmental messaging in isolation. By making our UK-manufactured products immediately recognisable, we are directly responding to this demand for transparency and local economic support.

Links to Strategy pillars Grow Optimise

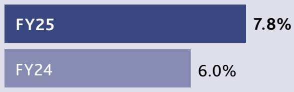
Key performance indicators

Financial KPIs[1]

We monitor our growth and health as a business, and our performance against strategy, using the following key performance indicators.

Adjusted EBITDA Margin

7.8%



Why we measure it

Adjusted EBITDA margin measures our underlying operational profitability, stripping out one-off and non-cash items. It is the primary metric against which we assess margin improvement progress.

Our progress

Margin expanded 181bps to 7.8% in 2025. Our medium-term target is a 300bps expansion from FY 2024 levels, with a long-term ambition of ~9% Adj. EBITDA margin.

Earnings Per Share

0.60p

Why we measure it

Earnings per share translates Group profitability into a per-share metric, enabling shareholders to track the value being generated on their investment over time.

Our progress

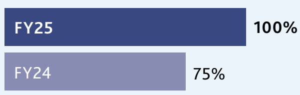
EPS increased to 60p from 13p, reflecting the material growth in net profit. EPS will be a key metric going forward as we grow earnings through both organic performance and value-accretive M&A.

Non-Financial KPIs

Sourced from MSC-certified fisheries

100%

Princes branded tuna



Why we measure it

To monitor progress against our voluntary sourcing commitments and to provide transparent disclosure to customers and wider seafood stakeholders.

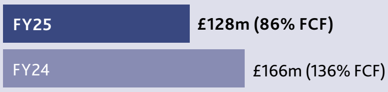
Our performance

We are pleased to have achieved our 100% target by the end of 2025. We remain committed to maintaining this position through responsible sourcing practices and ongoing engagement with seafood industry bodies.

1. KPI's are based on pro forma measures (refer to Alternative Performance Measures ("APMs") as defined on page 31).

Underlying Free Cash Flow/FCF Conversion

£128m



Why we measure it

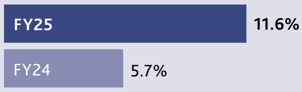
Underlying free cash flow (FCF) measures the cash generated by the business after operating costs, working capital movements, tax, financing and underlying capital expenditure. FCF conversion measures the proportion of Adjusted EBITDA converted into cash, demonstrating the quality and sustainability of our earnings. Strong FCF provides the financial flexibility to invest in growth, fund M&A and reduce leverage.

Our progress

Underlying FCF of £128m was generated in FY 2025, reflecting disciplined working capital management and operational cash conversion. FCF conversion of 86% reflects the cash-generative nature of the business after underlying capex of £42m (excluding £82m of real estate investments). This provides the internal funding capacity to pursue our M&A strategy without over-reliance on external debt.

Return on Capital Employed

11.6%



Why we measure it

Return on Capital Employed (ROCE) measures how effectively we generate operating profit from the capital deployed in the business, including both equity and debt. It is a key indicator of capital discipline and value creation, and reflects the productivity of our asset base over the medium term.

Our progress

ROCE improved significantly from 5.7% in FY 2024 to 11.6% in FY 2025, reflecting the step-change in operating profitability driven by margin expansion and the benefit of our restructured cost base. We expect continued improvement as margins expand towards our medium-term targets and acquired businesses are integrated.

Net debt/EBITDA

Net cash

2025: (2.64x) 2024: 0.11x

Why we measure it

Net debt/EBITDA is a key leverage ratio measuring the Group's total net debt relative to its earnings capacity. It is widely used by lenders, investors and rating agencies to assess financial risk and balance sheet sustainability, and reflects our ability to service and reduce debt from operating cash flows.

Our progress

The Group moved to a net cash position in FY 2025, ending the year with net cash of £394.6m (excl. IFRS 16), compared to net debt/EBITDA of 0.11x in FY 2024. This provides significant firepower to pursue our consolidation strategy in the fragmented European F&B market.

Gearing ratio

Net cash

2025: (0.37x) 2024: 0.06x

Why we measure it

The gearing ratio measures the proportion of the Group's capital structure financed by debt relative to equity. It is an indicator of financial leverage and balance sheet risk, used by investors and lenders to assess the Group's long-term financial resilience and capacity to absorb downturns.

Our progress

The Group is ungeared as at FY 2025, with a net cash position (excl. IFRS 16) compared to a gearing ratio of 0.06x in FY 2024. The move from net debt to net cash reflects the transformational improvement in the Group's financial profile, providing substantial headroom and strategic flexibility going forward.

Net zero targets

SBTi-validated

(30)% 2024 Vs 2022

Why we measure it

To track and report our emissions performance in line with stakeholder expectations, including customers for whom our operations form part of their broader carbon footprint, and to align with the requirements of the Science Based Targets initiative.

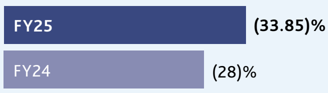
Our performance

We have delivered a significant reduction versus our 2022 baseline, driven primarily by the transition to 100% renewable electricity across our UK operations (Scope 2), improved data accuracy, and portfolio changes including the divestment of the Princes dairy trading business (Scope 3).

Food waste

> (30)%

over the past five years



Why we measure it

To track progress against our 2030 reduction target, support transparent reporting to key stakeholders including major customers and WRAP, and identify priority areas for improvement across our manufacturing operations.

Our performance

Progress continued in 2025, although at a more moderate pace. Reducing food waste remains a key priority given its impact on emissions, operational efficiency and social responsibility, and we remain focused on delivering against our 2030 target.

Chief Financial Officer's statement

Strong performance and financial delivery

Fabio Fazzari
Chief Financial Officer

> A transformational year – pro forma Adjusted EBITDA[1] up 22% to £150 million, net income up fivefold, and a swing from £417 million of net debt to £311 million of net cash. The financial profile of our Group has fundamentally changed."

Fabio Fazzari – Chief Financial Officer

FY 2025 was a year of exceptional financial delivery for Princes Group plc. The combination of disciplined execution, a deliberate shift in revenue mix, and the successful completion of our initial public offering has produced a step-change in the Group's profitability, balance sheet strength and financial flexibility.

Revenue and profitability

On a pro forma basis, group revenue for CY2025 was £1.92 billion, a decrease of 6.5%, versus 2024 like for like. This reduction was driven by two factors: our strategic decision to exit low-margin contracts and the impact of commodity price deflation across several categories. Statutory reported revenues totalled £1.87 billion of the £1.92 billion of pro forma revenues.

Despite the reduction, within the portfolio revenue growth has been achieved across the B2B partnerships channel of 9%. Drinks increased by 2%, reaching £306 million due to new business contracts. Along with Germany delivering 6% growth, resulting in £123 million, due to increased pasta volumes.

The quality of our revenue improved significantly. On a pro forma basis, gross profit rose 15% to £388 million, with gross profit % improving 374 basis points to 20.2%. The improvement is also reflected in the statutory measures.

This reflects procurement efficiencies, operational improvements, the elimination of margin-dilutive contracts, and the delivery of £15 million of integration synergies, which represents half of the £30 million total synergy programme identified at the time of the acquisitions.

Gross margin expanded despite significant GBP weakness in Q4, underscoring the strength of our pricing discipline. The flow-through to earnings was powerful: pro forma adjusted EBITDA grew 22% to £150 million, EBITDA margin expanded 181 basis points to 7.8%, which is also reflected in statutory measures.

On a pro forma basis, operating profit before tax increased more than fourfold to £75 million on a pro forma basis, driven by the margin expansion and a £14 million reduction in depreciation and amortisation to £71 million, reflecting optimisation of our asset base.

Non-recurring items fell 80% from £21 million to just £4 million, underscoring the improving quality and sustainability of our earnings.

Net interest income benefitted from the pre-IPO capitalisation of the shareholder loan and substantial cash reserves, Pro forma profit after tax rose fivefold to £57.9 million, and earnings per share grew to £0.60 from £0.13.

Notably, on a statutory basis, earnings per share grew substantially to £0.37 from a loss of £0.11 per share.

Group results

The table below presents the Group's key performance indicators, showing consolidated results for the 12 months to 31 December 2025 compared to the nine months to 31 December 2024, alongside unaudited pro forma results reflecting a 12-month like-for-like consolidation of the IPO perimeter. The IPO perimeter includes business combinations for Symingtons, the pasta, bakery products and special product categories from NewPrinces S.p.A, Princes France S.A.S., and Newlat GmbH.

Results (£m)	Consolidated year ended December 2025	Consolidated nine-month period ended December 2024	Unaudited pro forma year ended December 2025	Unaudited pro forma year ended December 2024
Revenue	1,872	1,275	1,919	2,053
EBITDA	144.0	56.9	145.5	101.5
Non-recurring items	4.0	8.1	4.0	20.8
Adjusted EBITDA	148.0	65.0	149.5	122.3
Profit / (Loss) after Taxation	37.1	(8.3)	57.9	9.3
Net Cash/(Debt) Position (excluding IFRS 16 lease liabilities)	394.6	(366)	394.6	(366)

Unaudited pro forma, refer to APMs definitions on page 31.

1 On an unaudited pro forma basis; refer to APMs definitions on page 31.

Segment profitability

Margin expansion was broad-based across the portfolio. Italian Products and Oils were the standout performers, driven by higher olive oil volumes, improved distribution economics and favourable product mix. Fish was the only segment to see a decline in EBITDA, reflecting lower volumes in Europe and lower average selling prices in the UK, partially offset by production efficiency gains. This remains an area of active management focus heading into FY 2026.

Unaudited pro forma results by segment

Segment	FY 2025 Adjusted EBITDA	YoY Growth	FY 2025 Margin	Margin Δ
Foods	£67m	+11%	10.5	+152
Drinks	£16m	+28%	5.1	+106
Fish	£15m	-14%	4.4	-17
Italian Products	£35m	+54%	10.1	+414
Oils	£11m	+50%	3.8	+152

Balance sheet

The Group's balance sheet underwent a fundamental transformation. This is reflected in the Group's transition from net debt of £417 million in 2024 to net cash of £311 million in 2025. Cash, cash equivalents and amounts held in cash pooling totalled £585 million at year end – representing more than 60% of current market capitalisation – while total financial debt was reduced by 59% to £266 million.

Total shareholder equity grew to £1.08 billion from £241 million, reflecting IPO proceeds and retained earnings, and now stands slightly above market capitalisation. The equity ratio more than doubled to 56%, and the debt-to-assets ratio fell from 53% to just 14%

The strength of the balance sheet is reinforced by recent real estate investments that have bolstered our asset base, with property, plant and equipment increasing to £447 million from £385 million. Our pro forma current ratio of 2.0x and pro forma quick ratio of 1.3x provide comfortable liquidity headroom.

Metric	Year ended December 2025	Year ended December 2024
Net Cash/(Debt) Position	£311m net cash (£395 excl. IFRS 16)	(£417m) net debt
Equity Ratio	56.4%	19.2%
Debt-to-Assets	14%	53%
Current Ratio	2.0x	1.25x
Quick Ratio	1.34x	0.68x
NFP/Adj EBITDA*	2.1x (net cash)	(3.4x) (net debt)

* Refer to APM's for pro forma Adj EBITDA definition.

Working capital improvement

Net working capital improved materially, falling to £83 million from £155 million. The cash conversion cycle shortened significantly, driven primarily by a significant extension in Days Payable Outstanding. Our strategic focus on supplier payment terms has delivered substantial results, with DPO rising from 36 days in March 2024 and 54 days at the end of December 2024 to 93 days by December 2025 – atrajectory that has contributed meaningfully to cash generation since the change of ownership.

Inventory management remains an area of focus. Days Inventory Outstanding increased from 82 to 95 days, reflecting the build-up of strategic stock positions in certain categories and the usual seasonal pick-up in December for some business units. We are actively working to optimise inventory levels and expect improvement in FY 2026.

Chief Financial Officer's statement continued

Cash flow generation

Cash flow generation was strong throughout the year, supported by the quality of earnings. Pro forma underlying cash flow from operations reached £129 million, while underlying free cash flow was £128 million, representing an underlying FCF conversion rate of 86%. Capital expenditure was well controlled at approximately 2% of sales, in line with our expected range, excluding £82 million of real estate investments.

Cash Flow Generation	FY 2025 (Unaudited Pro Forma)[1]	Unaudited Proforma 2024
EBITDA Adjusted	149.5	122.3
IFRS 16 Leasing	(21.7)	(8.9)
Net Financial Items	6.6	–
Minorities	(1.4)	(0.8)
Tax	(4.0)	(3.4)
Underlying Cash Flow From Operations	129.0	109.20
Change in Net Working Capital	41	71.8
Underlying CAPEX (*)	(42.0)	(15)
Underlying FCF (Pro Forma)	128.0	166.00
Underlying FCF Conversion	0.86	1.36

(*) Underlying CAPEX excludes t£82 m of Real Estate Investments.

Pro Forma figures include Princes France, Newlat GmbH and Symington's on a 12-month basis.

Outlook and capital allocation

With net cash of £395 million[2] and Adjusted EBITDA[3] of £150 million, we have the financial firepower to pursue our £1.0–1.5 billion incremental revenue ambition while maintaining disciplined returns.

We are pleased to be ahead of plan in delivering our medium-term financial targets. The underlying business trend is in line with market expectations, with some portfolio optimisation effects still impacting the top line in H1 while profitability improvement continues its expected trajectory. Despite the current uncertainty related to macroeconomic conditions, we remain aligned with market expectations and confirm our medium-term guidance: revenue to surpass £3 billion, an EBITDA margin improvement of 300 basis points from FY 2024, and an underlying FCF conversion rate above 60%.

Our capital allocation priorities are clear: continued investment in organic growth, innovation and operational capability; selective, value-accretive M&A that leverages our integration expertise and scalable platform; and third, maintaining balance sheet discipline and strong cash conversion to support sustainable shareholder returns.

The financial platform we have built positions us exceptionally well for the next phase of growth. Looking ahead, our focus remains on delivering sustainable margin expansion, strong cash conversion and disciplined capital deployment, in support of our ambition to deliver £1.0–1.5 billion of incremental revenue over the medium term.

1 Pro forma figures in line with IPO perimeter.

2 Excluding IFRS 16 lease liabilities.

3 Unaudited pro forma basis, excluding restructuring costs and impairment charges.

Alternative Performance Measures

The Board uses Alternative Performance Measures (APMs) to provide additional context on the Group's financial performance and health, alongside IFRS measures. APMs are not a substitute for IFRS measures and, as they are not defined under IFRS, may not be directly comparable to similar measures used by other companies. Where relevant, APMs are adjusted to improve comparability across reporting periods.

Unaudited Pro forma Basis Revenues	IFRS Revenues on a like-for-like basis covering the full 12-month period January–December. The prior year comparative combines 9 months of IFRS revenues for the financial year ended December 2024 with the 3 months January–March 2024 reported in the financial year ended March 2024. Refer to table 1 for reconciliation of business combinations brought into pro forma revenue for 2025 and 2024. **See table 1**
EBITDA	IFRS Earnings before interest, tax, depreciation and amortisation, excluding non-controlling interest. See note 3 in the financial statements. **See note 3 in the financial statements**
Adjusted EBITDA	EBITDA adjusted to exclude non-recurring items, i.e. unusual, infrequent, one-off transactions (e.g. asset disposal gains/losses, litigation settlements, restructuring costs, impairment charges) that distort underlying operational performance. **See table 2**
Unaudited Pro forma Basis EBITDA	EBITDA calculated on the same like-for-like 12-month basis as pro forma revenues (see above), including contributions from acquired entities and related intercompany eliminations, compared on the same basis for the prior year. **See table 1**
Unaudited Pro forma Basis Adjusted EBITDA	Adjusted EBITDA calculated on the same like-for-like 12-month basis as pro forma revenues (see above), including non-recurring item adjustments. **See table 1**
Net Cash/(Debt) Position (excluding IFRS 16)	Cash and cash equivalents (including cash pooling) less current and non-current borrowings. Excludes current and non-current lease liabilities (IFRS 16). **See table 3**
Unaudited Pro forma Underlying Free Cashflow	Proforma EBITDA adjusted for changes in working capital, capex, lease liabilities, tax and financing cash flows. The "underlying" measure excludes £82m of capital expenditure relating to real estate investments in 2025. **See the cashflow generation table in the CFO statement.**
Unaudited Pro forma EPS	Pro forma Profit for the year attributable to the owners of the company divided by the weighted average numbers of shares. **See table 1**
Equity Ratio	Total equity divided by total assets. **See consolidated statement of financial position**
Debt to Assets	Total liabilities divided by total assets. **See consolidated statement of financial position**
Current Ratio	Current assets divided by current liabilities. **See consolidated statement of financial position**
Quick Ratio	Cash, cash equilavents and trade receivables, divided by current liabilities. **See consolidated statement of financial position**
Return on Capital Employed	Pro forma operating profit plus non-recurring items divided by total equity less net cash position.
Underlying Cap-ex	Capital expenditure excluding real estate investments.
Unaudited Pro forma Profit for the year	IFRS Profit for the year calculated on the same like-for-like basis as Proforma revenues (see above), including contributions from acquired entities and related intercompany eliminations, including elimination of interest relating to capitalised loans, compared on the same basis as prior year. **See table 1**

Chief Financial Officer’s statement continued

Table 1

2025 Pro forma Reconcilation

(£’000)	For the year ended 31 December 2025	1 January 2025 to 31 October 2025			Pro forma profit & loss statement for the year ended 31 December 2025	Pro forma profit & loss statement for the year ended 31 December 2024
	Princes Group plc (statutory)	Newlat GmbH	Princes France S.A.S.	I/C elimination		
Revenue from contracts with customers	1,871,531	76,413	13,426	(42,050)	**1,919,319**	2,053,539
Gross Profit	380,603	10,482	(2,949)	–	**388,136**	338,382
Operating Profit	76,027	2,075	(3,077)		**75,025**	17,411
Profit (loss) for the year	37,148	1,577	(2,063)	21,296	**57,958**	9,267
Profit/(loss) for the year attributable to:						
Owners of the Company	35,706	1,577	(2,063)	21,296	**56,517**	11,127
Non-controlling interests	1,442	–			**1,442**	(1,860)
	37,148	1,577	(2,063)	21,296	**57,959**	9,267
No of Shares					**96,803,741**	70,000,000
Earnings per share	0.37				**0.60**	0.13
EBITDA	144,016	3,983	(2,547)		**145,452**	101,528
EBITDA MARGIN	7.70%	5.21%	(18.97)%		**7.58%**	4.94%
Non Recurring items					**3,973**	20,725
Adjusted EBITDA					**149,425**	122,253

2024 Pro forma Reconcilation

	Consolidated income statement for the Company	Company	Reorganisation					
			Newlat Deutschland	Symington’s	Princes France	Pasta Bakery and Speciality Division	Intercompany eliminations	Pro forma
(£’000)	Nine months ended 31 December 2024	Three months ended 31 March 2024	Year ended 31 December 2024	Year ended 31 December 2024	Year ended 31 December 2024	Year ended 31 December 2024	Year ended 31 December 2024	Year ended 31 December 2024
Revenue from contracts with customers	1,275,223	428,376	93,215	111,667	20,564	170,822	(46,328)	2,053,539
Gross Profit	217,601	72,996	10,672	14,986	(1,511)	23,590	48	338,382
Operating Profit	18,371	(1,505)	98	548	(1,762)	1,661	–	17,411
Profit/(loss) for the year	(8,254)	(6,754)	187	(275)	(1,081)	703	24,741	9,267
EBITDA	77,566		23,962				–	101,528
EBITDA margin	4.55%		6.05%					4.94%
Non recurring Items								20,725
Adjusted EBITDA								122,253

Table 2

Non Recurring items

Results (£'000)	Consolidated year ended 31 December 2025	Consolidated nine-month period ended 31 December 2024	Unaudited Proforma year ended 31 December 2025	Unaudited Proforma year ended 31 December 2024
Pension Administration Costs	**1,234**	700	**1,234**	1,000
Restructuring Costs	**789**	3,464	**789**	8,283
Production Disruption	**1,050**	2,564	**1,050**	3,496
Other	**900**	1,402	**900**	7,946
Total	**3,973**	8,130	**3,973**	20,725

Table 3

Net Cash Position

		31 December 2025 £'000	31 December 2024 £'000
Cash	Consolidated statement of financial position	**485,198**	241,610
Derivative financial instruments	Note 25 Derivative Financial Instruments	**4**	1,302
Cash Pooling	Note 21 Trade and other Receivables	**98,568**	
Amounts owed by joints operations	Note 36 Related Party Transactions	**921**	
Non current borrowings	Consolidated statement of financial position	**(110,666)**	(349,654)
Lease Liabilties	Consolidated statement of financial position	**(60,833)**	(41,025)
Lease Liabilties	Consolidated statement of financial position	**(22,755)**	(10,110)
Current borrowings	Consolidated statement of financial position	**(71,762)**	(259,231)
I/C other Payables	Note 23 Trade and Other Payables	**(7,618)**	
Net Cash/(Debt) Position		**311,057**	(417,108)
Less Lease liabilties		**(83,588)**	(51,135)
Net Cash/(Debt) Position (exlcuding IFRS 16)		**394,645**	(365,973)

ESG report

Bringing everyone together to enjoy quality and sustainable food and drink

David McDiarmid
Corporate Relations Director

At Princes, we fully acknowledge and embrace our environmental and social responsibility.

In 2025, we continued to invest in energy-efficient technologies at our manufacturing sites, made meaningful progress towards our sustainability targets, and prepared for evolving regulatory requirements. Particular highlights have been the validation of our net-zero targets by the Science Based Targets Initiative – a significant step forward in our climate commitment – and fulfilling a decade-long journey to 100% of our Princes-branded tuna being certified by the Marine Stewardship Council.

People remain at the core of everything we do. Our own colleagues drive our success with their dedication and shared commitment to excellence while in our supply chains we remain committed to ethical practices by conducting robust due diligence and collaborating with competitors, customers, and NGOs to address specific supply chain challenges.

2025 marks a notable milestone for Princes following our acquisition in 2024 by NewPrinces S.p.A. (formerly Newlat Food S.p.A.). This has significantly changed our UK and European manufacturing footprint and introduced a range of new colleagues, suppliers and supply chains to Princes Group. We will be focussing in 2026 on a coordinated and pragmatic approach to environmental and social governance across our expanded business."

David McDiarmid
Corporate Relations Director

Overview

Our ESG strategy provides a framework for navigating the environmental, social, and governance challenges facing both our industry and the wider global food system. It guides day-to-day and long-term decision-making, supporting meaningful collaboration with suppliers, customers, colleagues, communities and our other stakeholders. Through this approach, we address material issues across our supply chain and owned operations, ensuring our actions reflect our commitment to responsible, sustainable, and ethical business practices.

By integrating ESG considerations alongside compliance, risk management, and corporate governance, we strengthen our ability to make responsible, evidence-based decisions as part of everyday business. This approach reinforces our commitment to ethical conduct, operational resilience, and long-term value creation for all stakeholders.

Our sustainability strategy is organised around three core pillars – People, Planet, and Products – which sit above a series of cross functional workstreams reflecting the areas where we can create the greatest positive impact. The following sections outline our progress and priorities within each pillar, demonstrating how these commitments translate into measurable action and long-term value for our stakeholders.

Governance

Princes has established a comprehensive governance framework integrating sustainability into its corporate strategy and decision-making processes. This structure is intended to ensure the effective oversight and responsible management of sustainability-related impacts, risks and opportunities.

Progress against our targets

	Objective	Progress
People	Retention of CIPS Corporate Ethics Mark and all colleagues in procurement roles complete annual assessment	Confirmed 100% for 2025 and CIPS Ethics mark retained
People	Southern Italian tomato growers to hold Global Gap GRASP accreditation	Confirmed 100% for 2025
Planet	Energy & Industry Greenhouse Gas emissions reduction by 50.4% by 2032 (base 2022)	On target: Scope 1 & 2 emissions decreased ~5% 2025 vs 2022 mainly thanks to renewable energy procurement and on-site photovoltaic generation at UK sites
Planet	Scope 3 emissions – reduce 36.4% by 2032	On target: ~15% drop in Scope 3 emissions due to better data accuracy, divestment of diary products from prior owners and remarkable increase of waste diverted from disposal
Planet	Reduce operational food waste by 50% by 2030 (base 2018)	On target: 30.65% reduction achieved end 2025
Planet	100% Marine Stewardship Council certified branded tuna	Achieved: at end December all branded tuna had already converted to MSC or was contracted with suppliers
Planet	100% Verified Deforestation and Conversion Free ("vDCF") soy by 2025	Target postponed to 2026: along with the rest of the UK Soy Manifesto membership we cannot confirm the vDCF status of the soy embedded in the animal proteins and dairy we source
Planet	Operational waste reduction of 30% by 2030 (base 2018)	Ahead of target: 33.85% achieved
Planet	Food redistribution – ensure all unsold food and drinks is donated to charity	Ongoing: 178 tonnes donated to FareShare UK in 2025
Products	Average 40% recycled content of the plastic in our consumer products by end 2025	Behind target: 30% achieved
Products	All products "widely recyclable" by end 2025	Near miss to target: 97.12% achieved with outstanding area of non recyclable pouches used for cooking sauces

ESG report continued

People

ESG Workstream	Ambition
People Excellence	Create a culture where colleagues grow and perform at their best
Human Rights	Improve the lives of workers in our supply chain

Approach & Performance – People Excellence

We are committed to building a culture where everyone feels they belong, where every colleague is valued, and where shared success is driven by shared values. People Excellence is brought to life through six clear pillars: Our Values, Our Performance, Our Health & Wellbeing, Our Rewards, Our Community, and Our Journey. Together, these pillars guide how we support, develop, and engage our colleagues.

Learning & Development

While our digital learning platform continues to play a central role in this journey we continue to offer in-person learning opportunities. In 2025 over 2,000 colleagues participated in our Coffee Bites sessions—30-minute live webinars covering topics such as empathy, imposter syndrome, and effective feedback. We also support colleagues in gaining new professional qualifications through our Graduate and Apprenticeship programmes and continued the rollout of our Manufacturing Your Success programme, aimed at developing both existing and emerging people leaders across all UK manufacturing sites.

Diversity, Equity & Inclusion ("DEI")

Our Colleague Resource Groups ("CRGs") meet regularly to strengthen collaboration, increase visibility, and share ideas and best practice across the Group.

Our CRGs continue to drive meaningful change. In 2025 our Social Mobility CRG has continued to partner with One Million Mentors to provide one-to-one mentoring to sixth-form students, welcoming them to our head office to explore career pathways, meet our recruitment team, and learn more about how our business operates.

We also published our Gender Pay Gap, publicly available on the Company's website.

Colleague Health & Safety

Princes operates an integrated Environmental, Health and Safety ("EHS") policy and management system which, across the Group's established perimeter, has historically ensured a high level of consistency, including alignment with ISO 45001 and ISO 14001 standards.

To strengthen awareness of key risk areas, we launched new mandatory EHS compliance training for UK colleagues in 2025. This includes modules on manual handling, hazardous substances, and the importance of permit-to-work and lock-out procedures, complementing our existing face-to-face EHS programmes.

Approach & Performance – Human Rights

We recognise that modern slavery is pernicious. No sector is immune, and no organisation can afford complacency. We remain committed to identifying, preventing, and addressing risks of modern slavery across our supply chains.

Audits are an important tool for understanding supplier performance and risk. These are supplemented with targeted actions with suppliers or supply chains, identified either via our own risk assessment or engagement with customers or collaborative bodies such as the Ethical Trading Initiative ("ETI") or the Food Network for Ethical Trade ("FNET").

In 2025 we reviewed our requirements of suppliers in light of changing customer requirements and with a view to practically rolling this out across the expanded Princes Group in 2026. This includes greater clarification on audit requirements for specific sub-groups of suppliers including labour agencies and 'Tier 2' suppliers[2] in high-risk countries.

We also reviewed our own risk assessment encompassing latest guidance from customers and ethical bodies. Onto this we overlay our own information of commercial spend and criticality to Princes.

In 2025 we again published our annual map of Tier 1 suppliers[1] on our website in line with best practice as a member of the Ethical Trading Initiative. This includes information on site locations, workforce composition, gender representation, and the presence of active trade unions or worker committees. The latest version published includes suppliers of Symington's and we intend that future versions be widened to include suppliers to new entities and sites added to Princes Group during 2025.

In 2025 we commenced work on updating our approach to seafood vessels exploring alternatives to audit such as worker voice technology and grievance mechanisms.

While we are not complacent, we do note that most reported incidents on board tuna vessels are on Longline fleets and we do not permit the use of longlining for our products nor the practice of at-sea transhipment.

In our Italian tomato supply chain we once again confirmed that 100% of the growers we sourced from held Global Gap GRASP (Global Risk Assessment in Social Practice). GRASP is a voluntary, farm-level add-on module to the Integrated Farm Assurance ("IFA") standard that assesses social practices, including labour rights, worker health/safety, and child labour protection.

For more information on our approach to human rights and ethical trading see our most recent Modern Slavery Statement available on the Company's website.

1 Direct vendors with whom the Group has a direct contractual relationship.

2 Indirect providers that supply goods or services to the Group's Tier 1 vendors.

Planet

ESG Workstream	Ambition
Climate Changes Scopes 1 & 2	Minimise the environmental impact of Princes operations to protect our planet for future generations
Sustainable Supply Chains (including Scope 3)	To protect our planet for future generations and transition to a net zero business. Ensure all raw materials are sourced sustainably or responsibly, in line with third-party verification where possible
Food Waste	Accelerate progress to tackle global food waste from farm to fork, through commitment to the Champions 12.3 coalition

Approach & Performance – Planet

Our Planet commitments currently focus on tackling climate change, sourcing sustainably and reducing waste and we are active individually and collaboratively to reduce the environmental impact and support the long-term resilience of the food system.

Scopes 1, 2 and 3

We were delighted that in 2025, our Science Based Targets ("SBTs") for Net Zero — aligned to a 1.5°C pathway — were formally validated. These targets set out clear near-term and long-term commitments across emissions from our factories and the energy we source (Scopes 1&2) and the wider external impacts of our raw materials, transport, waste, business travel, and other investments (Scope 3).

SBTs require that sites in scope use 100% renewable energy which all of our UK sites attained in 2022 and we will focus on outlying sites across Europe and Mauritius to match this benchmark.

Remeasurement during 2025 of our 2024 footprint showed the benefit of renewables in Scope 2 emissions reduction, while simultaneously our Scope 1 increased due to higher fuel consumption across our global manufacturing estate. Our Scope 3 emissions have reduced through a combination of enhancement of the calculation methodology and also divestment of some high-intensity dairy business.

Sustainable sourcing

A key focus in 2025 was preparing for EU Deforestation Regulation ("EUDR"), both to ensure regulatory compliance and to respond to the expectations and requirements of our customers. While last-minute changes by the European Union have delayed the implementation of the Regulation, the Group is proceeding with its implementation.

We remain committed to using only sustainable Palm Oil and 99.95% of our use was at the higher 'segregated' level of RSPO standards.

Soy is widely used in livestock farming, aquaculture, and meat-free protein production. We are fully committed to sourcing verified Deforestation and Conversion Free ("vDCF") soy, ensuring that our supply chains across all Princes Group entities and supply chains do not contribute to the loss of forests or natural habitats. As a member of the UK Soy Manifesto ("UKSM") we calculate and publish our annual footprint which is c.8,000 tonnes and all found embedded in our supply chain via the animal protein or dairy ingredients we source. Progress on confirming vDCF has been halted across the entire industry in 2024-2025 as key soy traders have withdrawn from the Amazon Soy Moratorium. We continue to use our voice individually and via the UKSM for positive progress on this global issue and will continue to seek vDCF soy confirmation from suppliers.

ESG report continued

Planet

Approach & Performance – Planet continued

Seafood

We require all tuna suppliers to follow International Seafood Sustainability Foundation ("ISSF") conservation measures and would never knowingly accept fish linked to illegal, unreported, or unregulated ("IUU") activity.

We view the Marine Stewardship Council ("MSC") ecolabel as the gold standard for wild caught sustainable fishing, driving transparency, protecting fish stocks and building consumer trust. For this reason, we prioritise sourcing from MSC-certified fisheries or from fisheries engaged in credible Fishery Improvement Projects ("FIPs") that are actively working towards certification.

2025 has been a momentous year for us on wild caught seafood and in particular MSC certified seafood.

Seafood collaboration

Through an extensive programme of collaboration with organisations and stakeholders across the global seafood industry, Princes is actively advancing sustainability initiatives and contributing to the long-term protection of ocean ecosystems. These include the International Seafood Sustainability Foundation, Global Tuna Alliance and the North Atlantic Pelagic Advisory Group.

MSC and seafood

Tuna

In 2025, Princes reached a significant milestone, achieving 100% Marine Stewardship Council certified status for all our branded tuna.

Over the last decade, many global Fishery Improvement Projects ("FIPs") have successfully transitioned to MSC assessment and then certification. We recognised in 2021 the important role Princes can play as a leading seafood brand buying certified sustainable seafood and set a 100% target.

Reflecting our continued progress and leadership, Princes was honoured to be named UK Seafood Brand of the Year at the MSC Awards in both 2024 and 2025.

Mackerel

Princes sources mackerel from the North-East Atlantic ("NEA") fishery which has been experiencing overfishing at levels that threaten long-term stock health. To date, no political agreement has been reached between key coastal states on Total Allowable Catches ("TACs").

In response, Princes announced in September 2025 a transition in branded sourcing to a new species, MSC-certified Jack Mackerel, sourced from a Chilean fishery, supporting more sustainable supply while reducing pressure on overfished NEA stocks.

MSC UK AWARDS WINNER 2025

Food waste

At Princes, reducing food waste is both a moral and environmental priority. We are committed to a 50% reduction in food waste by 2030, and our own site-level targets. We are proud to have achieved a 30% reduction over the past six years 2019-2025 at Group level, driven by continuous improvement across our operational estate.

FareShare remains a leading force in the UK's fight against food poverty and waste. They are a significant partner to the UK food industries. In 2025 our partnership with FareShare enabled the redistribution of 178 tonnes of food, supporting 3,059 charities across the UK. This contribution provided the equivalent of 424,000 meals and prevented 229 tonnes of CO_2 from being wasted, amplifying both our social impact and our environmental commitment.

Leading Food Partner FareShare fighting hunger, tackling food waste 2024

Products

ESG Workstream	Ambition
Circular Economy	Accelerate progress towards a circular economy through packaging change and innovation throughout our global supply chains
Nutrition	Champion affordable, nutritious products that help families to maintain a balanced diet

Approach & Performance – Products

Our product strategy reflects our commitment to sustainability, quality and nutrition. By reducing the environmental impact of our packaging, supporting circular economy principles and offering products that contribute to healthy diets, we aim to meet consumer needs responsibly while responding to evolving regulatory and societal expectations.

Circular economy

The environmental impact of our packaging is a critical consideration for Princes. We continue to operate in line with four key principles: reduce, remove, recycle and responsibly source.

Our ambition is for all product packaging to be widely recyclable, to use minimal materials, to include recycled content where possible, and to be sustainably sourced, without compromising food safety or product quality. We work closely with customers and suppliers to remain at the forefront of packaging innovation and, in 2025, attended the Global Reuse Summit to explore opportunities in reusable systems, an emerging area of innovation that has the potential to become a long-term game changer for the industry.

Across our drinks and oils portfolio in 2025 we used 30% recycled PET ("rPET") in all bottles regardless of brand, with our Napolina Olive Oil bottles being made from 100% recycled plastic.

We also reduced the weight of 330ml aluminium cans by 0.5g, delivering an annual saving of 53.5 tonnes of aluminium. A new Round End Tab opener launched in summer 2025 which will deliver a further saving of 6.7 tonnes of aluminium per year.

Within the UK, 97% of the products we placed onto the market were 'widely recyclable' for consumers, but our outlying area – non-recyclable pouches – continues to present a significant challenge due to food safety requirements and current technology limitations. However, we remain committed to working with supply partners and customers to find a solution.

As part of an expanded Group, in 2026 we will consider new targets for recycled content and recyclability and publish these in due course.

Nutrition

Our historical core product categories, fish, pulses, vegetables, pasta, fruit, and seed and olive oils, are all cornerstones of a healthy and balanced diet. While recent UK legislation restricting the placement and promotion of high fat, salt or sugar ("HFSS") foods has affected much of the UK food industry, the vast majority of our portfolio was unaffected reflecting the broadly healthy nature of our products.

Within our soft drinks business, none of our current branded drinks contain added sugar. Any sugar comes exclusively from naturally occurring sugars in fruit ingredients.

We are monitoring proposed changes by the UK Government to the Nutrient Profiling Model, which could classify pure fruit juice as HFSS due to its (natural) sugar content. Pure fruit juice is currently the largest single contributor to "one of five a day" portions of fruit and vegetables across all age groups in the UK and we are therefore concerned at the potential impact of government proposals.

While we support initiatives to address overconsumption and recognise concerns related to dental health, we consider it important to reflect the wider nutritional context of such products. Any changes to classification may have implications for consumer perception and public health messaging, and we will continue to engage constructively with stakeholders as the proposals develop.

We recognise concerns regarding Ultra Processed Foods ("UPF") however, we believe it is important to acknowledge that not all UPFs are the same and that many can play a valuable role in a balanced and nutritious diet. Products such as baked beans, mackerel in sauce and soups are classified as UPFs, yet they provide important nutrients including protein, fibre and Omega-3-rich oils. Labelling these foods as unhealthy solely on the basis of their UPF classification overlooks their nutritional value and risks misleading consumers.

We believe a more effective approach is one that considers a food's overall nutritional profile, rather than focusing exclusively on its level of processing or number of ingredients. We therefore advocate for a more nuanced understanding of food processing and continue to support product innovation that enhances the nutritional quality of convenient and accessible food options.

In 2026 we will conduct a nutritional review of all our products in light of our enhanced Group and consider appropriate nutritional targets and actions. We will also be undertaking an initial roll out of on-pack 'traffic light' nutrition labelling for consumers on selected brands and roll this out across our entire UK portfolio in due course.

TCFD report

Climate-related risks and opportunities

1. Introduction and scope

Climate change represents one of the most significant long-term challenges facing the global food value chain. The increasing frequency and severity of physical climate impacts, combined with the accelerating transition towards a lower-carbon economy, are already affecting the stability of agricultural systems, the availability and cost of key inputs, and the resilience of global supply chains.

As a food manufacturing Group with a value chain that predominantly begins in climate-dependent agricultural activities and extends through energy-intensive processing, packaging, logistics and consumer use, Princes is exposed to both physical and transition climate-related risks – having the potential to affect raw material availability and quality, operational continuity, input costs, regulatory compliance and market dynamics[1].

Over the coming decades, societal and policy responses to climate change will play a critical role in determining the scale and distribution of these impacts. Against a backdrop of a world already approaching 1.5°C above pre-industrial levels, Princes recognises the importance of understanding how different climate scenarios could influence its business model, strategy and long-term resilience, while also identifying opportunities to support the transition of the food system towards a more sustainable and resilient future.

In response to these considerations and recognising the importance of transparent and decision-useful climate-related disclosures, Princes has prepared this Task Force on Climate-related Financial Disclosures ("TCFD") report – by reference of the Annex on Implementing the Recommendations of the TCFD, including the supplemental guidance for non-financial groups and, specifically, the Agriculture, Food, and Forest products group – in line with the UK climate-related financial disclosure requirements applicable to UK-listed companies.

The report is intended to provide stakeholders with a clear overview of the Group's governance, strategy, risk management approach, and metrics and targets in relation to climate-related risks and opportunities.

We set out below our climate-related financial disclosures consistent with all of the TCFD recommendations and recommended disclosures. By this we mean the four TCFD recommendations and the 11 recommended disclosures set out in Figure 4 of Section C of the report entitled "Recommendations of the Task Force on Climate-related Financial Disclosures" published in June 2017 by the TCFD.

TCFD index

This statement primarily relates to the financial year ended 31 December 2025. Where relevant, information from the Princes Group Plc – Annual Report 2025 (hereafter "AR25") is explicitly referenced.

To assess climate-related risks and opportunities, Princes carried out an analysis on its most economically significant and potentially exposed assets. The analysis began with a review of the most significant owned and leased assets, including manufacturing sites, warehouses, and offices across seven international markets – UK, Italy, Poland, Germany, France, the Netherlands and Mauritius. In line with the description of the Group's value chain (please refer to page 20 of the AR25), the scope of the assessment was extended to relevant upstream and downstream elements.

1. The Guardian, Biodiversity collapse threatens UK security, intelligence chiefs warn, 2026.

2. Governance

In response to the increasing significance of Environmental, Social and Governance ("ESG") considerations, Princes has established a comprehensive governance framework integrating sustainability into its corporate strategy and decision-making processes. This structure is intended to ensure the effective oversight and responsible management of sustainability-related impacts, risks and opportunities (please refer to page 50 of the AR25).

Body	Key responsibilities related to climate and ESG	Reporting frequency and interaction
Statutory Board of Directors	Overall oversight of climate-related and broader ESG matters; ultimate responsibility for risk management and consideration and of climate-related impacts, risks and opportunities in strategic decisions, major investments and significant transactions.	Receives updates through the AC at least every six months and as required.
Audit Committee ("AC")	Supports the Board in overseeing the internal control and risk management system, with particular attention to ESG and climate-related risks and regulatory compliance; reviews sustainability and climate-related reporting; monitors the effectiveness of policies, actions, metrics and objectives.	Receives reports at least every six months from the ESG Steering Committee and other control functions; reports regularly to the Board of Directors.
ESG Steering Committee	Coordinates and monitors ESG activities across the Group; assesses and monitors climate-related and broader ESG impacts and risks; supports the development and implementation of ESG and climate-related policies; oversees sustainability reporting and data collection, including climate-related disclosures.	Reports to the AC on a yearly basis and on an ad hoc basis as required; within the risk management presentation, ESG topics are also addressed.
ESG Workstreams (led by senior management and owned by Operating Board members)	Thematic workstreams covering People Excellence, Human Rights, Climate Change (Scopes 1 and 2), Sustainable Supply Chains (including Scope 3), Food Waste, Circular Economy and Nutrition; led and deputised by senior management subject-matter experts and owned by an Operating Board member; responsible for monitoring performance against targets, identifying emerging risks and opportunities, and implementing agreed actions.	Provide periodic updates to the ESG Steering Committee, aligned with planning and reporting cycles, with escalation of material issues as required.

3. Risk Management

Princes has adopted an Enterprise Risk Management ("ERM") framework to safeguard its assets, finances and reputation, while enabling the Group to balance risk and opportunity in an evolving business landscape. Supported by robust internal controls and a strong culture of risk awareness, risk management is integral to achieving Princes' strategic objectives and delivering long-term sustainable value (please refer to page 20 of the AR25).

Princes took into account the assessments methodology and analyses carried out at wider Group level, including NewPrinces Group as the major shareholder when performing its climate risk assessment. In particular, the ESRS Double Materiality Assessment and the Enterprise Risk Management ("ERM") processes developed by the Parent Company were considered, ensuring that these documents are closely interconnected and developed through an integrated approach. Together, they ensure consistency, alignment and cross-referencing, providing a coherent view of the Group's risk profile, material impacts and financial exposures. This integrated framework enables consistent quantification, prioritisation and management of climate-related risks alongside other strategic, operational and financial risks.

Continuous alignment between these processes is maintained over time, including in the context of the Group's ongoing acquisitions. This ensures that climate-related risks and NewPrinces Group's ESRS[2] Impact, Risk and Opportunities ("IROs") associated with newly acquired companies are appropriately reflected within the ERM framework and related assessments, and that the scope of analysis remains consistent with the evolving perimeter of the Group's business metrics, supporting the identification and prioritisation of appropriate risk management measures.

2 The ESRS (European Sustainability Reporting Standards) are European standards adopted by the European Commission that define the content and structure of sustainability reporting under the Corporate Sustainability Reporting Directive (CSRD), ensuring transparency, comparability and reliability of ESG information.

TCFD report continued

Process and methodology

Climate-related risks and opportunities are identified and assessed through a structured process involving relevant business functions and ESG governance bodies, as described in the Governance section. The assessment considers both physical and transition climate-related risks and opportunities, reflecting the Group's exposure across its operations and value chain.

Risks classification	
Physical risks	Those associated with the impact from climate change, arising from extreme events or progressive phenomena. These risks may have economic and financial implications for companies (e.g. direct damage to assets), leading to increasing costs as the frequency and severity of such events increase. They can be either acute (event-driven, including increased severity of extreme weather events) or chronic (longer-term shifts in climate patterns).
Transition risks and opportunities	Those associated with the transition to a lower-carbon economy, which may entail extensive policy, legal, technology, and market changes to address mitigation and adaptation requirements related to climate change. Depending on the nature, speed, and focus of these changes, transition risks may pose varying levels of financial and reputational risk to organisations.

The assessment was informed by a range of climate scenarios reflecting different potential pathways. Physical risk scenarios are based on Representative Concentration Pathways ("RCPs"), while transition ones draw on International Energy Agency ("IEA") pathways. These scenarios support a forward-looking, qualitative assessment of potential impacts across the Group's operations and value chain under different plausible future conditions, rather than serving as precise quantitative forecasts.

Each risk was mapped for at least two climate scenarios and then assessed. As a result, a single risk may have different scores depending on the scenario considered. Concerning transition risk and opportunities, the high-carbon (business-as-usual) assumes no stringent decarbonisation policies, hence entails limited transition-related impacts for the purposes of this assessment.

Climate scenarios for physical risks	Climate scenarios for transition risks and opportunities
RCP 2.6 (Aggressive mitigation)	Low Carbon (<2°C)
RCP 4.5 (Strong mitigation)	Disorderly transition (2°C)
RCP 8.5 (Business as usual)	

The identified climate-related risks and opportunities were assessed using the Group's established ERM risk assessment methodology and scale, considering both the severity and likelihood of occurrence. The time horizons over which impacts may materialise – short, medium and long term – are aligned with those defined by ESRS 1, "General requirements"[3]. To determine which climate-related risks and opportunities could have a material financial impact on the Group, Princes applies a structured quantitative assessment that evaluated each item across three key dimensions: the magnitude of potential financial impact (severity), the likelihood of occurrence (probability), and the expected duration of the impact over time. These dimensions were combined to generate an overall risk score, enabling the classification of climate-related risks into three categories – low, medium or high – as well as their consistent comparison and prioritisation across the business.

Given the nature of the Princes' value chain and its reliance on climate-dependent raw materials, the assessment also considered upstream physical climate risks. The analysis focused on key macro-categories of purchased materials and prioritised those with the greatest economic relevance, namely crops, fish and meat, for which the main relevant physical climate risks were identified. Packaging, while representing a significant purchased category in absolute terms, was excluded from the analysis as it was assessed to be marginal in terms of exposure to physical climate risks. The countries of origin associated with the selected categories were then analysed. As sourcing spans multiple geographies and, given the current level of data granularity, a fully detailed alignment between purchasing locations and production areas is not always feasible. Therefore, for this year, the assessment adopted a global-level analysis of the main physical climate risks affecting these supply categories under different climate scenarios. Further refinement of the geographic alignment has been identified by Princes as an area for methodological improvement in the coming years, as data availability continues to evolve.

Furthermore, the climate risk assessment is based on a combination of internal data, external data sources and management judgement. Key assumptions relate to future climate outcomes, regulatory developments, market conditions and the availability and effectiveness of mitigation and adaptation measures. Given the inherent uncertainty associated with climate change and long-term scenario analysis, data availability, scenario uncertainty, and the evolving nature of climate science represent inherent limitations of the analysis. Insights from the scenario analysis are used to assess the resilience of the Group's strategy under different climate-related pathways and to inform risk management actions, strategic planning and decision-making.

3 The time horizons considered in the report have been defined in compliance with ESRS 1, 6.4, par. 77. Specifically, the short term corresponds to the reporting period in question, whereas medium and long-term time horizons are considered respectively between >1 and <5 years and >5 years from reporting year.

4. Strategy

Princes Group recognises that climate change poses both risks and opportunities that may materially influence its strategic priorities, operating model, and financial planning. In this context, the Group's strategy aims at delivering sustainable long-term value creation by embedding ESG considerations into strategic decision-making, combining it with organic growth, selective value-accretive acquisitions and the continued activation of operational and commercial synergies.

Climate-related issues are progressively considered within the Group's strategic and financial planning through the sustainability agenda and existing governance and risk management frameworks. The Group is currently in a phase of integration, with climate-related strategies and plans – beyond the Net Zero ambition – under development; therefore, the interaction with financial planning is not yet fully embedded in a holistic and quantitative manner. As of today, climate-related risks and opportunities were assessed across short-, medium- and long-term horizons and prioritised based on their potential financial impact, likelihood and duration. At this stage, impacts on Princes' financial performance and financial position were assessed, informed by cross-functional inputs across the Group, including expertise from Finance, Procurement, Logistics and Operations, and considering potential effects on revenues, CapEx and OpEx. Climate-related scenario analysis has been conducted to support risk identification and strategic awareness, while its use to directly inform detailed financial planning remains under development.

2025 Results

In 2025, Princes conducted an analysis to identify the main physical and transition climate-related risks affecting the Group. The key results of the scenario analyses are presented below.

	Changing temperature, variability and heat stress		Heatwave and heat stress	Sea level rise
Scenario	RCP 8.5	RCP 4.5	RCP 8.5	RCP 8.5
Time horizon	Long and medium term		Long term	Long term
Impact on the Group	These physical risks affect all Princes' upstream operations, particularly those related to crop, fish, and animal-based products. Long-term increases in average temperatures and greater temperature variability are expected to alter crop growth conditions and productivity, disrupt fish distribution and availability due to ocean warming, and increase temperature-driven impacts on livestock productivity and feed systems across key sourcing regions. As a result, Princes may face higher costs and increased volatility in raw-material procurement, reduced availability of commercially relevant fish species, and greater supply and cost variability for animal products driven by impacts on livestock health, productivity, and feed availability.		These physical risks affect the entire value chain, as higher average temperatures increase cooling and refrigeration requirements across facilities, logistics, and distribution, creating sustained pressure on energy consumption and operating costs. Rising temperatures may also stress cold-chain systems, increasing the risk of operational disruption, product spoilage, and logistics delays. As a result, Princes may face higher capital investment and maintenance costs for adaptation measures.	This physical risk affects Princes' manufacturing and warehouse operations, with assets located in Mauritius and the UK exposed to sea-level rise. Projections indicate sea-level rise above the global average in some regions, amplifying storm-surge flooding and chronic coastal inundation, alongside increasing tidal impacts, coastal flooding, and erosion affecting low-lying sites. As a result, Princes may face higher asset-related and insurance costs, as well as increased capital expenditure for coastal protection measures, including the elevation, reinforcement, or potential relocation of critical assets due to the long-term degradation of perimeter structures.

	Coastal erosion	Precipitation and hydrological variability	Soil degradation and erosion
Scenario	RCP 8.5	RCP 8.5	RCP 8.5
Time horizon	Long term	Long term	Long term
Impact on the Group	This physical risk affects Princes' own manufacturing operations in Mauritius, where stronger wave action, sea-level rise, and storm-surge events increase coastal erosion and threaten perimeter areas, access roads, and external logistics zones. As a result, Princes may face higher operating costs, including asset damage and insurance premiums, as well as increased capital expenditure for shoreline protection, reinforcement works, seawalls, and land-stabilisation measures.	This physical risk affects Princes' own operations, as high-emissions scenarios indicate a very likely increase in heavy precipitation, intensified hydrological cycles, and more pronounced drought–flood oscillations across most inhabited regions. Increasing variability in rainfall patterns and water availability may lead to higher operational costs driven by unstable hydrological conditions.	These physical risks affect Princes' upstream operations, particularly those related to crop- and animal-based products. More frequent droughts, extreme rainfall, and increasing climate variability accelerate soil erosion and long-term land degradation, reducing crop yields, pasture quality, and feed crop productivity. As a result, Princes may face increased input costs and supply disruptions driven by reduced availability and higher prices of agricultural raw materials and animal products across its upstream supply chain.

TCFD report continued

2025 Results continued

	Drought, wildfire, heatwave and water stress	Market	Policy and legal
Scenario	RCP 8.5	Low Carbon (<2°C)	Low Carbon (<2°C
Time horizon	Long term	Medium term	Medium term
Impact on the Group	These physical risks affect Princes' upstream crop supply chain, as rising temperatures and altered precipitation patterns increase the frequency and severity of droughts and create conditions that heighten wildfire risk. These impacts may reduce the availability of key raw materials, such as tomatoes, vegetables, and fruit-based ingredients, leading to higher supply costs and procurement volatility driven by prolonged rainfall shortages and wildfire-related disruptions.	This transition risk arises from shifting consumer preferences towards food products aligned with health, convenience, and sustainability, with a large majority of consumers expressing concern about pesticide use and the carbon footprint of food. Failure to meet evolving expectations from retailers and end-consumers for products demonstrating a lower or positive environmental impact may result in revenue pressure and loss of market share for Princes.	This transition risk arises from increasingly stringent ESG and climate-related disclosure requirements in the EU and the UK, including mandatory sustainability reporting aligned with ESRS and climate-related financial disclosures aligned with the TCFD framework. Meeting these obligations may require additional investment in systems, data management, and internal processes, resulting in higher compliance and reporting costs, including those related to emissions reporting.

	Technology	Reputation
Scenario	Low Carbon (<2°C)	Low Carbon (<2°C)
Time horizon	Medium term	Medium term
Impact on the Group	Some Princes Group brands rely on cold-chain systems for the storage and transport of specific products (e.g. fish and dairy). Compliance with evolving climate-related regulations and the transition to lower-emissions technologies – such as the adoption of lower-GWP refrigerants and improvements in cold-chain energy efficiency – may require additional capital investments and lead to increased operating costs.	Reputational impact may arise from non-compliance with environmental legal requirements within the supply chain (e.g. overfishing or unsustainable farming practices). Princes is exposed to reputational and commercial risks if such requirements are not adequately met across its operation and supply chain, potentially leading to negative reactions not only from consumers but also from customers, investors, and other stakeholders.

In addition to the actions described in other sections of the report (please refer to page 34 of the AR25) potential mitigation actions identified for the near term include further integrating upstream physical climate risk assessments into procurement decision-making to identify supply chain vulnerabilities, assess alternative sourcing options and balance the cost/benefit trade-offs of supply diversification; strengthening engagement with key suppliers to support the adoption of climate-resilient production practices; and enhancing monitoring and early-warning mechanisms to anticipate and manage climate-related supply disruptions.

5. Metrics and Targets

Princes uses a range of climate-related and sustainability metrics and targets to monitor its exposure to climate-related risks and opportunities, track performance over time and support strategic decision-making. Metrics and targets, aligned with the Group's strategic objectives, are monitored on an annual basis and contribute to improving resource efficiency, supply chain resilience and emissions reduction over time (please refer to page 35 of the AR25).

In 2024, Princes' Science Based Targets aligned with a 1.5°C Net Zero pathway were validated, establishing both near-term and long-term targets. These targets cover emissions from own operations and the energy purchased (Scopes 1 and 2), as well as emissions arising from broader value-chain activities (Scope 3), including raw materials, transportation and waste.

Target	Metric	2022 (baseline)	2025 performance
Scope 1: -50.4% by 2032, -90% by 2050	Absolute GHG emissions (tCO_2e)	66,460	65,044
Scope 2: -50.4% by 2032, -90% by 2050	Absolute GHG emissions (tCO_2e)	41,672	42,643
Scope 3: -50.4% by 2032, -90% by 2050	Absolute GHG emissions (tCO_2e)	2,630,000	2,247,697
Renewable electricity for operations: 100% by 2030	Share of electricity sourced from renewable sources	40%	65.50%
Annual climate risk assessment and update	Completion of annual climate risk review	–	Completed

The table below summarises the Princes's greenhouse gas emissions across Scopes 1, 2 and 3 for the reporting period, calculated in accordance with the GHG Protocol and used to support monitoring performance and progress against the Group's climate-related targets.

Emission Scope (tCO_2eq)	2025
Scope 1	102,570.00
Scope 2 location-based	52,366.00
Scope 2 market-based	35,432.00
Scope 3	2,973,153.43
Category 1 – Purchased goods and services	2,785,615.20
Category 2 – Capital goods	10,168.16
Category 3 – Fuel- and energy-related activities	35,547.43
Category 4 – Upstream transportation and distribution	69,339.99
Category 5 – Waste generated in operations	792.70
Category 6 – Business travel	1,353.67
Category 7 – Employee commuting	6,713.05
Category 8 – Upstream leased assets	–
Category 9 – Downstream transportation and distribution	33,718.83
Category 10 – Processing of sold products	27,713.88
Category 11 – Use of sold products	–
Category 12 – End-of-life treatment of sold products	1,765.00
Category 13 – Downstream leased assets	425.51
Category 14 – Franchises	–
Category 15 – Investments	–
Total emissions (location-based)	3,128,089.43
Total emissions (market-based)	3,111,155.43

SECR – Streamlined Energy and Carbon Reporting

In this section, we provide an overview of FY 2025 and FY 2024 energy consumption, emissions, energy efficiency measures, and overall energy performance in alignment with SECR guidelines. We outline key metrics in accordance with the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018.

SECR disclosure has been limited to the financial year 2025, in light of the significant changes which occurred to the Princes Group perimeter during the year and its listing on the London Stock Exchange, which affect the comparability of data across reporting periods.

	Current reporting year 2025	
	UK	Global (offshore UK)
Emissions from activities for which the Company owns or controls including combustion of fuel & operation of facilities (Scope 1 – tCO_2e)	40,805.48	61,764.50
Emissions from purchase of electricity, heat, steam and cooling purchased for own use (Scope 2, location-based – tCO_2e)	25,605.15	26,760.94
Total gross Scope 1 & Scope 2 emissions (tCO_2e)	**66,410.63**	**88,525.44**
Energy consumption used to calculate above emissions (kWh)	298,515.76	390,114.18
Intensity ratio (gross tCO_2e Scope 1 + 2) / revenue in £'000	1.67*	
Emissions from purchase of electricity, heat, steam and cooling purchased for own use (Scope 2, market-based – tCO_2e)	800.11	34,631.72
Total Scope 1 & Scope 2 emissions – market-based (tCO_2e)	**41,605.59**	**96,396.22**

* Statistic is consolidated across UK and Global.

Princes Group PLC operates as a food and drink manufacturing company with operations encompassing multiple sites across the United Kingdom, Mauritius, Italy, Germany, Poland and France. Our emissions data includes all locations where we maintain operational control, including manufacturing sites, distribution hubs, and corporate offices. Gas and electricity usage, prepared by Princes, has been collected using data from third-party meter readings, while business mileage data has been collected from Princes' employee expense system. Usage volumes have been calculated through the UK Government's greenhouse gas reporting conversion factors. Energy use is presented in Gross Calorific Value kWh ("kWh") and emissions are presented in Tonnes of CO_2 equivalent ("tCO_2e").

During FY 2025, our Operational Excellence environmental programme advanced a structured pipeline of initiatives aimed at reducing energy use, cutting waste, and improving resource efficiency across multiple sites. Priority actions included waste reduction and process optimisation (e.g., yield and variance improvements, stock-loss prevention), utilities efficiency (targeted reductions in electricity, gas and water consumption, including recovery and reuse projects), and renewable/low-carbon measures such as solar panel installations and biogas utilisation/heat recovery. Looking ahead, the programme continues with further site-based initiatives spanning energy demand reduction, utilities optimisation, and packaging/material changes designed to lower lifecycle impacts. Progress will be tracked through operational KPIs (e.g., energy and water consumption trends, project completion status, and performance against baselines) and will support SECR reporting by linking delivered initiatives to changes in total energy consumption (kWh) and associated GHG emissions (tCO_2e).

Non-financial and sustainability information statement

The table below is intended to set out where stakeholders can find information on key areas in accordance with the Non-Financial and Sustainability Reporting requirements contained in sections 414CA and 414CB of the Companies Act 2006.

Reporting requirement as per Companies Act 2006 414CA and 414CB	Section	Page reference	Relevant policies
Planet			
1(a) environmental matters (including the impact of the company's business on the environment)	Planet	35, 37-38	• Environmental, Health & Safety Policy • Sustainability Policy • Deforestation Policy
People			
1(b) the company's employees	People	36	• Environmental, Health & Safety Policy • Sustainability Policy • Ethical Trade Policy • Modern Slavery Statement • Migrant & Contract Worker Policy • Code of Conduct
1(c) social matters	People	34, 36	
1(d) respect for human rights	People	36	
Anti-bribery and corruption			
1(e) anti-corruption and anti-bribery matters	Corporate Governance Report	58	Anti Bribery Policy
Business model			
2(a) a brief description of the company's business model	Our business model	20-21	
Risk management			
2(d) a description of the principal risks relating to the matters mentioned in subsection	• Our Approach to Risk Management • Viability Statement	50-57	Risk Management Policy
Non-financial performance			
2(e) a description of the non-financial key performance indicators relevant to the company's business	• Key performance indicators • ESG report • TCFD report • SECR	26-27 35 44-45 45	

Reporting requirement as per Companies Act 2006 414CA and 414CB	Section	Page reference	Relevant policies
Climate-related financial disclosures as required by sections 414CA and 414CB of the Companies Act 2006			
(a) description of the company's governance arrangements in relation to assessing and managing climate-related risks and opportunities;	• ESG report • TCFD report	35 41	See above under Environmental matters
(b) a description of how the company identifies, assesses, and Manages climate-related risks and opportunities;		41 50, 55	
(c) a description of how processes for identifying, assessing, and managing climate-related risks are integrated into the company's overall risk management process;		41-43 50-51, 55	
(d) a description of — (i) the principal climate-related risks and opportunities arising in connection with the company's operations, and		43-44	
(d) a description of — (ii) the time periods by reference to which those risks and opportunities are assessed;		42-44	
(e) a description of the actual and potential impacts of the principal climate-related risks and opportunities on the company's business model and strategy;		43-44	
(f) an analysis of the resilience of the company's business model and strategy, taking into consideration different climate-related scenarios;		43-44	
(g) a description of the targets used by the company to manage climate-related risks and to realise climate-related opportunities and of performance against those targets; and		35 44	
(h) a description of the key performance indicators used to assess progress against targets used to manage climate-related risks and realise climate-related opportunities and of the calculations on which those key performance indicators are based		44-45	

Section 172 statement

Engaging with our stakeholders

In accordance with the requirements of Section 172(1) of the Companies Act 2006 (the "Act"), a director of a company must act in a way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so, have regard, amongst other matters to:

(a) the likely consequences of any decisions in the long term;
(b) the interests of the Company's employees;
(c) the need to foster the Company's business relationships with suppliers, customers and others;
(d) the impact of the Company's operations on the community and the environment;
(e) the reputation for a high standard of business conduct; and
(f) the need to act fairly as between members of the Company.

This Statement sets out how the Directors have had regard to those factors during the financial year ended 31 December 2025.

On these pages, we identify our key stakeholder groups and describe how their interests and concerns are considered by the Board. The information spans FY 2025 and therefore covers most of the year that was overseen by the pre-IPO Directors as well as the Board of the Company from November 2025.

The Board considers the Group's key stakeholders to be:

	Why do they matter?	How do we benefit them?	What matters to them?	How do we engage with them?
Our shareholders	Having successfully transitioned to public ownership in November 2025, engaging with shareholders will be an important and ongoing process.	We aim to provide long-term capital growth by growing our revenue and market share.	• Financial performance • Long-term value • Governance and adherence to the UK Corporate Governance Code	• The Investor Relations Director is responsible for overall investor engagement and will ensure that the Board is aware of investor views. • Regular in-depth feedback on investors is provided by the Company's corporate brokers. • Investor roadshows will be held following the interim and full-year financial results. • The Annual General Meeting will be an opportunity for investors to ask questions of the Board.
Our people	The Group's culture has evolved in recent years in line with the ambition to be an "Employer of Choice". The Group was recognised as one of the best employers in the UK and Europe in 2025 in the Food, Drink, Alcohol & Tobacco sectors (Financial Times, Best Employers 2025).	Through the development and implementation of the Group's People Excellence Strategy, the business has created a compelling colleague value proposition that has enabled colleague retention and candidate attraction to the business. The Group had an employee retention rate of 80% as of 2024.	• Inclusivity • Trust • Empowerment • Community	• The Group is a member of various diversity and inclusion organisations, including One Million Mentors, Hidden Disabilities and the LGBT Foundation, supports the Women's Empowerment Principles and is a signatory to the Race at Work Charter which asks businesses to make a public commitment to improving equality of opportunity in the workplace. • There is engagement on a regular basis with the Employees' Workers Council and trade unions on pay reviews and other matters. • Louise George has been appointed as the Company's designated Non-Executive Director for Workforce Engagement in accordance with the UK Corporate Governance Code. • Further details can be found in the Environmental and Social Governance ("ESG") Report on page 34.

	Why do they matter?	How do we benefit them?	What matters to them?	How do we engage with them?
Our customers and consumers	The Group strives to drive consumer well-being by selling healthy, high-quality products at affordable prices. The Group seeks to position itself as a global leading provider of "healthy food products".	The Group is a leading operator in the United Kingdom and European food and beverage sector. The Group has leading positions in both branded and customer own brand products across its five business units, being (i) Foods; (ii) Fish; (iii) Italian; (iv) Oils; and (v) Drinks. The Group has strong and long-standing relationships with its key suppliers and is a long-term, trusted partner of choice for a diverse range of blue-chip customers. The Group exports its products to more than 60 countries and has more than 8,000 customers globally.	• Reliability • High-quality products • Health and nutrition • Affordability	• Long-term partnerships • Own label expertise • Innovation • Sustainability Further details can be found in the Strategic Report on pages 16 and 22.
Our suppliers	The Group has strong and long-standing supply partnerships, with a supply network that stretches to more than 3,000 direct suppliers spanning more than 50 countries. The Group prides itself on maintaining long-term relationships with its suppliers, with over 30 of the Group's top suppliers having supplied products to the Group for more than 20 years.	Long-term relationships forged with key suppliers that help to provide certainty of prices paid for raw materials.	• Supply chain sustainability. • Certainty of prices paid.	• Regular meetings to agree contracts and prices. • Proactive engagement with suppliers, NGOs and other stakeholders to improve sustainability and help protect ocean ecosystems. • Regular supplier quality assessment audits. Further details can be found in the Environmental and Social Governance ("ESG") Report on pages 34.
Community and environment	The Group acknowledges its responsibility to minimise its environmental impact and embed sustainability across its business. The Group acknowledges that its people remain at the core of everything we do. Beyond our internal engagement, the Group's focus extends to the communities in which it operates, where the Group continually strives to act as a responsible employer and trusted partner.	The Group continues to invest in energy-efficient technologies at its manufacturing sites, making meaningful progress towards its sustainability targets and preparing for evolving regulatory requirements. The Group prioritises efficiency and skills development for its workforce.	• Environmental stewardship. • Social responsibility.	Details can be found in the Environmental and Social Governance ("ESG") Report on pages 34.

Principal risks and uncertainties

Our Approach to risk management

Effective risk management is integral to delivering our strategic objectives and creating long-term sustainable value. Our framework is designed to safeguard assets, financial performance and reputation, while enabling informed decision-making in a dynamic operating environment.

The Board retains ultimate responsibility for risk management and internal control. It oversees the regular identification and monitoring of strategic and emerging risks, supported by annual risk workshops with senior leadership. The Board sets the Group's risk appetite and approves policies that define acceptable risk levels in line with strategic objectives.

A formal Risk Register captures principal risks, key indicators, potential impacts and mitigation plans, with clear executive ownership. Reviews are conducted by the Audit and Risk Committee and the Board.

Risk Management Framework

Risk identification is a continuous process embedded across the Group, with registers maintained at both Group and operational levels to capture principal and emerging risks. Each register is regularly reviewed to assess both gross and residual risk, ensuring that mitigation strategies remain effective.

Risks are evaluated using a five-by-five risk scoring matrix that considers likelihood and impact across financial performance, operational continuity, regulatory compliance and reputation. As a premium listed company, we present our TCFD-aligned climate disclosures and the required UKLR 6.6.6 statement in the Strategic Report. During the year, this matrix was refreshed to confirm that thresholds remain appropriate for the current risk environment.

The Risk and Internal Audit function provides independent assurance over the effectiveness of risk management and internal controls. Findings are reported to management with agreed actions tracked to completion. During the year this work informed enhancements processes and the planned upgrade of our risk management system.

Governance roles

- The Board holds ultimate responsibility for risk management and internal control, ensuring that risks are identified, assessed and managed effectively across the Group. It sets the overall risk appetite and approves the Risk Management Framework, policies and procedures.
- The Audit and Risk Committee monitors the effectiveness of risk management and internal controls, reviewing reports from management, Internal Audit and external auditors, and reporting its conclusions to the Board.
- The Risk Management department supports consistency, coordination and reporting across the Group.
- Internal Audit provides independent assurance as the third line of defence.

Risk appetite

The Board reviews and sets the Group's risk appetite annually for each principal risk, setting clear boundaries on acceptable risk levels and guiding decision-making in support of our strategic objectives. The Group seeks to minimise exposure to risks that could materially damage its reputation, financial position or operational resilience, while recognising that an appropriate level of risk is inherent in pursuing strategic growth. As a food producer, we maintain a very low appetite for risks relating to food safety and integrity, health and safety and cyber security, with controls designed to reduce risks to the lowest practicable level. In contrast, a higher tolerance is accepted for certain commercial and strategic risks, such as reliance on key customers or investment in growth initiatives, where returns are considered proportionate and aligned with strategy.

Risk appetite statements are aligned to the Group's risk scoring methodology and have been refreshed during the year to confirm ongoing relevance. Stakeholder considerations informing risk appetite and principal decisions are described in the Section 172(1) Statement within the Strategic Report.

Principal risks and uncertainties

The Group faces a range of risks and uncertainties inherent in its operations. The Board has undertaken a robust assessment of the principal risks, including those that could compromise the Group's business model, future performance, solvency or liquidity. These principal risks, together with mitigation strategies and alignment to strategic priorities, are detailed in the risk tables within the Annual Report.

The assessment reflects the increased scale and complexity of the Group and considers both external risks, arising from market, economic and regulatory factors, and internal operational risks. Other risks are managed through the Group's wider risk assessment processes and are monitored on an ongoing basis.

Our Viability Statement, including the assessment period, assumptions and conclusion, is set out in the Strategic Report.

Principal risks and uncertainties continued

Emerging risks

In addition to managing current risks, the Group actively monitors emerging risks that could affect longer-term performance. Emerging risks are identified through our integrated top-down and bottom-up risk assessment process, supported by horizon scanning and insights from internal and external sources. These risks are reviewed periodically with the Audit and Risk Committee.

During the year, several emerging risks were highlighted and robust programme governance and independent assurance have been established to mitigate these risks. We also maintain close observation of broader macroeconomic and geopolitical factors due to their potential impact on inflation, supply chain stability and labour relations.

Climate change continues to pose significant challenges to raw material availability and quality, alongside evolving regulatory and reporting requirements in sustainability. Other emerging risks identified include the rapid development of artificial intelligence and animal health concerns. These risks are assessed not only for potential threats but also for opportunities, ensuring that mitigation actions are documented and implemented promptly to minimise exposure.

Internal control system

The Group's internal control system is designed to manage, rather than eliminate, the risk of failing to achieve business objectives and provides reasonable assurance over control effectiveness. It is underpinned by Group-wide policies, procedures, training and monitoring, with clear accountability held by management.

In preparation for Provision 29 of the UK Corporate Governance Code, the Board has approved a programme to define our material controls, establish evidence standards and conduct dry run testing to support a future declaration of effectiveness. The Group has an established internal control environment. During the year, this was strengthened through enhanced assurance mapping for principal risks and a Fraud Risk Management Assessment aligned with legislative developments.

The Directors' Going Concern statement is presented in the notes to the financial statements.

Food Safety & Quality

Risk Description	Mitigation & Governance	Trend
Food safety and product integrity are fundamental to the Group's brands, customer relationships and licence to operate. As a manufacturer of branded and customer own-label products, the Group is exposed to risks arising from contamination, quality failures, labelling errors or non-compliance with food safety standards across its operations or supply chain. Such incidents could result in product recalls or withdrawals, regulatory action, loss of customer confidence and reputational damage, with associated financial and operational consequences. In extreme cases, a significant food safety failure could lead to the loss of preferred supplier status with key customers and have a material adverse effect on the Group's performance.	• Rigorous Standards: Strict adherence to international quality protocols and internal safety standards across all production sites. • Supply Chain Management: Robust sourcing processes and raw material assessments to identify and neutralise contamination risks at the entry point. • Audit & Inspection: Continuous oversight via regular internal audits, third-party inspections, and annual customer-led factory assessments. • Horizon Scanning: Active monitoring of the evolving regulatory landscape in the UK and EEA to ensure early compliance with stricter health, safety, and environmental laws. • Incident Response: Established protocols for rapid product withdrawal and recall to minimise consumer exposure and brand damage.	−

People & Workplace Safety

Risk Description	Mitigation & Governance	Trend
The Group's performance depends on attracting, retaining and safeguarding a skilled and engaged workforce across manufacturing, technical and commercial functions, with a particular reliance on safe, well-controlled manufacturing environments. The Group is exposed to risks arising from occupational health and safety hazards, labour availability, industrial relations and wage inflation. Failure to maintain effective health and safety controls, training and supervision could result in serious injury or ill health, regulatory enforcement action and operational disruption, while workforce instability or industrial action could further increase costs or constrain capacity. Serious safety incidents or sustained workforce disruption could adversely affect productivity, customer service and the Group's reputation with employees, customers and regulators, and may result in increased scrutiny from enforcement authorities.	• Safety-First Culture: Enforcing rigorous H&S standards and training specifically tailored to industrial machinery. We utilise active monitoring of accident rates and "near-miss" reporting to drive continuous safety improvements. • Proactive Industrial Engagement: Maintaining open, management-led dialogue with unions and the EWC to resolve disputes promptly and ensure compliance with evolving post-Brexit labour laws. • Strategic Talent Management: Implementing robust recruitment and creating a stimulating, dynamic and continuously evolving environment to mitigate turnover in key technical and commercial roles. • Workforce Planning & Automation: Monitoring legislative changes for early budgetary adjustment, alongside continuous investment in automation to improve productivity and reduce manual dependency in high-scarcity areas. • Liability Protection: Maintaining comprehensive employer's liability insurance and robust legal oversight to manage and defend against potential personal injury or regulatory claims.	−

Trend Key: Stable Increase Decrease

Supply Chain Integrity & Resilience

Risk Description	Mitigation & Governance	Trend
The Group relies on a complex, global supply chain to secure raw materials, packaging and services that meet quality, ethical and commercial requirements. Risks arise from supplier concentration, operational disruption, geopolitical events, logistics constraints and increased scrutiny of sourcing practices. Disruption to supply or failures in supplier standards could reduce product availability, increase input costs or affect service levels to customers. Prolonged disruption or ethical non-compliance may weaken customer confidence and place pressure on margins or volumes, particularly in a competitive retail environment.	• Inventory & Accreditation Management: Strategic stockpiling of critical raw materials and proactive management of a "warm" pipeline of pre-accredited alternative suppliers to ensure rapid switching capacity. • Diversification & Strategic Sourcing: Maintaining a global network of producers and implementing strict sourcing standards to meet ESG expectations. • Resilience Planning: Continuity planning and cybersecurity frameworks to minimise downtime from equipment failure, natural disasters, or digital breaches. • Stakeholder & Crisis Management: Active "horizon scanning" of digital media and proactive dialogue with NGOs and regulators to address ethical concerns before they escalate into public campaigns.	Increase

Operations & Asset Integrity

Risk Description	Mitigation & Governance	Trend
The Group's manufacturing performance depends on the reliability and resilience of its production assets, utilities and infrastructure. The Group is exposed to risks from equipment failure, ageing or specialist assets, utility interruption, cyber-physical incidents and delays in maintenance or recovery following disruption. Operational failures could lead to production downtime, increased costs and service disruption. If disruption is prolonged or affects critical sites, there is a risk of lost sales, customer dissatisfaction and pressure on profitability.	• Transfer Readiness & Capacity Mapping: Maintain SKU/format transfer maps and playbooks, dual tooling where feasible, and the documentation needed to accelerate external approval/assurance steps when invoking cross-site transfers. • Utilities Resilience & Monitoring: Strengthen redundancy and protection for critical services (e.g., backup/alternative feeds, boiler/steam reliability, refrigeration contingency), with alarms, load-shedding, and tested procedures for power-outage and loss-of-site scenarios. • Asset Care & Readiness: Rigorous preventive/condition-based maintenance, reliable CAFM data, and defined critical spares and vendor SLAs, with monthly review of safety-critical backlog to cut reactive downtime and shorten mean time to repair ("MTTR"). • Continuity & Recovery: Site Business Continuity Plans and integrated crisis communications; support financial recovery with appropriate business-interruption ("BI")/property insurance and prepared evidence bundles.	Stable

Customers, Brand & Market Dynamics

Risk Description	Mitigation & Governance	Trend
The Group operates in a highly competitive and concentrated retail environment, with exposure to customer concentration, pricing pressure, changing consumer preferences and the need to maintain brand relevance. Failure to respond effectively to market dynamics, maintain strong customer relationships or protect brand and intellectual property could result in reduced revenues, margin pressure or loss of market share. Where volume loss or price recovery cannot be mitigated, these pressures could adversely affect earnings and the Group's strategic position.	• Strategic Partnership Integration: Deepening multi-category relationships through annual Joint Business Planning ("JBP") to secure "preferred supplier" status and align on range changes. • Consumer-Led Innovation: Utilising market intelligence and phased rollout strategies to ensure new products meet "health and wellness" and "convenience" trends while minimising capital risk. • Operational Efficiency & Flexibility: Continuous investment in manufacturing to meet evolving customer packaging formats and protect margins against low-cost competitors. • Active IP Portfolio Management: Vigilant monitoring of global trademark applications and strict contractual safeguards to protect trade secrets and brand equity. • Market & Digital Diversification: Expanding our presence in Germany and Italy to reduce UK dependency, alongside developing a robust digital strategy to capture shifting online purchasing behaviours.	Increase

Principal risks and uncertainties continued

Macroeconomic & Geopolitical Volatility

Risk Description	Mitigation & Governance	Trend
The Group is exposed to macroeconomic and geopolitical factors beyond its direct control, including inflation, commodity and energy price volatility, geopolitical conflict, trade disruption and adverse weather events. These factors may increase input and logistics costs, disrupt supply chains or affect consumer demand in key markets. Sustained cost inflation or reduced demand that cannot be recovered through pricing, sourcing or efficiency measures could place pressure on margins and cash generation.	• Advanced Horizon Scanning: Continuous monitoring of global commodity markets, political landscapes, and macroeconomic indicators to inform procurement, logistics, and capital allocation decisions. • Active Price Risk Management: Utilising a robust hedging framework and forward contracts (12 to 18-month horizon), particularly for wheat and energy, to provide price certainty and protect margins. • Dynamic Sourcing & Resilience: Developing an agile, global supplier network that allows for rapid shifts in procurement to bypass conflict zones or regions affected by natural disasters. • Strategic Cost Pass-Through: Engaging in proactive dialogue with retail partners to implement fair pricing adjustments in response to verified input cost inflation. • Market & Category Diversification: Offering a broad range of products across various price points (from budget to premium) to buffer against localised economic downturns and changes in consumer confidence.	

Compliance, Legal & Ethics

Risk Description	Mitigation & Governance	Trend
The Group operates within a complex and evolving legal and regulatory framework across multiple jurisdictions, including food law, environmental regulation, employment law and corporate ethics requirements. Failure to comply with applicable laws, regulations or ethical standards could result in fines, sanctions, litigation, operational restrictions or reputational damage. In serious cases, regulatory enforcement or loss of licences or approvals could disrupt operations and adversely affect the Group's performance and reputation.	• Horizon Scanning & Regulatory Liaison: Proactive monitoring of legislative shifts and maintaining transparent relationships with government bodies and environmental agencies to ensure early compliance and smooth permit renewals. • Comprehensive Ethics Framework: Rigorous internal policies, mandatory training programmes, and whistleblowing channels to prevent bribery, corruption, and money laundering. • Robust Quality & Audit Protocols: A dedicated compliance team performing regular internal and third-party audits of food safety, labelling, and supplier due diligence to ensure "audit readiness" at all times. • Strategic Technical Investment: Ongoing capital allocation for plant upgrades and environmental technologies to meet or exceed heightened regulatory and safety standards. • Crisis Management & Legal Oversight: Maintaining specialist legal counsel and crisis communication strategies to manage litigation, product recalls, or public inquiries while protecting the Group's brand equity.	

Cybersecurity & Technology

Risk Description	Mitigation & Governance	Trend
The Group increasingly relies on digital systems to support manufacturing, logistics, commercial and corporate activities. This creates exposure to cybersecurity threats, system failures, third-party vulnerabilities and risks associated with system change or integration. A cyber incident or prolonged system outage could disrupt operations, compromise data or affect the Group's ability to serve customers. A significant cyber-attack could result in operational disruption, financial loss and loss of stakeholder trust, and in severe cases may have a material impact on performance.	• Defence-in-Depth: Employment of multi-layered physical and software safeguards to protect data integrity and system availability. • Monitoring & Response: Continuous monitoring of government threat warnings and the maintenance of incident response plans to ensure rapid recovery. • System Resilience: Regular testing of backup systems and the implementation of safeguards against cross-contamination from third-party system breaches. • Due Diligence: Inclusion of comprehensive IT and cybersecurity assessments within the M&A due diligence process.	

Trend Key: Stable Increase Decrease

Climate-related Risks (Physical & Transition)

Risk Description	Mitigation & Governance	Trend
Climate-related physical and transition risks present growing challenges to the Group's operations and supply chain. The Group is exposed to risks from extreme weather events, impacts on agricultural supply, water availability, evolving environmental regulation, carbon pricing and changing stakeholder expectations. Failure to adapt to these risks could increase operating costs, disrupt supply or constrain production. Over time, these factors may place pressure on margins, asset values and supply security if not effectively managed.	• Resilient Sourcing: Diversifying the supplier base and geographic sourcing regions to mitigate the impact of localised weather events. • Sustainability Commitments: Proactively monitoring emissions and investing in energy-efficient technologies to align with – or exceed – emerging regulatory requirements. • Scenario Analysis & KRIs: Conduct climate scenario analysis (physical and transition) and monitor KRIs to inform planning and impairment tests; integrate outputs into the annual impairment cash flow modelling. • Inventory & Buffer Management: Strategic stockpiling and long-term supply planning for high-risk commodities to hedge against seasonal shortages. • Horizon Scanning: Continuous assessment of climate-related legal developments to ensure early compliance with fuel and emission standards. • Capital Investment: Allocating funds for facility upgrades to improve structural resilience against extreme weather.	Increase

Mergers, Acquisitions & Integration

Risk Description	Mitigation & Governance	Trend
Mergers, acquisitions and integration are an important element of the Group's growth strategy and involve execution, valuation and integration risks. The Group may be exposed to risks arising from competitive acquisition markets, incomplete due diligence, over-estimation of synergies or challenges integrating systems, processes or cultures. If acquisitions fail to perform as expected, this could lead to value erosion, increased costs or impairment of goodwill, adversely affecting returns.	• Regulatory Compliance: Adherence to the LSE Listing Rules – including LR 11 (Related Party Transactions), LR 10 (Significant Transactions/class tests), and LR 8 (Sponsors) where applicable – and the Companies Act to ensure transparency and shareholder protection. • Board & DoA Controls: Material M&A/JV decisions follow Board approval thresholds and the Delegation of Authority framework. • Rigorous Due Diligence: Implementation of a disciplined assessment framework to evaluate targets against strict financial and operational criteria before commitment. • Phased Integration: A structured approach to migrating acquired functions into the Group's existing platform to minimise operational disruption.	Stable

Going concern

After making enquiries, the Board has a strong expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the consolidated financial statements. The forecast for the going concern assessment period to 31 December 2027 has been updated for the business's best estimate of cash flow in the period, as per the latest trading forecasted business plan for the period.

The Board's treasury policies are in place to maintain a strong capital base and manage the Group's balance sheet and liquidity to ensure long-term financial stability. These policies are the basis for investor, creditor and market confidence and enable the successful development of the business.

The Directors have reviewed the business's cash flow projections, together with the availability of the committed borrowing facilities, for a period of at least 18 months from the date of approval of the Consolidated Financial Statements. The Directors have also considered the headroom against covenants under the Group's borrowing facilities.

The Directors have assessed the main sources of financing, being the existing sizeable liquid cash resources, and the €100 million line of credit facility.

In reviewing the cash flow forecast for the period, the Directors reviewed the trading for all business segments, considering the experience gained from events of the last three years of trading and emerging trading patterns. The Directors have a thorough understanding of the risks, sensitivities and judgements included in these elements of the cash flow forecast.

As a downside scenario, the Directors considered a situation in which inflationary costs are not fully recovered through pricing, there is an adverse movement in trading volumes within the Group and severe IT outages occur leading to a period of non-operation across the production facilities. This downside scenario was modelled without taking any mitigating actions within their control. Under this downside scenario the Group forecasts liquidity throughout the period.

The likelihood of these circumstances is considered remote for three reasons. Firstly, over such a period, management could take substantial mitigating actions, such as reviewing pricing, taking cost-cutting measures and reducing capital investment. Secondly, the Group has significant business and asset diversification and would be able to, if it were necessary, dispose of assets and/or businesses to raise considerable levels of funds. Thirdly, the Group sales overall are stable, as the products sold are cost-effective and generally not substituted as they are cupboard store essentials.

Viability statement

The Directors, in accordance with provision 31 of the UK Corporate Governance Code 2024, have assessed the viability of the Group across the next two years.

The Directors considered the Group's profitability, cash flows and key financial ratios over this period and the potential impact that the principal risks and uncertainties set out on pages 50 to 55 could have on future performance, solvency or liquidity of the Group and its resilience to threats to its viability posed by severe but plausible scenarios. Building on the analysis performed as part of the going concern review, sensitivity analysis was applied to these metrics and the projected cash flows were stress tested against a severe but plausible downside case.

These factors have also been carefully assessed with consideration of the global political environment and other political and economic events, the retail market and changes in costs including inflation. The Directors considered the level of performance that would cause the Group to exhaust its available liquidity, the financial implications of making any strategic acquisitions, macroeconomic influences such as fluctuations in commodity markets and climate-related business risks. The impact of potential mitigating actions under the Group's control were also considered in this analysis.

While the principal risks considered all have the potential to affect future performance, none of them are considered individually or collectively to threaten the viability of the Company for the period of the assessment.

The Directors also considered the business performance, nature of the Group's activities and the degree to which the business is changing and evolving, as opportunities continue to be created, as the Group is part of the wider NewPrinces Group.

To report on the viability of the Group, the Directors reviewed the overall funding capacity and headroom available to withstand severe but plausible events and carried out a robust assessment of the principal risks facing the Group, including those that would threaten its business model, future performance, solvency or liquidity.

As part of our annual business planning cycle, the Group has prepared a financial model which forecasts the cashflows, using the consolidated income statement and key balance sheet and cashflow assumptions, which also tracks covenant performance and liquidity requirements of the Group.

A downside scenario that is severe but plausible has been modelled taking account of the potential financial impact of the specific risks outlined above. The downside scenario model showed that even without taking any mitigating actions that would be available to the Group if such a scenario occurred, the Group would not breach the financial covenants in its bank facilities agreement and would have significant liquidity headroom available.

Based on the results of this analysis, the Directors consider that the Group will be able to continue in operation and meet its liabilities as they fall due over the forecasted period to the end of December 2027.

The Strategic Report has been approved by the Board of Directors and it is signed on its behalf by

Simon Harrison
Chief Executive Officer
24 April 2026

Corporate Governance

Contents

Corporate governance report

Welcome to our governance report

Angelo Mastrolia
Executive Chairman

Dear Shareholders

On behalf of the Board, I am pleased to present our first Corporate Governance Report for the year ended 31 December 2025.

The highlights of 2025 were our debut on the London Stock Exchange in November and our entry into the FTSE 250 index one month later.

As stated in the listing prospectus, the Company is governed by the 2024 UK Corporate Governance Code ("the Code"). A copy of the Code can be obtained from the Financial Reporting Council's website, www.frc.org.uk. The Company is compliant with the majority of the Code, with following exceptions:

What's inside

Board leadership

Read more on pages 64 to 65

Division of responsibilities

Read more on page 62

Remuneration

Read more on page 72

Audit, risk and internal control

Read more on page 68

2024 UK Corporate Governance Code non-compliance

Code Provision	Reason for non-compliance and mitigating actions
(9) The chair should be independent on appointment within the meaning of "independent" as defined in the Code.	Mr. Angelo Mastrolia was appointed the Executive Chairman of the Company on 30 July 2024. It is the assessment of the Board that Mr. Mastrolia was not independent upon appointment when assessed against the criteria set out in the Code, given his role as the Executive Chairman and indirect controlling shareholder of the Major Shareholder. Mr. Mastrolia will remain as Executive Chairman for as long as he is the indirect controlling shareholder of the Major Shareholder. The Company has appointed three independent Non-Executive Directors to the Board, constituted a Related Party Transaction Committee and put in place a Relationship Agreement between the Group and the Major Shareholder, which the Directors consider provides the appropriate compensating measures and governance, such that Mr. Mastrolia does not wield undue influence at the Board. In addition, Mr. David Gosnell, an independent Non-Executive Director, has been appointed as the Company's Senior Independent Director to provide a sounding board for the Chairman and to serve as an intermediary for the other Directors and shareholders.
(11) At least half the board, excluding the chair, should be non-executive directors whom the board considers to be independent.	The Board consists of five Executive Directors and three Non-Executive Directors. The Company regards this as an appropriate Board structure and does not intend for this to change for the foreseeable future. The Company regards all of its Non-Executive Directors as independent Non-Executive Directors within the meaning of "independent" as defined in the Code and free from any business or other relationship which could materially interfere with the exercise of their independent judgement.
(15) Full-time executive directors should not take on more than one non-executive directorship in a FTSE 100 company or other significant appointments.	Mr. Angelo Mastrolia, the Executive Chairman of the Company, is also the Executive Chairman and director of both the Major Shareholder and CLI, both of which are listed on Euronext Milan. Mr. Giuseppe Mastrolia and Ms. Benedetta Mastrolia are also members of the boards of directors of each of the Major Shareholder and CLI. However, the Board presently believes that Mr. Angelo Mastrolia's, Mr. Giuseppe Mastrolia's and Ms. Benedetta Mastrolia's skills, strong sector relationships, knowledge and leadership enable them to effectively perform all roles and will not be asking them to stand down from their other roles. The Group has adopted, with effect from Admission, a schedule of matters reserved for decision by the full Board, and the Board believes it has a culture of detailed review and robust challenge on significant matters.
(32) Before appointment as chair of the remuneration committee, the appointee should have served on a remuneration committee for at least 12 months.	At the time of appointment as Chair of the Remuneration Committee, Mrs. Louise George had only served on the remuneration committee of Franchise Brands plc for ten months. However, at the time this Annual Report has been published, Louise will have over 12 months experience and is managing the Remuneration Committee well.

The Company has implemented internal procedures and measures designed to ensure compliance by it, and other members of the Group, with the UK Bribery Act and other applicable anti-bribery/anti-corruption law and regulation.

Major Shareholder Relationship Agreement

NewPrinces S.p.A., as the Major Shareholder, holds over 82.74% of the shares in the Company. On 22 October 2025, the Company, the Major Shareholder and Mr. Angelo Mastrolia entered into a Relationship Agreement which will regulate the ongoing relationship between them. The Company considers, in light of its understanding of the relationship between the Major Shareholder, Mr. Angelo Mastrolia and their respective associates, that the Major Shareholder and Mr. Angelo Mastrolia can procure the compliance of their respective associates (as defined in the Listing Rules) with the Independence Provisions (as defined below) included in the Relationship Agreement.

The principal purpose of the Relationship Agreement is to ensure that the Company can carry on an independent business as its main activity. The Relationship Agreement contains, among others, undertakings from the Major Shareholder and Mr. Angelo Mastrolia that: (i) transactions and agreements with either of them (and/or any of their respective associates) will be conducted at arm's length and on normal commercial terms; (ii) neither of them nor any of their respective associates will take any action that would have the effect of preventing the Company from complying with its obligations under the Listing Rules; and (iii) neither of them nor any of their respective associates will propose or procure the proposal of a shareholder resolution which is intended or appears to be intended to circumvent the proper application of the Listing Rules (the "Independence Provisions"). Furthermore, each of the Major Shareholder and Mr. Angelo Mastrolia has agreed to procure the compliance of its respective associates with the Independence Provisions.

Pursuant to the Relationship Agreement, for such time as the Major Shareholder and its associates hold an interest in the Company that is: (i) equal to or greater than 50% of the issued ordinary share capital of the Company, they shall be entitled to appoint and remove one Director as the Chairman of the Company, and must exercise all voting rights in ordinary shares in which they have an interest to procure that not less than three Directors at any time are Independent Directors; (ii) less than 50% but not less than 30% of the issued ordinary share capital of the Company, they shall be entitled to nominate for appointment and remove (in aggregate) three Directors to the Board, and (iii) less than 30% but not less than 15% of the issued ordinary share capital of the Company, they shall be entitled to nominate for appointment and remove two Directors to the Board.

Corporate governance report continued

For such time as the Major Shareholder and its associates hold an interest in the Company that is equal to or greater than 15% of the issued ordinary share capital of the Company, they shall be entitled to appoint to the Nomination Committee one nominee Director.

The Relationship Agreement contains a non-compete obligation, whereby the Major Shareholder and Mr. Angelo Mastrolia undertake that, for so long as the Major Shareholder, Mr. Angelo Mastrolia and their respective associates hold an interest in the Company that is equal to or greater than 30% of the issued ordinary share capital of the Company, each of them shall not and they shall procure that their respective associates shall not, without the prior written consent of the Company, operate, establish or acquire a business which competes with the business of the Group as carried on as at the date of this Prospectus (or which the Major Shareholder or Mr. Angelo Mastrolia knew was reasonably being considered by the Group), excluding any business whose principal operations and activities are complementary to the food and beverage industry, and further excluding any competing business which the Major Shareholder, Mr. Angelo Mastrolia or any of their respective associates operates or has established or has acquired (or agreed to acquire) as at the date of the Relationship Agreement.

Subject to applicable law and regulation and certain confidentiality obligations, the Major Shareholder and Mr. Angelo Mastrolia will have the benefit of certain information rights for the purpose of, *inter alia*, their tax, accounting and other regulatory requirements and obligations.

The Relationship Agreement will continue for so long as: (a) the ordinary shares are listed on the equity shares (commercial companies) category of the Official List and traded on the LSE's main market for listed securities; and (b) the Major Shareholder, Mr. Angelo Mastrolia and their respective associates hold an interest in 15% or more of the issued ordinary share capital of the Company. The Directors believe that the terms of the Relationship Agreement will enable the Group to carry on its business independently of the Major Shareholder.

The Relationship Agreement is governed by the laws of England and Wales.

The Company confirms that it has carried on its main activity independently from its Major Shareholder.

Composition and independence of the Board

Changes to the Board during the financial year can be found on page 83. As at 31 December 2025, the Board consisted of eight Directors: the Executive Chairman, four Executive Directors and three independent Non-Executive Directors.

Details of each Director's experience and background are given in their biographies on pages 64 to 65. Their skills and experience are relevant and cover areas including food and beverages, financial management and control, corporate governance, mergers and acquisitions, communications and marketing.

Appointments to the Board and re-election

The Board has delegated the tasks of reviewing Board composition, searching for appropriate candidates and making any Board or Committee appointment recommendations to the Nomination Committee. Further details on the role of the Nomination Committee may be found on page 66.

All Directors will offer themselves for annual re-election at the AGM, in accordance with best practice in corporate governance. The Board considers all Directors to be effective and committed to their roles.

Stakeholders

The Board remains committed to understanding the needs of our shareholders and the wider stakeholders and it always considers how the Board's decisions impact them in the longer term. In the Section 172 Statement on pages 48 to 49 we explain who the key stakeholders are and how the Directors engage with them.

Board meetings

The Board has established a schedule of meetings for 2026 with additional meetings being convened when required.

Prior to IPO, the Board met a number of times to review, discuss and agree the Company's strategy and objectives, culture and structure. Details of these areas can be found in the Company's prospectus on the Company's website: www.princesgroupinvestors.com

Since the Company's admission to trading on the Main Market of the London Stock Exchange in November 2025, the Board has formally met twice and the table below sets out the attendance record of individual Directors:

Director	Board Meetings
Angelo Mastrolia	2/2
Simon Harrison	2/2
Fabio Fazzari	2/2
Giuseppe Mastrolia	2/2
Benedetta Mastrolia	2/2
David Gosnell	2/2
Linda Main	2/2
Louise George	2/2

Division of responsibilities

The Executive Chairman and Chief Executive have defined roles, and the division of responsibilities have been documented and approved by the Board on 5 November 2025. However, the Board notes that overly prescribing the responsibilities of the Executive Chairman and the Chief Executive may reduce its flexibility to act in unforeseen circumstances.

In summary, however, the Executive Chairman leads the Board and is responsible for its overall effectiveness in directing the Group, and the Chief Executive is responsible for implementing the Group's strategy and for its operational performance.

Non-Executive Directors

Each of the Non-Executive Directors has entered into a letter of appointment with the Company, which sets out the duties of the Director and commitment expected. They are expected to commit at least 2 days per annum to their role and are specifically tasked with:

- bringing independent judgement to bear on issues put to the Board;
- applying their knowledge and experience in considering matters such as strategy, Company performance, use of resources and standards of conduct; and
- ensuring high standards of financial probity and corporate governance.

How the Board operates

The Board has a schedule of matters reserved that it is responsible for, a summary of which is below:

- annually approving the Group's strategic plan and objectives for the following year;
- monitoring Group performance against budget and other agreed objectives;

- review the Company's overall corporate governance arrangements;
- ensure the maintenance of a sound system of internal control and risk management, and to monitor and review said system at least annually;
- relationships with shareholders and other major stakeholders;
- appointment of principal professional advisers to the Group;
- determine the financial and corporate structure of the Group (including financing and dividend policy);
- major investment and divestment decisions, including acquisitions, and approving material contracts; and
- approve changes to the structure of the Board and its Committees following recommendations from the Nomination Committee.

The Board has delegated other matters, responsibilities and authorities to its Board Committees, details of which are stated later in this report. Anything falling outside of the schedule of matters reserved or the Committees' Terms of Reference falls within the responsibility and authority of the Chief Executive, including all executive management matters.

A Board schedule has been drafted for 2026, and it is anticipated that an agenda and accompanying detailed papers, covering key business and governance issues will be circulated to the Board a week in advance of each Board meeting.

All Directors are expected to attend each meeting of the Board and any Committees of which they are members, and to devote sufficient time to the Company's affairs to fulfil their duties as Directors. Where Directors are unable to attend a meeting, they are encouraged to submit any comments to be considered at the meeting to the Chairman in advance to ensure that their views are recorded and taken into account during the meeting.

Directors are encouraged to question and voice any concerns they may have on any topic put to the Board for debate. The Board is supported in its work by its Committees, which are responsible for a variety of tasks delegated by the Board. There is also an Operating Board composed of the Chief Executive Officer, Chief Financial Officer and those members of the senior management team whose responsibilities are to implement the decisions of the Board and review the key business objectives and status of projects.

The main activities of the Board during the year

The Board has only held two Board meetings since Admission, which were to approve specific matters, the first being the approval of the lease agreement for the Latina factory site between NewPrinces S.p.A. and Princes Italia S.p.A, and the second being to approve the Q3 financial update.

Board Committees

The Board delegates certain responsibilities to its four main Committees, so that it can operate efficiently and give an appropriate level of attention and consideration to relevant matters. The Company has an Audit & Risk Committee, a Remuneration Committee, a Nomination Committee, and a Related Party Transactions Committee, all of which operate within a scope and remit defined by specific Terms of Reference determined by the Board. Details of the operation of the Board Committees are set out in their respective reports. All of the Board Committees are authorised to obtain, at the Company's expense, professional advice on any matter within their Terms of Reference and to have access to sufficient resources in order to carry out their duties. The Company also has a Disclosure Committee which meets as and when required.

Board and Committee performance reviews

Given the Company was only admitted to trading on the Main Market of the London Stock Exchange in November 2025, the Board and its Committees have not yet had a full year of meeting together and forging working relationships. Accordingly, while appreciating that the UK Corporate Governance Code recommends annual evaluations, I will review whether an evaluation of the Board and its Committees will take place either in late 2026 at the earliest or during 2027 once a full financial year has been addressed. I recognise that evaluations will be undertaken by an external adviser every three years, however the first two evaluations will be undertaken internally.

External advisers

The Board has appointed Peel Hunt LLP and BNP Paribas as Joint Corporate Brokers and PricewaterhouseCoopers LLP as its auditor. Prism Cosec Limited has been appointed as Company Secretary.

Conflicts of interest

The Company has a Conflicts of Interests policy that sets out how business and personal conflicts for Directors of Princes Group plc and its subsidiaries should be dealt with. It is incumbent on each Director to disclose any conflict which may then be considered by the remaining Directors as to whether that individual should be part of the decision-making process or be asked to step out of the meeting accordingly.

Accountability

The Group has in place a system of internal financial controls commensurate with its current size and activities, which is designed to ensure that the possibility of misstatement or loss is kept to a minimum. These procedures include the preparation of management accounts, forecast variance analysis and other ad hoc reports. There are clearly defined authority limits throughout the Group, including matters reserved specifically for the Board.

Risk management and internal control

Risks throughout the Group are considered and reviewed on a regular basis. Risks are identified and mitigating actions put into place as appropriate. Principal risks identified are set out in the Strategic report on pages 50 to 55. Internal control and risk management procedures can only provide reasonable and not absolute assurance against material misstatement. The internal control procedures were in place throughout the financial year and up to the date of approval of this report.

Financial and business reporting

The Board presents a fair, balanced and understandable assessment of the Group's position and prospects in all half-year, final and any other ad hoc reports, and other information as may be required from time to time. The Board receives a number of reports, including those from the Audit & Risk Committee, to enable it to monitor and clearly understand the Group's financial position.

Annual General Meeting ("AGM")

This year's AGM will be held on 27 May 2026 at 9.30 a.m. The Notice of Annual General Meeting is available on the Company's website at www.princesgroupinvestors.com. Separate resolutions are provided on each issue so that they can be given proper consideration and all shareholders are encouraged to submit their votes.

Angelo Mastrolia
Chairman
24 April 2026

Board of Directors

The Board of Directors is responsible for the long-term success of the Group, providing strategic direction, oversight and robust governance. It brings together deep industry and financial expertise, complemented by the entrepreneurial spirit of the Group's family ownership, supporting agile decision-making and disciplined execution.

Angelo Mastrolia
Chairman

Mr. Angelo Mastrolia obtained a surveyor's diploma and attended law school at the University of Salerno. He started his entrepreneurial activity in the 1980s in the dairy sector as a manager in the family business Piana del Sele Latteria S.p.A. After a number of experiences in the leasing, real estate and luxury yacht sectors, since 2004 Mr. Angelo Mastrolia has acquired several companies in the food & beverage sector through TMT Finance S.A. (currently Newlat Group S.A.), acquiring inter alia Industrie Alimentari Molisane S.r.l. (owner of the Guacci brand), Pezzullo, Corticella and, in 2008, Newlat S.p.A. from Parmalat S.p.A. Subsequently, Mr. Angelo Mastrolia directed the continuing expansion and consolidation of the Newlat Group S.A. in the food & beverage sector in Italy and abroad, also acquiring the Birkel and 3Glocken brands in Germany, the production plant in Ozzano Taro (Parma), Delverde and, in 2020, CLI. Furthermore, under the mandate of Mr. Angelo Mastrolia, Newlat expanded its activities with the acquisition of Symington's in 2021, of Princes France in 2023 and of the Company in 2024. Mr. Mastrolia was appointed as a Director of the Company on 30 July 2024. In December 2025, he was appointed Chairman of the boards of Princes Retail S.p.A., Princes Finance S.p.A., G.S. S.p.A., and Princes Property S.p.A.

Committee Membership

N

Simon Harrison
Chief Executive Officer

Mr. Simon Harrison obtained a degree in Business Studies from the University of Sheffield in 1992. Afterwards he joined Allied Breweries on their Graduate Training programme before moving to the role of Account Director in 1998 at marketing agencies Kilvington Leith Marketing and Momentum, which was part of the McCann Erickson group. In 2001 he began a 20-year career with Coca-Cola Enterprises (now Coca-Cola Europacific Partners). During that time, he held various senior roles including Sales Director and Marketing Director before being appointed to the role of Vice President Commercial Development (UK) in 2018. He joined the Group in 2021 as Chief Commercial Officer before quickly progressing to the role of Deputy Managing Director and has been the CEO of the Group since April 2024. Mr. Harrison was appointed as a Director of the Company on 1 June 2023.

Fabio Fazzari
Chief Financial Officer

Mr. Fabio Fazzari holds a degree in Economics and Management from the University of Turin, obtained in 2002. He began his career in 2003 as a financial analyst at Banca Sella, where he developed a strong foundation in financial analysis and capital markets.

In 2006, he joined Equita SIM, a leading independent Italian investment bank, where he spent over 14 years as an equity analyst specialising in the consumer sector. During this time, he built extensive expertise in financial modelling, valuation and investor engagement, covering a broad range of listed companies and gaining deep insight into market dynamics across European consumer industries.

In 2020, Fabio joined Newlat Group S.A. as Group Finance Director, playing a key role in strengthening the Group's financial structure and supporting its growth strategy, including M&A activity.

He was appointed to the Board of Princes Group on 30 July 2024 and currently serves as Chief Financial Officer. In this role, he is responsible for the Group's financial strategy, reporting and control functions, and supports the execution of its long-term strategic and capital allocation priorities.

Giuseppe Mastrolia
Chief Commercial Officer

Mr. Giuseppe Mastrolia obtained a degree in law from the University of Bologna in 2014. In 2008, he joined Newlat Food S.p.A. (now NewPrinces S.p.A.), becoming a member of the Board of Directors and he holds the position of Chief Commercial Officer and Managing Director (Sales & Marketing responsibility). He also holds the position of Geschäftsführer of Newlat Deutschland. As of April 2020, he also holds the position of Vice-Chairman of the Board of Directors of CLI and as of August 2021, he holds the position of Executive Chairman in Symington's Limited. Starting from 2022, he holds the position of Managing Director of Princes France, and he was appointed as a Director of the Company on 30 July 2024. In December 2025, he was appointed Vice-Chairman of the boards of Princes Retail S.p.A., Princes Finance S.p.A., G.S. S.p.A., and Princes Property S.p.A.

Committee membership

- N Nomination Committee
- A Audit & Risk Committee
- R Remuneration Committee
- RPT Related Party Transactions Committee
- Committee Chair

Benedetta Mastrolia
Investor Relations Director

Ms. Benedetta Mastrolia obtained a Bachelor Degree in Economics and Business from the University of London in 2017 and a Master in Corporate Finance at the Cass Business School, City University London, in 2018. In 2014, she joined the Board of Directors of Newlat Group S.A. In October 2019, she was appointed Investor Relations Manager of Newlat Food S.p.A. (now NewPrinces S.p.A.). In April 2020 she joined the Board of Directors of CLI and in August 2021 she became director of Symington's. Ms. Mastrolia was appointed as a Director of the Company on 30 July 2024. In December 2025, she joined the boards of Princes Retail S.p.A., Princes Finance S.p.A., and Princes Property S.p.A.

David Gosnell
Senior Independent Director

Mr. David Gosnell is an experienced director with expertise in consumer-facing businesses. Mr. Gosnell's career includes more than 20 years with Heinz Foods, where he held various international positions including Operations Director for Heinz Europe and the Global Purchasing Director for Heinz. Mr. Gosnell also spent more than 16 years with the global drinks company Diageo where he was a member of the Global Executive Committee from 2008 until he retired from Diageo in 2014. Mr. Gosnell was a non-executive director of Brambles plc between 2006 and 2019, was the Chairman of Bushmills, an Irish Whiskey distiller based in Northern Ireland, between 2015 and 2020 and is currently the Chairman of FTSE 250 company Coats Group plc.

Mr. Gosnell was awarded by the Queen the honour to become an Officer of Most Excellent Order of the British Empire ("OBE") in June 2018 to recognise his years of committed business services to the economy of Ireland.

N A R RPT

Linda Main
Independent Non-Executive Director

Mrs. Linda Main is an experienced non-executive director with considerable expertise in corporate governance structures and risk across a wide range of businesses. Mrs. Main is a Chartered Accountant who retired from KPMG LLP in September 2023 after a long career leading their Capital Markets Advisory Group. Mrs. Main was also a member of the UK board of KPMG where she chaired the Risk Committee and sat on the Audit Committee. Mrs. Main is a non-executive director at Earnz Plc and MHA Plc, and chairs the Audit Committees at both companies. Mrs. Main is also a director of the Quoted Companies Alliance which champions smaller quoted companies and is a partner at Gara Strategic Advisory, a firm advising companies contemplating initial public offerings.

N A R RPT

Louise George
Independent Non-Executive Director

Mrs. Louise George is a highly regarded Chief Financial Officer with over 20 years' board level service with quoted companies including substantial experience of corporate transactions and corporate governance. Between 2014 and 2024, as CFO of Belvoir Group PLC (now part of the Property Franchise Group PLC), she helped to take the business, via a buy and build strategy, from a single brand residential property lettings specialist to a multi-brand property franchise group of scale providing a range of services.

Mrs. George is a Chartered Accountant, having qualified with Ernst & Young in 1991, and a Chartered Governance Professional. In January 2025 she was appointed as a non-executive director of Franchise Brands plc of which she is also the Chair of its Audit and Risk Committee.

N A R RPT

Report of the Nomination Committee

Dear shareholder

Angelo Mastrolia
Chair of the Nomination Committee

On behalf of the Board, I am pleased to present the Company's first Nomination Committee ("the Committee") report as a listed company. As the Board was only formally constituted in November 2025, the Committee has not yet had cause to meet formally. My focus in this report, therefore, will be on describing the role the Committee will fulfil going forward.

Number of meetings during 2025

0

Committee membership

Angelo Mastrolia, David Gosnell, Linda Main and Louise George were members of the Nomination Committee as at 31 December 2025. The Committee meets its requirement to comprise at least three Directors, with the majority of members being Independent Non-Executive Directors.

The Committee must also meet at least twice a year and otherwise as required.

Roles and responsibilities

The role of the Committee is set out in its Terms of Reference, which were approved by the Board on 5 November 2025 and are available on the Company's website. The Committee is responsible for the following key activities:

- Regularly reviewing the structure, size and composition of the Board
- Ensuring plans are in place for orderly succession to the Board and senior management
- Monitoring compliance with the Company's Board Diversity Policy
- Ensuring that appointments and succession plans are based on merit and objective criteria
- Making recommendations on the composition of the Board Committees
- Reviewing annually the time required from Non-Executive Directors
- Evaluating annually the performance of the Board, its Committees, the Chair and individual Directors
- Ensure that new Directors receive a satisfactory and appropriate induction programme
- Make recommendations to the Board on any area within its remit where action or improvement is needed
- Report to the Board after each meeting on all matters within the Committee's duties and responsibilities

Committee evaluation

As the Company only completed its IPO in November 2025, an evaluation of its performance and effectiveness has not yet been undertaken.

Focus for 2026

Over the coming year, the Committee will review Board and senior management succession planning and, if relevant, the Board's policy on diversity and inclusion.

AGM and Director reappointment

In accordance with the provisions of the Code, all Directors will retire at the forthcoming AGM in May and seek re-election. All Directors continue to devote sufficient time to the Company to enable them to discharge their duties in full.

Director skill sets

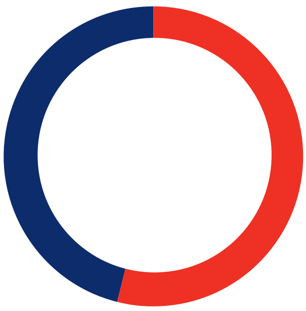
	Food / Retail	Financial / M&A	Commercial / Marketing	Investor Relations	Risk / Corporate Governance
Angelo Mastrolia	✔	✔			
Simon Harrison	✔		✔		
Fabio Fazzari	✔	✔		✔	
Giuseppe Mastrolia	✔		✔		
Benedetta Mastrolia	✔	✔		✔	
David Gosnell	✔		✔	✔	✔
Linda Main		✔		✔	✔
Louise George		✔		✔	✔

Board and Executive Management gender and ethnicity metrics

The following set out the gender and ethnicity metrics for the Board and Executive Management as at 31 December 2025. For this purpose, we have defined Executive Management as being members of the Operating Board who report directly into Simon Harrison as CEO. The current composition of the Board does not meet the gender or ethnicity diversity targets as set by the UK Listing Rules. The Committee will consider these diversities as part of its future evaluation process when appointing new members to the Board.

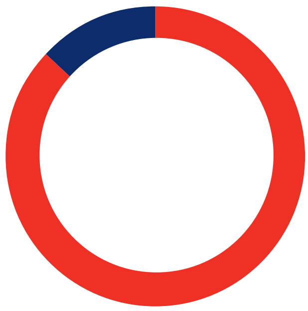
	Number of Board Members	% of the Board	Number of Executive Management	% of Executive Management
Gender				
Men	5	62.5	6	100
Women	3	37.5	–	–
Ethnicity				
White British or other White (incl. minority white groups)	8	100	6	100

All employees:



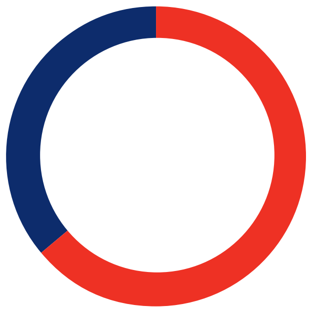
Male 54%
Female 46%

Senior Leadership:



Male 87%
Female 13%

Direct Reports of SLT:



Male 64%
Female 36%

Angelo Mastrolia
Chair of the Nomination Committee
24 April 2026

Report of the Audit & Risk Committee

Dear shareholder

Linda Main
Chair of the Nomination Committee

As Chair of the Audit and Risk Committee ("the Committee"), I am pleased to present the Committee's first report as a listed company for the year ended 31 December 2025.

Committee key activities in 2025

As a result of the timing of the completion of the Company's IPO in November, the Committee met on one occasion prior to the end of the financial year. At its first meeting, the Committee considered, discussed and debated a range of topics summarised below:

- update from PwC on the preliminary audit strategy and scope of the full year audit; and
- being briefed on the Company's Internal Audit and Risk Management process.

Committee Attendance

Linda Main	1
David Gosnell	1
Louise George	1

Number of meetings during 2025

1

The Committee was formally established by the Board following completion of the listing process.

The Committee will fulfil a vital role in the Company's governance framework, providing valuable independent challenge and oversight of the accounting, financial reporting and internal control and risk management processes.

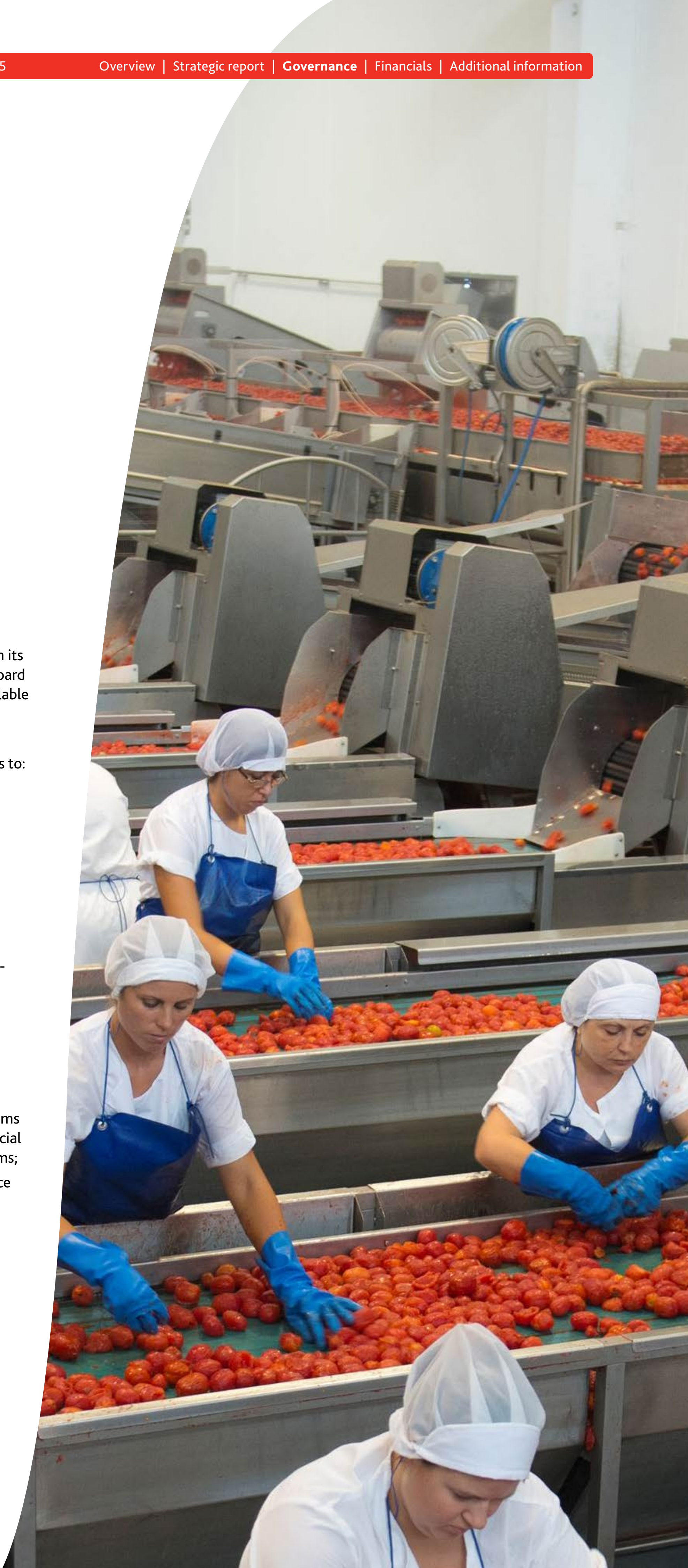
Committee members and attendance

The Committee comprises three Independent Non-Executive Directors namely Linda Main (Chair), David Gosnell and Louise George. Both Linda and Louise are considered by the Board to have recent and relevant financial experience with competence and both are Chartered Accountants.

The Committee held one meeting between the completion of the Company's IPO in November and the end of the financial year, which was attended by all Committee members.

Looking ahead, the Committee has arranged its scheduled meetings to align with key dates in the Company's financial calendar and in accordance with a structured forward planner, developed with the Company Secretary. Currently the Committee is planning to meet at least four times per annum and otherwise as required.

The external auditor, PricewaterhouseCoopers LLP ("PwC"), is invited to attend each meeting together with the CEO, the CFO, the Company Secretary and Group Head of Internal Audit. Other representatives from the finance, legal and compliance functions may be invited to attend and speak at the Committee meetings. The Committee also plans to periodically seek the views of the external auditor in the absence of management.



Role and responsibilities

The role of the Audit & Risk Committee is set out in its Terms of Reference, which were approved by the Board of the Company on 5 November 2025 and are available on the Company's website.

The duties of the Committee include assisting the Board in discharging its responsibilities with regards to:

- financial reporting;
- external and internal audit and controls;
- reviewing and approving the annual audit plan;
- reviewing the content of the Annual Report and Accounts and, where requested by the Board, advising whether, taken as a whole, the Annual Report and Accounts are fair, balanced and understandable;
- reviewing and monitoring the extent of the non-audit work undertaken by the external auditor;
- overseeing the relationship with the external auditor and making recommendations to the Board regarding their reappointment;
- assessing the external auditor's independence and objectivity;
- reviewing the Company's financial control systems that identify, assess, manage and monitor financial risks and other internal risk management systems;
- overseeing the implementation and maintenance of the overall risk management framework and systems; and
- reviewing the adequacy and security of the Company's whistleblowing arrangements, and procedures related to fraud, bribery and money laundering.

Report of the Audit & Risk Committee continued

Financial reporting

A key element of the Committee's role is to assist the Board in its oversight of the quality and integrity of the Company's reporting and its accounting policies and practices. In line with its Terms of Reference, the Committee will monitor the Company's year-end reporting process to ensure that the Company provides accurate and timely financial results and that appropriate accounting standards and judgements were implemented effectively. In doing so, the Committee will receive and discuss reports from leadership, including reports on the Company's management of risk and internal controls, the Group's long-term viability, going concern and the work undertaken to ensure the Annual Report was fair, balanced and understandable.

Significant issues considered in relation to the financial statements

Significant issues and accounting judgements are identified by the Group's finance team and the external auditor and are reviewed by the Committee. The significant issues considered by the Committee and details of how they were addressed in respect of the year ended 31 December 2025 are set out in the table below:

Significant issue:	How this was addressed by the Committee:
Joint arrangements Judgement has been made regarding the classification of the EOL joint arrangement as a joint operation. A judgement has been made regarding the classification of EOL product sales as a principal, ensuring proper recognition and presentation in the financial statements.	The Committee has reviewed the rights and obligations relating to the joint arrangement, including the legal form of the vehicle, the terms of the contractual arrangement and other relevant facts.
Debt factoring Management has reviewed the debt factoring arrangements to determine if substantially all of the risks and rewards associated with trade receivables had passed to the third-party financial institution. Management considered the credit risk, late payment and interest risk and qualitative analysis.	The Committee has reviewed the assumptions and consideration of the transfer of the risks and rewards of the factored trade receivables.
Retirement benefit schemes Measurement of the defined benefit pension scheme requires the estimation of future changes in salaries, inflation, longevity of current and deferred members and discount rates.	Actuarial valuations of the Group's pension scheme obligations are undertaken by independent qualified actuaries who also provide advice to management on the assumptions to be used in preparing the accounting valuations each year. Details of the assumptions made in the current and previous year are disclosed in note 27 of the financial statements together with the basis on which those assumptions have been made. The Committee discussed with management the key judgements made and were satisfied that the judgements were reasonable and considered the adequacy of disclosures made in respect of the sensitivity to changes in the key assumptions.
Deferred tax assets Recognition of deferred tax in the financial statements is dependent on subjective judgements regarding the ability of the Group to use tax losses within the time limits imposed.	The Committee reviewed and challenged the non-recognition of deferred tax assets at the balance sheet date. The Committee were satisfied that the judgements were reasonable and the amounts recognised were appropriate.
Impairment of goodwill, intangibles, property, plant and equipment, right-of-use assets and investments (Parent Company only) Assessment for impairment involves comparing the book value of an asset with its recoverable amount, being the higher of value in use and fair value less costs of disposal. Value in use is determined with reference to projected future cash flows discounted at an appropriate rate. Both the cash flows and the discount rate involve a significant degree of estimation uncertainty.	The Committee reviewed the results of the impairment testing and the carrying value of certain of the Group's assets. The results of the impairment testing included management's assumptions in respect of cash flows, long-term growth rates and discount rates. The Committee also considered sensitivities to changes in assumptions and related disclosure, as required by IAS 36. The impairment testing is based on a number of key assumptions that rely on management judgement and concluded that no impairment was required in 2025 (2024: none). Further information is set out in notes 13 and 14 of the financial statements.
Commercial arrangements Commercial payments to customers in the form of rebates and discounts represent significant balances in the income statement and balance sheet. Calculations of these balances require management assumptions and estimates, including volumes sold and the period of the arrangements.	The Committee reviewed the assumptions and estimates and the level of accruals and provisions.
Viability and going concern The Board considered future performance and cash flows in its going concern assessment, through to December 2027, and its viability statement over the next three years. Management has undertaken a detailed financial modelling exercise that has considered the impact on profit, cash and working capital of a number of potential scenarios.	The Committee has reviewed and challenged the scenarios considered by management and concluded that these, and the stress-testing scenarios and assumptions, were appropriate and adequate.

Fair, balanced and understandable

The Audit Committee supports the Board in ensuring that the Annual Report taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position, performance, business model and strategy. Having completed its assessment, the Committee is satisfied that, taken as a whole, the Annual Report is fair, balanced and understandable allowing the Committee to provide positive assurance to the Board to assist it in making the statement required by the Code.

Risk management and internal controls

Internal Audit, risk and internal control

A key role of the Committee is to provide oversight and support to the Board with regard to the implementation and maintenance of the overall risk management framework and systems. The Group's assessment of its principal risks and uncertainties is set out on pages 50 to 55.

The Group has in place a comprehensive risk management and internal control framework to protect the business from the material risks which have been identified and managed by the Group's Internal Audit team. The team serves as an independent review function for the Board and all levels of management. Its role is to understand the Company's key risks and to examine and evaluate the adequacy and effectiveness of its systems of risk management and internal control. Its responsibilities include reviewing, appraising and reporting on:

- the adequacy and effectiveness of the Company's systems of operational controls, including outsourced services, financial controls, and management controls and their operation;
- the integrity of processes and systems, including those under development, to help ensure that controls offer adequate protection against error, fraud and loss;
- the Company's policies, standards and procedures including their use and appropriateness; and
- the operation of the Company's corporate governance and risk management arrangements.

In accordance with the requirements of the Code, the Committee confirms it has reviewed the Group's risk management and internal control systems. No significant failings or weaknesses were identified that may significantly impact the financial, operational and compliance controls.

Forthcoming Competitive Audit Tender Process

In the previous ten years, the Company has not undertaken a formal competitive tender process for its statutory audit services.

Following the Company's admission to the FTSE 350 in December 2025, and in accordance with the Company's obligations under the "Statutory Audit Services for Large Companies Market Investigations (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014", the Company will formally tender its statutory audit services during the 2026 financial year, for the completion of 2026 year end audit.

The Committee will oversee this tender process in conjunction with the Company's finance team.

The Company's current audit firm, PricewaterhouseCoopers LLP, were first appointed for the period ended 31 December 2024 and will be eligible to be considered in the tender process.

An assessment of the effectiveness of the auditor will be undertaken in 2026.

The Company will update the market in due course on the conclusion of the tender process and full details of the tender process will be included in the Committee's report for the 2026 Annual Report.

Independence and objectivity

The Committee oversees the process for approving all non-audit work undertaken by the external auditor to ensure the Company does not impair or compromise its objectivity, effectiveness or independence and that engagement satisfies all relevant ethical standards.

The Committee has approved a non-audit services policy which clearly sets out those non-audit services that the auditor is able to undertake on behalf of the Company. The policy is in line with the recommendations set out in the UK Corporate Governance Code 2024. During FY 2025, the non-audit fee was £2.56 million which was primarily related to the Company's IPO.

During the period ended 31 December 2024 and up to 11 February 2025, PricewaterhouseCoopers LLP provided a non-audit service in the form of the licensing of a quarterly VAT e-filing tool, for a fee ranging from £135 to £320 plus VAT for the company and three related entities of the company. As the company was an "Other Entity of Public Interest" throughout this period, the continued use of the VAT e-filing tool was an impermissible service and has resulted in an inadvertent breach of paragraphs 5.40 and 5.42 of the FRC Ethical Standard 2019 and 2024. The Committee confirms that based on the assessment of the breach, the nature and scope of the services and the subsequent action taken, the provision of the services did not affect the objectivity, effectiveness or independence in connection with the audit for the period ended 31 December 2024 and 31 December 2025.

Policies

The Group has the following policies in place and during 2026 the Committee will receive briefings and review the policies to ensure that they provide the necessary controls and reporting procedures:

- Anti-Bribery and Corruption
- Whistleblowing and Fraud Prevention Procedures

Committee evaluation

As the Company only completed its IPO in November 2025, the Committee has only existed for a short time and an evaluation of its performance and effectiveness has not yet been undertaken.

Linda Main
Chair of the Audit & Risk Committee
24 April 2026

Remuneration Committee report

Dear shareholder

Louise George
Chair of the Remuneration Committee

On behalf of the Board, I am pleased to present the Company's first Remuneration Committee ("the Committee") report as a listed company for the year ended 31 December 2025.

Committee key activities in 2025

At its only meeting, the Committee considered, discussed and debated a range of topics including:

- The appointment of a remuneration advisor.
- The development of a formal remuneration policy.
- The development of KPIs and bonus and share incentive plans.

Committee Attendance

Louise George	1
David Gosnell	1
Linda Main	1

Number of meetings during 2025

1

Chair's Introduction

Dear Shareholder,

As Chair of the Remuneration Committee ("the Committee"), I am pleased to present the Committee's first report as a listed company for the year ended 31 December 2025. The Company was admitted to the Main Market of the London Stock Exchange on 5 November 2025 and included as a constituent of the FTSE 250 on 22 December 2025.

Committee Members and Attendance

The Committee comprises three Independent Non-Executive Directors namely Louise George (Chair), David Gosnell and Linda Main. The Committee held one meeting between the completion of the Company's IPO in November and the end of the financial year, which was attended by all Committee members. Going forward, the Committee will meet formally at least twice each year and otherwise as required.

Role and Responsibilities

The role of the Remuneration Committee is set out in its terms of reference, which were approved by the Board of the Company on 5 November 2025 and are available on the Company's website.

The duties of the Committee include assisting the Board in discharging its responsibilities with regards to:

- Setting the remuneration policy for all Executive Directors and the Company's chair, including pension rights and compensation payments.
- Recommending and monitoring the level and structure of remuneration for senior management.
- Reviewing the design of all share incentive plans for approval by the Board and shareholders.

Performance Context

This has been a year of substantial change and achievement across the business. The IPO has been a key focus of the Company over the last year. As described elsewhere in this document, the Group performed strongly during the year, demonstrating continued execution of its strategy focused on margin-accretive growth, operational efficiency and disciplined portfolio management. As anticipated, deflationary pricing conditions across several core raw materials, consistent with the Group's pass-through pricing mechanics, and the deliberate rationalisation of lower-margin contracts, impacted revenue.

Interim Remuneration Approach

As the Company listed during the financial year, no shareholder-approved remuneration policy was in place during the reporting period. Following the listing, the remuneration arrangements have operated as expected. The listing prospectus stated that the remuneration arrangements for the Directors would be reviewed by the Remuneration Committee following Admission and that the Company expected to adopt an incentive plan to align the interests of management and shareholders in due course.

A formal policy, as stated in the following section, will be proposed for shareholder approval at the 2026 AGM.

Work is still ongoing on certain aspects of the remuneration policy. In particular, the policy does not provide for long term incentive awards (other than a Save As you Earn Scheme to be put to shareholders at the 2026 AGM) or include a shareholding guideline. The Committee will continue to consider its Remuneration Policy during 2026, including the introduction of a long-term incentive plan and a shareholding guideline. The introduction of new share incentive plans and changes to the Remuneration Policy will be put to shareholders for approval as appropriate and required.

Remuneration decisions are guided by the principles of:

- Attracting and retaining high calibre leadership.
- Ensuring transparency and proportionality.
- Aligning with shareholder interests.

In relation to UK Corporate Governance Code provision 41, an explanation of the strategic rationale for executive directors' remuneration policies, structures and performance metrics is set out in the Policy section below. The Committee sees that executive remuneration is appropriate in the light of the need to attract and retain key executives. It has taken, and will continue to take, account of internal and external measures including pay ratios and gaps. Subject to approval of the Remuneration Policy, the Committee will report next year on whether the policy has operated as intended in terms of company performance and quantum, and, if not, what changes are necessary. Information on engagement with shareholders and employees is set out in the Policy section below. Subject to approval of the Remuneration Policy, the Committee will report next year on whether discretion has been applied to remuneration outcomes and why.

Executive Remuneration in 2025

Simon Harrison, Chief Executive Officer, is the only Executive Director who was employed by the Company and received remuneration from the Company during 2025. His salary during 2025 was £418,950. No formal annual bonus plan was in operation during 2025. Information on Simon Harrison's other remuneration during 2025 is set out later in this report. Simon Harrison neither held nor was awarded any long-term incentive awards during 2025.

During 2025, the other Executive Directors, Angelo Mastrolia, Fabio Fazzari, Giuseppe Mastrolia and Benedetta Mastrolia, were not employed by the Company and received no remuneration from the Company. They had service agreements pursuant to their roles with the major shareholder or Newlat Group S.A. and entered into associated letters of appointment with the Company as executive directors of the Company. These letters of appointment did not provide for any remuneration from the Company for their services as executive directors.

Remuneration in 2026

The CEO's annual salary has not changed since IPO and from 1 January 2026 is £418,950. The annual salary effective 1 January 2026 of each of Angelo Mastrolia, Executive Chairman, Fabio Fazzari, Chief Financial Officer and Giuseppe Mastrolia, Chief Commercial Officer and Managing Director, is £221,000. The salary effective 1 January 2026 of Benedetta Mastrolia, Executive Director and Investor Relations Director, is £156,000.

The Remuneration Committee will review the pension arrangements of the Executive Directors during 2026 taking into account those available to the majority of the UK workforce.

The Company will operate an Executive Bonus Scheme in 2026 as outlined in the Policy Section below, subject to shareholder approval of the Remuneration Policy. The maximum bonus opportunity is 50% of salary.

The Company intends to adopt and implement a Company-wide UK Save As You Earn Scheme during 2026.

The Company is currently considering what long-term incentive plan will work best for the Executive Directors and Senior Managers in the business. The implementation of any long-term incentive plan will be subject to shareholder approval of a revised Remuneration Policy and a new long term incentive plan.

Concluding remarks

The Committee as a whole remains committed to ensuring that responsible decisions are made around pay. We welcome the views of our shareholders and will aim to best represent these views wherever possible in our proposals, while ensuring that our remuneration packages remain fair and competitive. I look forward to your support on both our Directors' Remuneration Policy and our Directors' Remuneration Report at the forthcoming AGM.

Louise George
Chair of the Remuneration Committee
24 April 2026

Remuneration Committee report continued

Directors' Remuneration Policy

The Company is still reviewing and setting some aspects of its remuneration policy as stated above. The policy set out below will be put to a binding shareholder vote at the Company's Annual General Meeting in May 2026 and will apply to payments made from the date of approval. The information provided in this section of the Remuneration Report is not subject to audit.

Purpose	Operation	Maximum potential value	Performance conditions
Base Salary			
Competitive fixed salary that attracts and retains key individuals, reflecting the Company's current scale and growth ambitions. Reflects likely shareholder views and set in context of peer data. Appropriate differentials reflecting seniority.	Paid in cash. Salaries will be reviewed annually in line with the financial year. Any changes are effective 1 January.	Base salaries are set at appropriate level, based on comparable sized business and reflecting personal and company performance.	Not applicable.
Pension			
Supports recruitment and retention of high calibre Executive Directors.	Policy is to provide a contribution to a defined contribution scheme at a proportion of base salary.	Simon Harrison receives a cash contribution in lieu of a payment to the Company's pension scheme. He participates in a legacy scheme whereby his pension contribution is 30% of a Scheme Specific Earnings Cap ("SSEC"). From 1 April 2026, the SSEC is £248,800 (so the effective cash contribution is circa 17.8% of Simon's base salary) and this is increased each year on 1 April in line with the retail prices index as in September of the prior year. The Remuneration Committee will review the pension arrangements of the Executive Directors during 2026 taking into account those available to the majority of the UK workforce. For future UK Executive Director appointments, they will join the Company's Defined Contribution scheme and will only be eligible to receive the same pension contributions as all UK employees, being five percent contribution from the employee and 9.5 percent contribution from the Company. Alternatively, Executive Directors may receive a cash equivalent. The other Executive Directors, based in Italy, do not currently receive a pension contribution from the Company due to tax considerations.	Not applicable.
Benefits			
Supports recruitment and retention of high calibre Executive Directors	Policy is to provide a range of benefits that are market competitive.	Car allowance, private medical insurance and death in service insurance. Other benefits may be offered in line with market practice if is considered appropriate to do so.	Not applicable.

Purpose	Operation	Maximum potential value	Performance conditions
All Employee Share Schemes such as Save As You Earn			
To provide opportunities for the Directors to voluntarily invest in the Company on the same terms as other UK employees.	Executive Directors are eligible to participate in any UK all-employee share plan operated by the Company, in line with prevailing HMRC guidelines (where relevant), on a basis consistent with other eligible employees.	In line with prevailing HMRC limits.	Not applicable.
Annual Bonus			
Supports a performance-based culture linking pay to performance. Attractive and effective structured annual bonus that supports recruitment and retention. Aligns with business performance over the near term.	Annual cash bonus is based on targets determined at the start of each year. A bonus pool begins to accrue once a minimum net income level has been achieved. Malus and clawback provisions apply as detailed below.	50% of base salary.	Performance is measured through a combination of "quantitative" and "qualitative" financial, business, operational and functional targets, objectives and personal KPIs. Personal performance is also assessed against overall contribution and alignment to the Company's Code of Conduct and Values. The Committee has the discretion to vary targets, workings and weightings from year to year. For commerciality reasons, these targets will only be stated in the following financial year's annual report once the performance period has been completed.
LTIPs			
Supports recruitment and retention and aligns remuneration and business performance and shareholder interests over the long term.	The Company is currently considering what incentive plan would be appropriate for the business.		
Shareholding Requirement			
The Company is currently considering whether Executive Directors should be required to build a holding of beneficially owned shares in the Company. Further details will be provided in the FY 2026 Annual Report.			
NED fees			
Supports the appointment of high calibre NEDs.	Base fee plus reasonable expenses.	Base fees NEDs are set with reference to market rates. Additional fees are paid for additional responsibilities, e.g. committee chair.	Not applicable.

Note that because the Company is not proposing a long-term incentive plan or policy, the notes below do not cover long term incentives.

Remuneration Committee report continued

Detailed provisions

The Remuneration Committee may make any remuneration payments and payments for loss of office (including exercising any discretion available to it in connection with such payments) notwithstanding that they are not in line with the other terms of this Policy, where the terms of the payment were agreed either: (i) before this Policy became effective; or (ii) at a time when the relevant individual was not a Director of the Company and the payment was not in consideration for the individual becoming a Director of the Company.

The Remuneration Committee may make minor amendments to the Policy to aid its operation or implementation without seeking shareholder approvals (e.g. for regulatory, exchange control, tax or administrative purposes or to take account of a change in legislation) provided that any such change is not to the material advantage of the Director.

Performance measures and target setting

The annual bonus measures are reviewed and chosen to focus executive rewards on delivery of key targets and objectives. The Remuneration Committee sets targets taking into account external forecasts, internal budgets and business priorities, and are designed to be appropriately stretching. Targets and underpins may be set which provide the Remuneration Committee judgement in assessing the extent to which they have been met.

The Remuneration Committee may adjust the targets or the calculation of performance measures and payment levels where appropriate to do so, including to take account of events not foreseen at the time the targets were set, to ensure they remain a fair reflection of performance over the relevant period. When considering performance outcomes, the Remuneration Committee will look beyond formulaic results and consider the use of discretion to ensure the outcomes align with the overall business or individual performance and the wider stakeholder experience. While the Remuneration Committee anticipates that any such discretion would normally result in a reduction, the Remuneration Committee reserves the right to make an upwards adjustment if considered appropriate.

Remuneration committee discretion

In line with market practice and the various scheme rules, the Committee retains discretion relating to operating and administering the annual bonus. This discretion includes, but is not limited to, the matters below. The Annual Bonus Plan: the scheme participants; the review, setting and weighting of annual performance targets; the determination and calculation of any bonus payment; the timing of any bonus payments; determination of the treatment of leavers depending on the circumstances; determination of bonuses for new joiners during the year depending on the circumstances; and the determination of bonuses in the event of a change in control.

In line with the UK Corporate Governance Code, in respect of annual bonus the Remuneration Committee may exercise its discretion to override formulaic outcomes derived from performance conditions. This may include, without limitation, to reflect overall corporate performance, the experience of shareholders of the Company in terms of value creation and if the business has suffered an exceptional negative event.

Malus and clawback

Malus and clawback provisions may be operated at the discretion of the Remuneration Committee in respect of the bonus.

The Remuneration Committee may, at its absolute discretion, reduce, cancel or impose additional conditions on any bonus award prior to payment if it determines that any of the following circumstances has occurred: a material misstatement of the Company's financial results; material misconduct, negligence or serious underperformance by the colleague; a material failure of risk management, internal controls or regulatory compliance; the colleague having caused, or contributed to, significant reputational damage to the Company; or an error or inaccuracy in the calculation of the Bonus Award or associated performance metrics.

For a period of up to three years following payment of any bonus award, the Remuneration Committee may require the colleague to repay or return all or part of such bonus award if: any of the malus triggers are subsequently identified; or new information comes to light which, had it been known at the time, would have resulted in a reduced or cancelled bonus award. Clawback may be applied using any lawful method, including but not limited to: repayment of cash; or set off against future remuneration or awards (to the extent permitted by law).

Directors Service Agreements and Letters of Appointment

	Date of appointment	Date of agreement/ letter of appointment	Notice from Company	Notice from individual
Executive Directors				
Simon Harrison	01/04/2024	01/04/2024	12 months	12 months
Angelo Mastrolia	30/07/2024	01/01/2026	3 months	3 months
Fabio Fazzari	30/07/2024	01/01/2026	3 months	3 months
Giuseppe Mastrolia	30/07/2024	01/01/2026	3 months	3 months
Benedetta Mastrolia	30/07/2024	01/01/2026	3 months	3 months
Non-Executive Directors				
David Gosnell	01/10/2025	01/10/2025	3 months	3 months
Louise George	01/10/2025	01/10/2025	3 months	3 months
Linda Main	01/10/2025	01/10/2025	3 months	3 months

The maximum notice period for an Executive Director is 12 months.

For 2025, each of Angelo Mastrolia, Fabio Fazzari, Giuseppe Mastrolia and Benedetta Mastrolia had service agreements pursuant to their roles with the NewPrinces S.p.A. or Newlat Group S.A. and had entered into associated letters of appointment with the Company as Executive Directors of the Company. Each letter of appointment was terminable by either party on not less than 3 months' prior written notice. With effect from 1 January 2026, these Executive Directors have entered into formal service agreements with the Company and will be remunerated directly by the Company. Each of them will be on three months' notice, either from themself or from the Company.

Policy on recruitment

When hiring a new Executive Director, the Committee will consider the overall remuneration package with reference to the Remuneration Policy set out in this report. Salary and annual bonus levels will be set so as to be competitive with comparable roles in companies in similar sectors, and also taking into account the experience, seniority and the scope of responsibility of the appointee coming into the role. New Executive Directors will be able to participate in the annual bonus scheme on a pro-rated basis for the portion of the financial year for which they are in post. New Executive Directors may receive benefits and pension contributions in line with the Company's existing policy for New Executive Directors.

The maximum level of variable remuneration which may be granted to a new recruit (excluding the value of any buy-out award) is in line with the policy limits.

The approach in respect of compensation for forfeited remuneration from a previous employer will be considered on a case-by-case basis taking into account all relevant factors, such as the form of compensation forfeited, performance achieved or likely to be achieved, and the proportion of the performance period remaining. If any compensation for forfeited remuneration is paid, it may be awarded with non-standard performance conditions, or without performance conditions and with a shorter vesting period and without a holding period to reflect the profile of forfeited awards. Any such arrangements would be disclosed in the following year's Annual Report. This discretion reflects that available to Main Market companies under UK Listing Rule 9.3.2.

In the case of an internal appointment to an Executive Director role, any variable pay element in respect of a prior non-Board role would be allowed to pay out according to its terms. Discretion to vary from the policy may also be exercised in the following circumstances: (1) for a short-term/interim appointment; (2) where the Chair or a Non-Executive Director is appointed for a short period; (3) where an Executive Director is appointed mid-year, performance conditions for annual bonus may be tailored for this or amounts transferred pro-rata by month to the following year; (4) where an Executive Director is hired from a location with different benefits that the Remuneration Committee sees appropriate to buy out (but not variable remuneration which is covered above); (5) relocation expenses – one-off and/or ongoing including tax equalisation; and (6) legal and similar expenses.

Policy on payments for loss of office

The following sets out the Company's policy in normal circumstances with regard to exit payments for each remuneration element for Executive Directors. The Group will pay any amounts it is required to in accordance with or in settlement of a Director's statutory employment rights and in accordance with their service contract. A Director's service contract may be terminated without notice and without any further payment or compensation, except for sums accrued up to the date of termination, on the occurrence of certain events such as serious dishonesty, gross misconduct, incompetence, or wilful neglect of duty.

Basic salary: This will be paid over the contractual notice period. However, the Company has the discretion to make a lump sum payment for termination in lieu of notice.

Benefits and pension contributions: These will normally continue to be provided over the notice period; however, the Company has the discretion to make a lump sum payment on termination equal to the value of the benefits payable during the notice period.

Annual bonus: If an employee ceases employment before the bonus payment date, their entitlement to an annual bonus will generally lapse. However, in the case of a "good leaver", the Remuneration Committee may exercise discretion to award a pro-rata bonus based on the period worked and performance achieved before the termination date. Any bonus payment to a good leaver is subject to the usual performance conditions and Company discretion and may not become payable until the normal payment date.

Consideration of employment conditions elsewhere in the Company

The Committee considers the pay and conditions of employees throughout the Group when determining the remuneration arrangements for Directors although no direct comparison metrics are applied. In particular, the Committee considers the relationship between general changes to UK employees' remuneration and Executive Director reward. The Committee does not consult with employees as part of the process of determining executive pay. The Committee has not used comparison measurements but will do in future.

Differences in Remuneration policy for employee's vs Executive Directors

The principles behind the Remuneration Policy for Executive Directors are cascaded down through the Group. They aim to attract and retain the best people and to focus their remuneration on the delivery of long-term sustainable growth by using a mix of salary, benefits, bonus. As a result, no element of the Executive Director Remuneration Policy is operated exclusively for Executive Directors. The annual bonus scheme for Executive Directors is largely the same as that of the rest of the Executive Committee and other senior employees. A pension scheme is operated for all permanent employees. The contribution levels for new Executive Directors will be aligned to those of the majority of other UK employees.

Statement of consideration of shareholder views

Looking forward, the Committee will consider Shareholder views when evaluating and setting remuneration strategy. The Company welcomes dialogue with its shareholders over matters of remuneration. When significant changes or decisions are in contemplation, the Chair of the Remuneration Committee may consult major shareholders in advance.

The Committee engaged with the majority shareholder when drafting the Remuneration Policy which is to be put to a shareholder vote at the 2026 AGM. No views in respect of directors' remuneration expressed to the Company by other shareholders have been taken into account in the formulation of the directors' remuneration policy at this point.

Remuneration Committee report continued

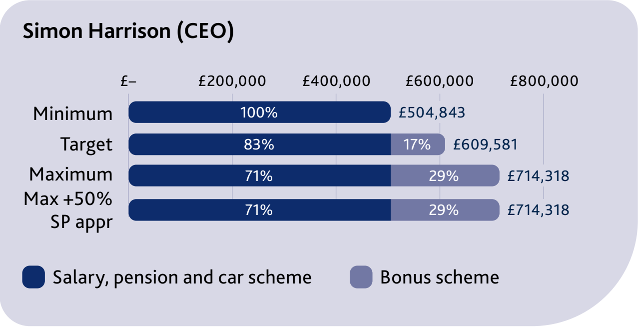
Illustrations of the Remuneration Policy

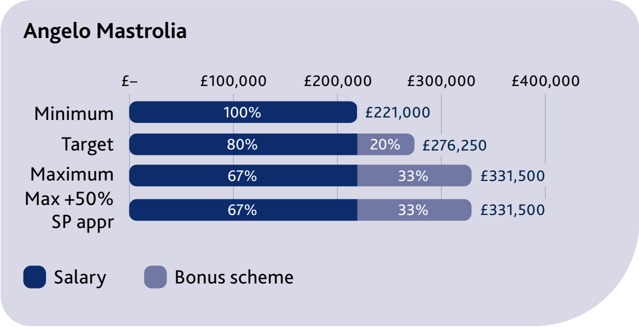
The charts below represent indications under four performance scenarios (“Minimum”, “Target”, “Maximum” and “Maximum assuming a 50% share price appreciation” between award and vesting of a long term incentive – as required by the Directors’ Remuneration Regulations) of the potential remuneration outcomes for each Executive Director resulting from the application of the 2026 base salaries to awards made in accordance with the proposed policy. Note that the Company does not currently have any long-term incentive plan in place and as such no amounts are included for long term incentives.

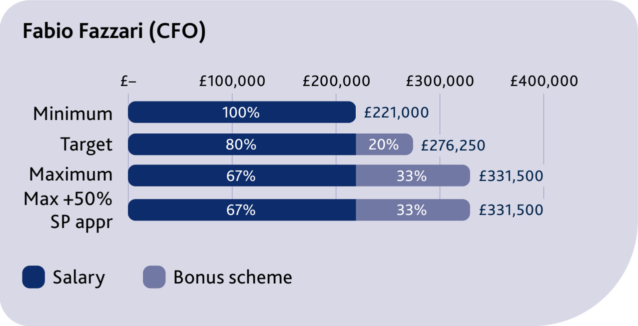
The scenario charts are based on the proposed policy award levels and are calculated on the same basis as the single figures of remuneration. The pay scenarios are forward looking and only serve to illustrate the proposed policy.

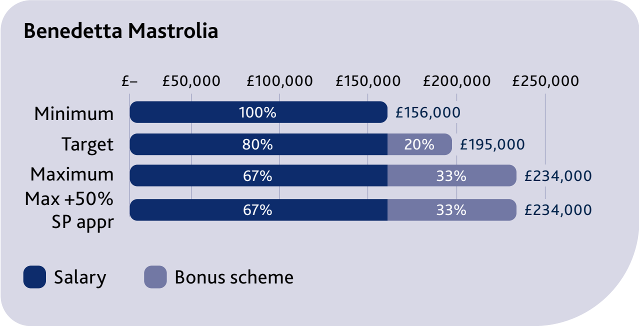
Performance scenarios

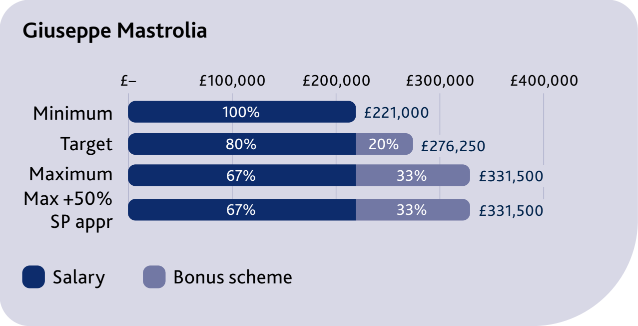
Minimum	• Fixed elements of remuneration only – base salary, benefits, pension for 2026
Target performance	• Fixed elements as outlined above • 50% of the maximum payout under annual bonus
Maximum performance	• Fixed elements as outlined above • 100 % of the maximum payout under annual bonus
Maximum performances plus 50% share price growth	• Fixed elements as outlined above • 100% of maximum pay-out under annual bonus











Annual Remuneration Report

Single Total Figure Remuneration (audited information)

The following table sets out the total remuneration for Executive Directors for 2025.

Director	Annual Salary and fees (£)	Benefits (£)	Pension Contributions[1] (£)	Total Fixed Pay	Annual Bonus	LTIP (£)	Total variable	Total pay (£)	Total pay FY 2024[2] (£)
Executive Directors									
Simon Harrison	418,950	27,893	70,830	517,673	0	0	0	517,673	375,458
Non-Executive Directors									
David Gosnell	15,000							15,000	–
Linda Main	15,000							15,000	–
Louise George	15,000							15,000	–

Notes:

1. Mr Harrison receives a cash contribution in lieu of a payment to the Company's pension scheme. Pension contribution is 30% of salary subject to scheme specific cap. Accordingly, Mr Harrison's pension contribution is restricted to £70,830.
2. For a nine-month period from 1 April 2024 to 31 December 2024.
3. In FY 2024, Mr Harrison's pay consisted of £366,323 of salary and £9,135 of benefits.

Salary

The CEO's salary for 2025 was £418,950.

Each of Angelo Mastrolia, Fabio Fazzari, Giuseppe Mastrolia and Benedetta Mastrolia had service agreements pursuant to their roles with the NewPrinces S.p.A. or Newlat Group S.A. and had entered into associated letters of appointment with the Company as Executive Directors of the Company. Accordingly, they did not receive any remuneration from the Company during 2025. For FY 2026 onwards, they will have service contracts with the Company and will therefore receive remuneration from it.

Benefits (audited information)

The CEO's benefits including ad hoc bonuses for the year totalled £27,893, comprising a company car benefit of £10,900 and private medical insurance of £1,283. In lieu of a salary increase for 2025, a one-off payment of £9,426 was made. In addition, a one-off bonus of £3,142 was awarded following completion of the IPO and a bonus of £3,142 will be paid in April 2026 based on 2025 EBITDA.

No formal annual bonus plan was in place during 2025, and no annual bonuses were awarded in respect of the period.

Long term incentives (audited information)

No LTIP or share incentive plans for Executive Directors were in place during the period. The Company is currently considering what incentive plan will work best for the Executive Directors and Senior Managers in the business. Further details will be provided in the FY 2026 Annual Report and, if required, shareholder approval sought at the 2027 Annual General Meeting.

Non-Executive Director Fees

The annual fees of the Non-Executive Directors effective from the date of admission are shown below.

Director	Base Fee (£)	SID and Deputy Chair Fee (£)	Committee Chair Fee (£)	Total Fee (£)
David Gosnell	50,000	10,000	–	60,000
Linda Main	50,000	–	10,000	60,000
Louise George	50,000	–	10,000	60,000

Payments to former Directors (audited information)

No payments were made to former Directors of the Company during the year.

Payments for loss of office (audited information)

No payments were made to Directors in relation to loss of office during the year. (2024: £400,000).

Remuneration Committee report continued

Directors' Interest in Shares (audited information)

The interest of the Directors, and persons connected with them, as at 31 December 2025 in the ordinary shares of the Company are set out below. There have been no changes in these holdings between 31 December 2025 and the date of this Annual Report.

Director	Held at 31 December 2025
Angelo Mastrolia[1] Benedetta Mastrolia[1] Giuseppe Mastrolia[1]	213,976,937
Simon Harrison	–
Fabio Fazzari	–
David Gosnell	12,631
Linda Main	4,210
Louise George	12,631

Notes:

1. Angelo Mastrolia holds shares indirectly through NewPrinces S.p.A. and Newlat Group S.A. Angelo, Benedetta and Giuseppe Mastrolia are deemed to be part of a concert party. Neither Benedetta nor Giuseppe Mastrolia hold shares in their own right.

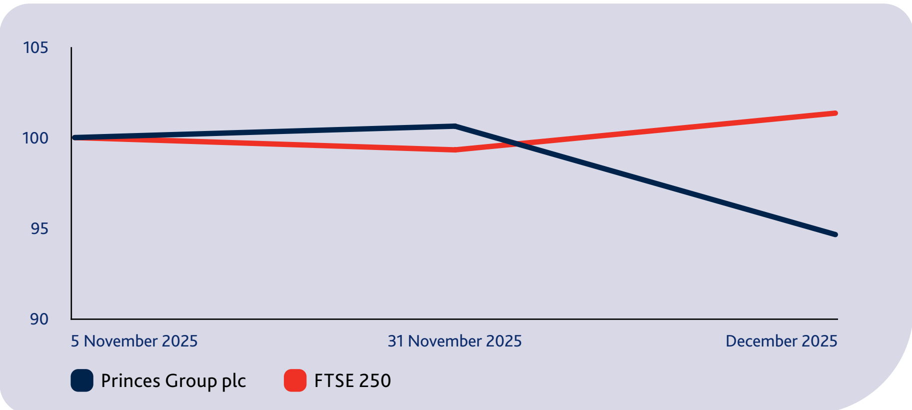
There are currently no requirements or guidelines for directors to hold shares in the Company. There are currently no long-term incentive awards in place.

Performance graph and CEO remuneration table

The chart below compares the total shareholder return performance of the Company over the period from admission to 31 December 2025 to the performance of the FTSE 250. The FTSE 250 index has been chosen because the Company has been a member of this index in the year, being included from 22 December 2025. The base point in the chart for the Company equates to the IPO offer price of £4.75 per share. The table below summarises the CEO single figure for total remuneration, annual bonus pay-outs and long-term incentive vesting levels as a percentage of maximum opportunity over this period.

Performance vs. FTSE 250 Index

Graph of Company share price and FTSE 250 index from 5 November 2025 to 31 December 2025.



Chief Executive Officer Historic remuneration

	2025
CEO single figure of remuneration	£517,673
Annual bonus pay-out (as a % of max)	Not applicable – no formal annual bonus scheme in place
Long term incentive vesting (as % of max)	Not applicable

Annual percentage change in remuneration of Directors and employees

Simon Harrison was the only individual to serve as a Director in the nine-month financial period ended 31 December 2024 and the financial year ended 31 December 2025. As the other Directors did not serve in both periods they have been excluded from this table but will be included going forward. The change in the salaries, bonus and benefits compared to those of the wider workforce is set out below.

	Salary/fees 2024 to 2025	Benefits 2024 to 2025	Annual Bonus
Executive Directors			
Simon Harrison	0%	0%	Not applicable
Wider workforce	0.25%	0%	Not applicable

Note: Benefits above include company car and PMI. There was no formal Annual Bonus Scheme is place in 2024 or 2025.

In the table above, the wider workforce percentages are calculated by determining full-time equivalent (FTE) remuneration for all UK employees for the 2025 financial year. Employees are then ranked based on the relevant categories of remuneration and the 50th percentile in each is used as the comparative measure.

CEO Pay Ratio

Princes used the prescribed Option A methodology when calculating pay ratios. Option A was chosen as it is the most thorough calculation methodology, and the one which provides most accuracy with regards to pay ratio reporting. Calculated on 17 March 2026, we determined total full time equivalent (FTE) remuneration for all UK employees for the 2025 financial year (pay from 1 January 2025 to 31 December 2025 inclusive), including wages/salary, taxable benefits, annual bonus, any share based remuneration and employer pension contributions, consistent with the CEO single total figure basis. We then ranked employees and identified the 25th, 50th (Median) and 75th percentiles to calculate the CEO pay ratios, which are shown in the table below.

	25th Percentile pay ratio	50th Percentile (median) pay ratio	75th Percentile pay ratio
2025 Total remuneration	14:1	12:1	9:1
2025 Salary	14:1	11:1	8:1

	CEO £'000	25th Percentile pay £'000	50th Percentile (median) pay £'000	75th Percentile pay £'000
2025 Total remuneration	518	36	44	57
2025 Salary	419	31	40	52

This financial year marks the first time Princes has reported CEO pay ratios, following the Company's IPO in October 2025.

The Committee has considered the pay data and is satisfied that the ratio is consistent with the Company's wider policies on pay, reward and progression.

Relative Importance of the Spend on Pay

The following table sets out the amounts paid in dividends and buy backs, and total remuneration paid to all employees.

	2025 £m
Total expenditure on remuneration	244
Dividends payable to shareholders and share buy backs	0

Statement of voting at AGM

There is no historical voting to disclose on Directors' remuneration as the 2026 AGM will be the Company's first as a publicly listed company. AGM voting outcomes will be disclosed in future reports.

Louise George
Chair of the Remuneration Committee
24 April 2026

Related Party Transactions Committee report

Dear shareholder

David Gosnell
Chair

On behalf of the Board, I am pleased to present the Company's first Related Party Transactions Committee ("the Committee") report as a listed company for the year ended 31 December 2025.

Committee Attendance

David Gosnell	1
Linda Main	1
Louise George	1

Number of meetings during 2025

1

Committee membership

The independent Non-Executive Directors are the members of the Committee: David Gosnell, Linda Main, and Louise George. David Gosnell is Chair.

Role and responsibilities

The role of the Committee is set out in its Terms of Reference which were approved by the Board of the Company on 5 November 2025 and are available on the Company's website.

The Committee is responsible for monitoring compliance by Mr. Angelo Mastrolia, the Major Shareholder and any Directors appointed by the Major Shareholder within the terms of the Relationship Agreement, including considering and, if thought fit, approving matters or transactions or circumstances which constitute, may constitute, or have the appearance of constituting, in the opinion of the Committee, a conflict of interest between the interests of any Shareholder Director and/or the Major Shareholder or any of their respective associates on the one hand and any member of the Group on the other hand.

The Committee is also responsible for ensuring compliance with the provision of Chapter 8 of the Listing Rules in respect of any transaction which constitutes or may constitute a "related party transaction" under the Listing Rules between Mr. Angelo Mastrolia, the Major Shareholder or any of their associates on the one hand and any member of the Group on the other hand.

2025 Focus

The Committee has only met once during 2025 to review a lease agreement for the Latina factory site between NewPrinces S.p.A. and Princes Italia S.p.A.

The Committee will meet as required during 2026.

David Gosnell
Chair
24 April 2026

Directors' report

Introduction

The Directors present their report for the financial year ended 31 December 2025. Information required to be part of the Directors' Report either by statute, by UKLR 6.6.6 or by the Disclosure and Transparency Regulations, can be found either in this Report or elsewhere in the Annual Report, as indicated in the table below. All information located elsewhere in the Annual Report is incorporated into this Directors' Report by reference:

Disclosure	Location
Environmental impact	Strategic Report – page 40
Greenhouse gas emissions	Strategic Report – page 45
Future business developments	Strategic Report – pages 20 to 24
Research and developmental activities	Strategic Report – page 34
Financial risk management objectives and policies (including hedging policy and use of financial instruments)	Note 34 to the Financial Statements – pages 140 to 144
People, culture and employee engagement	Strategic Report – page 36
Section 172 statement	Strategic Report – pages 48 to 49
Directors' responsibility statement	Page 85
Directors' interests	Directors' Remuneration Report – page 80
Details of long-term incentive schemes	Directors' Remuneration Report – page 75

Directors

The Directors of the Company who were in office during the year were:

- Angelo Mastrolia – Executive Chairman
- Simon Harrison – Chief Executive Officer
- Fabio Fazzari – Chief Financial Officer
- Giuseppe Mastrolia – Chief Commercial Officer
- Benedetta Mastrolia – Investor Relations Director
- David Gosnell – Non-Executive Director and Senior Independent Director (appointed 1 October 2025)
- Louise George – Non-Executive Director (appointed 1 October 2025)
- Linda Main – Non-Executive Director (appointed 1 October 2025)

The biographies of the Directors are set out on pages 64 and 65. Between 31 December 2025 to the date of the approval of the financial statements there have been no changes to the members of the Board.

The powers of the Company's Directors

The powers of the Directors are set out in the Articles of Association (the "Articles") and the Companies Act 2006 (the "Act") and are subject to any directions given by special resolution. The Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company whether relating to the management of the business or not. The Directors may also, subject to the Articles, delegate any of their powers, authorities and discretions as they see fit.

The Board is required by the Articles to consist of no fewer than two Directors with no maximum number of Directors set. This number may be varied by the passing of an Ordinary Resolution by the Company.

Appointment and replacement of Directors

The rules governing the appointment and replacement of Directors are set out in the Company's Articles and are governed by the Code, the Act and related legislation. Directors may be appointed by ordinary resolution of the shareholders or by the Board. At each Annual General Meeting ("AGM"), all Directors in office will offer themselves for re-election.

Articles of Association

The Articles were adopted by the Board on 5 November 2025. As well as setting out the rules governing the appointment and replacement of Directors, the Articles also set out, amongst other matters, the Directors' general authority, rules on decision-making by the Directors, as well as in full the powers of the Directors in relation to issuing shares and buying back the Company's own shares. A copy of the Company's Articles can be found on the Company's website.

Directors interests

The number of ordinary shares of £0.10 of the Company in which the Directors were beneficially interested as at 31 December 2025 are set out in the Directors' Remuneration Report on page 80.

Directors' insurance and indemnities

The Company's Articles provide, subject to the provisions of UK legislation, an indemnity for Directors and Officers of the Company and the Group in respect of liabilities they may incur in the discharge of their duties or in the exercise of their powers.

Directors' and Officers' liability insurance cover is maintained by the Company and is in place in respect of all the Company's Directors at the date of this Annual Report. The Company will review its level of cover on an annual basis.

Results and dividends

The results for the year are set out in the Consolidated Income Statement on page 94. The Directors are not proposing a final dividend for the year ended 31 December 2025 (2024: £nil).

Political and charitable donations

The Company did not make any political donations during the year (2024: £nil). The Company made charitable donations during the year ended 31 December 2025 of £71,509 (2024: £29,000).

Share capital

Details of the Company's share capital, including changes during the year, are set out in note 32 to the Financial Statements. As at 31 December 2025, the Company's issued share capital consisted of 244,702,956 ordinary shares of £0.10 each. There have been no changes to the Company's issued share capital since the financial period end.

Directors' report continued

Major shareholders

The table below shows the interests in shares notified to the Company in accordance with the Disclosure Guidance and Transparency Rules as at 31 December 2025 and 8 April 2026 (being the latest practicable date prior to publication of the Annual Report):

	As at 31 December 2025	
Name of shareholder	Number of ordinary shares of £0.10 each held	Percentage of total voting rights held
NewPrinces S.p.A.*	202,462,958	82.74%
Newlat Group SA*	11,513,979	4.71%

* Each of these shareholders is controlled by the Chairman, Angelo Mastrolia.

Disabled employees

Applications for employment by disabled people are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the Group continues and that appropriate training is arranged. It is the policy of the Group that the training, career development and promotion of disabled colleagues, should as far as possible, be identical to that of other colleagues.

Branches outside of the UK

The Company has no overseas branches.

2026 AGM

The 2026 Annual General Meeting will be held on 27 May 2026 at 9.30am. The Notice of Annual General Meeting is contained in a separate letter from the Chairman accompanying this report giving details of the business to be considered and explanatory notes for each resolution. The Notice of Annual General Meeting will also be available on the Company's website.

Post balance sheet events

Other than as disclosed in note 38 of the financial statements, there have been no material post balance sheet events involving the Company or any of the Company's subsidiaries as at the date of this report.

By order of the Board

Prism Cosec Limited
Company Secretary
24 April 2026

Statement of Directors' responsibilities in respect of the financial statements

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the Group financial statements in accordance with UK-adopted international accounting standards and the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

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

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK-adopted international accounting standards have been followed for the Group financial statements and United Kingdom Accounting Standards, comprising FRS 101 have been followed for the Company financial statements, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The Directors are responsible for safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements and the Directors' Remuneration Report comply with the Companies Act 2006.

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

Directors' confirmations

Each of the Directors, whose names and functions are listed in the Board of Directors section confirm that, to the best of their knowledge:

- the Group financial statements, which have been prepared in accordance with UK-adopted international accounting standards, give a true and fair view of the assets, liabilities, financial position and profit of the Group;
- the Company financial statements, which have been prepared in accordance with United Kingdom Accounting Standards, comprising FRS 101, give a true and fair view of the assets, liabilities and financial position of the Company; and
- the Strategic Report and Directors' Report includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that it faces.

In the case of each Director in office at the date the Directors' report is approved:

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

By order of the Board

Simon Harrison
Chief Executive Officer
24 April 2026

Fabio Fazzari
Chief Financial Officer

Financial statements

Contents

Additional information

Independent auditors' report to the members of Princes Group Plc

Report on the audit of the financial statements

Opinion

In our opinion:

- Princes Group Plc's group financial statements and company financial statements (the "financial statements") give a true and fair view of the state of the group's and of the company's affairs as at 31 December 2025 and of the group's profit and the group's cash flows for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006;
- the company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual report and accounts (the "Annual Report"), which comprise:

- the Consolidated statement of financial position as at 31 December 2025;
- the Company statement of financial position as at 31 December 2025;
- the Consolidated income statement for the year then ended;
- the Consolidated statement of comprehensive income for the year then ended;
- the Consolidated statement of changes in equity for the year then ended;
- the Company statement of changes in equity for the year then ended;
- the Consolidated cashflow statement for the year then ended; and
- the notes to the financial statements, comprising material accounting policy information and other explanatory information.

Our opinion is consistent with our reporting to the Audit & Risk Committee.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

During the period ended 31 December 2024 and up to 11 February 2025, PricewaterhouseCoopers LLP provided a non-audit service in the form of the licensing of a quarterly VAT e-filing tool, for a fee ranging from £135 to £320 plus VAT for the company and three related entities of the company. As the company was an "Other Entity of Public Interest" throughout this period, the continued use of the VAT e-filing tool was an impermissible service and has resulted in an inadvertent breach of paragraphs 5.40 and 5.42 of the FRC Ethical Standard 2019 and 2024.

We confirm that based on our assessment of the breach, the nature and scope of these services and the subsequent action taken, the provision of the services did not affect our professional judgements in connection with our audit of the period ended 31 December 2024 and 31 December 2025 and we remained objective and independent. Other than the matter referred to above, and to the best of our knowledge and belief, we declare that no non-audit services prohibited by the FRC's Ethical Standard as applicable to Listed Public Interest entities or Other Entities of Public Interest, were provided to the company and we have fulfilled our other ethical responsibilities in accordance with these requirements

Other than those disclosed in Audit & Risk Committee report, we have provided no non-audit services to the company in the period under audit.

Our audit approach

Overview

Audit scope

- Princes Group plc is a global manufacturer of foods and beverages headquartered in Liverpool, England. Since 31 July 2024 it has been owned by the Italian group, NewPrinces S.P.A, and was listed on the London Stock Exchange in October 2025. Our audit focused on the entities contributing materially to the financial position of the group as of year ended 31st December 2025. This included three components we identified, in our view, that required an audit of all financial information, consisting of Princes Group Plc, Princes Tuna Mauritius Limited and NPIA. Four other components required an audit of specific line items or further audit procedures due to their contribution towards specific financial statement line items. We also scoped in all consolidation entries at year end, given the materiality of these balances. PwC UK completed the work over three components, PwC component teams audited four components and external component auditors completed the work over one component. Work performed centrally and by component teams accounted for 94% of group revenue, which is our benchmark for determining materiality.

Key audit matters

- Business combinations under common control (group and parent)
- Defined benefit pension plan liabilities (group and parent)

Materiality

- Overall group materiality: £9,357,000 based on 0.5% of total group revenue.
- Overall company materiality: £5,705,000 based on 0.5% of company total revenue.
- Performance materiality: £7,017,750 (group) and £4,278,750 (company).

The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

Key audit matters

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

As a result of this being the first period in which the group has been listed, key audit matters have been included for the first time this year.

This is not a complete list of all risks identified by our audit.

Key audit matter	How our audit addressed the key audit matter
Business combinations under common control (group and parent) Refer to note 37 in the notes to the financial statements. On 1 January 2025, the group entered into an agreement with NewPrinces S.p.A subsidiary Symington's Limited which gave the group the right to conduct and operate the Symington's business for a two-year term. The agreement gives the group the right to use Symington's contractual and employment relationships as well as the tangible and intangible assets which are required to carry out the business. Subsequent to this, the group acquired all of the share capital of the entity. On 1 January 2025, the group entered into an agreement with NewPrinces S.p.A for its Pasta, Bakery Products and Special Product category business which gave the group the right to conduct and operate this business for a two-year term, which was subsequently extended to a five year term. The agreement gives the group the right to use the business' contractual and employment relationships as well as the tangible assets which are required to carry out the business. Share acquisitions were also carried out during the year with New Princes S.p.A for it's France S.A.S and Newlat GmbH businesses. Princes France S.A.S specialises in the manufacture of Bakery Products whilst Newlat GmbH expands the group's pasta operations in Europe. The accounting for the initial agreement and subsequent share acquisition for each of the businesses, is reflected in the group's accounts as a business combination under common control using predecessor accounting with assets and liabilities recognised at their existing carrying values from NewPrinces S.p.A accounts (the Group's highest level of consolidation). No new goodwill has been recognised, with any difference between the carrying amounts and consideration being recognised in equity.	We performed the following procedures: • Obtained the underlying agreements and management's assessment that the transactions should be accounted for as business combinations under common control rather than acquisitions under IFRS 3; • Assessed the appropriateness of this accounting treatment, including the use of predecessor accounting to recognise the assets and liabilities at their existing carrying values; • Agreed the consideration to the agreements and subsequent payment; • Obtained analysis of the net assets and agreed balances to supporting documentation on a sample basis; and, • Determined that the difference between the consideration and net assets acquired was appropriately recognised in equity. Based on our work performed, we concluded that it was appropriate to account for these transactions as business combinations under common control using predecessor accounting.
Defined benefit pension plan liabilities (group and parent) Refer to note 27 in the notes to the financial statements. The company has a defined benefit pension plan net surplus of £0.9million (2024: £1.1 million). A major constituent of this net surplus is the value attributed to the gross liabilities of the pension scheme. The valuation of these gross liabilities of £122.3 million (2024: £125.3 million) requires significant judgement and expertise primarily in respect of the key actuarial assumptions used. These assumptions include both financial assumptions, e.g. the discount rate and inflation, but also key demographic assumptions, e.g. mortality rates. Modest changes in a number of these key assumptions can have a material impact on the calculation of the liability and therefore a significant effect on the financial position of the Group and the company albeit the impact would be mitigated by the pension scheme insurance assets.	We performed the following procedures: • Obtained the external actuary's report used in valuing the scheme's liabilities; • Using our experience of the valuation of similar schemes, and our own pension specialists, we challenged a number of the key inputs in the report and evaluated the methodologies adopted by the actuary in forming the valuation consistent with industry practice and our expectations; • Agreed the key financial assumptions used within the valuation of the scheme's liabilities, including the discount and inflation rates, to our internally developed benchmarks; • Further we considered the appropriateness and reasonableness of the approach taken to setting the mortality assumptions; and • Reviewed the related disclosures within the financial statements for reasonableness and to determine if they are consistent with relevant accounting standards. Based on our work performed, we concluded that the actuarial assumptions used in calculating the pension liability were within an acceptable range and appropriate disclosures have been made in the financial statements.

Independent auditors' report to the members of Princes Group Plc continued

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the group and the company, the accounting processes and controls, and the industry in which they operate.

The group consists of UK and international operating entities. The engagement team has reviewed the legal and organisational structure of the group along with its financial reporting processes & controls and identified 12 components in addition to the year end consolidation adjustments. We have allocated overall materiality based upon each component's contribution to group revenue, before year end adjustments.

Princes Group Plc was deemed significant due to size and therefore subject to full scope audit by the group team. Two other components, NPIA and Princes Tuna Mauritius are material contributors to most financial statement areas and were also subject to full scope audits conducted by component teams. Consolidation adjustments have been fully scoped in as significant due to risk given these are manual adjustments posted by management.

Four other components required an audit of specific line items or further audit procedures due to their contribution towards specific financial statement line items. The group audit team supervised the direction and execution of the audit procedures performed by the component teams.

Princes France, Princes Holding Rotterdam B.V, and WYIEM have been deemed inconsequential components as all line items are, individually and in aggregate immaterial at group level. Work performed centrally and by component teams on 'in-scope' components accounted for 94% of group gross revenue.

The impact of climate risk on our audit

As noted in the group's strategic report, Princes are conscious of their environmental impact and have targets in place to reduce emissions and waste in manufacturing, and ensure supply chains are ethical and sustainable. As a food manufacturer, Princes is exposed to climate-related risks– having the potential to affect raw material availability and quality, operational continuity, input costs, and regulatory compliance. Princes have prepared a Task Force on Climate-related Financial Disclosures (TCFD) report, intended to provide stakeholders with a clear overview of the group's governance, strategy, and risk management approach, in relation to climate-related risks and opportunities. During planning, we made enquiries of management to understand the process they have adopted to assess the extent of the potential impact of climate risk on the group's financial statements. The group is vulnerable to changes in prices, availability and quality of raw materials and utilities as a result of climate change and related regulations. This is a principal risk impacting both expenditure in the current year and its impact on potential future cash flows. We have considered these factors during planning and our audit work and our procedures did not identify any material impact on our audit for the year ended 31 December 2025. We expect that the estimated financial impacts of climate change will be reassessed prospectively and that climate change disclosures will evolve as understanding of the actual and potential impacts are established with greater certainty.

Materiality

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

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Financial statements – group	Financial statements – company
Overall materiality	£9,357,000.	£5,705,000.
How we determined it	0.5% of total group revenue	0.5% of company total revenue
Rationale for benchmark applied	Given recent volatility in profitability alongside the low margin nature of the business, relying on a profit based metric would not accurately reflect the business's economic scale. Revenue offers a more consistent basis for evaluating financial performance and is a key performance indicator, prominently featured and commented on within financial reports. We applied our professional judgement to determine a benchmark of 0.5%.	Given recent volatility in profitability alongside the low margin nature of the business, relying on a profit based metric would not accurately reflect the business's economic scale. Revenue offers a more consistent basis for evaluating financial performance and is a key performance indicator, prominently featured and commented on within financial reports. We applied our professional judgement to determine a benchmark of 0.5%.

For each component in the scope of our group audit, we allocated a materiality that is less than our overall group materiality. The range of materiality allocated across components was between £2,620,000 and £6,890,000. Certain components were audited to a local statutory audit materiality that was also less than our overall group materiality.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% of overall materiality, amounting to £7,017,750 for the group financial statements and £4,278,750 for the company financial statements.

In determining the performance materiality, we considered a number of factors – the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls – and concluded that an amount in the middle of our normal range was appropriate.

We agreed with the Audit & Risk Committee that we would report to them misstatements identified during our audit above £467,850 (group audit) and £285,250 (company audit) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

Conclusions relating to going concern

Our evaluation of the directors' assessment of the group's and the company's ability to continue to adopt the going concern basis of accounting included:

- We obtained management's going concern assessment supporting their conclusions with respect to the going concern basis of preparation of the financial statements;
- We evaluated the historical accuracy of the budgeting process to assess the reliability of the data;
- We evaluated management's base case forecast and downside scenarios, and challenged the adequacy and appropriateness of the underlying assumptions;
- In conjunction with the above we have also reviewed management's analysis of both liquidity, including the group's available financing and maturity profile, and covenant compliance to satisfy ourselves that no breaches are anticipated over the period of assessment;
- We reviewed management accounts for the financial period to date and checked that these were consistent with the starting point of management's forecasts, and supported the key assumptions included in the assessment; and
- We assessed the disclosures made in respect of going concern included in the financial statements.

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

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

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the group's and the company's ability to continue as a going concern.

In relation to the directors' reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

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

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' Report for the year ended 31 December 2025 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the group and company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' Report.

Directors' Remuneration

In our opinion, the part of the Remuneration Committee Report to be audited has been properly prepared in accordance with the Companies Act 2006.

Corporate governance statement

The Listing Rules require us to review the directors' statements in relation to going concern, longer-term viability and that part of the corporate governance statement relating to the company's compliance with the provisions of the UK Corporate Governance Code specified for our review. Our additional responsibilities with respect to the corporate governance statement as other information are described in the Reporting on other information section of this report.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement, included within the Corporate Governance report is materially consistent with the financial statements and our knowledge obtained during the audit, and we have nothing material to add or draw attention to in relation to:

- The directors' confirmation that they have carried out a robust assessment of the emerging and principal risks;
- The disclosures in the Annual Report that describe those principal risks, what procedures are in place to identify emerging risks and an explanation of how these are being managed or mitigated;
- The directors' statement in the financial statements about whether they considered it appropriate to adopt the going concern basis of accounting in preparing them, and their identification of any material uncertainties to the group's and company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements;
- The directors' explanation as to their assessment of the group's and company's prospects, the period this assessment covers and why the period is appropriate; and
- The directors' statement as to whether they have a reasonable expectation that the company will be able to continue in operation and meet its liabilities as they fall due over the period of its assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Our review of the directors' statement regarding the longer-term viability of the group and company was substantially less in scope than an audit and only consisted of making inquiries and considering the directors' process supporting their statement; checking that the statement is in alignment with the relevant provisions of the UK Corporate Governance Code; and considering whether the statement is consistent with the financial statements and our knowledge and understanding of the group and company and their environment obtained in the course of the audit.

Independent auditors' report to the members of Princes Group Plc continued

In addition, based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- The directors' statement that they consider the Annual Report, taken as a whole, is fair, balanced and understandable, and provides the information necessary for the members to assess the group's and company's position, performance, business model and strategy;
- The section of the Annual Report that describes the review of effectiveness of risk management and internal control systems; and
- The section of the Annual Report describing the work of the Audit & Risk Committee.

We have nothing to report in respect of our responsibility to report when the directors' statement relating to the company's compliance with the Code does not properly disclose a departure from a relevant provision of the Code specified under the Listing Rules for review by the auditors.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

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

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

Auditors' responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the group and industry, we identified that the principal risks of non-compliance with laws and regulations related to corporation tax legislation and the Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to management bias in accounting estimates and posting inappropriate journal entries given the inherent incentives and pressures of management to present positive financial performance. The group engagement team shared this risk assessment with the component auditors so that they could include appropriate audit procedures in response to such risks in their work. Audit procedures performed by the group engagement team and/or component auditors included:

- Review of Board minutes, discussions with management and Audit & Risk Committee including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations impacting financial results;
- Challenging assumptions and judgements made by management in their significant accounting estimates;
- Incorporating an element of unpredictability into our audit procedures; and,
- Evaluation of management's controls designed to prevent and detect fraudulent financial reporting;

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

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

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Appointment

We were first appointed by the company for the financial year ended 31 December 2024. Our uninterrupted engagement covers two financial years. The company was a public interest entity for 2 months of those financial years.

Other matters

The group financial statements for the period ended 31 December 2024, forming the corresponding figures of the group financial statements for the year ended 31 December 2025, are unaudited.

The company is required by the Financial Conduct Authority Disclosure Guidance and Transparency Rules to include these financial statements in an annual financial report prepared under the structured digital format required by DTR 4.1.15R – 4.1.18R and filed on the National Storage Mechanism of the Financial Conduct Authority. This auditors' report provides no assurance over whether the structured digital format annual financial report has been prepared in accordance with those requirements.

Jonathan Greenaway (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Manchester

24 April 2026

Consolidated income statement

As at 31 December 2025

	Notes	Year ended 31 December 2025 £'000	Unaudited nine-month period ended 31 December 2024 £'000
Revenue from contracts with customers	2	**1,871,531**	1,275,223
Cost of sales		**(1,490,928)**	(1,057,622)
Gross profit		**380,603**	217,601
Distribution costs		**(97,716)**	(63,795)
Administrative expenses		**(208,672)**	(135,532)
Other income	5	**1,691**	–
Share of results of associates	18	**121**	97
Operating profit	4	**76,027**	18,371
Finance income	9	**17,263**	40
Finance costs	9	**(37,889)**	(24,190)
Profit/(Loss) before income tax		**55,401**	(5,779)
Income tax expense	10	**(18,253)**	(2,475)
Profit/(Loss) for the year/period		**37,148**	(8,254)
Profit/(Loss) for the year/period attributable to:			
Owners of the Company		**35,706**	(7,450)
Non-controlling interests		**1,442**	(804)
		37,148	(8,254)
Earnings/(Loss) per share attributable to the ordinary equity holders of the Company (in £):			
Basis earnings per share	11	**£0.37**	£(0.11)
Diluted earnings per share	11	**£0.37**	£(0.11)

All revenue and operating profits relate solely to the Group's continuing operations.

Consolidated statement of comprehensive income

As at 31 December 2025

	Notes	Year ended 31 December 2025 £'000	Unaudited nine-month period ended 31 December 2024 £'000
Profit/(Loss) for the year		**37,148**	(8,254)
Other comprehensive income/(expense):			
Items that will not be reclassified subsequently to profit or loss:			
Actuarial gains/(losses) on post-employment benefit obligations	27	**760**	(1,225)
Tax relating to items that will not be reclassified subsequently	10	**(198)**	248
		562	(977)
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of foreign operations		**6,730**	(3,524)
Fair value gain/(loss) arising on hedging instruments	25	**1,600**	(35)
Tax relating to items that may be reclassified subsequently	10	**(400)**	97
		7,930	(3,462)
Total other comprehensive income/(expense)		**8,492**	(4,439)
Total comprehensive income/(expense) for the year/period		**45,640**	(12,693)
Total comprehensive income/(expense) attributable to:			
Owners of the Company		**42,179**	(10,833)
Non-controlling interests		**3,461**	(1,860)
		45,640	(12,693)

Consolidated statement of financial position

As at 31 December 2025

	Notes	31 December 2025 £'000	Unaudited 31 December 2024 £'000
Non-current assets			
Goodwill	13	**41,415**	33,718
Intangible assets	13	**70,310**	32,202
Property, plant and equipment	14	**447,312**	385,266
Investment property	15	**49,138**	–
Right-of-use assets	16	**73,703**	47,930
Interests in associates	18	**7,114**	8,252
Deferred tax assets	28	**3,256**	1,559
Retirement benefit surplus	27	**912**	1,081
		693,160	510,008
Current assets			
Inventories	20	**403,764**	342,183
Trade and other receivables	21	**324,397**	157,031
Current tax assets		**973**	613
Cash and cash equivalents	22	**485,198**	241,610
Derivative financial instruments	25	**4**	1,306
		1,214,336	742,743
Total assets		**1,907,496**	1,252,751
Current liabilities			
Trade and other payables	23	**(507,981)**	(320,244)
Current tax liabilities		**(4,110)**	(45)
Lease liabilities	26	**(22,755)**	(10,110)
Borrowings	24	**(71,762)**	(259,231)
Derivative financial instruments	25	**–**	(2,902)
Deferred income	29	**(96)**	(96)
		(606,704)	(592,628)
Non-current liabilities			
Borrowings	24	**(110,666)**	(349,654)
Retirement benefit deficit	27	**(7,099)**	(3,864)
Deferred tax liabilities	28	**(44,407)**	(22,302)
Lease liabilities	26	**(60,833)**	(41,025)
Provisions	30	**–**	(1,021)
Deferred income	29	**(1,639)**	(1,477)
		(224,644)	(419,343)
Total liabilities		**(831,348)**	(1,011,971)
Net assets		**1,076,148**	240,780

	Notes	31 December 2025 £'000	Unaudited 31 December 2024 £'000
Equity			
Share capital	32	**24,470**	7,000
Share premium	32	**806,229**	–
Capital redemption reserve		**5,400**	5,400
Equity reserve		**(5,665)**	(5,665)
Hedging reserve		**3**	(1,197)
Translation reserve		**4,588**	(769)
Other reserve		**(33,971)**	–
Retained earnings		**235,553**	199,931
Equity attributable to owners of the Company		**1,036,607**	204,700
Non-controlling interest	33	**39,541**	36,080
Total equity		**1,076,148**	240,780

The financial statements on pages 94 to 145 were approved by the Board of Directors and authorised for issue on 24 April 2026.

Signed on behalf of the Board of Directors:

Fabio Fazzari
Chief Financial Officer

Company statement of financial position

As at 31 December 2025

	Notes	31 December 2025 £'000	31 December 2024 £'000
Non-current assets			
Goodwill	13	**34,592**	34,592
Intangible assets	13	**28,861**	30,098
Property, plant and equipment	14	**350,051**	325,087
Investment property	15	**49,138**	–
Right-of-use assets	16	**47,316**	41,524
Interests in associates		**1,045**	1,045
Trade and other receivables	21	**78,534**	74,626
Investments in subsidiaries	17	**151,423**	29,104
Retirement benefit surplus	27	**912**	1,081
		741,872	537,157
Current assets			
Inventories	20	**219,609**	227,304
Current tax assets		**396**	256
Trade and other receivables	21	**247,011**	142,264
Cash and cash equivalents	22	**401,594**	229,052
Derivative financial instruments	25	**4**	1,306
		868,614	600,182
Total assets		**1,610,486**	1,137,339
Current liabilities			
Trade and other payables	23	**(336,547)**	(284,429)
Current tax liabilities		**(3,459)**	–
Lease liabilities	26	**(9,669)**	(8,331)
Borrowings	24	**(48,281)**	(258,501)
Deferred income	29	**(96)**	–
Derivative financial instruments	25	**–**	(2,902)
		(398,052)	(554,163)
Non-current liabilities			
Borrowings	24	**(109,868)**	(349,654)
Deferred tax liabilities	10	**(32,431)**	(21,673)
Lease liabilities	26	**(43,941)**	(36,042)
Deferred income	29	**(1,389)**	–
Provisions	30	**–**	(1,021)
		(187,629)	(408,390)
Total liabilities		**(585,681)**	(962,553)
Net assets		**1,024,805**	174,786

	Notes	31 December 2025 £'000	31 December 2024 £'000
Equity			
Share capital	32	**24,470**	7,000
Share premium	32	**806,229**	–
Capital redemption reserve		**5,400**	5,400
Equity reserve		**(5,665)**	(5,665)
Hedging reserve		**3**	(1,197)
Retained earnings		**194,368**	169,248
Total equity		**1,024,805**	174,786

The Parent Company reported a profit after tax for the year ended 31 December 2025 of £24,490,000 (2024: £4,342,000).

The financial statements on pages 94 to 145 were approved by the Board of Directors and authorised for issue on 24 April 2026.

Signed on behalf of the Board of Directors:

Fabio Fazzari
Chief Financial Officer

Consolidated statement of changes in equity

For the year ended 31 December 2025

	Share capital £'000	Share premium £'000	Capital redemption reserve £'000	Equity reserve £'000	Hedging reserve £'000	Translation reserve £'000	Other reserve £'000	Retained earnings £'000	Total £'000	Non-controlling interest £'000	Total equity £'000
Balance at 1 April 2024	7,000	–	5,400	(5,665)	(1,259)	1,795	–	230,997	238,268	39,208	277,476
Loss for the year	–	–	–	–	–	–	–	(7,450)	(7,450)	(804)	(8,254)
Other comprehensive income/(expense) for the year	–	–	–	–	62	(2,564)	–	(881)	(3,383)	(1,056)	(4,439)
Total comprehensive income/(expense) for the year	–	–	–	–	62	(2,564)	–	(8,331)	(10,833)	(1,860)	(12,693)
Dividends	–	–	–	–	–	–	–	(22,735)	(22,735)	(1,268)	(24,003)
Balance at 31 December 2024 (unaudited)	7,000	–	5,400	(5,665)	(1,197)	(769)	–	199,931	204,700	36,080	240,780
Profit for the year	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**35,706**	**35,706**	**1,442**	**37,148**
Other comprehensive income/(expense) for the year	**–**	**–**	**–**	**–**	**1,200**	**5,357**	**–**	**(84)**	**6,473**	**2,019**	**8,492**
Total comprehensive income for the year	**–**	**–**	**–**	**–**	**1,200**	**5,357**	**–**	**35,622**	**42,179**	**3,461**	**45,640**
Issue of new shares	**17,470**	**812,369**	**–**	**–**	**–**	**–**	**–**	**–**	**829,839**	**–**	**829,839**
IPO costs	**–**	**(6,140)**	**–**	**–**	**–**	**–**	**–**	**–**	**(6,140)**	**–**	**(6,140)**
Equity impact of business combinations under common control	**–**	**–**	**–**	**–**	**–**	**–**	**(33,971)**	**–**	**(33,971)**	**–**	**(33,971)**
Balance at 31 December 2025	**24,470**	**806,229**	**5,400**	**(5,665)**	**3**	**4,588**	**(33,971)**	**235,553**	**1,036,607**	**39,541**	**1,076,148**

The share premium reserve relates to the premium arising on the issue of new shares in the year. Costs associated with the initial public offering of £6.1 million have been deducted from the share premium reserve.

The capital redemption reserve was created on the redemption of share capital.

The equity reserve relates to the Company increasing its holding in Napolina Limited from 76% to 100% on 12 August 2013.

The hedging reserve relates to the gains and losses arising on the effective portion of hedging instruments carried out at fair value in a qualifying cash flow hedge.

The translation reserve represents the gains and losses arising on retranslating the net assets of overseas operations into sterling.

The other reserve relates to the equity impact of accounting for the common control acquisitions of Newlat GmbH, Princes France S.A.S and Symington's Ltd which occurred in the year.

The retained earnings are all other net gains and losses and transactions with owners (e.g. dividends) not recognised elsewhere.

The non-controlling interest relates to minority interests in Princes Tuna (Mauritius) Limited, Indico Canning Limited and West Yorkshire Industrial Estates (Management) Limited.

Company statement of changes in equity

For the year ended 31 December 2025

	Share capital £'000	Share premium £'000	Capital redemption reserve £'000	Equity reserve £'000	Hedging reserve £'000	Retained earnings £'000	Total £'000
At 1 April 2024	7,000	–	5,400	(5,665)	(1,553)	196,996	202,178
Loss for the year	–	–	–	–	–	(4,342)	(4,342)
Other comprehensive expense for the year	–	–	–	–	356	(671)	(315)
Total comprehensive expense for the year	–	–	–	–	356	(5,013)	(4,657)
Dividends	–	–	–	–	–	(22,735)	(22,735)
At 31 December 2024	7,000	–	5,400	(5,665)	(1,197)	169,248	174,786
Profit for the year	**–**	**–**	**–**	**–**	**–**	**24,490**	**24,490**
Other comprehensive expense for the year	**–**	**–**	**–**	**–**	**1,200**	**630**	**1,830**
Total comprehensive expense for the year	**–**	**–**	**–**	**–**	**1,200**	**25,120**	**26,320**
Issue of new shares	**17,470**	**812,369**	**–**	**–**	**–**	**–**	**829,839**
Transaction costs for IPO	**–**	**(6,140)**	**–**	**–**	**–**	**–**	**(6,140)**
At 31 December 2025	**24,470**	**806,229**	**5,400**	**(5,665)**	**3**	**194,368**	**1,024,805**

The share premium reserve relates to the premium arising on the issue of new shares in the year. Costs associated with the initial public offering of £6.1 million have been deducted from the share premium reserve.

The capital redemption reserve was created on the redemption of share capital.

The equity reserve relates to the adjustment to the fair value of the brand acquired through the Company increasing its holding in Napolina Limited from 76% to 100% on 12 August 2013.

The hedging reserve relates to the gains and losses arising on the effective portion of hedging instruments carried out at fair value in a qualifying cash flow hedge.

The retained earnings are all other net gains and losses and transactions with owners (e.g. dividends) not recognised elsewhere.

Consolidated cash flow statement

For the year ended 31 December 2025

	Notes	Year ended 31 December 2025 £'000	Unaudited nine-month period ended 31 December 2024 £'000
Cash flows from operating activities			
Profit/(Loss) for the year		**37,148**	(8,254)
Adjustments for:			
Share of profit of associates	18	**(121)**	(97)
Income tax expense	10	**18,253**	2,475
Finance costs	9	**37,889**	24,190
Finance income	9	**(17,263)**	(40)
Exchange losses	4	**–**	620
Depreciation of property, plant and equipment / right-of-use assets	14/15/16	**68,859**	38,210
Loss on disposal of property, plant and equipment	4	**515**	511
Amortisation of intangible fixed assets	13	**3,789**	1,072
Release of long-term provisions	30	**(1,021)**	–
Operating cash flows before movements in working capital		**148,048**	58,687
(Increase)/Decrease in inventories	20	**(54,814)**	21,682
(Increase)/Decrease in receivables	21	**(38,851)**	99,704
Increase in payables	23	**147,319**	79,416
Cash generated by operations		**201,702**	259,489
Income taxes paid		**(4,107)**	(3,405)
Interest paid		**(13,368)**	(24,190)
Interest received		**13,858**	–
Net cash inflow from operating activities		**198,085**	231,894
Cash flows from investing activities			
Acquisitions, net of cash		**(53,249)**	–
Dividends from associates	18	**780**	950
Movement on cash-pooling arrangements with parent		**(98,574)**	–
Payments for purchase of intangible assets	13	**(504)**	(618)
Payments for purchase of property, plant and equipment	14	**(74,552)**	(15,905)
Proceeds from sale of property, plant and equipment		**–**	39
Payments for purchases of investment properties	15	**(49,634)**	–
Net cash outflows from investing activities		**(275,733)**	(15,534)
Cash flows from financing activities			
Dividends paid to owners of the Company	12	**–**	(22,735)
Dividends paid to non-controlling interests in subsidiaries	33	**–**	(1,268)
Proceeds from issue of new shares	32	**400,140**	–
Costs relating to Initial Public Offering		**(6,140)**	–
Proceeds from loans and borrowings	24	**137,340**	609,493
Repayment of borrowings	24	**–**	(506,278)
Repayment of factored receivables	24	**(195,595)**	–
Repayment of lease liabilities	26	**(19,744)**	(8,987)
Net cash inflow from financing activities		**316,001**	70,225
Net increase in cash and cash equivalents		**238,353**	286,585
Cash and cash equivalents at beginning of year	22	**231,826**	(54,759)
Exchange differences on cash		**(3,863)**	–
Cash and cash equivalents at end of year	22	**466,316**	231,826

Notes to the financial statements

For the year ended 31 December 2025

1. Material accounting policies

Corporate information

Princes Group plc (formerly Princes Limited) (the "Company") is a public company limited by shares incorporated and domiciled in the United Kingdom and registered in England and Wales under the Companies Act 2006. The address of the registered office is Royal Liver Building, Pier Head, Liverpool, L3 1NX. On 11 August 2025, the Company re-registered as a public limited company (plc) under Section 90 of the Companies Act 2006.

The primary business of the Group and Company is Food and Drinks Manufacturing.

On 17 June 2024, a purchase and sale agreement was entered into with Mitsubishi Corporation as seller, pursuant to which Newlat Food S.p.A. (now NewPrinces S.p.A.) acquired 100% of the share capital of the Company for a net cash consideration of GBP 1. The purchase was then finalised at the end of July. The agreement stipulated that Newlat Food S.p.A. must provide the necessary financial resources to enable the Company to repay its outstanding loan to Mitsubishi Corporation. The transaction was financed through a €200 million loan from Newlat Food S.p.A. and a €300 million loan that was provided by a pool of leading international banks.

On 30 July 2024, all of the conditions stipulated in the agreement for the acquisition of the Company were fulfilled and therefore Newlat Food S.p.A. acquired the entire share capital of the Company.

Following the acquisition, the Company changed its financial year end from 31 March to 31 December, to align with the Newlat Group, resulting in a shortened previous reporting period of nine months.

During the financial year, the Company completed a number of business combinations that are summarised below with further details included in note 37.

On 1 January the Group entered into an agreement with NewPrinces S.p.A. subsidiary Symington's Limited which gave the Group the right to conduct and operate the Symington's business for a two-year term. Symington's specialises in the production and sale of instant noodle products. The agreement gives the Group the right to use Symington's contractual and employment relationships as well as the tangible and intangible assets which are required to carry out the business. Subsequent to this, the Group acquired all of the share capital of the entity.

On the same date, the Group entered into an agreement with NewPrinces S.p.A. for its Pasta, Bakery Products and Special Product category business which gave the Group the right to conduct and operate this business for a two-year term, which was subsequently extended to five years. The agreement gives the Group the right to use the business' contractual and employment relationships as well as the tangible assets which are required to carry out the business.

Share acquisitions were also carried out during the year with NewPrinces S.p.A. for its France S.A.S and Newlat GmbH businesses. Princes France S.A.S specialises in the manufacture of Bakery Products whilst Newlat GmbH expands the Group's pasta operations in Europe.

The accounting for the initial agreement and subsequent share acquisition for each of the businesses, is reflected in the Group's accounts as a business combination under common control using predecessor accounting with assets and liabilities recognised at their existing carrying values from NewPrinces S.p.A. accounts. No new goodwill has been recognised, with any difference between the carrying amounts and consideration being recognised in equity.

On 31 October 2025, the Company listed on the London Stock Exchange Main Market and issued a further 174,702,956 ordinary shares upon IPO. The shares were issued at a price of £4.75 in exchange for total consideration of £829,839,000 consisting of both cash and the settlement of loans that were due to the Parent Company. The issue of the new shares resulted in £17,470,000 of new share capital and £812,369,000 of new share premium. Further details are provided in note 32.

The comparatives for the Consolidated financial statements are stated as unaudited as for the nine months ended 31 December 2024, as the Company took the exemption, under Section 400 of the Companies Act 2006, from the requirement to prepare Consolidated financial statements. The comparatives for the Consolidated financial statements align with the Historical Financial Information ("HFI") – included within Section IX of the Princes Group plc listing prospectus, issued on 22 October 2025 in line with the requirements of PRM 1.4.1 of the FCA handbook – with the following exceptions:

- Overdrafts are now correctly presented with Cash and cash equivalents in the cash flow statement, resulting in changes versus the HFI of: a reduction in 'Repayment of borrowings' of £54.4 million; an increase in the 'Net increase in cash and cash equivalents' of £54.4 million; a reduction in 'Cash and cash equivalents at beginning of the year' of £64.1 million and a decrease to 'Cash and cash equivalents at end of year' of £9.8 million.
- Reclassification within the Trade and other payables disclosure resulting in changes versus the HFI of: a reduction in 'Trade Payables' of £42.7 million; an increase in 'Other taxes and social security' of £3.2 million and an increase in 'Accruals' of £39.5 million.

Basis of preparation

The financial statements include consolidated information for the Group consisting of Princes Group plc (formerly Princes Ltd) and its subsidiaries ("Consolidated financial statements") and Company information for Princes Group plc (formerly Princes Ltd) only ("Company financial statements"). The financial statements cover the following periods:

- 12 months ended and as at 31 December 2025; and
- 9 months ended and as at 31 December 2024.

The financial statements consist of the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of financial position, the consolidated statement of changes in equity, the consolidated statement of cash flows, the Company statement of financial position, the Company statement of changes in equity, and the corresponding notes.

The Consolidated financial statements have been prepared in accordance with UK-adopted International Accounting Standards ("UK-IFRS").

The Company financial statements have been prepared in accordance with FRS 101 Reduced Disclosure Framework and the Companies Act 2006. In preparing the Company financial statements, the Company applies the recognition, measurement and disclosure requirements of UK-adopted International Accounting Standards.

As permitted by section 408(4) of the Companies Act 2006, a separate income statement for the Company is not included in these financial statements.

These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the Group operates. Foreign operations are included in accordance with the accounting policies.

All amounts disclosed in the financial statements and notes have been rounded to the nearest thousand of pounds sterling unless otherwise stated.

Notes to the financial statements continued

1. Material accounting policies continued

Basis of preparation continued

FRS 101 allows a qualifying entity exemption from certain disclosures otherwise required under UK-IFRS. The Company has taken advantage of the following exemptions on the basis that equivalent disclosures are included in the accompanying consolidated financial statements.

- The requirements of IFRS 7, Financial Instruments: Disclosures in line with FRS 101.8.d
- The requirements of paragraphs 1 to 44E, 44H(b)(ii) and 45 to 63 of IAS 7, Statement of Cash Flows in line with FRS 101.8.h(i)
- The requirements of paragraphs 44F, 44G, 44H(a), 44H(b)(i), 44H(b)(iii) and 44H(c) of IAS 7, Statement of Cash Flows in line with FRS 101.8.h(ii)
- The requirements of paragraphs 17 and 18A of IAS 24, Related Party Disclosures in line with FRS 101.8.j

The financial statements have been prepared on the historical cost basis, except for the revaluation of financial instruments (including derivative instruments) and defined benefit pension plans that are measured at fair values at the end of each reporting period, as explained in the accounting policy below.

Historical cost is generally based on the fair value of the consideration given in exchange for the assets. The principal accounting policies adopted are set out below and are applied consistently throughout the financial statements, other than where new policies have been adopted.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis. In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The layout adopted for the consolidated statement of financial position provides for the separation of assets and liabilities between current and non-current.

An asset is classified as current when:

- it is assumed that this activity is carried out, or is owned for sale or consumption, in the normal course of the operating cycle;
- it is held primarily for the purpose of trading;
- it is assumed that it will be realised within 12 months of the reporting date;
- it consists of cash and cash equivalents (unless it is prohibited to exchange it or use it to settle a liability for at least 12 months from the reporting date).

All other assets are classified as non-current. In particular, IAS 1 includes property, plant and equipment, intangible assets and long-term financial assets as non-current assets.

A liability is classified as current when:

- it is expected to be extinguished in the normal operating cycle;
- it is held primarily for the purpose of trading;
- it will be extinguished within 12 months of the reporting date;
- there is no unconditional right to defer its settlement for at least 12 months from the reporting date.

Covenants of a liability that could, at the discretion of the counterparty, result in its extinction through the issue of equity instruments do not affect its classification.

The consolidated statement of other comprehensive income includes the result for the year and, with the same categories, income and expenses that, according to IFRSs, are directly recognised under equity.

The consolidated statement of changes in equity includes, in addition to the total gains or losses for the period, the amounts of transactions with shareholders and movements in reserves during the year.

In the consolidated statement of cash flows, the financial flows from operating activities are presented using the indirect method, under which the profit or loss for the year is adjusted by the effects of non-monetary operations, by any deferral or provision of previous or future operating inflows or outflows, and by elements of revenue or costs related to financial flows deriving from investment activities or financing activities.

Adoption of new and revised Standards

In the current year, the following new and revised Standards and Interpretations have been adopted and have affected the amounts reported in these financial statements. The following standards and interpretations have come into effect during the current year or prior period. The adoption of these amendments has not had any material impact on the disclosures or amounts reported in these financial statements.

Amendments to IAS 21 (Effective 1 January 2025)	Lack of exchangeability

At the date of these financial statements, the following Standards and Interpretations which have not been applied in these financial statements were in issue but not yet effective.

Amendments to IFRS 7 and IFRS 9 (Effective 1 January 2026)	Amendment to the classification and measurement of financial instruments
IFRS 18 (Effective 1 January 2027)	Presentation and Disclosure in Financial Statements
IFRS 19 (Effective 1 January 2027)	Subsidiaries without Public Accountability: Disclosures

The Group's assessment of the impact of these new standards and amendments is set out below.

Amendments to the Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7 (effective for annual periods beginning on or after 1 January 2026)

On 30 May 2024, the IASB issued targeted amendments to IFRS 9 and IFRS 7 to respond to recent questions arising in practice, and to include new requirements not only for financial institutions but also for corporate entities. These amendments:

- clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;

- clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest ("SPPI") criterion;
- add new disclosures for certain instruments with contractual terms that can change cash flows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and
- update the disclosures for equity instruments designated at fair value through other comprehensive income ("FVOCI").

The Group does not expect these amendments to have a material impact on its operations or future financial statements.

IFRS 18 Presentation and Disclosure in Financial Statements (effective for annual periods beginning on or after 1 January 2027)

IFRS 18 will replace IAS 1 Presentation of Financial Statements, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though IFRS 18 will not impact the recognition or measurement of items in the financial statements, its impacts on presentation and disclosure are expected to be pervasive, in particular those related to the statement of financial performance and providing management-defined performance measures within the financial statements.

The Group will apply the new standard from its mandatory effective date of 1 January 2027. Management is currently assessing the detailed implications of applying the new standard on the Group. From the high-level preliminary assessment performed, the following potential impacts have been identified:

- Although the adoption of IFRS 18 will have no impact on the Group's net profit, the Group expects that grouping items of income and expenses in the consolidated income statement into the new categories will impact how operating profit is calculated and reported.

  The line items presented on the primary financial statements might change as a result of the application of the concept of 'useful structured summary' and the enhanced principles on aggregation and disaggregation.
- The Group does not expect there to be a significant change in the information that is currently disclosed in the notes because the requirement to disclose material information remains unchanged; however, the way in which the information is grouped might change as a result of the aggregation/disaggregation principles. In addition, there will be significant new disclosures required for:
  a) management-defined performance measures;
  b) a break-down of the nature of expenses for line items presented by function in the operating category of the consolidated income statement – this break-down is only required for certain nature expenses; and
  c) for the first annual period of application of IFRS 18, a reconciliation for each line item in the consolidated income statement between the restated amounts presented by applying IFRS 18 and the amounts previously presented applying IAS 1.
- From a cash flow statement perspective, there will be changes to how interest received and interest paid are presented. Interest paid will be presented as financing cash flows and interest received as investing cash flows, which is a change from current presentation as part of operating cash flows.

IFRS 19 Subsidiaries without Public Accountability: Disclosures (effective for annual periods beginning on or after 1 January 2027)

Issued in May 2024, IFRS 19 allows for certain eligible subsidiaries of parent entities that report under IFRS Accounting Standards to apply reduced disclosure requirements. The Group does not expect this standard to have an impact on its operations or future financial statements.

Basis of consolidation

(i) Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date when control ceases.

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated, unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. Those interests of non-controlling shareholders that present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

(ii) Associates

Associates are all entities over which the Group has significant influence but not control or joint control. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

Investments in associates are accounted for using the equity method of accounting after initially being recognised at cost. Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates are recognised as a reduction in the carrying amount of the investment.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated, unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity-accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

Equity-accounted investments are assessed for impairment indicators annually. Where an impairment indicator is identified, the carrying amount of equity-accounted investments is tested for impairment to ensure that the carrying value does not exceed its recoverable amount. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

Notes to the financial statements continued

1. Material accounting policies continued

Basis of consolidation continued

(iii) Joint operation

The Group recognises its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the financial statements under the appropriate headings. The Group is party to a joint arrangement with Edible Oils Limited ("EOL"). In accordance with IFRS 11 Joint Arrangements, the classification of a joint arrangement as either a joint operation or a joint venture depends on the rights and obligations of the parties involved.

The Group has assessed the nature of its rights and obligations under the arrangement. The joint arrangement agreement in relation to EOL requires unanimous consent from all parties for all relevant activities. The arrangement is structured through a separate vehicle. Although EOL has ability to sell output to third parties, 100% of EOL's output is purchased by the Group which indicates that the Group has rights to substantially all the economic benefits of the assets and obligations for the liabilities of EOL.

The Group has considered the legal form of the vehicle, the terms of the contractual arrangement, and other relevant facts and circumstances to determine the arrangement should be accounted for as a joint operation classification. Accordingly, the Group recognises its proportional share of the jointly held assets, liabilities, revenues and expenses as described in note 19.

(iv) Subsequent investments

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

Going concern

After making enquiries, the Board has a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the consolidated financial statements. The forecast for the going concern assessment period to 31 December 2027 has been updated for the business's best estimate of cash flow in the period, as per the latest trading forecasted business plan for the period.

The Board's treasury policies are in place to maintain a strong capital base and manage the Group's balance sheet and liquidity to ensure long-term financial stability. These policies are the basis for investor, creditor and market confidence and enable the successful development of the business.

The Directors have reviewed the business' cash flow projections, together with the availability of the committed borrowing facilities, for a period of at least 18 months from the date of approval of the Consolidated Financial Statements. The Directors have also considered the headroom against covenants under the Group's borrowing facilities.

The Directors have assessed the main sources of financing, being the existing liquid cash resources, and the €100 million line of credit facility.

In reviewing the cash flow forecast for the period, the Directors reviewed the trading for all business segments, considering the experience gained from events of the last three years of trading and emerging trading patterns. The Directors have a thorough understanding of the risks, sensitivities and judgements included in these elements of the cash flow forecast.

As a downside scenario, the Directors considered a situation in which inflationary costs are not fully recovered through pricing, there is an adverse movement in trading volumes within the Group and severe IT outages occur leading to a period of non-operation across the production facilities. This downside scenario was modelled without taking any mitigating actions within their control. Under this downside scenario the Group forecasts liquidity throughout the period. The likelihood of these circumstances is considered remote for two reasons. Firstly, over such a period, management could take substantial mitigating actions, such as reviewing pricing, taking cost-cutting measures and reducing capital investment. Secondly, the Group has significant business and asset diversification and would be able to, if it were necessary, dispose of assets and/or businesses to raise considerable levels of funds.

Business combinations

The acquisition method of accounting is used to account for all business combinations in the scope of IFRS 3, regardless of whether equity instruments or other assets are acquired. The consideration for each acquisition is measured at the aggregate of the fair values (at the date of exchange) of assets given, liabilities incurred or assumed, equity instruments issued by the Group in exchange for control of the acquiree, the fair value of any asset or liability resulting from a contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary. Acquisition-related costs are recognised in the consolidated income statement as incurred.

The acquiree's identifiable assets, liabilities and contingent liabilities assumed in a business combination are recognised at their fair value at the acquisition date, except that: deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with IAS 12 Income Taxes and IAS 19 Employee Benefits respectively.

Common control transactions

During the period the business made purchases of Princes France S.A.S, Newlat GmbH and Symington's Ltd. All acquisitions were previously owned by the Parent Company of the Group and therefore made on a common control basis. The Group chose to apply the predecessor method of accounting such that:

- Assets and liabilities transferred are recognised at their existing carrying amounts from the consolidated accounts that represent the highest level at which the transferring entity is consolidated.
- No new goodwill is recognised; any difference between the consideration paid and the carrying amounts of the net assets acquired is recognised directly in equity;
- Transaction costs are expensed as incurred;
- The Group accounts for such combinations prospectively from the date of transfer.

The subsequent accounting resulted in the creation of another reserve.

Goodwill

Goodwill arising in a business combination is recognised as an asset at the date that control is acquired (the acquisition date). Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest (if any) in the entity over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

Goodwill is not amortised but is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units are identified at the lowest level at which goodwill is monitored for internal management purposes. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Investments

Investments within the Company accounts are stated at cost less any provision for impairment in their value. The carrying value of investments is reviewed at each reporting date to determine if there is any indication of impairment.

Revenue recognition

Revenues from contracts with customers

The Group operates one principal area of activity, that of the importation, manufacture and distribution of food and drink products.

Revenue is recognised when control of the goods has transferred to the customer, which is at the time of delivery under the terms of the contract. The performance obligation is fulfilled when the customer obtains full discretion over the use of the goods, the risk and rewards of ownership have passed, and there are no unfulfilled obligations that could affect customer acceptance, which is at the time of delivery.

Revenue is measured at the transaction price expected to be received, net of trade discounts, rebates, returns, allowances and value added tax. Transaction price per case is pre-agreed per the price list with any discount related to an individual customer-run promotion agreed in advance. Long-term discounts and rebates are part of a commercial arrangement, and the Group uses historical experience and actual or forecast sales to estimate the level of discount or rebate.

The total revenue from contracts with customers of Edible Oils Limited ("EOL") are included within revenue. All of Edible Oils Limited sales are to the Company, who then sell on to third-party customers. The Company is primarily responsible for fulfilling the contract to the customer and therefore controls the goods. The Company is considered the principal in the contractual arrangements with EOL and the customer and therefore recognises 100% of the revenue from contracts with customers. In reaching this conclusion, management has evaluated the contractual terms, including rights and obligations, alongside inventory risk, pricing discretion (both of which rest solely with the Company), and the Company's direct engagement with end-customers. These factors collectively support the assessment that the Company acts as principal in these arrangements. For details of accounting policy for transactions with EOL, refer to paragraph 'Basis of consolidation – joint operations'.

Sales rebates and discounts

Sales-related discounts comprise:

- Long-term discounts and rebates, which are sales incentives to customers to encourage them to purchase increased volumes and are related to total volumes purchased and sales growth.
- Short-term promotional discounts, which are directly related to promotions run by customers.

Sales rebates and discount accruals are treated as a reduction in the transaction price and are established at the time of sale based on management's best estimate of the amounts necessary to meet claims by the Group's customers in respect of these rebates and discounts and are reviewed for appropriateness at each reporting date. Accruals are made for each individual promotion or rebate arrangement and are based on the type and length of promotion and nature of customer agreement. At the time an accrual is made the nature and timing of the promotion is typically known. Accumulated experience is used to estimate and provide for rebates and discounts and revenue is only recognised to the extent that it is highly probable that a material reversal will not occur. As there is no right to enforce net settlement, the accruals are presented gross.

Segmental reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM"). The CODM is responsible for allocating resources and assessing performance of the operating segments. See note 3 for further details.

Dividend income

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably). This is the case for both dividends from subsidiaries and associates.

Leases

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low-value assets (such as small items of office furniture and telephones). For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

For all classes of assets, non-lease components, i.e. service elements, will be separated from the lease components and thereby not form part of the right-of-use asset and financial lease liability recognised in the consolidated statement of financial position.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options;
- Lease payments to be made under an extension option if the Group is reasonably certain to exercise the option; and
- Payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option. The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

The Group recognises a provision for dilapidations in accordance with IAS 37 where it has a present obligation under a lease contract to restore a leased property to its original condition at the end of the lease term. This obligation is typically incurred at the commencement of the lease, when the Group signs the lease agreement and assumes responsibility for the restoration. The provision is measured at the present value of the expected costs to settle the obligation.

Notes to the financial statements continued

1. Material accounting policies continued

Leases continued

Right-of-use assets are depreciated over the shorter of lease term and useful life of the underlying asset.

If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Property, Plant and Equipment' policy.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs.

Foreign currencies

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The financial statements are presented in pound sterling, which is the Company's functional and presentation currency.

In preparing the financial statements, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At each consolidated statement of financial position date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in the consolidated income statement in the period in which they arise except for exchange differences on transactions entered into to hedge certain foreign currency risks (see below under 'Financial instruments – hedge accounting').

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the consolidated statement of financial position date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (attributed to non-controlling interests as appropriate).

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. The Group has elected to treat goodwill and fair value adjustments arising on acquisitions before the date of transition to IFRS as sterling-denominated assets and liabilities.

Cash and cash equivalents

For the purpose of the cash flow statement, cash and cash equivalents comprise bank and cash balances, deposits held at call with banks and financial institutions with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. In the consolidated statement of financial position, bank overdrafts are included in current borrowings.

Borrowing costs

Issue costs are capitalised and amortised over the period of the borrowings. Interest expense is recognised in the consolidated income statement in the period in which they are incurred.

Research and development

Research expenditure and development expenditure that do not meet the criteria for capitalisation are recognised as an expense as incurred. R&D tax credits are included within operating profit.

Operating profit

Operating profit is stated after the share of results of associates but before finance costs.

Retirement benefit costs

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due. Payments made to state-managed retirement benefit schemes are dealt with as payments to defined contribution schemes where the Group's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

For defined benefit retirement benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at the end of each reporting period. Remeasurement comprising actuarial gains and losses and the return on scheme assets (excluding interest) are recognised immediately in the consolidated statement of financial position with a charge or credit to the statement of comprehensive income in the period in which they occur. Remeasurement recorded in the statement of comprehensive income is not recycled. Usual practice in the UK is for the remeasurement, included in the statement of comprehensive income, to be taken to retained earnings but this is not a requirement of the standard. Past service cost is recognised in profit or loss in the period of scheme amendment. Net interest is calculated by applying a discount rate to the net defined benefit liability or asset.

Defined benefit costs are split into three categories:

- current and past service cost;
- net-interest expense or income; and
- remeasurement.

The Group presents the first component of defined benefit costs within administrative expenses (see note 27) in its consolidated income statement. Net interest expense or income is recognised within finance costs. The retirement benefit obligation recognised in the consolidated statement of financial position represents the deficit or surplus in the Group's defined benefit schemes. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the schemes or reductions in future contributions to the schemes.

Taxation

The income tax expense or credit for the period is the tax payable on the current period's taxable income, based on the applicable income tax rate, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its subsidiaries operate and generate taxable income. The current tax is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the consolidated income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the consolidated statement of financial position date.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial information and the corresponding tax bases used in the computation of taxable profit and is accounted for using the consolidated statement of financial position liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each consolidated statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the consolidated statement of financial position date. Deferred tax is charged or credited in the consolidated income statement, except when it relates to items charged or credited in other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

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

Property, plant and equipment

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at cost less accumulated depreciation and any recognised impairment losses.

Properties in the course of construction for production, supply or administrative purposes, or for purposes not yet determined, are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Freehold land is not depreciated.

Fixtures and equipment are stated at cost less accumulated depreciation and any recognised impairment loss.

Depreciation is recognised so as to write off the cost or valuation of assets (other than land and properties under construction) less their residual values over their useful lives, using the straight-line method, on the following bases:

Land and Buildings:
Freehold buildings – over 33-50 years
Leasehold land & buildings – over 50 years or period of lease, if less

Plant, Machinery & Equipment:
Plant, machinery & equipment – over 2-30 years
Vehicles – over 2-10 years

The gain or loss arising on the disposal or scrappage of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the profit and loss. There were no material gains or losses on disposal during the year ended 31 December 2025.

Investment property

Investment property, which is property held to earn rentals and/or for capital appreciation, is stated at cost less accumulated depreciation and any recognised impairment losses.

Depreciation is assessed on a straight-line basis, over the asset's useful life of 50 years.

Intangible assets

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised over their useful life of 15 years.

Intangible assets acquired in a business combination with indefinite useful lives are carried at cost less accumulated impairment losses. Intangible assets identified as having indefinite useful lives are influenced by the nature of the business and the lifespan of the products sold to which the intangible assets relate.

Brands and licences with finite useful lives are measured initially at purchase cost and are amortised on a straight-line basis over their estimated useful lives. Brands and licences with indefinite useful lives are carried at cost less accumulated impairment losses.

Impairment

The carrying values of the Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at least annually to determine whether there is an indication of impairment. For goodwill, the recoverable amount is estimated each year at the same time. Assets that are subject to amortisation are assessed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

Where an indication of impairment exists, the recoverable amount is estimated based on the greater of its value in use and its fair value less costs to sell.

The Group reviews its identified CGUs for the purposes of testing goodwill on an annual basis, taking into consideration whether assets generate independent cash inflows. The recoverable amounts of CGUs are determined based on the higher of fair value less costs of disposal and value in use calculations. These calculations require the use of estimates. Impairment losses are recognised in the statement of profit or loss in the period in which they occur.

For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generate cash inflows from continuing use that are largely independent of the cash flows of other assets or groups of assets.

Inventories

Inventories are stated at the lower of cost and net realisable value. Where appropriate, cost includes production and other attributable overhead expenses as described in IAS 2 Inventories. Cost is calculated by reference to the invoiced value of supplies and attributable costs of bringing the inventory to its present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and the estimated costs necessary to make the sale.

Notes to the financial statements continued

1. Material accounting policies continued

Inventories continued

Engineering spares and traded finished goods are held on a first-in, first-out ("FIFO") basis. Raw materials, packaging and manufactured finished goods are recorded at standard cost.

All inventories are reduced to net realisable value where this is lower than cost.

A provision is made for slow-moving, obsolete and defective inventory where appropriate.

Inventories include engineering stock within raw materials which relates to spare parts for plant and machinery. Upon utilisation for repairs and maintenance the engineering stock is capitalised into property, plant and equipment.

Financial instruments

Financial assets and financial liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Initially, these are measured at fair value. For financial instruments not at fair value through profit or loss, transaction costs are added to or deducted from the fair value upon initial recognition. For those at fair value through profit or loss, transaction costs directly attributable are immediately recorded in the consolidated income statement.

Financial assets

Financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. Financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Debt instruments that meet the following conditions are measured subsequently at amortised cost:

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income ("FVTOCI"):

- The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are measured subsequently at fair value through profit or loss ("FVTPL").

Despite the foregoing, the Group may make the following irrevocable election/designation at initial recognition of a financial asset:

- The Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met; and
- The Group may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial assets other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below).

For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instruments improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the Group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

Interest income is recognised in the consolidated income statement and is included within finance income.

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL. Specifically:

- Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition.
- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency (so called "accounting mismatch") that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Group has not designated any debt instruments as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in the consolidated income statement to the extent they are not part of a designated hedging relationship (see hedge accounting policy). The net gain or loss recognised in the consolidated income statement includes any dividend or interest earned on the financial asset and is included in the 'other gains and losses' line item. Fair value is determined in the manner described earlier in this note.

Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically:

- For financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange differences are recognised in the consolidated income statement in the 'other gains and losses' line item;
- For debt instruments measured at FVTOCI that are not part of a designated hedging relationship, exchange differences on the amortised cost of the debt instrument are recognised in the consolidated income statement in the 'other gains and losses' line item. Other exchange differences are recognised in other comprehensive income in the investment's revaluation reserve;
- For financial assets measured at FVTPL that are not part of a designated hedging relationship, exchange differences are recognised in the consolidated income statement in the 'other gains and losses' line item; and
- For equity instruments measured at FVTOCI, exchange differences are recognised in other comprehensive income in the investments revaluation reserve.

See hedge accounting policy regarding the recognition of exchange differences where the foreign currency risk component of a financial asset is designated as a hedging instrument for a hedge of foreign currency risk.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on trade and other receivables. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables and lease receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including the time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that is possible within 12 months after the reporting date.

(i) Significant increase in credit risk

In evaluating credit risk changes since initial recognition, the Company compares the default risk of a financial instrument at the reporting date versus its initial recognition. This involves analysing both quantitative and qualitative data, including historical and forward-looking information that is accessible without undue cost or effort. Forward-looking insights are drawn from industry forecasts, economic reports, and other credible sources affecting the Company's debtors.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- An actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- Significant deterioration in external market indicators of credit risk for a particular financial instrument, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortised cost;
- Existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- An actual or expected significant deterioration in the operating results of the debtor;
- Significant increases in credit risk on other financial instruments of the same debtor;
- An actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

(1) The financial instrument has a low risk of default;

(2) The debtor has a strong capacity to meet its contractual cash flow obligations in the near term; and

(3) Adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

Notes to the financial statements continued

1. Material accounting policies continued

Impairment of financial assets continued

The Group considers a financial asset to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or, if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there are no past due amounts.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contract, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- When there is a breach of financial covenants by the debtor; or
- Information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in the consolidated income statement.

(iv) Measurement and recognition of expected credit losses

The Group applies the IFRS 9 simplified approach to measuring expected credit losses using a lifetime expected credit loss provision for trade and other receivables. To measure expected credit losses, gross trade receivables are assessed regularly by each business unit with reference to considerations such as the current status of the relationship with the customer, the geographical location of each customer and days past due.

Expected losses are determined based on the historical experience of write-offs compared to the level of trade receivables. These historical loss expectations are adjusted for current and forward-looking information on macroeconomic factors affecting the Group's customers, such as inflation, interest rates and economic growth rates.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in the consolidated income statement on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at FVTPL.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in the 'other gains and losses' line item in the consolidated income statement for financial liabilities that are not part of a designated hedging relationship. For those which are designated as a hedging instrument for a hedge of foreign currency risk foreign exchange gains and losses are recognised in other comprehensive income and accumulated in a separate component of equity.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in the consolidated income statement for financial liabilities that are not part of a designated hedging relationship.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the consolidated income statement.

When the Group exchanges with the existing lender one debt instrument into another one with substantially different terms, such exchange is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

Derivative financial instruments

The Group enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risk, including foreign exchange forward contracts, interest rate swaps and currency swaps. Further details of derivative financial instruments are disclosed in note 25.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The resulting gain or loss is recognised in the consolidated income statement immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in the consolidated income statement depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability. Derivatives are not offset in the financial statements unless the Group has both legal right and intention to offset. A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not expected to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

Hedge accounting

The Group designates its derivative hedging instruments in respect of foreign currency risk. Hedges of foreign exchange risk on firm commitments are accounted for as cash flow hedges.

At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is effective in offsetting changes in cash flows of the hedged item attributable to the hedged risk, which is when the hedging relationships meet all of the following hedge effectiveness requirements:

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

If a hedging relationship ceases to meet the hedge effectiveness requirement relating to the hedge ratio but the risk management objective for that designated hedging relationship remains the same, the Group adjusts the hedge ratio of the hedging relationship (i.e. rebalances the hedge) so that it meets the qualifying criteria again.

The Group designates the full change in the fair value of a forward contract (i.e. including the forward elements) as the hedging instrument for all of its hedging relationships involving forward contracts.

The Group designates only the intrinsic value of option contracts as a hedged item, i.e. excluding the time value of the option. The changes in the fair value of the aligned time value of the option are recognised in other comprehensive income and accumulated in the cost of hedging reserve. If the hedged item is transaction-related, the time value is reclassified to the consolidated income statement when the hedged item affects the consolidated income statement. If the hedged item is time-period related, then the amount accumulated in the cost of hedging reserve is reclassified to the consolidated income statement on a rational basis – the Group applies straight-line amortisation. Those reclassified amounts are recognised in the consolidated income statement in the same line as the hedged item. If the hedged item is a non-financial item, then the amount accumulated in the cost of hedging reserve is removed directly from equity and included in the initial carrying amount of the recognised non-financial item. Furthermore, if the Group expects that some or all of the loss accumulated in cost of hedging reserve will not be recovered in the future, that amount is immediately reclassified to the consolidated income statement.

Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income. In the event that there is an ineffective portion, the gain or loss relating to the ineffective portion is recognised immediately in the consolidated income statement, and is included in the 'other gains and losses' line item.

Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to the consolidated income statement in the periods when the hedged item is recognised in the consolidated income statement, in the same line of the consolidated income statement as the recognised hedged item. However, when the forecast transaction that is hedged results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously accumulated in equity are transferred from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability. This transfer does not affect other comprehensive income. Furthermore, if the Group expects that some or all of the loss accumulated in the cash flow hedging reserve will not be recovered in the future, that amount is immediately reclassified to the consolidated income statement.

The Group discontinues hedge accounting only when the hedging relationship (or a part thereof) ceases to meet the qualifying criteria (after rebalancing, if applicable). This includes instances when the hedging instrument expires or is sold, terminated or exercised. The discontinuation is accounted for prospectively. Any gain or loss recognised in other comprehensive income and accumulated in the cash flow hedge reserve at that time remains in equity and is reclassified to the consolidated income statement when the forecast transaction occurs. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in the cash flow hedge reserve is reclassified immediately to the consolidated income statement.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that 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 balance sheet date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

Notes to the financial statements continued

1. Material accounting policies continued

Provisions continued

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Dividends

A final dividend is recognised when it is declared by the Company in general meeting or by the members passing a written resolution. In the case of an interim dividend authorised under common articles of association, this will normally be when the dividend is paid. Accordingly, if an interim dividend is announced before the end of the reporting period but not paid until the next reporting period, this will not result in a liability at the reporting date.

Dividends received are recognised in the consolidated income statement according to the accrual's principle, i.e. in the year in which the related right to receive them emerges, following the shareholders' resolution to distribute dividends from the investee company.

Distributed dividends are shown as changes in equity in the year in which they are approved by the Shareholders' Meeting.

Critical accounting judgements

In the application of the Group's accounting policies, which are described above, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of 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 relevant. Actual results may differ from these estimates.

The estimates and assumptions are continuously reviewed, with any revisions being recognised in the period of the change if it affects only that period, or in both the current and future periods if applicable.

Joint arrangements

Judgement has been made regarding the classification of the EOL joint arrangement as a joint operation in accordance with IFRS 11; see basis of consolidation for further detail.

In accordance with IFRS 15, a judgement has been made regarding the classification of EOL product sales as a principal, ensuring proper recognition and presentation in the financial statements; see the revenue recognition accounting policy for further details.

Non-recognition of deferred tax asset

In accordance with IAS 12, no deferred tax asset has been recognised on unrelieved tax losses and other deductible temporary differences materially relating to our Italian entity (PIA), as the management do not consider it probable that there will be future taxable profits against which they can be utilised; see note 28.

Debt factoring

In determining the appropriate accounting treatment for the Group's debt factoring arrangements, judgement was applied in assessing whether substantially all risks and rewards associated with the transferred trade receivables had passed to the third-party financial institution as required by IFRS 9. The following aspects were considered:

- Credit Risk: The risk of default by customers transferring to the factor was evaluated. Under the non-recourse agreement, the financial institution assumes responsibility for credit losses, meaning the Group no longer bears the risk of customer non-payment except for rare cases of fraud or breach of warranty.
- Late Payment and Interest Risk: An assessment was performed on the extent to which the risk associated with delayed payment and the associated time value of money had been transferred. The factor is entitled to payment from the Group within specified periods following customer settlement. Any residual late payment risk retained by the Group was determined to be immaterial, given the quality and profile of the debtor portfolio.
- Qualitative Variability Analysis: A qualitative review of the nature and frequency of risk outcomes both before and after transfer was performed, considering debtor characteristics, previous payment history, and contractual protections.
- Quantitative Variability Analysis: A quantitative assessment incorporating scenario modelling of credit loss rates and payment delays was performed, calculating the expected variability in cash flows associated with the receivables. This analysis indicated that over 90% of the risks and rewards had been transferred to the factor, which was deemed sufficient to support derecognition.

Based on these assessments, it was concluded that the Group had transferred substantially all risks and rewards of ownership of the receivables to the financial institution, in line with IFRS 9. The receivables were derecognised from the consolidated statement of financial position, with no corresponding liability recognised within borrowings. Amounts collected from customers after transfer, but before payment to the factor, were classified as short-term financial liabilities. During the month of December, the Company collected amounts from customers totalling £20.9 million, relating to receivables previously assigned to the factor. In accordance with IFRS 9, these amounts have been reclassified as short-term financial liabilities.

This is a change from the prior year where based on the terms of the debt factoring arrangement, the risks and rewards of ownership of the receivables had not transferred to the financial institution so the receivables were not derecognised from the consolidated statement of financial position and the corresponding liability was recognised within borrowings.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the statement of financial position date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Retirement benefit scheme

The measurement of the defined benefit pension scheme requires the estimation of future changes in salaries, inflation, longevity of current and deferred members and the selection of a suitable discount rate, as set out in note 27. The Group engages with Mercer, a global professional services company whose specialisms include actuarial advice, to support the process of establishing reasonable bases for all of these estimates, to ensure they are appropriate to the Group's particular circumstances. Further details of this are provided in note 27.

2. Revenues from contracts with customers

An analysis of the Group's revenue is as follows:

	Year ended 31 December 2025 £'000	Unaudited nine-month period ended 31 December 2024 £'000
Continuing operations		
Revenues from contracts with customers	**1,871,531**	1,275,223

3. Segmental reporting

The operating segment is a part of the Group that undertakes business activities that generate revenue and costs, whose operating results are periodically reviewed by the Chairman, in his role as Chief Operating Decision Maker ("CODM"), for the purpose of taking decisions on the resources to be allocated to the segment and evaluating results, and for which financial information is available.

IFRS 8—Operating Segments defines an operating segment as a component:

- That engages in business activities from which it may earn revenues and incur expenses.
- Whose operating results are reviewed regularly by the entity's chief operating decision maker.
- For which discrete financial information is available.

For the purposes of IFRS 8, the Group's activity is identifiable in the following business segments: Foods, Fish, Italian, Oils, and Drinks.

Food: The Group supplies a large variety of foods such as baked beans, soups, ready meals, peas and pulses through the large food retailer and foodservice sales channels, which are predominantly manufactured in the UK.

Fish: The Group supplies ambient tuna, mackerel, salmon and other fish in the UK and the EEA. The business unit is primarily served through the two production facilities in Mauritius.

Italian: The Group supplies canned tomatoes, branded pasta, pulses and oil products through the large food retailer, which are primarily manufactured in Italy.

Oils: The Group's Oils business unit consists of a joint arrangement with Archer Daniels Midland (UK) Limited called Edible Oils Limited, established in 2005. The Oils business unit predominantly operates out of the Group's production facilities located in the UK, along with a facility in Poland. Products supplied are seed, olive and speciality oils, and compound fats.

Drinks: The Group's Drinks business unit supplies a range of customer own brand juices, squash and carbonates, operating out of three production facilities in the UK.

The Chairman uses a measure of earnings before interest, tax, depreciation and amortisation to assess the performance of the operating segments. The Chairman also receives monthly information about the segments' revenue disclosed below.

The following table provides a breakdown of revenue from contracts with customers by business unit as monitored by management.

Year ended 31 December 2025

	Foods £'000	Fish £'000	Italian £'000	Oils £'000	Drinks £'000	Other £'000	Total £'000
Total Revenue	**623,181**	**350,992**	**309,844**	**281,495**	**306,019**	**–**	**1,871,531**
Cost of sales	**466,210**	**295,165**	**242,510**	**257,930**	**227,090**	**2,023**	**1,490,928**
Distribution costs	**31,273**	**12,915**	**20,326**	**4,961**	**27,549**	**692**	**97,716**
Administrative expenses	**81,578**	**29,599**	**30,942**	**9,633**	**51,573**	**5,347**	**208,672**
Other operating income	**–**	**–**	**–**	**–**	**–**	**(1,691)**	**(1,691)**
Share of net (profit) of associates	**–**	**(121)**	**–**	**–**	**–**	**–**	**(121)**
Operating profit	**44,120**	**13,434**	**16,066**	**8,971**	**(193)**	**(6,371)**	**76,027**
Net finance costs	**82**	**–**	**212**	**(253)**	**–**	**20,585**	**20,626**
Profit/(loss) before income tax	**44,038**	**13,434**	**15,854**	**9,224**	**(193)**	**(26,956)**	**55,401**
Non-controlling interest adjustment(i)	**–**	**(4,657)**	**–**	**–**	**–**	**–**	**(4,657)**
Depreciation, amortisation and finance costs	**25,358**	**6,613**	**14,516**	**1,581**	**15,952**	**29,252**	**93,272**
EBITDA	**69,396**	**15,390**	**30,370**	**10,805**	**15,759**	**2,296**	**144,016**

Unaudited nine months ended 31 December 2024

	Foods £'000	Fish £'000	Italian £'000	Oils £'000	Drinks £'000	Other £'000	Total £'000
Total Revenue	401,602	295,855	114,890	233,581	229,295	–	1,275,223
Cost of sales	316,088	253,014	96,350	218,473	174,301	(604)	1,057,622
Distribution costs	17,872	12,288	6,308	4,265	22,718	344	63,795
Administrative expenses	44,384	23,038	14,557	5,601	34,878	13,074	135,532
Other operating income	–	–	–	–	–	–	–
Share of net (profit) of associates	–	(97)	–	–	–	–	(97)
Operating profit	23,258	7,612	(2,325)	5,242	(2,602)	(12,814)	18,371
Net finance (income)/cost	–	–	–	(94)	–	24,244	24,150
Profit/(loss) before income tax	23,258	7,612	(2,325)	5,336	(2,602)	(37,058)	(5,779)
Non-controlling interest adjustment(i)	–	(1,545)	–	–	–	–	(1,545)
Depreciation, amortisation and finance costs	13,937	3,808	5,640	1,290	10,945	28,563	64,183
EBITDA	37,195	9,875	3,315	6,626	8,343	(8,495)	56,859

(i) Non-controlling interest adjustment is required to reconcile profit before income tax reported in the income statement to the measure used by the CODM when assessing performance. This is because the measure of EBITDA used by the CODM is exclusive of non-controlling interest.

Notes to the financial statements continued

3. Segmental reporting continued

The following table provides a breakdown of revenue from continuing operations in the geographical area as monitored by management:

	Year ended 31 December 2025 £'000	Unaudited nine-month period ended 31 December 2024 £'000
UK	**1,365,914**	1,004,152
Italy	**85,187**	18,806
Germany	**89,061**	25,653
Spain	**70,948**	66,499
Poland	**66,427**	44,687
Scandinavia	**32,264**	30,614
Other Countries	**161,730**	84,812
	1,871,531	1,275,223

The following table provides a breakdown of revenue from continuing operations by distribution channel as monitored by management:

	Year ended 31 December 2025 £'000	Unaudited nine-month period ended 31 December 2024 £'000
Large food retailers	**1,574,939**	1,053,862
B2B partners	**172,188**	104,935
Food services	**124,404**	116,426
	1,871,531	1,275,223

4. Operating profit for the year

Operating profit for the year has been arrived at after charging/(crediting):

	Year ended 31 December 2025 £'000	Unaudited nine-month period ended 31 December 2024 £'000
Depreciation of property, plant and equipment	**46,629**	30,671
Depreciation of right-of-use assets	**21,733**	7,539
Depreciation of investment property	**496**	–
Profit on disposal of fixed assets and right-of-use assets	**515**	511
Research and development costs	**2,664**	2,119
Amortisation of other intangible fixed assets	**3,789**	1,072
Royalties payable	**1,091**	821
Net foreign exchange (gains)	**(272)**	(6)
Cost of inventories recognised as an expense	**1,438,377**	1,052,829
Write downs of inventories recognised as an expense	**5,707**	5,845
Employee benefit expenses	**244,333**	129,206

The auditor's remuneration for audit and other services is disclosed in note 8 to the consolidated financial statements.

5. Other income

	Year ended 31 December 2025 £'000	Unaudited nine-month period ended 31 December 2024 £'000
Rental income	**1,691**	–

6. Employee benefit expenses

Employee benefit expenses (including Directors) comprise:

	Group	
	Year ended 31 December 2025 £'000	Unaudited nine-month period ended 31 December 2024 £'000
Wages and salaries	**197,461**	108,985
Social security costs	**28,003**	11,295
Other pension costs	**18,869**	8,926
	244,333	129,206

The average monthly number of employees during the year, including Directors, was:

	Group	
	Year ended 31 December 2025 No.	Unaudited nine-month period ended 31 December 2024 No.
Office management	**1,544**	1,448
Manufacturing, warehousing and transport	**5,801**	4,950
	7,345	6,398
Temporary sub-contracted agency staff	**507**	429
	7,852	6,827

Included within wages and salaries are costs in respect of temporary sub-contracted agency employees of the Group: £3,420,000 (2024: £4,236,000) and the Company: £2,581,000 (2024: £3,379,000).

7. Directors' remuneration

The remuneration of the Directors, who are considered the key management personnel of the Company, is set out below in aggregate for each of the categories specified in IAS 24 'Related Party Disclosures'.

Group and Company	Year ended 31 December 2025 £'000	Nine-month period ended 31 December 2024 £'000
Short-term employee benefits	**563**	884

	No.	No.
Directors to whom retirement benefits are accruing for qualifying services in respect of defined benefit pension schemes	**–**	–

The emoluments of the highest paid Director in the year were £517,673 (nine months ended 31 December 2024: £375,458).

Further information can be obtained in the Directors' remuneration report.

7. Directors' remuneration continued

The financial statements for the year ended 31 December 2024 have been restated to correct the disclosure of the emoluments of the highest paid director. This was previously reported as £366,000 and has been amended to £375,458.

8. Auditor's remuneration

The analysis of the auditor's remuneration is as follows:

	Year ended 31 December 2025 £'000	Unaudited nine-month period ended 31 December 2024 £'000
Fees payable to the Company's auditor and their associates for the audit of the Company's financial statements	1,273	565
Fees payable to the Company's auditor and their associates for other services to the Group:		
– The audit of the Company's subsidiaries	333	362
Total audit fees	1,606	927
Fees payable to the Company's auditor for other services to the Group pursuant to legislation:		
– Other assurance services	2,569	1
Total non-audit fees	2,569	1

Other assurance services relate to Reporting Accountant services provided in respect of the IPO.

9. Finance income and costs

	Group	
	Year ended 31 December 2025 £'000	Unaudited nine-month period ended 31 December 2024 £'000
Finance income:		
Interest income on defined benefit pension schemes	32	40
Interest income from parent undertakings	946	–
Interest income on deposits	12,804	–
Other interest income	3,481	–
	17,263	40
Finance costs:		
Interest on defined benefit pension schemes	(318)	–
Interest on loans and overdrafts	(11,686)	(1,128)
Interest on lease liabilities	(2,438)	(961)
Interest on loans from parent undertakings	(23,175)	(22,101)
Other interest expense	(272)	–
	(37,889)	(24,190)
Net finance income and costs	(20,626)	(24,150)

10. Income tax expense

a) Analysis of tax expense in the year/period:

	Group	
	Year ended 31 December 2025 £'000	Unaudited nine-month period ended 31 December 2024 £'000
Current tax:		
UK corporation tax on profits for the year	7,609	2,815
Adjustments in respect of previous years	(752)	–
	6,857	2,815
Foreign tax	1,315	687
Total current tax	8,172	3,502
Deferred tax:		
Origination and reversal of timing differences	7,304	(1,027)
Adjustments in respect of prior years	2,777	–
Total deferred tax	10,081	(1,027)
Total tax expense for the year/period (note 10b)	18,253	2,475

b) Factors affecting tax charge for the year/period

	Group	
	Year ended 31 December 2025 £'000	Unaudited nine-month period ended 31 December 2024 £'000
Profit/(loss) on ordinary activities before tax	55,401	(5,779)
Tax at the UK corporation tax rate of 25% (2024: 25%)	13,850	(1,445)
Effects of:		
Tax effect of expenses not deductible	4,115	2,932
Adjustments to tax charge in respect of previous periods	2,026	102
Tax effect of utilisation of tax losses not previously recognised	(817)	443
Change in unrecognised deferred tax assets	–	263
Effect of different tax rates of subsidiaries operating in other jurisdictions	(921)	180
Income tax for the year (note 10 (a))	18,253	2,475

Notes to the financial statements continued

10. Income tax expense continued

b) Factors affecting tax charge for the year/period continued

In addition to the amount charged to the consolidated income statement, the following amounts relating to tax have been recognised in other comprehensive income:

	Group	
	Year ended 31 December 2025 £'000	Unaudited nine-month period ended 31 December 2024 £'000
Deferred tax relating to items that will not be reclassified to profit or loss	**198**	248
Tax relating to items that may be reclassified to profit or loss	**400**	97
	598	345

The Group has unused tax losses of £113,999,139 (31 December 2024: £102,292,000) available for offset against future profits. No deferred tax asset has been recognised in respect of these losses as it is not considered probable that there will be future taxable profits available. All losses may be carried forward indefinitely.

Global minimum top-up tax

Pillar Two legislation has been enacted or substantively enacted in certain jurisdictions in which the Group operates and the Group is in the scope of this legislation. The legislation is effective for the Group's financial year beginning 1 January 2024. Management has performed an assessment of the Group's potential exposure to Pillar Two income taxes, based on the qualifying Country-by-Country Report ("CbCR") data for the Group. Based on this assessment, most jurisdictions benefit from the transitional safe harbour rules due to the application of the de minimis test, simplified ETR test or routine profits test or have no locally enacted domestic top-up tax. Income tax expense recognised in the consolidated statement of profit or loss in 2025 related to Pillar Two income taxes is therefore £nil (2024: not applicable). The Group has applied the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two taxes.

11. Earnings per share

The calculation of earnings per ordinary share is based on earnings after tax attributable to equity shareholders of the Company and the weighted average number of ordinary shares in issue during the year.

The calculation of the basic and diluted earnings per share is based on the following data:

	Year ended 31 December 2025 £	Unaudited nine-month period ended 31 December 2024 £
Earnings/(Loss)		
Earnings/(Loss) for the purposes of earnings per share being net profit attributable to owners of the parent entity	**35,705,934**	(7,450,000)
Number of shares		
Weighted average number of ordinary shares for the purposes of basic and diluted earnings per share	**96,803,741**	70,000,000
Basic and diluted earnings per share	**£0.37**	(£0.11)

There are no potential ordinary shares that could be dilutive or anti-dilutive to the earnings per share measure. The weighted average number of shares used to calculate the earnings per share for the nine months ended 31 December 2024 has been adjusted retrospectively, in line with IAS 33, for the subdivision of shares that reduced the nominal value of share capital from £1 to £0.10 on 21 October 2025.

12. Dividends

	Year ended 31 December 2025 £'000	Unaudited nine-month period ended 31 December 2024 £'000
Amounts recognised as distributions to equity holders in the period:		
Interim dividend for the nine-month period ended 31 December 2024 of 324.8p per ordinary share	–	22,735
Final dividend for the year ended 31 December 2025: nil (nine-month period ended 31 December 2024: nil)	–	–
	–	22,735

13. Intangible assets

Group

	Goodwill £'000	Brands £'000	Licences £'000	Total £'000
Cost:				
At 31 March 2024	45,496	25,023	32,802	103,321
Additions	–	–	617	617
At 31 December 2024 (unaudited)	45,496	25,023	33,419	103,938
Additions	7,697	41,756	141	49,594
At 31 December 2025	**53,193**	**66,779**	**33,560**	**153,532**
Amortisation and impairment:				
At 31 March 2024	11,778	–	25,168	36,946
Charge for the year	–	–	1,072	1,072
At 31 December 2024 (unaudited)	11,778	–	26,240	38,018
Charge for the year	–	2,127	1,662	3,789
At 31 December 2025	**11,778**	**2,127**	**27,902**	**41,807**
Carrying values:				
At 31 March 2024	33,718	25,023	7,634	66,375
At 31 December 2024 (unaudited)	33,718	25,023	7,179	65,920
At 31 December 2025	**41,415**	**64,652**	**5,658**	**111,725**

Additions during the year ended 31 December 2025 include amounts acquired through business combinations; see note 37. Assets acquired include £7.7 million of goodwill and £41.8 million of brands.

The following table shows the categories of brands that make up the total amount capitalised within intangible assets:

	Canning £'000	Napolina £'000	Oils £'000	Symingtons £'000	Newlat £'000	Total £'000
Carrying value:						
At 31 March 2024	11,555	7,293	6,175	–	–	25,023
At 31 December 2024	11,555	7,293	6,175	–	–	25,023
At 31 December 2025	**11,555**	**7,293**	**6,175**	**23,177**	**16,452**	**64,652**

	Indefinite £'000	Amortised £'000	Total £'000
Carrying value:			
At 31 December 2024	25,023	–	25,023
At 31 December 2025	**41,475**	**23,177**	**64,652**

The Group determines that certain brands have an indefinite useful life based on the longevity of the brand.

Amortised brands are written down over their 15-year lives.

Notes to the financial statements continued

13. Intangible assets continued

Company

	Goodwill £'000	Brands £'000	Licences £'000	Total £'000
Cost:				
At 31 March 2024	45,742	25,023	27,715	98,480
Additions	–	–	772	772
At 31 December 2024	45,742	25,023	28,487	99,252
Additions	–	–	425	425
At 31 December 2025	**45,742**	**25,023**	**28,912**	**99,677**
Amortisation and impairment:				
At 31 March 2024	11,150	–	22,184	33,334
Charge for the year	–	–	1,228	1,228
At 31 December 2024	11,150	–	23,412	34,562
Charge for the year	–	–	1,662	1,662
At 31 December 2025	**11,150**	**–**	**25,074**	**36,224**
Carrying values:				
At 31 March 2024	34,592	25,023	5,531	65,146
At 31 December 2024	34,592	25,023	5,075	64,690
At 31 December 2025	**34,592**	**25,023**	**3,838**	**63,453**

The following table shows the individual brands that make up the total amount capitalised within intangible assets:

Company

	Canning £'000	Napolina £'000	Oils £'000	Total £'000
Cost and carrying value:				
At 31 March 2024	11,555	7,293	6,175	25,023
At 31 December 2024	11,555	7,293	6,175	25,023
At 31 December 2025	**11,555**	**7,293**	**6,175**	**25,023**

Impairment

As at 31 December 2025, the consolidated statement of financial position included goodwill of £41.4 million (2024: £33.7 million) and indefinite life brands of £41.5 million (2024: £25.0 million). Goodwill has been generated from business combinations that have previously taken place. Goodwill and brands are allocated to the Group's CGUs as follows:

				Goodwill		Indefinite life brands	
CGUs	Primary reporting segment	Discount rate 2025 %	Discount rate 2024 %	31 December 2025 £'000	31 December 2024 £'000	31 December 2025 £'000	31 December 2024 £'000
Napolina	Italian	7.9	8.4	**7,369**	7,369	**7,293**	7,293
Canning	Foods	7.3	7.6	**25,928**	25,928	**11,555**	11,555
Wielkopolski	Oils	7.6	7.9	**421**	421	**–**	–
UK Oils	Oils	7.5	7.6	**–**	–	**6,175**	6,175
Symington's	Foods	7.3	–	**7,697**	–	**–**	–
Newlat GmbH	Italian	7.1	–	**–**	–	**16,452**	–
				41,415	33,718	**41,475**	25,023

Goodwill or indefinite life intangible assets must be assessed for impairment annually, or more frequently if events or circumstances indicate that the carrying value may not be recoverable.

The carrying value of goodwill and indefinite life intangible assets is generally assessed by reference to their value in use reflecting the projected cash flows of each of the CGUs. These projections are based on the most recent budget, which has been approved by the Board and reflects management's expectations of sales growth, operating costs and margin, based on past experience and external sources of information. Cash flow projections using management's most recent budget are extrapolated for a period of five years based on forecast.

Long-term growth rates used to extrapolate cash flow projections beyond the initial five-year period reflect the growth rate for the products, industries and countries in which the relevant CGU operates.

13. Intangible assets continued

The long-term growth rates beyond the initial budgeted cash flows applied in the value in use calculations for goodwill allocated to significant CGUs were 1.5% – 2% (2024: 1.5% – 2%).

The key assumptions in the most recent annual budget on which the cash flow projections are based relate to growth rates and expected changes in volumes, selling prices and direct costs.

The cash flow projections have been discounted using a post-tax weighted average cost of capital for each business, adjusted for country, industry and market risk. Inflation assumptions used to calculate discount rates are aligned with those used in the cash flow projections. The discount rates used are between 7.3% and 7.9% (2024: between 7.5% and 8.4%).

Sensitivity to changes in key assumptions

Impairment testing is dependent on management's estimates and judgements, particularly as they relate to the forecasting of future cash flows, the discount rates selected and expected long-term growth rates. For each of the Group's significant CGUs, recoverable amount exceeded the relevant carrying value and there were no reasonably possible changes to key assumptions that would result in an impairment loss.

14. Property, plant and equipment

Group

	Assets in the course of construction £'000	Land and buildings £'000	Plant, machinery & equipment £'000	Total £'000
Cost:				
At 31 March 2024	10,675	213,549	577,750	801,974
Additions	14,912	601	392	15,905
Transfers	(16,074)	4,163	11,911	–
Disposals	(676)	(26)	(1,370)	(2,072)
Exchange differences	(112)	(2,267)	(4,499)	(6,878)
At 31 December 2024 (unaudited)	8,725	216,020	584,184	808,929
Additions	31,209	33,738	9,605	74,552
Acquisitions	5,423	13,911	10,633	29,967
Transfers	(20,806)	732	20,074	–
Disposals	–	(57)	(1,511)	(1,568)
Exchange differences	186	3,803	7,338	11,327
At 31 December 2025	**24,737**	**268,147**	**630,323**	**923,207**
Accumulated depreciation and impairment:				
At 31 March 2024	–	80,972	317,554	398,526
Charge for the year	–	4,789	25,882	30,671
Disposals	–	(25)	(1,435)	(1,460)
Exchange differences	–	(921)	(3,153)	(4,074)
At 31 December 2024 (unaudited)	–	84,815	338,848	423,663
Charge for the year	–	6,492	40,137	46,629
Disposals	–	(32)	(1,425)	(1,457)
Exchange differences	–	1,626	5,434	7,060
At 31 December 2025	**–**	**92,901**	**382,994**	**475,895**
Carrying values:				
At 31 March 2024	10,675	132,577	260,196	403,448
At 31 December 2024 (unaudited)	8,725	131,205	245,336	385,266
At 31 December 2025	**24,737**	**175,246**	**247,329**	**447,312**

In addition to the impairment reviews completed on cash-generating units with goodwill and intangible assets (see note 13), management have considered whether any other indicators of impairment are present. An impairment charge of £nil was identified in the year (nine-month period ended 31 December 2024: £nil).

Notes to the financial statements continued

14. Property, plant and equipment continued

Company

	Assets in the course of construction £'000	Land and buildings £'000	Plant, machinery & equipment £'000	Total £'000
Cost:				
At 31 March 2024	5,067	132,561	408,361	545,989
Additions	14,551	583	13	15,147
Transfers	(16,076)	4,163	11,913	–
Disposals	(250)	(25)	(1,102)	(1,377)
At 31 December 2024	3,292	137,282	419,185	559,759
Additions	21,883	33,898	3,127	58,908
Transfers	(20,807)	710	20,097	–
Disposals	–	(28)	(1,185)	(1,213)
At 31 December 2025	**4,368**	**171,862**	**441,224**	**617,454**
Accumulated depreciation and impairment:				
At 31 March 2024	–	34,569	177,174	211,743
Charge for the year	–	3,446	20,745	24,191
Disposals	–	(25)	(1,237)	(1,262)
At 31 December 2024	–	37,990	196,682	234,672
Charge for the year	–	4,547	28,290	32,837
Transfers	–	–	996	996
Disposals	–	(3)	(1,099)	(1,102)
At 31 December 2025	**–**	**42,534**	**224,869**	**267,403**
Carrying values:				
At 31 March 2024	5,067	97,992	231,187	334,246
At 31 December 2024	3,292	99,292	222,503	325,087
At 31 December 2025	**4,368**	**129,328**	**216,355**	**350,051**

15. Investment property

Group and Company

	Investment property £'000
Cost:	
At 31 December 2024 (unaudited)	–
Additions	49,634
At 31 December 2025	**49,634**
Accumulated depreciation:	
At 31 December 2024 (unaudited)	–
Charge for the year	496
At 31 December 2025	**496**
Carrying values:	
At 31 December 2024 (unaudited)	–
At 31 December 2025	**49,138**

In the opinion of the Directors the fair value of the Company's investment property at 31 December 2025 is not materially different to the book value. This has been arrived at on the basis that the property was purchased during 2025 and the cost reflects the open market value of the property purchased. There are no restrictions on the realisability of investment property.

15. Investment property continued

Amounts recognised in profit or loss for investment properties:

	Year ended 31 December 2025 £'000	Unaudited nine-month period ended 31 December 2024 £'000
Rental income	**1,691**	–
Direct operating expenses from investment property	**827**	–

16. Right-of-use assets

Group

	Land and buildings £'000	Plant, machinery & equipment £'000	Vehicles £'000	Other £'000	Total £'000
Cost:					
At 31 March 2024	60,376	35,463	1,992	–	97,831
Additions	53	1,732	481	–	2,266
Disposals	(481)	(2,847)	(485)	–	(3,813)
Exchange differences	(265)	(126)	(32)	–	(423)
At 31 December 2024 (unaudited)	59,683	34,222	1,956	–	95,861
Additions	14,549	11,783	62	26,561	52,955
Disposals	(4,418)	(12,618)	(283)	–	(17,319)
Exchange differences	423	193	69	–	685
At 31 December 2025	**70,237**	**33,580**	**1,804**	**26,561**	**132,182**
Accumulated depreciation:					
At 31 March 2024	21,470	21,149	1,272	–	43,891
Charge for the year	3,771	3,460	308	–	7,539
Disposals	(481)	(2,820)	(439)	–	(3,740)
Exchange differences	123	101	17	–	241
At 31 December 2024 (unaudited)	24,883	21,890	1,158	–	47,931
Charge for the year	7,214	8,697	402	5,420	21,733
Disposals	(4,229)	(7,076)	(229)	–	(11,534)
Exchange differences	215	107	27	–	349
At 31 December 2025	**28,083**	**23,618**	**1,358**	**5,420**	**58,479**
Carrying values:					
At 31 March 2024	38,906	14,314	720	–	53,940
At 31 December 2024 (unaudited)	34,800	12,332	798	–	47,930
At 31 December 2025	**42,154**	**9,962**	**446**	**21,141**	**73,703**

Notes to the financial statements continued

16. Right-of-use assets continued

Company

	Land and buildings £'000	Plant, machinery & equipment £'000	Vehicles £'000	Total £'000
Cost:				
At 31 March 2024	50,716	27,035	852	78,603
Additions	49	476	–	525
Disposals	–	(901)	(246)	(1,147)
At 31 December 2024	50,765	26,610	606	77,981
Additions	5,747	17,807	23	23,577
Disposals	(4,417)	(11,634)	(100)	(16,151)
At 31 December 2025	**52,095**	**32,783**	**529**	**85,407**
Accumulated depreciation:				
At 31 March 2024	16,587	14,164	592	31,343
Charge for the year	3,111	3,011	118	6,240
Disposals	–	(894)	(232)	(1,126)
At 31 December 2024	19,698	16,281	478	36,457
Charge for the year	4,376	7,373	109	11,858
Disposals	(4,229)	(5,887)	(108)	(10,224)
At 31 December 2025	**19,845**	**17,767**	**479**	**38,091**
Carrying values:				
At 31 March 2024	34,129	12,871	260	47,260
At 31 December 2024	31,067	10,329	128	41,524
At 31 December 2025	**32,250**	**15,016**	**50**	**47,316**

17. Investments in subsidiaries

Company

	Subsidiary undertakings £'000
Cost:	
At 31 December 2024 (unaudited)	270,678
Additions	122,966
Disposals	(647)
At 31 December 2025	**392,997**
Provisions for impairment	
At 31 December 2024 (unaudited)	(241,574)
Additions	–
At 31 December 2025	**(241,574)**
Carrying values:	
At 31 December 2024 (unaudited)	29,104
At 31 December 2025	**151,423**

Additions relate to the business combinations for Symington's Limited, Princes France and Newlat GmbH. See note 37 for further details.

The Directors have carefully evaluated the recoverability of the Company's investments by considering various factors, including the financial health and performance of the investee companies, projected future cash flows and market conditions. The Directors also reviewed any indicators of impairment such as significant changes in industry trends or economic conditions that could adversely affect the underlying value of the investments. This conclusion is supported by the strength of the investee companies' balance sheets, the positive outlook in their respective markets, and the absence of any events or conditions that would suggest impairment of these assets.

17. Investments in subsidiaries continued

The subsidiary undertakings of Princes Limited, all of which have been included in these consolidated financial statements, are as follows:

Subsidiary undertakings	Registered No.	Place of business and registered office	Ordinary holding	Proportion of ownership interests and voting rights held	Nature of business
Princes Tuna (Mauritius) Ltd	–	PO Box 131, New Trunk Road, Riche Terre, Port Louis, Republic of Mauritius	Direct	51%	Processing & packaging of tuna fish
Symington's Limited	02528254	Thorne Farm Business Park, Pontefract Lane, Leeds, West Yorkshire, United Kingdom, LS9 0DN	Direct	100%	Distribution of food products
Princes Food B.V	–	Boompjes 40, PO Box 19157, 3001 BD, Rotterdam, Holland	Direct	100%	Distribution of food products
Princes Holding (Rotterdam) B.V	–	Boompjes 40, PO Box 19157, 3001 BD, Rotterdam, Holland	Direct	100%	Trademark Holding
Princes Italia S.p.A.	–	Srl Localita Incoronata Zona ASI 71122 Foggia (FG), Italy	Direct	100%	Production of ambient tomato and pulse products
West Yorkshire Industrial Estates Management Ltd	01570526	Royal Liver Building, Pier Head, Liverpool, L3 1NX	Direct	56%	Estate management
Indico Canning Ltd	–	Marine Road, Port Louis, Republic of Mauritius	Indirect	68%	Processing & packaging
Princes France S.A.S	–	951 Rue Denis Papin, 54710 Ludres, France	Direct	100%	Distribution of food products
Newlat GmbH	–	Franzosentrasse 9, Mannheim, Germany	Direct	100%	Production of pasta products

No impairment was recognised against any of the respective investments during the financial period.

New investments were recognised in respect of Princes Frances S.A.S, Newlat GmbH and Symington's Ltd because of the common control transactions that transferred control of these entities from the ultimate parent company to the Company.

18. Interests in associates

The following entities have been included in the consolidated financial statements using the equity method (material associates):

Name of associate	Place of business and registered office	Country of incorporation	Ordinary holding	Proportion of ownership interests and voting rights held	Nature of business
Marine Biotechnology Products Limited	IBL House, Caudan, Port Louis, Republic of Mauritius	Mauritius	Indirect	33%	Processing of fish meal
Cawston Press Limited	Timsons Business Centre, Bath Road, Kettering, Northants, England, NN16 8NQ	United Kingdom	Indirect	8%	Wholesale of fruit and vegetable juices, mineral water and soft drinks

The Company has a carrying value of the investment in Cawston Press Ltd of £1,045,200.

The associates are accounted for using the equity method in these consolidated financial statements as set out in the Group accounting policies. The shareholding relates to ordinary shares.

The summarised financial information represents amounts in accordance with IFRS, adjusted by the Group for equity accounting purposes.

	Year ended 31 December 2025 £'000	Unaudited nine-month period ended 31 December 2024 £'000
Aggregate carrying amount of the Group's interest in associates at 31 December 2024/31 March 2024	**8,252**	9,248
The Group's share of profit from continuing operations	**121**	97
Exchange differences	**(479)**	(143)
The Group's share of total comprehensive income	**(358)**	(46)
Dividends received	**(780)**	(950)
Aggregate carrying amount of the Group's interest in associates at 31 December	**7,114**	8,252

Notes to the financial statements continued

19. Joint arrangements

The Group has a 50% (2024: 50%) interest in a joint operation, Edible Oils Limited. All of the Group's shareholding relates to ordinary shares. The principal activity of Edible Oils Limited is the processing of edible oils. The activities of the joint operation are strategic to the Group's activities.

Edible Oils Limited is incorporated in England and Wales, with a registered office and principal place of business at Royal Liver Building, Pier Head, Liverpool, L3 1NX. The control of Edible Oils Limited is shared with Archer Daniels Midland (UK) Limited.

Summarised statement of financial position:

	31 December 2025 £'000	31 December 2024 £'000
Current assets	**98,478**	69,096
Non-current assets	**54,269**	56,674
Current liabilities	**(41,766)**	(29,145)
Non-current liabilities	**(7,552)**	(6,172)
Net assets (100%)	**103,429**	90,453
Group share of net assets (50%)	**51,715**	45,227

	31 December 2025 £'000	31 December 2024 £'000
Revenues	**295,536**	250,077
Profit for the year (continuing operations)	**11,678**	6,454
Total comprehensive income for the year (continuing operations)	**12,976**	6,608
Group share of total comprehensive income (50%)	**6,488**	3,304
Dividends paid to Group from joint venture	**–**	5,000

The above profit for the year includes the following:

	31 December 2025 £'000	31 December 2024 £'000
Depreciation and amortisation	**3,194**	2,769
Interest (income)/expense	**(745)**	(343)
Income tax	**5,503**	4,217

The joint arrangement had no other contingent liabilities or capital commitments as at 31 December 2025 (2024: same). Edible Oils Limited cannot distribute its profits without the consent of the two operation partners.

20. Inventories

	Group		Company	
	31 December 2025 £'000	Unaudited 31 December 2024 £'000	31 December 2025 £'000	31 December 2024 £'000
Raw materials and consumables	**111,042**	99,148	**59,181**	71,494
Finished goods and goods for resale	**305,042**	249,076	**166,253**	158,210
Inventory provision	**(12,320)**	(6,041)	**(5,825)**	(2,400)
	403,764	342,183	**219,609**	227,304

The cost of inventories recognised as an expense during the year by the Group was £1,438,377,000 (2024: £1,052,829,000). For the Company the cost of inventories recognised as an expense during the year was £1,050,333,987 (2024: £830,259,000).

Inventories of £nil (2024: £nil) are expected to be recovered after more than 12 months. The carrying value of inventories is not materially different to its replacement value.

21. Trade and other receivables

Non-current assets

	Group		Company	
	31 December 2025 £'000	Unaudited 31 December 2024 £'000	31 December 2025 £'000	31 December 2024 £'000
Amounts owed by subsidiary undertakings	**–**	–	**78,534**	74,626

The amounts owed by subsidiary undertakings are classified as non-current assets in line with the repayment being due at the end of the loan term in 2032.

Current assets

	Group		Company	
	31 December 2025 £'000	Unaudited 31 December 2024 £'000	31 December 2025 £'000	31 December 2024 £'000
Trade receivables	**178,224**	129,173	**93,159**	88,711
Amounts owed by parent undertakings	**98,574**	–	**98,568**	–
Amounts owed by subsidiary undertakings	**–**	–	**32,205**	35,106
Amounts owed by related parties	**1,546**	2,277	**199**	2,753
Other receivables	**31,584**	12,236	**9,369**	4,813
Prepayments	**14,469**	13,345	**13,511**	10,881
	324,397	157,031	**247,011**	142,264

The company financial statements for the year ended 31 December 2024 have been restated to reclassify amounts between categories of Trade and other receivables. The impact of the reclassification is to reduce Trade receivables by £0.6m, increase Amounts owed to related parties by £2.7m and reduce Other receivables by £2.1m. There is no impact to the primary statements.

The following information relates to centralised treasury arrangements: between NewPrinces S.p.A. and Princes Group plc (formerly Princes Ltd); between NewPrinces S.p.A. and Princes Italia S.p.A.; between NewPrinces Group plc (formerly Princes Ltd) and Princes France S.A.S; and between NewPrinces Group plc (formerly Princes Ltd) and Newlat GmbH.

During the prior year, NewPrinces S.p.A. (the "Pool Leader") entered into two separate agreements with Unicredit Corporate Banking S.p.A. with the objective of establishing centralised treasury arrangements with Princes Group plc (formerly Princes Ltd) and Princes Italia S.p.A. for Euro and GBP accounts.

Based on such agreements, all transactions and movements on each of the current accounts held by Princes Group plc (formerly Princes Ltd) and Princes Italia S.p.A. flowed through the current accounts held in the name of the Pool Leader identified in each agreement (the "Master Accounts"), in such a way that the end of day balances on the Princes Group plc (formerly Princes Ltd) and Princes Italia S.p.A. accounts were transferred to the Master Accounts, with the respective transaction value dates, and therefore zeroed daily.

The reciprocal debtor and the creditor positions of the subsidiaries and the Pool Leader were represented by the end of day balances (reflecting all movements) on the accounts of the subsidiary, which were then transferred to the Master Accounts. Positive end of day balances on subsidiary bank accounts were transferred to the Master Accounts, while in the case of negative balances, the Pool Leader credited a sum of an equal amount to the bank account of the subsidiary in question. As a result of such respective debits and credits, the bank balances of Princes Group plc (formerly Princes Ltd) and Princes Italia S.p.A. were almost always equal to zero.

In accordance with the relevant agreement Princes Group plc (formerly Princes Ltd) and Princes Italia S.p.A. have access to credit facilities granted by their respective banks, based on guarantees provided by the Pool Leader. In the absence of such guarantees, the companies can still access credit lines with the Pool Leader taking on the role of broker for a specific commission.

Interest income and expense in respect of such centralised treasury arrangements are calculated at three-month Euribor plus a spread of 1%.

At the period end the balance due from the Pool Leader to the Group and Company was £98,568,000 (2024: £nil). This is included within amounts owed by parent undertaking above.

Trade receivables are amounts due from customers for goods sold in the ordinary course of business. The average credit period taken on sales of goods at 31 December 2025 is 30 days, and at 31 December 2024 it is 41 days. Intercompany receivables are repayable on demand. Therefore, all trade receivables are classified as current assets. Trade receivables are recognised initially at the amount of consideration that is unconditional.

Due to the short-term nature of the current receivables, their carrying amount is a reasonable approximation of their fair value.

During the year ended 31 December 2025, the Group is party to a receivable factoring arrangement with a third-party financial institution. Under the terms of the agreement, the Group transferred trade receivables in exchange for immediate cash proceeds. The arrangement is non-recourse with the default risk on the receivables transferring to the financial institution. The only risk that remains with the Group is that of late payment.

Notes to the financial statements continued

21. Trade and other receivables continued

As a result, outstanding receivables are derecognised in accordance with IFRS 9 Financial Instruments, and no corresponding liability has been recognised within borrowings on the consolidated statement of financial position. During the month of December, the Company collected amounts from customers totalling £20.9 million, relating to receivables previously assigned to the factor. In accordance with the applicable accounting standards, these amounts have been reclassified as short-term financial liabilities.

The factoring arrangement is used as part of the Group's working capital and liquidity management strategy. The related finance costs have been recognised in the finance costs in the consolidated income statement.

The carrying amounts of the trade receivables as at the year-end included in receivables which are subject to a factoring arrangement are as follows:

	Group		Company	
	31 December 2025 £'000	Unaudited 31 December 2024 £'000	31 December 2025 £'000	31 December 2024 £'000
Transferred receivables	**106,316**	196,241	**106,316**	196,241
Associated debt factoring facility	**100,000**	195,595	**100,000**	195,595

The Group applies the IFRS 9 simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance for all receivables. To measure the expected credit losses, receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on the payment profiles of sales, and the corresponding historical credit losses experienced.

Based on the above, there is an expected credit loss provision of £148,000 recognised for trade and other receivables as of 31 December 2025 (31 December 2024: £nil). The Group and Company do not recognise an expected credit loss provision for intercompany receivables on the basis that this would be negligible.

The other receivables amount mainly relates to non-specific amounts, the largest of which is recoverable VAT.

The following table shows the ageing of gross trade receivables from customers:

	Group	
	31 December 2025 £'000	Unaudited 31 December 2024 £'000
0-30 days	**161,940**	120,961
31-60 days	**4,982**	8,475
61-90 days	**2,188**	240
91+ days	**9,262**	127
Total	**178,372**	129,803

The Group does not consider it necessary to charge interest, seek collateral or credit enhancements to secure any of its trade receivables due to their short-term nature and collection history. The Group does not consider that it is exposed to any significant credit risk and therefore the carrying amounts of trade receivables represents the expected recoverable amounts and there is no further credit risk exposure. Moreover, the Group has credit insurance policies with leading companies in the sector in order to mitigate the risk associated with the solvency of customers.

22. Cash and cash equivalents

Cash and cash equivalents comprise deposits with banks and financial institutions, and bank and cash balances. These include deposits with an original maturity of three months or less that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value. In the consolidated statement of financial position, bank overdrafts are included in current borrowings.

	Group		Company	
	31 December 2025 £'000	Unaudited 31 December 2024 £'000	31 December 2025 £'000	31 December 2024 £'000
Cash at bank	**142,815**	21,215	**59,223**	19,651
Cash at hand	**13**	1	**1**	1
Demand deposits	**342,370**	220,394	**342,370**	209,400
	485,198	241,610	**401,594**	229,052

22. Cash and cash equivalents continued

Reconciliation of cash balance to cash flow statement:

	31 December 2025 £'000	Unaudited 31 December 2024 £'000
Cash per consolidated statement of financial position	**485,198**	241,610
Overdrafts classified as cash equivalents per IAS 7	**(18,882)**	(9,784)
Cash per consolidated statement of cash flows	**466,316**	231,826

23. Trade and other payables

	Group		Company	
	31 December 2025 £'000	Unaudited 31 December 2024 £'000	31 December 2025 £'000	(Restated) 31 December 2024 £'000
Trade payables	**335,900**	248,109	**214,192**	177,426
Other payables and accruals	**111,578**	61,429	**55,034**	44,411
Other taxes and social security costs	**5,287**	6,158	**5,287**	6,158
Amounts due to parent undertakings	**34,085**	–	**–**	12,591
Amounts due to subsidiary undertakings	**–**	–	**56,640**	43,843
Amounts due to related parties	**21,131**	4,548	**5,394**	–
Total trade and other payables	**507,981**	320,244	**336,547**	284,429

The financial statements for the year ended 31 December 2024 have been restated to correct the classification of trade and other payables in the prior period. This restatement impacts note 23 of the financial statements only and has been corrected by restating the affected line items for the comparative period. Amounts due to related parties has been reduced by £43.2 million, trade payables has increased by £0.5 million and other payables and accruals has increased by £42.7 million.

Trade payables and accruals principally comprise of amounts outstanding for trade purchases and ongoing costs. The average credit period taken for trade purchases at 31 December 2025 is 50 days (2024: 50 days). Transactions with Group companies are conducted under the same terms and conditions applied to external customers. In particular, payment terms and procedures for payables from related parties are aligned with those established for third-party suppliers, ensuring consistency, transparency, and adherence to standard commercial practices.
No interest is incurred against trade payables and the balances are unsecured.

The carrying amounts of trade and other payables are considered to be reasonable approximations of their fair values, due to their short-term nature.

24. Borrowings

	Group		Company	
	31 December 2025 £'000	Unaudited 31 December 2024 £'000	31 December 2025 £'000	31 December 2024 £'000
Unsecured borrowings at amortised cost				
Bank overdrafts	**18,881**	9,784	**–**	9,054
External debt	**92,658**	–	**87,260**	–
Amounts due to parent undertakings	**–**	403,506	**–**	403,506
Total unsecured borrowings	**111,539**	413,290	**87,260**	412,560
Secured borrowings at amortised cost				
Debt factoring	**20,889**	195,595	**20,889**	195,595
Bank loans	**50,000**	–	**50,000**	–
Total secured borrowings	**70,889**	195,595	**70,889**	195,595
Total borrowings	**182,428**	608,885	**158,149**	608,155
Amount due for settlement within 12 months	**71,762**	259,231	**48,281**	258,501
Amount due for settlement after 12 months	**110,666**	349,654	**109,868**	349,654

Notes to the financial statements continued

24. Borrowings continued

Analysis of borrowings by currency:

	Group			
	Sterling £'000	Euros £'000	Other* £'000	Total £'000
At 31 December 2025				
Bank overdrafts	**–**	**18,882**	**–**	**18,882**
Factoring	**20,889**	**–**	**–**	**20,889**
External debt	**50,161**	**92,497**	**–**	**142,658**
	71,050	**111,379**	**–**	**182,429**
At 31 December 2024 (unaudited)				
Bank overdrafts	3,421	6,227	136	9,784
Factoring	195,595	–	–	195,595
Amounts due to parent undertakings	298,200	105,306	–	403,506
	497,216	111,533	136	608,885

	Company			
	Sterling £'000	Euros £'000	Other* £'000	Total £'000
At 31 December 2025				
Factoring	**20,889**	**–**	**–**	**20,889**
External loans	**50,000**	**87,260**	**–**	**137,260**
	70,889	**87,260**	**–**	**158,149**
At 31 December 2024 (unaudited)				
Bank overdrafts	2,691	6,227	136	9,054
Factoring	195,595	–	–	195,595
Amounts due to parent undertakings and other Group companies	298,200	105,306	–	403,506
	496,486	111,533	136	608,155

* Other currencies comprise Polish Zloty and US Dollar balances.

At 31 December 2025

Amount due to parent undertakings and other Group companies

Amount due to parent undertakings and other Group companies during the year included loans by NewPrinces S.p.A. Details are included below:

- a loan agreement for a total amount of £336,000,000, entered into on 30 July 2024 between Princes Group plc (formerly Princes Ltd) and NewPrinces S.p.A. The agreement provided for the payment of half-yearly interest at six-month SONIA plus a spread of 3% and the repayment of principal in half-yearly instalments during the period up to and no later than 31 July 2029; and
- a loan agreement for a total amount of €136,000,000, entered into on 30 July 2024 between Princes Group plc (formerly Princes Ltd) and NewPrinces S.p.A. The agreement provided for the payment of half-yearly interest at six-month Euribor plus a spread of 3% and the repayment of principal in half-yearly instalments during the period up to and no later than 31 July 2029.

During the year the balance of these loans was capitalised.

Bank overdrafts

Historically bank borrowings have been made against short-term or overdraft facilities, all at commercial rates of interest. Bank overdrafts are repayable on demand.

External loans

During the period, Princes Group plc (formerly Princes Ltd) purchased the Royal Liver Building, in Liverpool, and Cross Green facility, in Leeds. Purchases were funded by a five-year long-term secured loan of £50 million provided by HSBC and existing cash on hand. Repayments are made annually, and interest is calculated quarterly based on the Bank of England bank rate plus a spread of 1.75%.

During the period, the Group signed a new five-year unsecured credit facility agreement with a limit of €100 million. Repayments are made in ten biannual instalments and interest is calculated based on six-month Euribor plus a spread of 150 base points.

Under these financing arrangements, the Group is required to meet covenant tests, which are calculated and tested biannually at the half year and full year. The Group has complied with these tests at 31 December 2025 which is the first biannual point since the loans were secured.

24. Borrowings continued

Changes in liabilities arising from financing activities

Group	Unaudited 31 December 2024 £'000	Financing cash flows(i)	Non-cash changes: New leases	Non-cash changes: Foreign exchange	Non-cash changes: Capitalisation of loans	Other(ii)	31 December 2025 £'000
Bank loans	–	137,340	–	–	–	5,318	**142,658**
Bank overdrafts	9,784	9,097	–	–	–	–	**18,881**
Amounts due to parent undertakings and other Group companies	403,506	–	–	6,657	(410,163)	–	**–**
Factoring	195,595	(195,595)	–	–	–	20,889	**20,889**
Lease liabilities	51,135	(19,744)	52,879	335	–	(1,017)	**83,588**
Total	660,020						**266,016**

Company	31 March 2024 £'000	Financing cash flows(i)	Non-cash changes: New leases	Non-cash changes: Foreign exchange	Non-cash changes: Other(ii)	Unaudited 31 December 2024 £'000
Bank loans	1,219	(1,219)	–	–	–	–
Bank overdrafts	58,047	(48,263)	–	–	–	9,784
Amounts due to parent undertakings and other Group companies	500,765	(97,709)	–	450	–	403,506
Factoring	–	195,595	–	–	–	195,595
Lease liabilities	57,568	(8,987)	2,369	185	–	51,135
Total	617,599					660,020

(i) The cash flows make up the net amount of proceeds from borrowings and repayments of borrowings in the statement of cash flows. Note – bank overdrafts are included within Cash & cash equivalents in the cash flow statement. See note 22 for further details.

(ii) Other changes include Lease Modifications and Lease Terminations and any cash movements due to investing/operating activities.

25. Derivative financial instruments

Group and Company	Current: 31 December 2025 £'000	Current: 31 December 2024 £'000	Non-current: 31 December 2025 £'000	Non-current: 31 December 2024 £'000
Derivative financial assets				
Derivatives that are designated and effective as hedging instruments carried at fair value:				
– Forward foreign currency contracts	**4**	1,306	**–**	–
Total derivative financial assets	**4**	1,306	**–**	–
Derivative financial liabilities				
Derivatives that are designated and effective as hedging instruments carried at fair value:				
– Forward foreign currency contracts	**–**	(2,902)	**–**	–
Total derivative financial liabilities	**–**	(2,902)	**–**	–

Forward foreign currency contracts are valued using quoted forward exchange rates and yield curves derived from quoted interest rates matching maturities of the contracts.

Foreign exchange risk arises when the Group enters into transactions denominated in a currency other than its functional currency. To cover this risk treasury will enter into a matching forward foreign exchange contract with a reputable bank.

Notes to the financial statements continued

26. Lease liabilities

Lease liabilities are recognised in the balance sheet as follows:

	Group		Company	
	31 December 2025 £'000	Unaudited 31 December 2024 £'000	31 December 2025 £'000	31 December 2024 £'000
Current liabilities	**22,755**	10,110	**9,669**	8,331
Non-current liabilities	**60,833**	41,025	**43,941**	36,042
	83,588	51,135	**53,610**	44,373

Amounts recognised in profit and loss

	Group		Company	
	31 December 2025 £'000	Unaudited 31 December 2024 £'000	31 December 2025 £'000	31 December 2024 £'000
Depreciation expense on right-of-use assets	**21,733**	7,539	**11,858**	6,240
Interest expense on lease liabilities	**2,438**	961	**1,737**	844
	24,171	8,500	**13,595**	7,084

Lease payments include rentals payable by the Group for certain of its office properties, plant and equipment and vehicles. The lease terms vary in duration from 1 to 15 years and are all priced at prevailing market rates.

In determining the lease term, all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option, are considered. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or terminated).

The Group had no expenses related to low-value or short-term leases included in the profit and loss for the year ending 31 December 2025 (2024: same).

The Group does not have any sub-lease agreements, variable lease payment terms, committed but not yet commenced leases that have not been reflected in lease liabilities or short-term lease commitments at 31 December 2025.

The total cash outflow for leases in the year for the Group was £22,181,813 (nine-month period ended 31 December 2024: £9,928,000). The total cash outflow for leases in the year for the Company was £12,497,561 (nine-month period ended 31 December 2024: £8,052,000).

Operating leases – lessor

Property rental income earned during the year was £1,691,000 (nine months ended 31 December 2024: £nil).

The investment properties are leased to tenants under operating leases, with rentals payable monthly. Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. Lease payments for some contracts include CPI increases, but there are no other variable lease payments that depend on an index or rate.

Minimum lease payments receivable on leases of investment properties are as follows:

	31 December 2025 £'000	Unaudited 31 December 2024 £'000
Not later than one year	**3,705**	–
1-2 years	**3,702**	–
2-3 years	**2,743**	–
3-4 years	**2,056**	–
4-5 years	**1,423**	–
After five years	**–**	–
	13,629	–

27. Retirement benefit schemes

Defined benefit plans

The Group operates several defined benefit pension schemes, which are funded by the payment of contributions to independently administered trust funds. The assets of these schemes are held separately from those of the Group. The trustees of the pension funds are required by law to act in the interest of the funds and of all relevant stakeholders in the schemes. The trustees of the funds are responsible for the investment policy with regards to the assets of the funds. The pension cost figures included in the financial statements relating to the pension schemes are stated in accordance with IAS 19 – Employee Benefits. The schemes provide final salary-based benefits to the members.

27. Retirement benefit schemes continued

The principal pension schemes operated by the Group are the Princes Pension Schemes, which are operated by the Princes Group plc (formerly Princes Ltd). Princes Tuna (Mauritius) Limited, a subsidiary undertaking, operates a defined benefit scheme and retirement gratuities scheme which has an overall deficit of £3,376,000 (2024: £3,864,000). Princes Industrie Alimentari Srl, a subsidiary undertaking, obtained a defined benefit scheme through the business combination with NewPrinces S.p.A. (detailed in note 37) which has an overall deficit at year end of £3,387,000 (2024: £nil). Newlat GmbH operates a defined benefit pension scheme that is insignificant to the Group.

The pension costs are determined with the advice of independent qualified actuaries on the basis of triennial valuations using the attained age method.

The schemes expose the Group to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk. These risks, over time, will affect the schemes' total cost and will depend on a number of factors, including the amount of benefits the scheme pays, the number of people who paid benefits, the period of time over which benefits are paid, plan expenses and the amount earned on any assets invested to pay benefits. These amounts and other variables are uncertain and unknowable at the valuation date and therefore summary information, estimates, or simplifications of estimates are used to carry out valuations.

The valuation used for IAS 19 purposes has been based on the most recent actuarial valuations and updated by the scheme actuaries to take account of the requirements of IAS 19 in order to assess the liabilities of the schemes at 31 December 2025 and 31 December 2024. Scheme assets are stated at their market values at the respective statement of financial position dates.

The pension schemes follow a low-risk investment strategy with the majority of assets insured through the Aviva buy-in that occurred in February 2024.

The principal assumptions used for the purposes of the actuarial valuations in jurisdictions with pension schemes are shown below.

	United Kingdom		Mauritius		Italy	
Group	**31 December 2025**	**31 December 2024**	**31 December 2025**	**31 December 2024**	**31 December 2025**	**31 December 2024**
Key assumptions:						
Discount rate	**5.70%**	5.60%	**5.75%**	5.00%	**3.70%**	n/a
Expected rate salary increase	**n/a**	n/a	**3.70%**	3.20%	**2.25%**	n/a
Average longevity at retirement age for pensioners retiring today (years)*						
– Male	**22.4**	22.1	**19.50**	19.50	**22.5**	n/a
– Female	**24.5**	24.4	**24.20**	24.20	**23.4**	n/a
Average longevity at retirement age for pensioners retiring in 20 years (years)*						
– Male	**23.8**	23.5	**19.5**	19.5	**22.5**	n/a
– Female	**26.0**	25.9	**24.20**	24.20	**23.4**	n/a
Expected rate of increase in pensions in payment	**2.58%**	2.67%	**0.00%**	0.00%	**n/a**	n/a
Expected rate of increase in deferred pensions	**2.90%**	3.10%	**0.00%**	0.00%	**n/a**	n/a
Inflation assumption – RPI	**3.20%**	3.40%	**3.20%**	2.70%	**2.25%**	n/a

Company	**31 December 2025**	**31 December 2024**
Key assumptions:		
Discount rate	**5.70%**	5.60%
Expected rate salary increase	**n/a**	n/a
Average longevity at retirement age for pensioners retiring today (years)*		
– Male	**22.35**	21.00
– Female	**24.45**	23.60
Average longevity at retirement age for pensioners retiring in 20 years (years)*		
– Male	**23.75**	22.50
– Female	**25.95**	25.30
Expected rate of increase in pensions in payment	**2.58%**	2.69%
Expected rate of increase in deferred pensions	**2.90%**	3.10%
Inflation assumption – RPI	**3.20%**	3.40%

* Longevity assumptions:
Investigations have been carried out within the past three years into the mortality experience of the Group's defined benefit schemes. These investigations concluded that the current mortality assumptions include sufficient allowance for future improvements in mortality rates. The assumed life expectations on retirement at age 65, using weighted average life expectancy for mortality tables, are disclosed above.

Notes to the financial statements continued

27. Retirement benefit schemes continued

Amounts recognised, in the consolidated income statement and Company income statement respectively, in respect of these defined benefit schemes, are as follows:

Group

	31 December 2025 £'000	Unaudited 31 December 2024 £'000
Current service cost	546	402
Net interest income	286	(40)
Expenses and insurance premiums	1,234	960
Total costs recognised in the income statement	2,066	1,322

Company

	31 December 2025 £'000	31 December 2024 £'000
Current service cost	–	–
Net interest income	(32)	(90)
Expenses and insurance premiums	1,234	960
Total costs recognised in the income statement	1,202	870

The current service costs have been included in the income statement as administrative expenses. The net interest income has been included within net finance costs (see note 9).

Amounts recognised, in the consolidated statement of comprehensive income and Company statement of comprehensive income respectively, are as follows:

Group

	31 December 2025 £'000	Unaudited 31 December 2024 £'000
The return on plan assets	(1,476)	(7,863)
Changes in assumptions underlying the present value of scheme liabilities	2,236	6,638
Remeasurement of the net defined benefit asset	760	(1,225)

Company

	31 December 2025 £'000	31 December 2024 £'000
The return on plan assets	(1,556)	(8,072)
Changes in assumptions underlying the present value of scheme liabilities	2,400	7,177
Remeasurement of the net defined benefit asset	844	(895)

The amount included, in the consolidated statement of financial position and Company statement of financial position respectively, arising from the Group's obligations in respect of the defined benefit retirement benefit schemes is as follows:

Group

	31 December 2025 £'000	Unaudited 31 December 2024 £'000
Present value of defined benefit obligations	(133,770)	(133,213)
Fair value of plan assets	127,583	130,430
Net (liability)/asset arising from the defined benefit obligation	(6,187)	(2,783)

Group

	31 December 2025 £'000	Unaudited 31 December 2024 £'000
Retirement benefit surplus	912	1,081
Retirement benefit obligations	(7,099)	(3,864)
Net (liability)/asset arising from the defined benefit obligation	(6,187)	(2,783)

Company

	31 December 2025 £'000	31 December 2024 £'000
Present value of defined benefit obligations	(122,343)	(125,275)
Fair value of plan assets	123,255	126,356
Net (liability)/asset arising from the defined benefit obligation	912	1,081

Company

	31 December 2025 £'000	31 December 2024 £'000
Retirement benefit surplus	912	1,081
Retirement benefit obligations	–	–
Net (liability)/asset arising from the defined benefit obligation	912	1,081

27. Retirement benefit schemes continued

Movements in the present value of defined benefit obligations were as follows:

Group

	31 December 2025 £'000	Unaudited 31 December 2024 £'000
Opening defined benefit obligation	**133,213**	139,978
Defined benefit obligations obtained from business acquisitions	**3,928**	–
Current service costs	**546**	402
Interest cost	**7,323**	5,259
Contributions from scheme members	**3**	4
Actuarial gains and losses	**(2,236)**	(6,638)
Benefits paid	**(8,660)**	(5,753)
Provisions	**77**	–
Exchange difference on foreign scheme	**(424)**	(39)
Closing defined benefit obligation	**133,770**	133,213

Of the actuarial gains and losses, this is split as follows:

	31 December 2025 £'000	Unaudited 31 December 2024 £'000
Changes in demographic assumptions	**275**	(1,135)
Changes in financial assumptions	**(3,587)**	(8,672)
Experience adjustments	**1,076**	3,169
Actuarial gains and losses	**(2,236)**	(6,638)

Company

	31 December 2025 £'000	31 December 2024 £'000
Opening defined benefit obligation	**125,275**	132,672
Interest cost	**6,809**	4,986
Actuarial gains and losses	**(2,400)**	(7,177)
Benefits paid	**(7,341)**	(5,206)
Closing defined benefit obligation	**122,343**	125,275

	31 December 2025 £'000	31 December 2024 £'000
Changes in demographic assumptions	**291**	(1,135)
Changes in financial assumptions	**(3,143)**	(8,692)
Experience adjustments	**452**	2,650
Actuarial gains and losses	**(2,400)**	(7,177)

Movements in the fair value of scheme assets were as follows:

Group

	31 December 2025 £'000	Unaudited 31 December 2024 £'000
Opening fair value of plan assets	**130,430**	139,004
Interest income	**7,049**	5,219
The return on plan assets (excluding amounts included in net interest income)	**(1,476)**	(7,863)
Employer contributions	**1,457**	812
Member contributions	**3**	4
Benefits paid	**(8,429)**	(5,753)
Administrative expenses paid from plan assets	**(1,234)**	(960)
Exchange difference	**(217)**	(33)
Closing fair value of plan assets	**127,583**	130,430

Company

	31 December 2025 £'000	31 December 2024 £'000
Opening fair value of plan assets	**126,356**	135,376
Interest income	**6,841**	5,076
The return on plan assets (excluding amounts included in net interest income)	**(1,556)**	(8,072)
Employer contributions	**189**	142
Benefits paid	**(7,341)**	(5,206)
Administrative expenses paid from plan assets	**(1,234)**	(960)
Closing fair value of plan assets	**123,255**	126,356

Notes to the financial statements continued

27. Retirement benefit schemes continued

The major categories and fair values of plan assets at the end of the reporting period for each category are as follows:

Group

	As at 31 December 2025			As at 31 December 2024 (unaudited)		
	Level 1 £'000	Levels 2 & 3 £'000	Total £'000	Level 1 £'000	Levels 2 & 3 £'000	Total £'000
Cash and equivalents	**4,002**	**–**	**4,002**	4,381	–	4,381
Equity instruments:						
– Shares for a particular country or region	**2,127**	**–**	**2,127**	1,195	–	1,195
Debt instruments:						
– Bond for a particular country or region	**1,660**	**1,084**	**2,744**	1,685	698	2,383
– Other	**–**	**–**	**–**	–	1,260	1,260
Insured assets	**–**	**118,710**	**118,710**	–	121,211	121,211
Total	**7,789**	**119,794**	**127,583**	7,261	123,169	130,430

Company

	As at 31 December 2025			As at 31 December		
	Level 1 £'000	Levels 2 & 3 £'000	Total £'000	Level 1 £'000	Levels 2 & 3 £'000	Total £'000
Cash and equivalents	**2,885**	**–**	**2,885**	3,482	–	3,482
Equity instruments:	**–**	**–**	**–**	–	–	–
Debt instruments:						
– Bond for a particular country or region	**1,660**	**–**	**1,660**	1,662	–	1,662
Insured assets	**–**	**118,710**	**118,710**	–	121,212	121,212
Total	**4,545**	**118,710**	**123,255**	5,144	121,212	126,356

Life insurance relates to the Group entering into a buy-in scheme with Aviva which took place on 8 February 2024 in the Princes Pension Scheme relating to the UK pension plans.

Significant actuarial assumptions for the determination of the funded status are discount rate, rate of inflation, expected salary increase and mortality. The sensitivity analysis, set out in the table below, has been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant, and is performed for pension schemes that are material to the Group.

Group assumption	Change in assumption	Net impact on scheme liabilities
Discount rate	Decrease by 0.5%	Increase by £8,262,000 (2024: Increase by £8,781,000)
Rate of inflation	Increase by 0.5%	Increase by £7,037,000 (2024: Increase by £7,617,000)
Life expectancy	-1 year age rating	Increase by £3,348,000 (2024: Increase by £3,760,000)

Company assumption	Change in assumption	Net impact on scheme liabilities
Discount rate	Decrease by 0.5%	Increase by £8,262,000 (2024: Increase by £8,781,000)
Rate of inflation	Increase by 0.5%	Increase by £7,037,000 (2024: Increase by £7,617,000)
Life expectancy	-1 year age rating	Increase by £3,348,000 (2024: Increase by £3,760,000)

The duration used to set discount rate in years was 14.0-15.0 years (2024: 14.0-15.8 years).

Pension scheme contingent liabilities

In June 2023, in the case of Virgin Media vs NTL Pension Trustees II Limited, the High Court ruled that amendments to the Virgin Media pension scheme were invalid due to incorrect actuarial confirmation. This decision was upheld by the Court of Appeal on 25 July 2024. This ruling may affect similar schemes that were contracted-out on a salary-related basis and which made amendments between April 1997 and April 2016. There is still further uncertainty with the potential for overriding Government legislation to be introduced.

Recognising the need for clarity around scheme liabilities and member benefits, in June 2025, the Department for Work & Pensions ("DWP") announced that the Government will introduce legislation to give affected pension schemes the ability to retrospectively obtain written actuarial confirmation that historic benefit changes met the necessary standards. Draft legislation has been put forward in Government amendments to the Pension Schemes Bill, but this is still subject to change and the Bill will not be enacted until at least spring 2026. This announcement, alongside other factors, means the Group does not expect the Virgin Media ruling to give rise to any additional liabilities within its pension schemes.

Other retirement benefit plans

Contributions payable during the year in respect of defined contribution schemes and included in the consolidated income statement were £19,266,000 (nine-month period ended 31 December 2024: £8,886,000).

28. Deferred tax

The following are the major deferred tax liabilities and assets recognised by the Group and movements thereon during the current and prior reporting period.

Group

Deferred tax assets	Accelerated tax depreciation £'000	Revaluation of financial assets £'000	Retirement benefit obligations £'000	Total £'000
At 31 March 2024	2,262	556	–	2,818
Charge to profit or loss	(443)	–	–	(443)
Exchange differences	(57)	–	–	(57)
Adjustments in respect of previous years	(203)	(556)	–	(759)
At 31 December 2024 (unaudited)	1,559	–	–	1,559
Charge to profit or loss	**1,641**	**–**	**–**	**1,641**
Exchange differences	**82**	**–**	**–**	**82**
Other differences	**(26)**	**–**	**–**	**(26)**
At 31 December 2025	**3,256**	**–**	**–**	**3,256**

Deferred tax liabilities	Accelerated tax depreciation £'000	Revaluation of financial assets £'000	Retirement benefit obligations £'000	Total £'000
At 31 March 2024	24,514	29	397	24,940
Charge to profit or loss	(1,844)	–	(182)	(2,026)
Charge to other comprehensive income	–	71	(248)	(177)
Exchange differences	(30)	–	–	(30)
Other differences	(202)	–	–	(202)
Adjustments in respect of previous years	353	(556)	–	(203)
At 31 December 2024 (unaudited)	22,791	(456)	(33)	22,302
Charge to profit or loss	**9,212**	**–**	**(268)**	**8,944**
Charge to other comprehensive income	**–**	**400**	**198**	**598**
Exchange differences	**46**	**–**	**–**	**46**
Other differences	**9,740**	**–**	**–**	**9,740**
Adjustments in respect of previous years	**2,777**	**–**	**–**	**2,777**
At 31 December 2025	**44,566**	**(56)**	**(103)**	**44,407**

Company

Deferred tax liabilities	Accelerated tax depreciation £'000	Revaluation of financial assets £'000	Retirement benefit obligations £'000	Total £'000
At 31 March 2024	22,635	(490)	652	22,797
Charge to profit or loss	(1,293)	608	(182)	(867)
Charge to other comprehensive income	–	120	(224)	(104)
Other differences	(153)	–	–	(153)
At 31 December 2024	21,189	238	246	21,673
Charge to profit or loss	**8,275**	**(608)**	**(268)**	**7,399**
Charge to other comprehensive income	**–**	**400**	**219**	**619**
Other differences	**(36)**	**–**	**–**	**(36)**
Adjustments in respect of previous years	**2,776**	**–**	**–**	**2,776**
At 31 December 2025	**32,204**	**30**	**197**	**32,431**

Notes to the financial statements continued

28. Deferred tax continued

Deferred tax assets and liabilities are offset where the Group has a legally enforceable right to do so. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	Group		Company	
	31 December 2025 £'000	Unaudited 31 December 2024 £'000	31 December 2025 £'000	31 December 2024 £'000
Deferred tax assets	**3,256**	1,559	**–**	–
Deferred tax liabilities	**(44,407)**	(22,302)	**(32,431)**	(21,673)
	(41,151)	(20,743)	**(32,431)**	(21,673)

Deferred tax assets have been recognised because it is considered probable that future taxable income will be generated, against which deferred tax assets can be realised.

The Group has unused tax losses of £113,999,139 (2024: £102,292,000) available for offset against future profits. No deferred tax asset has been recognised in respect of the losses as it is not considered probable that there will be future taxable profits available. All losses may be carried forward indefinitely.

29. Deferred income

	Group		Company	
	Year ended 31 December 2025 £'000	Unaudited nine-month period ended 31 December 2024 £'000	Year ended 31 December 2025 £'000	Nine-month period ended 31 December 2024 £'000
Deferred lease income	**1,479**	1,567	**1,479**	–
Other deferred income	**256**	6	**6**	–
	1,735	1,573	**1,485**	–
Current	**96**	96	**96**	–
Non-current	**1,639**	1,477	**1,389**	–
	1,735	1,573	**1,485**	–

30. Provisions

Group and Company

	Leasehold dilapidations £'000	Total £'000
At 31 March 2024	971	971
Additional provision in the year	50	50
At 31 December 2024 (unaudited)	1,021	1,021
Provision release in year	(1,021)	(1,021)
At 31 December 2025	**–**	**–**

Leasehold dilapidations relate to the estimated cost of returning a leasehold property to its original state at the end of the lease in accordance with the lease terms. The cost is recognised as depreciation of leasehold improvements over the remaining term of the lease.

The provision has been released during the year following the purchase of the building that the dilapidations provision related to.

31. Capital commitments

	Group		Company	
	31 December 2025 £'000	Unaudited 31 December 2024 £'000	31 December 2025 £'000	31 December 2024 £'000
Amounts contracted but not provided for	**4,716**	2,709	**2,709**	2,676

All capital commitments relate to the acquisition of property, plant and equipment.

32. Share capital

As of 31 December 2024 (unaudited)	£'000
Authorised:	
29,600,000 ordinary shares of £1 each	29,600
Issued and fully paid:	
7,000,000 ordinary shares of £1 each	7,000

As of 31 December 2025 (unaudited)	
Authorised:	
296,000,000 ordinary shares of £0.10 each	**29,600**
Issued and fully paid:	
244,702,956 ordinary shares of £0.10 each	**24,470**

During the period the Company completed a sub-division of existing shares that reduced the nominal value of each share from £1 to £0.10 on 25 October 2025.

On 31 October 2025 the Company listed on the London Stock Exchange and issued a further 174,702,956 ordinary shares upon IPO. The shares were issued at a price of £4.75 in exchange for total consideration of £829,839,000 consisting of both cash and the settlement of loans that were due to the parent company. The issue of the new shares resulted in £17,470,000 of new share capital and £812,369,000 of new share premium. Transaction costs of £6,140,000 were capitalised against share premium.

The capitalisation of £429,699,000 of parent loans upon IPO resulted in £9,046,295 of the new share capital and £420,652,705 of associated share premium.

The Company has one class of ordinary shares which carry no right to fixed income.

33. Non-controlling interest

The non-controlling interest relates to minority interests in Princes Tuna (Mauritius) Limited, Indico Canning Limited & West Yorkshire Industrial Estates (Management) Limited.

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intra-group eliminations.

	Princes Tuna Mauritius £'000
At 31 March 2024	(39,208)
Total comprehensive expense	1,010
Dividends paid	1,268
Retranslation of subsidiary undertakings' net assets	850
At 31 December 2024 (unaudited)	(36,080)
Total comprehensive income	(1,588)
Dividends paid	–
Retranslation of subsidiary undertakings' net assets	(1,873)
At 31 December 2025	**(39,541)**

Princes Tuna Mauritius Limited	Year ended 31 December 2025 £'000	Unaudited nine-month period ended 31 December 2024 £'000
Current assets	**93,400**	84,892
Non-current assets	**37,055**	36,792
Current liabilities	**(44,783)**	(43,229)
Non-current liabilities	**(3,880)**	(4,663)
Total equity	**81,792**	73,792
Accumulated NCI	**39,541**	36,080
Revenue	**189,970**	161,812
Profit/(Loss) for the year	**2,888**	(1,185)
Total comprehensive income attributable to owners of the Company	**3,602**	(1,051)
Total comprehensive income attributable to non-controlling interests	**3,461**	(1,009)
Total comprehensive income/(expense) for the year	**7,063**	(2,060)

34. Financial instruments

Classes and categories of financial instruments and their fair values

The following table combines information about:

- Classes of financial instruments based on their nature and characteristics;
- The carrying amounts of financial instruments;
- Fair values of financial instruments (except financial instruments when carrying amount approximates their fair value); and
- Fair value hierarchy levels of financial assets and financial liabilities for which fair value was disclosed.

Fair value hierarchy Levels 1 to 3 are based on the degree to which the fair value is observable:

Level 1: Fair values measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices; and

Level 3: Fair values measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Notes to the financial statements continued

34. Financial instruments continued

Group

Financial assets	Amortised cost £'000	FVTPL £'000	Total £'000
Cash and cash equivalents	**485,198**	–	**485,198**
Investments in associates	**7,114**	–	**7,114**
Trade and other receivables	**309,928**	–	**309,928**
Derivative financial instruments (Level 2)	–	**4**	**4**
At 31 December 2025	**802,240**	**4**	**802,244**
Cash and cash equivalents	241,610	–	241,610
Investments	8,252	–	8,252
Trade and other receivables	143,686	–	143,686
Derivative financial instruments (Level 2)	–	1,306	1,306
At 31 December 2024 (unaudited)	393,548	1,306	394,854

Financial liabilities	Amortised cost £'000	FVTPL £'000	Total £'000
Trade and other payables	**(507,981)**	–	**(507,981)**
Lease liabilities	**(83,588)**	–	**(83,588)**
Current borrowings	**(71,762)**	–	**(71,762)**
Non-current borrowings	**(110,666)**	–	**(110,666)**
At 31 December 2025	**(773,997)**	–	**(773,997)**
Trade and other payables	(320,244)	–	(320,244)
Current borrowings	(259,231)	–	(259,231)
Non-current borrowings	(349,654)	–	(349,654)
Derivative financial instruments (Level 2)	–	(2,902)	(2,902)
At 31 December 2024 (unaudited)	(929,129)	(2,902)	(932,031)

The fair value of loans and receivables approximates to their carrying value due to the short-term nature of the receivables. Fair values for the derivative financial instruments have been determined as Level 2 under IFRS 7 'Financial Instruments: Disclosures'.

The fair value of other financial liabilities at amortised cost approximates to their carrying value. The trade and other payables approximate to their fair value due to the short-term nature of the payables. There have been no changes to fair values as a result of a change in credit risk of the Group or the Group's customers.

Fair value of the Group's financial assets and financial liabilities are measured at fair value on a recurring basis.

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

Financial assets/ financial liabilities	Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value
Foreign currency forward contracts	Level 2	Discounted cash flow. Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risk of various counterparties.	Not applicable	Not applicable

There were no transfers between Level 1 and 2 during the current or prior year.

34. Financial instruments continued

Foreign currency risk management

Foreign currency risk management occurs at a transactional level on revenues and purchases in foreign currencies and at a translational level in relation to the translation of overseas operations; consequently exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts.

The Group's main foreign exchange risk is to the Euro and US Dollar.

The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

	Liabilities		Assets	
	31 December 2025 £'000	Unaudited 31 December 2024 £'000	31 December 2025 £'000	Unaudited 31 December 2024 £'000
Euro	**(93,150)**	(85,405)	**10,513**	584
US Dollar	**(30,664)**	(37,636)	**7,438**	10,211
Others	**–**	–	**60**	214
	(123,814)	(123,041)	**18,011**	11,009

Foreign currency sensitivity analysis

The Group is mainly exposed to the currency of Euros and the currency of US Dollars.

The following table details the Group's sensitivity to a 1% increase and decrease in sterling against relevant foreign currencies, which is the sensitivity rate which represents management's assessment of the reasonable possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 1% change in foreign currency rates. No adjustment has been made for the compensating impact of open forward foreign exchange contracts or for the reduction in tax.

	Impact on equity			
	Decrease by 1%		Increase by 1%	
Currency	31 December 2025 £'000	Unaudited 31 December 2024 £'000	31 December 2025 £'000	Unaudited 31 December 2024 £'000
Euro	**(831)**	(857)	**815**	839
US Dollar	**(235)**	(275)	**231**	273
Others	**1**	2	**(1)**	(2)

Notes to the financial statements continued

34. Financial instruments continued

Foreign exchange forward contracts

It is the policy of the Group to enter into forward foreign exchange contracts to cover all foreign currency payments and receipts. The Group enters into forward foreign currency exchange contracts to manage the risk associated with sales and purchases from the date that contracts are agreed.

The following tables detail the foreign currency forward contracts outstanding at the end of the reporting period, as well as information regarding their related hedged items. Foreign currency forward contract assets and liabilities are presented in the line 'derivative financial instruments' (either as assets or as liabilities) within the statement of financial position (see note 25 for further details):

	Notional value: Foreign currency		Notional value: Local currency (GBP)		Notional value: Local currency (EUR)		Notional value: Local currency (PLN)		Fair value	
Group	31 December 2025 ('000)	Unaudited 31 December 2024 ('000)	31 December 2025 £'000	Unaudited 31 December 2024 £'000	31 December 2025 €'000	Unaudited 31 December 2024 €'000	31 December 2025 PLN '000	Unaudited 31 December 2024 PLN '000	31 December 2025 £'000	Unaudited 31 December 2024 £'000
Cash flow hedges										
Buy (USD)										
Less than 12 months	–	75,720	–	48,450	–	13,165	–	–	–	977
Sell (USD)										
Less than 12 months	–	12,225	–	5,238	–	5,166	–	–	–	(226)
Buy (EUR)										
Less than 12 months	**371**	106,465	–	89,361	–	–	–	3,660	**4**	(1,470)
Sell (EUR)										
Less than 12 months	–	83,971	–	94,778	–	–	–	17,827	–	(877)
Buy (PLN)										
Less than 12 months	–	–	–	–	–	–	–	–	–	–
Sell (PLN)										
Less than 12 months	–	107	–	53	–	–	–	–	–	1
									4	(1,595)

The amounts taken into the cash flow hedge reserve and taken out are as follows:

	Foreign exchange risk	
	31 December 2025 £'000	Unaudited 31 December 2024 £'000
Balance at 1 January 2025	**(1,197)**	(1,259)
Gain/(Loss) arising on changes in fair value of hedging instruments during the period	**1,600**	(35)
Income tax related to gains/(losses) recognised in other comprehensive income during the period	**(400)**	97
Balance at 31 December 2025	**3**	(1,197)

Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument, are referenced in the accounting policies.

Financial risk management

The Group is exposed to a number of financial risks such as access to and cost of funding, interest rate exposure, currency exposure and working capital management. The Group seeks to minimise and mitigate against these risks where possible and does this by constantly monitoring and using a range of measures including derivative financial instruments. Use of financial instruments is governed by Group policies which are approved by the Board. The treasury function does not operate as a profit centre, makes no speculative transactions and only enters into or trades financial instruments to manage specific exposures.

Market risk

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates. The Group enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign currency risk, including:

- Interest rate swaps and caps to mitigate the risk of rising interest rates.
- Forward foreign exchange contracts to hedge the exchange rate risk arising on revenues and purchases in foreign currencies.
- Market risk exposures are supplemented by sensitivity analysis. There has been no change to the Group's exposure to market risks or the manner in which it manages and measures the risk.

34. Financial instruments continued

Interest rate risk

The Group is exposed to interest rate risk because entities in the Group borrow funds at variable interest rates, hence borrowings are sensitive to changes in interest rates.

Cash and deposits earn interest at floating rates based on the banks' short-term treasury deposits.

Foreign exchange

The Group has invested in operations outside of the United Kingdom and also buys and sells goods and services denominated in currencies other than sterling. As a result, the value of the Group's non-sterling revenues, purchases, financial assets and liabilities and cash flows can be affected by movements in exchange rates in general and in the US Dollar and Euro rates in particular. The Group's transactional currency exposure arises from sales or purchases in currencies other than its functional currency. The Group treasury policy requires its operating units to use forward currency contracts to minimise the currency exposures. Forward currency contracts must be in the same currency as the hedged item. The Group is exposed to foreign currency risk with its transactions dominated in foreign currencies. Exchange rate exposures are managed within approved policies set out by the Board of Directors. At 31 December 2025, the Group had hedge contracts for its foreign currency commitments (at 31 December 2024: same).

Credit risk management

Credit risk refers to the risk of financial loss to the Group if a counterparty defaults on its contractual obligations of the loans and receivables at amortised cost held in the consolidated statement of financial position.

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with good credit ratings assigned by international credit rating agencies. Group policy dictates that Group deposits are shared between banks to spread the risk. Currently Group deposits are shared between banks that are counterparties in the Group's secured committed bank facilities.

Processes are in place to manage receivables and overdue debt and to ensure that appropriate action is taken to resolve issues on a timely basis. Credit control operating procedures are in place to review all new customers. Existing customers are reviewed as management become aware of changes of circumstances for specific customers. The amounts presented in the consolidated statement of financial position take account of appropriate allowance for doubtful trade receivables, specific customer risk and assessment of the current economic environment. The carrying amount of financial assets recorded in the financial information, which is net of impairment losses, represents the Group's maximum exposure to credit risk.

Moreover, the Group has credit insurance policies with leading companies in the sector in order to mitigate the risk associated with the solvency of customers.

In order to minimise credit risk, the Group has developed and maintained credit risk gradings to categorise exposures according to their degree of risk of default. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

The Group's current credit risk grading framework comprises the following categories:

Category	Description	Basis for recognising expected credit losses
Performing	The counterparty has a low risk of default and does not have any past due amounts	12-month ECL
Doubtful	Amount is > 30 days past due or there has been a significant increase in credit risk since initial recognition	Lifetime ECL, not credit-impaired
In default	Amount is > 90 days past due or there is evidence indicating the asset is credit-impaired	Lifetime ECL, credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off

The tables below detail the credit quality of the Group's financial assets, contract assets and financial guarantee contracts, as well as the Group's maximum exposure to credit risk by credit risk rating grades.

Group	Note	External credit rating	Internal credit rating	12-month or lifetime ECL?	Net carrying amount (i) £'000
Amounts owed by parent undertakings	21	N/a	Performing	Lifetime ECL (not credit-impaired)	98,574
Trade receivables	21	N/a	(i)	Lifetime ECL (simplified approach)	178,224
At 31 December 2025					**276,798**

Group	Note	External credit rating	Internal credit rating	12-month or lifetime ECL?	Net carrying amount (i) £'000
Amounts owed by parent undertakings	21	N/a	Performing	Lifetime ECL (not credit-impaired)	–
Trade receivables	21	N/a	(i)	Lifetime ECL (simplified approach)	129,173
At 31 December 2024 (unaudited)					129,173

(i) For trade receivables, the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the expected credit loss on these items by using a provision matrix. During the period loss allowances of £148,000 were recognised against receivables (2024: £nil).

The carrying amount of the Group's financial assets at FVTPL as disclosed in note 25 best represents their respective maximum exposure to credit risk. The Group holds no collateral over any of these balances.

Notes to the financial statements continued

34. Financial instruments continued

Commodity risk management

The Group acquires substantial amounts of raw materials for its operations, including navy beans, tuna, and rapeseed oil. The Group is exposed to commodity price and supply risks for these raw materials. The Group takes action to reduce overall material costs and exposure to price fluctuations by sourcing raw materials from suppliers all over the world, thereby decreasing geographic risk. The Group also frequently tenders to benchmark market prices.

Capital risk management

The Group manages its capital to ensure that it will be able to continue as going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged.

The capital structure of the Group consists of net debt (borrowings disclosed in note 1.19 after deducting cash and bank balances) and equity of the Group (comprising issued capital, other reserves, retained earnings and non-controlling interests) as disclosed in the consolidated statement of changes in equity).

The Group is not subject to any externally imposed capital requirements.

The Group's Board of Directors review the capital structure on a regular basis. As part of this review, the Board considers the cost of capital and the risks associated with each class of capital.

Liquidity risk management

Liquidity risk refers to the risk that the Group may not be able to fund the day-to-day running of the Group. The Group manages liquidity risk by monitoring actual and forecast cash flows to ensure that adequate liquidity is available to meet the maturity profiles of financial liabilities. The Group also monitors the drawdown of borrowings against the available banking facilities and reviews the level of reserves. Liquidity risk management ensures sufficient borrowings funding is available for the Group's day-to-day needs. Group policy is to maintain reasonable headroom of unused committed bank facilities in a range of maturities at least 12 months beyond the period end.

Maturity profile of financial liabilities

The following table illustrates the Group's remaining contractual maturity for its financial liabilities when they fall due.

Group	Less than 1 year £'000	1 – 5 years £'000	5+ years £'000	Total £'000
Trade and other payables	**506,271**	**1,710**	**–**	**507,981**
Lease liabilities	**29,216**	**60,041**	**11,809**	**101,066**
Factoring facilities non-recourse	**20,889**	**–**	**–**	**20,889**
Borrowings	**55,495**	**94,456**	**28,348**	**178,299**
At 31 December 2025	**611,871**	**156,207**	**40,157**	**808,235**

	Less than 1 year £'000	1 – 5 years £'000	5+ years £'000	Total £'000
Trade and other payables	320,244	–	–	320,244
Lease liabilities	14,802	33,038	16,679	64,519
Factoring facilities non-recourse	195,595	–	–	195,595
Shareholder loans	53,852	349,654	–	403,506
Borrowings	9,784	–	–	9,784
Derivative financial instruments	2,902	–	–	2,902
At 31 December 2024 (unaudited)	597,179	382,692	16,679	996,550

35. Contingent liabilities

The Group may from time to time, and in the normal course of business, be subject to claims from customers and counterparties. The Group regularly reviews all of these claims to determine any possible financial loss to the Group. No provision was considered necessary in the financial information.

The Group has issued general indemnities in the normal course of business; however, none are considered material for disclosure in the financial statements.

36. Related party transactions

The Group has a controlling relationship with its immediate parent company, NewPrinces S.p.A. and its ultimate parent company, Newlat Group SA. The Group has a related party relationship with its associates and joint ventures and with its Directors. In the course of normal operations, related party transactions entered into by the Group have been contracted on an arm's length basis.

The following is a description of material transactions currently in force to which the Company or its subsidiaries have been a party. The transactions entered into with related parties (hereafter "Related Party Transactions"), identified in accordance with the criteria defined in IAS 24 Related Party Disclosures, are mainly of a business and financial nature and entered into under normal market conditions.

	2025 £000	Unaudited 2024 £000
Sales to parent company	–	252
Sales to associates	**7,049**	5,949
Sales to joint operations	**9,653**	4,711
Sales to companies under control of controlling entity	**1,426**	1,313
Purchases from joint operations	**291,240**	246,474
Purchases from companies under control of controlling entity	**3,102**	3,699
Finance costs with parent company	**24,856**	14,270
Amounts owed by parent undertakings	**98,574**	5,174
Amounts owed by associates	**566**	774
Amounts owed by joint operations	**921**	–
Amounts owed by companies under control of controlling entity	**59**	483
Amount due to parent undertakings	**36,666**	403,506
Amounts due to joint operations	**21,131**	4,065
Amounts due to companies under control of controlling entity	–	483

Description of our principal related party transactions

During the year the related party loans of £429,699,000 were capitalised; for more details on this refer to the borrowings note.

37. Business combinations

On 1 January the Group entered into an agreement with NewPrinces S.p.A. subsidiary Symington's Limited which gave the Group the right to conduct and operate the Symington's business for a two-year term. Symington's specialises in the production and sale of instant noodle products. The agreement gives the Group the right to use Symington's contractual and employment relationships as well as the tangible and intangible assets which are required to carry out the business. Subsequent to this, the Group acquired all of the share capital of the entity.

On the same date, the Group entered into an agreement with NewPrinces S.p.A. for its Pasta, Bakery Products and Special Product category business which gave the Group the right to conduct and operate this business for a two-year term, which was subsequently extended to a five-year term. The agreement gives the Group the right to use the business' contractual and employment relationships as well as the tangible assets which are required to carry out the business.

Share acquisitions were also carried out during the year with NewPrinces S.p.A. for its Princes France S.A.S. and Newlat GmbH businesses. Princes France S.A.S specialises in the manufacture of Bakery Products whilst Newlat GmbH expands the Group's pasta operations in Europe.

The accounting for the initial agreement and subsequent share acquisition for each of the businesses, is reflected in the Group's accounts as a business combination under common control using predecessor accounting with assets and liabilities recognised at their existing carrying values from NewPrinces S.p.A. accounts. No new goodwill has been recognised, with any difference between the carrying amounts and consideration being recognised in equity.

Consideration was £122.9 million for net assets acquired of £88.9 million, with the excess of £34.0 million credited to equity. Cash of £71 million was acquired with the businesses, giving net cash outflow of £51.6 million.

38. Events after the statement of financial position date

On 1 January 2026, Plasmon Srl (company acquired by the majority shareholder NewPrinces from Kraft Heinz Italy as part of the acquisition of the Plasmon, Nipiol, Bi-Aglut, Aprotein, and Dieterba brands and Latina's plant) transferred the business to Princes Italia S.p.A.

Subsequent to the year-end closing as of 31 December 2025, the international geopolitical environment has continued to be characterised by significant elements of uncertainty, also in relation to the conflict and tensions in the Middle East, with particular reference to the situation in Iran. These dynamics could have effects on international markets, particularly on energy and raw materials, with possible repercussions on inflationary trends and companies' operating costs.

As of the date of preparation of this Annual Financial Report, there are no direct or immediately quantifiable impacts on the economic, equity, and financial position of the Company and the Group. However, management continues to closely monitor the evolution of the geopolitical and macroeconomic environment in order to promptly assess any indirect effects that may arise during the financial year, particularly in terms of increased procurement costs, energy price volatility, and potential inflationary pressures.

39. Ultimate holding company and controlling party

The smallest group of which the Company is a member and for which consolidated financial statements are drawn up is that headed by this Company.

The Company's immediate parent undertaking is the NewPrinces S.p.A., a company incorporated in Italy, which is also the parent undertaking of the larger Group of which the Company is a member. The ultimate controlling party is Mr Angelo Mastrolia. Copies of the Group financial statements are available to the public from the following address, which is the registered office: Via J.F. Kennedy, 16, 42124 Reggio Emilia, Italy.

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Company Secretary

Prism Cosec Limited

Registrar

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