REGISTERED NUMBER: 04730752

THE VERY GROUP LIMITED

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

for the 39 weeks ended 29 March 2025

THE VERY GROUP LIMITED
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the 39 weeks ended 29 March 2025

CONTENTS

THE VERY GROUP LIMITED
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the 39 weeks ended 29 March 2025

INTERIM RESULTS STATEMENT

The Directors present their interim results statement of The Very Group Limited and its subsidiaries ("the Group") for the 39 week period ended 29 March 2025[1].

Review of the business

As expected, given our continued focus on our retail fundamentals and prioritising higher margin product categories, we saw a decrease in total Group revenue of 3.8% to £1,603.7m (Q3 FY24 YTD: £1,667.2m), however at the Very UK level, we saw a strong result within our Home category with growth of 8.9%, and 24.6% growth in our Sports offering (excluding the impact of Nike) as we continue to prioritise these strategically important categories.

Despite top line performance, we have delivered an improved operating performance in Q3, with our continued focus on cost control contributing to an 8.8% increase in pre-exceptional EBITDA[2] to £214.9m (Q3 FY24 YTD: £197.4m). This represents a pre-exceptional EBITDA margin increase of 1.6%, to 13.4% (Q3 FY24: 11.8%) which is the highest Q3 pre-exceptional EBITDA margin the Group has ever achieved.

The EBITDA performance paired with careful working capital management has in turn contributed to a smaller cash outflow in the year to date, improving by £143.9m on the prior year (Q3 FY24 YTD: outflow of £151.9m). Overall, net cash and cash equivalents[3] increased year on year by £6.5m to £52.3m (Q3 FY24: £45.8m) as a result of increased operating cash inflows.

As we continue to focus on higher margin sales and cost discipline through the remainder of FY25, we expect to see a continued strengthening of the profitability of our business.

Total revenue

Total Group revenue decreased by 3.8% to £1,603.7m (Q3 FY24 YTD: £1,667.2m) compared with the prior year, as a result of a tough market and annualising against some strong Electrical comparatives within our retail result. Within total revenue, our flagship brand Very UK represents 88% of sales (Q3 FY24 YTD: 86%) and saw a decrease in revenue of 2.5% to £1,405.0m compared with the prior year (Q3 FY24 YTD: £1,440.6m). Littlewoods revenue declined 15.1% to £148.1m (Q3 FY24 YTD: £174.5m), which is in line with expectations as the managed decline strategy for this brand continues.

Retail sales
In the year to date, Group retail sales[4] declined by 3.9% year-on-year to £1,261.5m (Q3 FY24 YTD: £1,312.7m). Within this, Very UK retail sales declined by 2.4% year-on-year to £1,082.6m (Q3 FY24 YTD: £1,109.7m), however we saw some strong results in our strategically relevant categories, including Home and Sports.

Taking each category in turn, Toys, Gifts and Beauty annualised against a year in which we heavily invested in the category, however continues to perform well. The category declined slightly by 0.2% year on year, and within this we achieved growth of 3.1% in Toys and 5.3% in Beauty. The category remains of strategic importance to the business, as we continue to prioritise higher margin sales.

Also of strategic importance is our Home category, and in Q3 we saw growth of 8.9% compared to the prior year. This was largely due to an increase in sales of home accessories, textiles and bedroom furniture.

Our largest category, Electrical saw a decline of 4.4% at the Very UK level as a result of annualising against a quarter which included significant gaming product releases.

1 Q3 FY25 YTD is the 39 weeks ended 29 March 2025. Q3 FY24 YTD is the 39 weeks ended 30 March 2024.

2 Pre-exceptional and adjusted EBITDA are defined on page 5 of the Financial Statements.

3 Net cash and cash equivalents is reconciled in note 10 of the Financial Statements

4 Retail sales is on a management accounts basis excluding statutory adjustments, therefore differs to revenue from the sale of goods presented in the condensed consolidated income statement.

INTERIM RESULTS STATEMENT (continued)

Total revenue (continued)

Fashion and Sports declined 4.9% as we continue to annualise against Nike's decision to move to a direct to consumer model. However, excluding the impact of Nike, we saw growth of 2.3% in the category, with 24.6% growth in sport.

Very Pay revenue

Underpinning Very Finance income is the movement in the average debtor book[5]. At a Group level, the average book contracted 2.4% to £1,718.2m (Q3 FY24 YTD: £1,761.1m), reflecting the underlying sales performance of both the Littlewoods business and Very UK. At a Very UK level, the debtor book decreased 0.9% to £1,490.0m (Q3 FY24 YTD: £1,504.1m) year-on-year due to the associated decline in retail sales. As a result of the Group debtor book performance, interest and similar income declined by 2.0% to £323.2m (Q3 FY24 YTD: £329.9m).

Gross profit and costs

In Q3 FY25, we delivered £563.1m of gross profit (Q3 FY24 YTD: £580.8m), corresponding to a statutory gross margin rate of 35.1%, an increase of 0.3%pts from last year. This in part reflects the shift in the split of total sales between retail and Very Finance as a result of declining retail sales, with Very Finance revenue having a higher margin.

Additionally, changes to the retail sales mix, notably the increase in Home sales contribute a higher margin than other categories. Margin is also supported by the improving bad debt position across the Group, which as a percentage of the average debtor book decreased by 0.1%pts year on year and remains an area of continued focus and risk management.

Our overall operating cost base (excluding depreciation, amortisation and exceptionals) has decreased 1.3%pts year on year as a percentage of revenue to 21.8% (Q3 FY24: 23.1%). Within this, distribution expenses[6] decreased by £28.9m to £127.4m (Q3 FY24 YTD: £156.3m) as we continue to optimise our logistics and fulfilment operation, driving cost efficiencies. This represents 7.9% as a percentage of revenue, a reduction of 1.5%pts compared with last year, despite inflationary pressures. Administrative costs[4] decreased by £6.4m to £222.6m (Q3 FY24 YTD: £229.0m) due to ongoing cost saving initiatives across the business.

Pre-exceptional and adjusted EBITDA

As a result of the Group's aforementioned robust margin and cost performance, we delivered pre-exceptional EBITDA[2] of £214.9m for Q3 FY25 YTD (Q3 FY24 YTD: £197.4m), an increase of 8.9% year on year. This represents a pre-exceptional EBITDA margin increase of 1.6% to 13.4% (Q3 FY24: 11.8%) which is the highest Q3 pre-exceptional EBITDA margin the Group has ever achieved. Adjusted EBITDA[2] also increased by £22.1m or 11.4% to £215.4m (Q3 FY24: £193.3m), demonstrating improved earnings in the underlying business as a result of the improved gross margin and ongoing diligent cost control. Adjusted EBITDA margin[2] consequently increased 1.8%pts year on year to 13.4% (Q3 FY24 YTD: 11.6%).

Finance costs

Net finance costs (before exceptional items) increased to £153.6m (Q3 FY24 YTD: £149.3m) as a result of the Group's increased loans and borrowings balance year on year.

2 Pre-exceptional and adjusted EBITDA margin are defined on page 5 of the Financial Statements.

5 Average debtor book is a metric used in the Group's results presentation, and is calculated as the average of the monthly closing debtor balance across the year to date.

6 Distribution expenses and administrative expenses are stated excluding depreciation, amortisation and exceptional items as shown in note 3.

INTERIM RESULTS STATEMENT (continued)

Exceptional items

Exceptional costs in the year to date of £25.1m (Q3 FY24 YTD: £13.8m) include £9.1m spend on our tech acceleration programme, £7.0m logistics strategy costs, £6.9m of professional fees, £3.1m of restructuring costs and £0.8m of fulfilment costs, offset by £1.8m of provision releases.

Taxation

The effective tax rate for the period of 116.9% (30 March 2024: 47.6%) is higher than the statutory tax rate of 25% for the period largely as a result of transfer pricing adjustments which have not been offset with group relief.

In prior periods, including the period ended 30 March 2024, the tax charge in the income statement was based on management's best estimate of the weighted average annual income tax rate expected for the full financial year. For the 39 weeks ended 29 March 2025, management believe that utilising this method would materially distort the tax charge by showing the creation of a large additional deferred tax asset at Q3 whereas it is forecast for the Group to be utilising them for the full year. We have therefore elected not to adjust to the weighted average annual income tax rate expected for the full financial year and have instead utilised the effective tax rate for the quarter.

See note 7 for further tax disclosures.

Statement of cash flows

The positive movement in the cash outflow from operating activities of £8.0m (Q3 FY24 YTD: outflow of £151.9m) largely reflects the improved earnings position and movements in working capital, notably through the movements in advances to customers as the Group debtor book contracted and trade and other payables reflecting amounts owed to suppliers.

The cash outflows in respect of investment activities of £40.4m were slightly higher than prior year (Q3 FY24 YTD: £35.7m), and largely comprise capital additions for the period. These were across business-as-usual and strategic investments.

The cash inflow from financing activities of £47.4m (Q3 FY24 YTD: inflow of £193.8m) largely reflects proceeds received from external loans of £40.0m for general corporate purposes, including the payment of all fees associated with re-financing the Group's senior secured notes (see note 13 for further information).

Financial position

The decrease in equity of £11.0m to £144.1m (29 June 2024: equity £155.1m, 30 March 2024: equity £176.4m) was driven by a total comprehensive loss for the period of £11.0m (29 June 2024: loss of £24.1m, 30 March 2024: loss of £2.8m).

Inventory held at 29 March 2025 increased against the 29 June 2024 position to £141.9m (29 June 2024: £105.0m, 30 March 2024: £124.1m). The movement compared to March 2024 is due to the comparator being lower than historical norms as a result of the impact of disruption in the Red Sea.

Current trade and other receivables (including advances for customers) at 29 March 2025 increased slightly against the 29 June 2024 position to £1,780.4m (29 June 2024: £1,748.5m, 30 March 2024: £1,831.5m). The decreased compared to the Q3 FY24 position reflects a decline of 2.4% in the average Group debtor book[5] to £1,718.2m (Q3 FY24: £1,761.1m). Trade and other payables at 29 March 2025 increased year on year to £514.9m (29 June 2024: £485.5m, 30 March 2024: £505.3m).

5 Average debtor book is a metric used in the Group's results presentation, and is calculated as the average of the monthly closing debtor balance across the year to date.

INTERIM RESULTS STATEMENT (continued)

Financial position (continued)

Total provisions at 29 March 2025 have decreased against the 30 March 2024 position to £5.1m (29 June 2024: £7.7m, 30 March 2024: £6.0m). The balance is made up of restructuring and regulatory provisions, of which £1.5m is expected to be utilised within 12 months. The remaining £3.6m is expected to be utilised after 12 months. Total lease liabilities at 29 March 2025 decreased to £100.4m from the 29 June 2024 position (29 June 2024: £101.9m, 30 March 2024: £93.6m), as the liability has unwound.

Securitisation borrowings decreased by 3.0% year on year to £1,528.9m (29 June 2024: £1,504.7m, 30 March 2024: £1,575.6m), largely in line with the lower Group debtor book compared to the prior year. The securitisation borrowings figure includes £20.8m (29 June 2024: £20.5m, 30 March 2024: £21.9m) relating to the balance sheet receivables of Shop Direct Ireland Limited. At 29 March 2025, the total UK securitisation facility size was £1,770.0m.

At the period end, the securitisation facility had an expiry date of January 2028 for 'AS' Notes (£1,115.7m), 'AJ' Notes (£132.4m), 'B' Notes (£105.0m), 'C1' Notes (£105.0m) and 'C2' Notes (£50.0m). The Ireland facility has a total maximum commitment of €35.0m which expires in July 2026.

A further £20.0m (29 June 2024: £27.0m, 30 March 2024: £27.3m) of loans are denominated in Euros and relate to the debt held by subsidiary Primevere Equipment Limited. The Group also has an external loan with a carrying value of £94.1m (29 June 2024: £51.8m, 30 March 2024: £51.2m) presented at amortised cost.

Principal risks and uncertainties

The principal risks and uncertainties are as disclosed in the Group's consolidated financial statements for the period ended 29 June 2024.

Going concern

In determining that the Group's accounts can be prepared on a going concern basis, the Directors considered the Group's business activities together with factors likely to affect its future development, performance and its financial position including cash flows, liquidity position, borrowing facilities, and the principal risks and uncertainties relating to its business activities.

Further detail on the going concern position of the Group is included in note 2 to the Financial Statements.

Alternative performance measures

The Group uses a number of measures to assess financial performance that are not defined within IFRS and are widely referred to as 'Alternative Performance Measures' ("APMs"). The Directors use these measures to review the performance of the Group, as evidenced by their inclusion in the monthly Group Performance Report which is presented to the Board.

INTERIM RESULTS STATEMENT (continued)

Reconciliation of operating profit to pre-exceptional and adjusted EBITDA

	39 weeks to 29 March 2025 £'m	39 weeks to 30 March 2024 £'m	52 weeks to 29 June 2024 £'m
Operating profit	148.5	147.2	189.0
Exclusion of exceptional items	25.1	13.8	29.3
Operating profit before exceptional items	173.6	161.0	218.3
Exclusion of depreciation and amortisation	41.3	36.4	49.3
Pre-exceptional EBITDA	214.9	197.4	267.6
Adjusted for:			
Fair value adjustments to financial instruments	0.9	(2.7)	(2.7)
Fair value adjustments to trade creditors	(0.4)	(1.4)	(1.2)
IAS19 pension adjustment	-	-	1.2
Adjusted EBITDA[7]	215.4	193.3	264.9

Reconciliation of pre-exceptional EBITDA to pre-exceptional EBITDA margin

	39 weeks to 29 March 2025 £'m	39 weeks to 30 March 2024 £'m	52 weeks to 29 June 2024 £'m
Pre-exceptional EBITDA	214.9	197.4	267.6
Total revenue	1,603.7	1,667.2	2,125.3
Pre-exceptional EBITDA margin	13.4%	11.8%	12.6%

Reconciliation of adjusted EBITDA to adjusted EBITDA margin

	39 weeks to 29 March 2025 £'m	39 weeks to 30 March 2024 £'m	52 weeks to 29 June 2024 £'m
Adjusted EBITDA	215.4	193.3	264.9
Total revenue	1,603.7	1,667.2	2,125.3
Adjusted EBITDA margin	13.4%	11.6%	12.5%

7 The definition of adjusted EBITDA no longer includes adjustments for changes in the 'software as a service' accounting policy first adopted in FY22, given that this now forms part of BAU reporting and is included in comparative results as standard.

INTERIM RESULTS STATEMENT (continued)

Reconciliation of administrative expenses before amortisation, depreciation and exceptional items

	39 weeks to 29 March 2025 £'m	39 weeks to 30 March 2024 £'m	52 weeks to 29 June 2024 £'m
Administrative expenses	284.6	275.3	363.4
Amortisation charged to administrative expenses	(29.7)	(25.3)	(34.3)
Depreciation charged to administrative expenses	(7.2)	(7.2)	(9.7)
Exceptional items	(25.1)	(13.8)	(29.3)
Administrative expenses before amortisation, depreciation and exceptional items	222.6	229.0	290.1

Reconciliation of distribution costs before amortisation, depreciation and exceptional items

	39 weeks to 29 March 2025 £'m	39 weeks to 30 March 2024 £'m	52 weeks to 29 June 2024 £'m
Distribution costs	131.8	160.2	207.7
Depreciation charged to distribution costs	(4.4)	(3.9)	(5.3)
Distribution costs before amortisation, depreciation and exceptional items	127.4	156.3	202.4

UNAUDITED CONDENSED CONSOLIDATED INCOME STATEMENT

		39 weeks to 29 March 2025 (unaudited)			39 weeks to 30 March 2024 (unaudited)			52 weeks to 29 June 2024 (audited)		
	Notes	Pre-exceptional items £'m	Exceptional items (Note 4) £'m	Total £'m	Pre-exceptional items £'m	Exceptional items (Note 4) £'m	Total £'m	Pre-exceptional items £'m	Exceptional items (Note 4) £'m	Total £'m
Sale of goods		1,280.5	-	1,280.5	1,337.3	-	1,337.3	1,690.3	-	1,690.3
Interest and similar income[8]		323.2	-	323.2	329.9	-	329.9	435.0	-	435.0
Total revenue	3	1,603.7	-	1,603.7	1,667.2	-	1,667.2	2,125.3	-	2,125.3
Cost of sales		(925.8)	-	(925.8)	(968.1)	-	(968.1)	(1,227.7)	-	(1,227.7)
Impairment losses on customer advances and receivables[8]		(114.8)	-	(114.8)	(118.3)	-	(118.3)	(140.2)	-	(140.2)
Gross profit		563.1	-	563.1	580.8	-	580.8	757.4	-	757.4
Distribution costs		(131.8)	-	(131.8)	(160.2)	-	(160.2)	(207.7)	-	(207.7)
Administrative costs		(259.5)	(25.1)	(284.6)	(261.5)	(13.8)	(275.3)	(334.1)	(29.3)	(363.4)
Other operating income		1.8	-	1.8	1.9	-	1.9	2.7	-	2.7
Operating profit	3	173.6	(25.1)	148.5	161.0	(13.8)	147.2	218.3	(29.3)	189.0
Finance income		2.0	-	2.0	2.2	-	2.2	3.8	-	3.8
Finance costs		(155.6)	-	(155.6)	(151.5)	-	(151.5)	(208.6)	-	(208.6)
Profit/(loss) for the period		20.0	(25.1)	(5.1)	11.7	(13.8)	(2.1)	13.5	(29.3)	(15.8)
Tax (charge)/credit	7	(12.1)	6.3	(5.8)	(4.4)	3.4	(1.0)	(15.9)	7.3	(8.6)
Profit/(loss) for the period		7.9	(18.8)	(10.9)	7.3	(10.4)	(3.1)	(2.4)	(22.0)	(24.4)

The above results were derived from continuing operations.

8 Refer to Note 2 for changes to comparative period information.

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Notes	39 weeks to 29 March 2025 (unaudited) £'m	39 weeks to 30 March 2024 (unaudited) £'m	52 weeks to 29 June 2024 (audited) £'m
Loss for the period		(10.9)	(3.1)	(24.4)
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement on retirement benefit obligations before tax		-	-	0.2
Income tax effect	7	-	-	-
Other comprehensive income for the period for items that will not be reclassified subsequently to profit or loss		-	-	0.2
Items that may be reclassified subsequently to profit or loss:				
Foreign currency translation (loss)/gain		(0.1)	0.3	0.1
Other comprehensive (loss)/income for the period		(0.1)	0.3	0.3
Total comprehensive loss attributable to:				
Equity holders of the Group		(11.0)	(2.8)	(24.1)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Notes	29 March 2025 (unaudited) £'m	Restated[9] 30 March 2024 (unaudited) £'m	29 June 2024 (audited) £'m
Assets				
Non-current assets				
Goodwill		202.5	202.5	202.5
Intangible assets		204.6	198.0	198.8
Property, plant and equipment		59.2	65.0	63.5
Right-of-use assets		80.4	76.2	84.1
Deferred tax assets		171.4	176.5	176.4
Amounts due from related parties	12	524.8	518.6	520.7
		1,242.9	1,236.8	1,246.0
Current assets				
Inventories		141.9	124.1	105.0
Trade and other receivables[8]	6	324.1	341.9	311.0
Advances to customers[8]	6	1,456.3	1,489.6	1,437.5
Current tax asset		1.1	8.0	1.0
Cash and cash equivalents	10	52.3	131.4	174.3
		1,975.7	2,095.0	2,028.8
Total assets		3,218.6	3,331.8	3,274.8

8 Refer to Note 2 for changes to comparative period information.

9 Refer to Note 2 for prior period restatement.

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

	Notes	29 March 2025 (unaudited) £'m	Restated[9] 30 March 2024 (unaudited) £'m	29 June 2024 (audited) £'m
Equity				
Share capital	11	200.0	200.0	200.0
Merger reserve		3.5	3.5	3.5
Capital contribution reserve	12	2.4	5.3	4.5
Accumulated deficit		(61.8)	(32.4)	(52.9)
Equity attributable to owners of the company		144.1	176.4	155.1
Non-current liabilities				
Amounts due to related parties	12	-	19.7	20.5
Loans and borrowings	9	602.0	655.3	664.9
Securitisation facility	9	1,528.9	1,575.6	1,504.7
Retirement benefit obligations		1.2	1.2	1.2
Contract liabilities		19.2	22.7	21.0
Lease liabilities		94.1	87.7	95.8
Provisions	8	3.6	4.0	4.1
		2,249.0	2,366.2	2,312.2
Current liabilities				
Amounts due to related parties	12	22.6	-	-
Trade and other payables		514.9	505.3	485.5
Loans and borrowings	9	250.4	241.7	278.9
Lease liabilities		6.3	5.9	6.1
Contract liabilities		28.9	34.3	33.4
Provisions	8	1.5	2.0	3.6
Derivative financial instruments	5	0.9	-	-
		825.5	789.2	807.5
Total liabilities		3,074.5	3,155.4	3,119.7
Total equity and liabilities		3,218.6	3,331.8	3,274.8

9 Refer to Note 2 for prior period restatement.

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share capital	Accumulated deficit	Merger reserve	Capital contribution reserve	Total
	£'m	£'m	£'m	£'m	£'m
Changes in equity for the 39 weeks to 29 March 2025 (unaudited)					
Balance as at 30 June 2024	200.0	(52.9)	3.5	4.5	155.1
Loss for the period	-	(10.9)	-	-	(10.9)
Foreign currency translation	-	(0.1)	-	-	(0.1)
Total comprehensive loss	-	(11.0)	-	-	(11.0)
Movement in capital contribution reserve	-	2.1	-	(2.1)	-
Balance as at 29 March 2025	200.0	(61.8)	3.5	2.4	144.1
Changes in equity for the 39 weeks to 30 March 2024 (unaudited)					
Balance at 2 July 2023	200.0	(26.1)	3.5	-	177.4
Loss for the period	-	(3.1)	-	-	(3.1)
Foreign currency translation[8]	-	0.3	-	-	0.3
Total comprehensive loss	-	(2.8)	-	-	(2.8)
Dividend paid to parent company	-	(3.8)	-	-	(3.8)
Movement in capital contribution reserve	-	0.3	-	5.3	5.6
Balance as at 30 March 2024	200.0	(32.4)	3.5	5.3	176.4
Changes in equity for the 52 weeks to 29 June 2024 (audited)					
Balance as at 2 July 2023	200.0	(26.1)	3.5	-	177.4
Loss for the period	-	(24.4)	-	-	(24.4)
Remeasurement on retirement obligations before tax	-	0.2	-	-	0.2
Foreign currency translation	-	0.1	-	-	0.1
Total comprehensive loss	-	(24.1)	-	-	(24.1)
Dividend to parent company	-	(3.8)	-	-	(3.8)
Movement in capital contribution reserve	-	1.1	-	4.5	5.6
Balance as at 29 June 2024	200.0	(52.9)	3.5	4.5	155.1

8 Refer to Note 2 for changes to comparative period information.

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	Notes	39 weeks to 29 March 2025 (unaudited) £'m	39 weeks to 30 March 2024 (unaudited) £'m	52 weeks to 29 June 2024 (audited) £'m
Cash flows from operating activities				
Loss for the period		(10.9)	(3.1)	(24.4)
Adjustments for:				
Depreciation		11.6	11.1	15.0
Amortisation		29.7	25.3	34.3
Financial instrument net losses/(gains) through profit and loss	5	0.9	(3.5)	(3.5)
Impairment of intangible assets	4	-	-	1.4
Finance income		(2.0)	(2.2)	(3.8)
Finance costs		155.6	151.5	208.6
Income tax charge		5.8	1.0	8.6
Decrease in provisions	8	(2.7)	(2.3)	(0.6)
Adjustments for pensions		-	-	1.2
Operating cash flows before movements in working capital		188.0	177.8	236.8
(Increase)/decrease in inventories		(36.9)	(18.4)	0.7
Increase in trade and other receivables[8]		(12.6)	(79.7)	(16.2)
Increase in advances to customers[8]	6	(18.8)	(68.3)	(44.6)
Increase/(decrease) in trade and other payables		23.6	(14.7)	(65.6)
Cash generated/(utilised) by operations		143.3	(3.3)	111.1
Income taxes paid		(0.7)	(0.8)	(0.9)
Interest paid		(150.6)	(147.8)	(186.7)
Net cash outflows from operating activities		**(8.0)**	**(151.9)**	**(76.5)**

8 Refer to Note 2 for changes to comparative period information.

UNAUDITED CONDENSED CONSOLIDATED CASH FLOW STATEMENT (continued)

	Notes	39 weeks to 29 March 2025 (unaudited) £'m	39 weeks to 30 March 2024 (unaudited) £'m	52 weeks to 29 June 2024 (audited) £'m
Net cash outflows from operating activities		(8.0)	(151.9)	(76.5)
Cash flows from investing activities				
Acquisitions of property plant and equipment		(0.1)	(0.4)	(0.5)
Acquisitions of intangible assets		(36.2)	(35.3)	(44.9)
Increase in amounts due from related parties[8]		(4.1)	-	(8.6)
Net cash outflows from investing activities		(40.4)	(35.7)	(54.0)
Cash flows from financing activities				
Payments of lease liabilities		(10.0)	(9.3)	(12.9)
Proceeds from securitisation facility drawdowns		24.2	83.8	12.9
Drawdowns from secured revolving credit facility		-	80.0	80.0
Proceeds from intercompany loans		-	-	25.0
Proceeds from external loans		40.0	-	50.0
(Repayments of)/proceeds from bank loans		(6.8)	43.1	(7.0)
Dividends paid to parent company		-	(3.8)	(3.8)
Net cash inflows from financing activities		47.4	193.8	144.2
Net cash (decrease)/increase in cash and cash equivalents		(1.0)	6.2	13.7
Net cash and cash equivalents at beginning of period	10	53.3	39.6	39.6
Net cash and cash equivalents at end of period	10	52.3	45.8	53.3

8 Refer to Note 2 for changes to comparative period information.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. General information

The Very Group Limited is a private company incorporated and registered in England and Wales under the Companies Act 2006 and domiciled in the United Kingdom. The address of its registered office is First Floor, Skyways House, Speke Road, Speke, Liverpool L70 1AB.

The Very Group Limited is the UK's largest integrated pureplay digital retailer and financial services provider, providing a multi-category range of famous brands, market-leading e-commerce and technology capabilities, and unique financial services products offering flexible ways to pay.

These condensed consolidated interim financial statements were approved for issue on 21st May 2025.

2. Summary of accounting policies

Basis of preparation

This condensed set of financial statements for the 39 weeks ended 29 March 2025 should be read in conjunction with the annual financial statements for the 52 week period ended 29 June 2024, which have been prepared in accordance with United Kingdom Adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006.

The condensed interim financial information has been prepared on a going concern basis using accounting policies consistent with International Accounting Standard ('IAS') 34 Interim Financial Reporting, as adopted for use in the United Kingdom subject to taxation (see note 7). The same accounting policies, presentation and methods of computation are followed in the condensed interim financial information as applied in the Group's annual financial statements for the 52 week period ended 29 June 2024.

The financial information included in this set of condensed accounts for the 39 week period ended 30 March 2024 does not constitute statutory accounts as defined in section 434 of the Companies Act 2006. A copy of the full year accounts, prepared under United Kingdom Adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006, has been delivered to the Registrar of Companies for the 52 week period ended 29 June 2024. The audit report on those accounts was unqualified, did not draw attention to any matters by way of emphasis without qualifying their report and did not contain any statement under section 498 (2) or (3) of the Companies Act 2006.

The financial statements are drawn up to Saturday 29 March 2025 for the current 39 week period. The financial information for the comparative periods relate to the 39 week period ended Saturday 30 March 2024 and the 52 week period ended Saturday 29 June 2024.

Changes to comparative period information
The following representations have been made to the comparative period ended 30March 2024 presented within these financial statements:

- Impairment losses on customer advances and receivables of £118.3m which relates to bad debts on customer credit accounts, has been disclosed separately from cost of sales on the Consolidated Statement of Comprehensive Income. There is no impact on net cashflows, retained earnings or the profit or loss.
- Revenue in relation to "Rendering of Services" has been disclosed as "Interest and Similar Income". This comprises of interest on customers' outstanding balances, commission earned on sales of insurance products and administration fees earned. There is no impact on net cashflows, retained earnings or the profit or loss.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

2. Summary of accounting policies (continued)

Changes to comparative period information (continued)

- Advances to customers of £1,489.6m has been disclosed separately from trade and other receivables on the Consolidated Statement of Financial Position, the Consolidated Statement of Cashflows, and separately from trade receivables in the receivables note. There is no impact on net cashflows, retained earnings or the profit or loss.
- The presentation of the statement of changes in equity has been revised to present the components of other comprehensive income separately. There is no impact on net cashflows, retained earnings or the profit or loss.

Prior period restatements
Cash pooling arrangements
The condensed consolidated financial statements include a prior year restatement in the comparative period ended 30 March 2024 in relation to notional cash pooling arrangements where the requirements for offsetting in accordance with IAS 32: 'Financial Instruments: Presentation' cannot be clearly demonstrated. The prior period comparative ending 30 March 2024 has been restated by grossing up cash and overdrafts (reported within current borrowings) that had previously been offset in the consolidated statement of financial position. All overdrafts, including those subject to cash pooling arrangements, are considered an integral part of the Group's cash management and so the cash flow statement includes all overdrafts in cash and cash equivalents. This has been reconciled in note 10. There is no impact on the comparative period income statement, net debt or total indebtedness.

The prior period comparatives for the period ended 30 March 2024 have been restated in accordance with IAS 8: 'Accounting Policies, Changes in Accounting Policies and Errors' and have impacted the primary financial statements as follows:

	As previously reported £'m	Notional cash pooling adjustment £'m	As restated £'m
As at 30 March 2024			
Cash and cash equivalents	45.8	85.6	131.4
Total current assets	2,009.4	85.6	2,095.0
Total assets	3,246.2	85.6	3,331.8
Loans and borrowings	156.1	85.6	241.7
Total current liabilities	703.6	85.6	789.2
Total liabilities	3,069.8	85.6	3,155.4

In the current period ending 29 March 2025, the requirements for offsetting in accordance with IAS 32: 'Financial Instruments: Presentation' has been met. The Group has clearly demonstrated its intention at the reporting end date to present cash and cash equivalents net by physically netting off all balances, where cash pooling arrangements exist. The Group will continue to physically net off balances to meet the criteria of IAS 32 and it is expected that cash and cash equivalent balances will continue to be presented net where applicable.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

2. Summary of accounting policies (continued)

Prior period restatement
Derivative contract values
The condensed consolidated financial statements include a prior year restatement in the comparative periods ended 29 June 2024 and 30 March 2024 in relation to the notional sterling value of derivative contracts held across the Group. The prior period comparatives have been restated as a result of new information being available to determine the notional sterling value of derivative contracts held by the Group and represents a disclosure restatement only, as shown in note 5. There is no impact on net cashflows, retained earnings or the profit or loss.

	As previously reported £'m	As restated £'m
As at 29 June 2024		
Notional amount – sterling contract value	70.1	87.8
As at 30 March 2024		
Notional amount – sterling contract value	84.9	101.1

New standards, interpretations and amendments not yet effective

A number of new standards and interpretations have been issued but are not yet effective for the Group. These standards are either not expected to have a material effect on the Consolidated Financial Statements or they are not currently relevant for the Group.

Critical accounting judgements and key sources of estimation uncertainty

Full details of the Group's critical accounting judgements and key sources of estimation uncertainty are included in the Group's consolidated financial statements for the 52 week period ended 29 June 2024. There have been no significant changes to the Group's critical accounting judgements and key sources of estimation uncertainty in the 39 weeks ended 29 March 2025.

Amounts owed by related parties
In assessing the recoverability of the amount owing at the balance sheet date of these interim accounts, the Directors have based their judgement on the understanding that repayment of the loan would be facilitated by the raising of sufficient funds by a sale of equity in TVG by its ultimate parent. Accordingly, they have considered:

- The potential value of TVG that could be raised in the event of an equity sale;
- The seniority of the debt in TVG and in the wider SDHL Group; and
- The potential impact of the wider financing of the shareholder group.

Having considered the potential value of TVG, the seniority of the debt, and the wider financing of the shareholder group at the balance sheet date, the Directors believe the range of values for the TVG business in an orderly sale process would be sufficient to meet the prior claims of debtholders, and for the Company to recover the amounts owed to TVG in full. The Directors consider the possibility of risk of security enforcement to be remote. As highlighted in the events after the reporting date (note 13), a reputable financial advisor has been engaged in connection with a potential sale in the equity of TVG by its ultimate parent.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

2. Summary of accounting policies (continued)

Going concern
In determining whether the Group's accounts can be prepared on a going concern basis, the Directors considered:

a) The principal risks and uncertainties relating to the Group's business activities, including climate change;
b) The Group's available borrowing facilities;
c) The Group's forecast cashflows and forecast compliance with covenants for the 18 months from the reporting date of these financial statements;
d) The financing of the wider shareholder group; and
e) TVGL's cash headroom forecasts, its business activities together with factors likely to affect its future development, performance and financial position including cash flows, liquidity and borrowing facilities and the principal risks and uncertainties relating to its business activities.

Financial Forecasts
The Directors have carefully considered the cash flows and banking covenants of TVGL for the 18 months from the reporting date of these financial statements. These forecasts have been based on the latest trading expectations and incorporate assumptions relating to; consumer confidence, cost savings, interest rate changes, and the ability of financial services customers to meet their payment plans.

The TVGL directors have also applied reasonable downside sensitivity analysis to the current financial plans, reflecting the key risks to the business namely the impact that a deterioration in the economic climate and customer confidence would have on a reduction in revenues and, a reduction in payment rates, an increase in debtor default or a further increase in interest rates. A composite scenario has also been stress tested.

Financing of the Shareholder Group
In assessing TVG's going concern conclusions the directors have considered the funding arrangements of the wider shareholder group of which TVG is part. They have held discussions with the owners of TVG and have received representations from legal and financial advisors, and from the relevant providers of finance to the shareholder group.

Credit Risk
In line with IFRS 9 the directors have considered whether to recognise any potential credit losses as part of their consideration of the intercompany loan. The directors have concluded that there is no evidence of an increase in credit risk, and therefore it is appropriate to consider the loan under Stage 1 assessment. Based on this assessment the conclusion is that there is no basis to recognise any future credit loss against the loan.

Conclusion
Following the work undertaken, the Directors are confident in TVGL's ability to continue as a going concern and have adequate resources to continue in operation. Accordingly, they continue to adopt the going concern basis in the preparation of the financial statements.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

3. Alternative performance measures

Information reported to the Group's Chief Executive for the purposes of resource allocation and assessment of segment performance is focused on the business segmental analysis set out below, showing the principal brands which represent the Group's reportable segments. Pre-exceptional EBITDA represents the pre-exceptional EBITDA earned by each segment without allocation of central administration costs including finance costs and income tax expense.

This is the measure reported to the Group's Chief Executive, who is the Group's chief operating decision maker, for the purpose of resource allocation and assessment of segment performance.

In common with many retailers, retail sales and therefore, to an extent, pre-exceptional EBITDA are subject to seasonal fluctuations and retail sales are weighted towards the first half of the financial year which includes the key Christmas period. This also results in seasonal variations in key balance sheet accounts including inventories, receivables and payables.

By business segment

Analysis of revenue:	**39 weeks to 29 March 2025 £'m**	**39 weeks to 30 March 2024 £'m**	**52 weeks to 29 June 2024 £'m**
Very UK	1,405.0	1,440.6	1,836.9
Littlewoods UK	148.1	174.5	222.8
Very Ireland	50.6	52.1	65.6
	1,603.7	1,667.2	2,125.3
Gross profit	**563.1**	**580.8**	**757.4**
Distribution costs (excluding depreciation and exceptionals)	(127.4)	(156.3)	(202.4)
Administrative costs (excluding depreciation, amortisation and exceptionals)	(222.6)	(229.0)	(290.1)
Other operating income	1.8	1.9	2.7
Pre-exceptional EBITDA	214.9	197.4	267.6
Exceptional items	(25.1)	(13.8)	(29.3)
Depreciation	(11.6)	(11.1)	(15.0)
Amortisation	(29.7)	(25.3)	(34.3)
Operating profit	148.5	147.2	189.0
Finance income	2.0	2.2	3.8
Finance costs	(155.6)	(151.5)	(208.6)
Loss before taxation	(5.1)	(2.1)	(15.8)

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

3. Alternative performance measures (continued)

Pre-exceptional EBITDA is defined as operating profit from continuing operations before amortisation of intangible assets, depreciation and exceptional items.

The analysis above is in respect of continuing operations.

By geographical location of destination

	39 weeks to 29 March 2025 £'m	39 weeks to 30 March 2024 £'m	52 weeks to 29 June 2024 £'m
Revenue:			
United Kingdom	1,553.1	1,615.7	2,059.7
Republic of Ireland	50.6	52.1	65.6
	1,603.7	1,667.2	2,125.3
Operating profit:			
United Kingdom	144.7	143.4	182.9
Republic of Ireland	3.8	3.8	6.1
	148.5	147.2	189.0

The analysis above is in respect of continuing operations.

Turnover by origin is not materially different from turnover by destination.

4. Exceptional items

	39 weeks to 29 March 2025 £'m	39 weeks to 30 March 2024 £'m	52 weeks to 29 June 2024 £'m
Technical transformation spend	9.1	10.7	14.9
Logistics strategy costs	7.0	-	-
Professional fees for corporate projects	6.9	2.2	8.3
Restructuring costs	3.1	1.2	5.0
Fulfilment costs	0.8	-	-
Release of site closure provisions	(1.8)	(0.2)	(0.2)
Property strategy costs	-	(0.1)	(0.1)
Impairment of intangible assets	-	-	1.4
Total exceptional costs	25.1	13.8	29.3

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

4. Exceptional items (continued)

Progress continues on our multi-year technical transformation program, which involves moving a significant portion of the Group's current on-premises technology to the cloud by December 2025. This has resulted in a continued elevated level of spend on cloud-based services and related implementation costs which are not considered to be representative of the Group's normal level of activity. As such, £9.1m of costs have been classified as exceptional in relation to spend incurred on this program during the current period (39 week period ended 30 March 2024: £10.7m, 52 week period ended 29 June 2024: £14.9m).

Logistics strategy costs of £7.0m in the current period (39 week period ended 30 March 2024: £nil, 52 week period ended 28 June 2024: £nil) relate to transition fees on logistic contracts held by the Group.

Professional fees of £6.9m in the current period (39 week period ended 30 March 2024: £2.2m, 52 week period ended 28 June 2024: £8.3m) relate to costs incurred in relation to corporate projects.

The restructuring costs of £3.1m in the current period (39 week period ended 30 March 2024: £1.2m, 52 week period ended 29 June 2024 £5.0m) reflect expenditure on the rationalisation of processes and functions within The Very Group.

Fulfilment costs of £0.8m in the current period (39 week period ended 30 March 2024: £nil, 52 week period ended 29 June 2024: £nil) relate to dual running costs and exit costs from warehouse operations.

Release of site closure provisions of £1.8m in the current period (39 week period ended 30 March 2024: £0.2m, 52 week period ended 29 June 2024: £0.2m) relate to dilapidation provisions held for the closure of sites exited in previous years that are no longer required.

In the 39 week period ended 30 March 2024 property strategy costs of £0.1m (52 week period ended 28 June 2024: £0.1m) were released relating to a provision previously held for property changes made by the Group. Such changes include the closure of the Group's Lightbox site, the re-opening of Aintree and the re-location of operations across the property portfolio.

In the 52 week period ended 29 June 2024 an impairment charge of £1.4m was recognised in relation to intangible assets.

5. Derivative financial instruments

The Group uses fair values to measure its financial instruments using the following classifications:

- Level 1 – quoted prices for similar instruments
- Level 2 – directly observable market inputs other than Level 1 inputs
- Level 3 – inputs not based on observable market data

At the balance sheet date details of outstanding forward exchange contracts that the Group has committed to are as follows:

	29 March 2025 £'m	Restated[9] 30 March 2024 £'m	Restated[9] 29 June 2024 £'m
Notional amount – Sterling contract value[9]	89.8	101.1	87.8
Fair value of liability recognised	(0.9)	-	-

9 Refer to Note 2 for prior period restatement.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

5. Derivative financial instruments (continued)

Changes in the fair value of derivative financial instruments amounted to a loss of £0.9m in the period which is included in administrative expenses (39 week period to 30 March 2024: gain of £3.5m included in administrative expenses and finance costs, 52 week period to 29 June 2024: gain of £3.5m included in administrative expenses and finance costs).

The fair value of foreign currency derivative contracts is their market value at the balance sheet date. Market values are based on the duration of the derivative instrument together with the quoted market data including interest rates, foreign exchange rates and market volatility at the balance sheet date. The financial instruments that are measured subsequent to initial recognition at fair value are all grouped into Level 2 – directly observable market inputs other than Level 1 inputs. There were no transfers between Level 1 – quoted prices for similar instruments and Level 2 during the period.

6. Receivables

	29 March 2025 £'m	30 March 2024 £'m	29 June 2024 £'m
Current:			
Trade receivables[8]	29.5	32.4	34.8
Prepayments	194.4	208.8	191.8
Other receivables	100.2	100.7	84.4
Total trade and other receivables	324.1	341.9	311.0
Receivables from customers:			
Advances to customers[8]	1,456.3	1,489.6	1,437.5
Total receivables	1,780.4	1,831.5	1,748.5

Reconciliation of net receivables

	29 March 2025 £'m	30 March 2024 £'m	29 June 2024 £'m
Gross trade and other receivables	1,719.7	1,768.1	1,711.1
Allowance for expected credit losses	(198.7)	(211.2)	(203.0)
Net trade and other receivables	1,521.0	1,556.9	1,508.1
Refund liabilities	(35.2)	(34.9)	(35.8)
Net receivables	1,485.8	1,522.0	1,472.3

The above analysis is in respect of advances to customers and trade receivables.

8 Refer to Note 2 for changes to comparative period information.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

7. Income tax

In prior periods, including the 39 weeks ended 30 March 2024, the income tax expense has been recognised based on management's best estimate of the full year effective tax rate based on estimated full year profits. For the 39 weeks ended 29 March 2025, management believe that this method would materially distort the tax charge in the accounts and therefore have elected not to adjust the effective tax rate. The effective tax rate for the period is 116.9% (30 March 2024: 47.6%).

The tax charge on the loss before tax for the period is higher than the standard tax rate of 25% for the period largely as a result of transfer pricing adjustments which have not been offset with group relief.

In December 2021, the OECD released a framework for Pillar Two Model Rules which will introduce a global minimum corporate tax rate of 15% applicable to multinational enterprise groups with global revenue over €750m. The legislation implementing the rules in the UK was substantively enacted on 20 June 2023 and will apply to the Group from the financial year ending 30 June 2025 onwards. The Group is reviewing this legislation and also monitoring the status of implementation of the model rules outside of the UK to understand the potential impact on the Group.

8. Provisions

	Restructuring £'m	Regulatory £'m	Total £'m
At 30 June 2024	4.7	3.0	7.7
Increase in provisions	1.8	-	1.8
Provisions released	(2.6)	-	(2.6)
Provisions utilised	(1.8)	-	(1.8)
At 29 March 2025	2.1	3.0	5.1
Non-current	0.6	3.0	3.6
Current	1.5	-	1.5
	2.1	3.0	5.1

£1.5m of the restructuring provision is expected to be utilised within 12 months. The remaining £0.6m is expected to be held until FY26 at which point previous contractual commitments will no longer be in place.

The regulatory provision reflects the estimated cost of all historical shopping insurance claims and associated processing costs. The provision of £3.0m is expected to be fully utilised after 12 months.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

8. Provisions (continued)

	Restructuring £'m	Regulatory £'m	Total £'m
At 2 July 2023	3.9	4.4	8.3
Increase in provisions	0.7	-	0.7
Provisions released	(0.5)	-	(0.5)
Provisions utilised	(1.4)	(1.1)	(2.5)
At 29 March 2024	2.7	3.3	6.0
Non-current	1.0	3.0	4.0
Current	1.7	0.3	2.0
	2.7	3.3	6.0

	Restructuring £'m	Regulatory £'m	Total £'m
At 2 July 2023	3.9	4.4	8.3
Increase in provisions	4.5	-	4.5
Provisions released	(0.6)	-	(0.6)
Provisions utilised	(3.1)	(1.4)	(4.5)
At 29 June 2024	4.7	3.0	7.7
Non-current	1.1	3.0	4.1
Current	3.6	-	3.6
	4.7	3.0	7.7

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

9. Loans and borrowings

	29 March 2025 £'m	30 March 2024 £'m	29 June 2024 £'m
Secured non-current loans and borrowings at amortised cost			
Senior secured notes	588.8	583.7	594.6
Bank loans	13.2	71.6	20.3
Other external loans	-	-	50.0
	602.0	655.3	664.9
Securitisation facility	1,528.9	1,575.6	1,504.7
	2,130.9	2,230.9	2,169.6

	29 March 2025 £'m	Restated[9] 30 March 2024 £'m	29 June 2024 £'m
Current loans and borrowings at amortised cost			
Bank overdrafts	-	85.6	121.0
Secured revolving credit facility	149.6	149.2	149.3
Bank loans	6.7	6.9	6.8
Other external loans	94.1	-	1.8
	250.4	241.7	278.9

The Group has a notional cash pooling facility whereby cash positive and negative balances with the same banks can be offset. The requirements for offsetting in accordance with IAS 32: 'Financial Instruments: Presentation' have been met where these cash pooling arrangements exist in the current period as the Group has physically net off applicable cash balances at the reporting period end.

In the comparative periods the requirements for offsetting had not been met. Prior period comparatives have therefore been restated by grossing up cash and overdrafts (reported within current borrowings).

The Group will continue to physically net off balances to meet the criteria of IAS 32 and it is expected that cash and cash equivalent balances will continue to be presented net where applicable.

Within the securitisation facility £20.8m (30 March 2024: £21.9m, 29 June 2024: £20.5m) is denominated in Euros and within bank loans £20.0m (30 March 2024: £27.3m, 29 June 2024: £27.0m) is denominated in Euros. The underlying currency of all the other borrowings and overdrafts is Sterling.

9 Refer to Note 2 for prior period restatement.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

9. Loans and borrowings (continued)

The borrowings are repayable as follows:

	29 March 2025 £'m	Restated[9] 30 March 2024 £'m	29 June 2024 £'m
Within one year	250.4	241.7	278.9
In the second year	6.7	58.1	56.8
In the third to fifth year	2,124.2	2,172.8	2,112.8
Over five years	-	-	-
Amount due for settlement after one year	2,130.9	2,230.9	2,169.6

The principal features of the Group's borrowings are as follows:

(a) The Group has drawn £1,508.1m (30 March 2024: £1,553.7m, 29 June 2024 £1,484.1m) on its UK securitisation facility. This is secured by a charge over certain eligible trade debtors of the Group and is without recourse to any of the other Group assets. At the period end, the securitisation facility had an expiry date of January 2028 for 'AS' Notes (£1,115.7m), 'AJ' Notes (£132.4m), 'B' Notes (£105.0m), 'C1' Notes (£105.0m) and 'C2' Notes (£50.0m). The total facility size at 29 March 2025 was £1,770.0m.

(b) At the period end, the Group has senior secured notes with a nominal value of £575.0m, at 6.5%, due August 2026 with a secured revolving credit facility with a nominal value of £150.0m which was fully drawn down at 29 March 2025 (30 March 2024: £150.0m facility fully drawn down, 29 June 2024: £150.0m facility fully drawn down). The senior secured notes are presented at amortised cost.

In April 2025, the Group entered into a notes purchase agreement for the issuance of £598.0 million privately placed senior secured notes due August 2027 (the "Private Placement"). The notes are expected to be issued on or around 2 June 2025, subject to customary conditions. The cash proceeds of the Private Placement, together with additional available cash, are expected to be used to redeem in full on or around 1 August 2025 the Group's existing £575.0 million senior secured notes due August 2026. Under certain conditions, including deleveraging and certain credit ratings outcomes, the maturity of the new notes can be extended to August 2030.

In April 2025, the Group also received commitments from lenders for a single super senior revolving credit facility of up to £150.0 million (the "Amended Revolving Credit Facility"), which will supersede and replace the Group's existing £50.0 million senior secured revolving credit facility and £100.0 million super senior revolving credit facility. The Amended Revolving Credit Facility will mature in February 2027.

9 Refer to Note 2 for prior period restatement.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

9. Loans and borrowings (continued)

(c) The Group has an Irish securitisation facility against which it has drawn down £20.8m (30 March 2024: £21.9m, 29 June 2024: £20.5m), secured by a charge over certain eligible trade debtors of the Group. The facility has a total maximum commitment of €35.0m which expires in July 2026.

(d) The Group subsidiary Primevere Equipment Limited holds a bank loan denominated in euros, which had a carrying value of £20.0m (30 March 2024: £27.3m, 29 June 2024: £27.0m). Regular payments are made against this loan which is expected to be fully settled in February 2028.

(e) The Group has an external loan with a carrying value of £94.1m (30 March 2024: £51.2m, 29 June 2024: £51.8m) presented at amortised cost which expires in 2026. The loan is secured by a floating charge over present and future assets of Shop Direct Home Shopping Limited and Shop Direct Finance Company Limited, and a security interest in the shares of the Group.

In April 2025, the Group extended the maturity date of the external loan to August 2027, which will also be extended to August 2030 upon a maturity extension of the senior secured notes.

10. Reconciliation of net cash and cash equivalents

	29 March 2025 £'m	Restated[9] 30 March 2024 £'m	29 June 2024 £'m
Cash at bank	25.2	108.5	140.8
Cash equivalents	27.1	22.9	33.5
Cash and cash equivalents in statement of financial position	52.3	131.4	174.3
Bank overdrafts	-	(85.6)	(121.0)
Cash and cash equivalents in statement of cashflows	52.3	45.8	53.3

The carrying amount of the cash and cash equivalents is approximately equal to fair value. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management, are included as a component of cash and cash equivalents for the purposes of the cashflow statement.

9 Refer to Note 2 for prior period restatement

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

11. Share capital

Allotted, called up and fully paid shares

	29 March 2025		30 March 2024		29 June 2024	
	No. m	**£'m**	**No. m**	**£'m**	**No. m**	**£'m**
Ordinary shares of £1 each	200	200	200	200	200	200

The shares have attached to them full voting, dividend and capital distribution (including winding up) rights, they do not confer any rights of redemption.

12. Related party transactions

Balances and transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and have not been disclosed. Transactions between the Group and its fellow group companies are disclosed below. During the year, Group companies entered into the following transactions with fellow group companies and related parties who are not members of The Very Group Limited Group:

Purchase of services

	39 weeks to 29 March 2025 £'m	Restated[11] 39 weeks to 30 March 2024 £'m	52 weeks to 29 June 2024 £'m
Yodel Delivery Network Limited[10]	-	44.2	44.2
Arrow XL Limited	28.1	27.6	36.7
Trenport Property Holdings Limited	0.1	0.1	0.1
Shop Direct Holdings Limited	3.8	5.6	7.5
Société Le Marchant	-	1.0	1.0
	32.0	78.5	89.5

10 Yodel Delivery Network Limited is no longer classified as a related party at the reporting date as a result of the entity leaving the Group.

11 The related party note has been restated at Q3 FY24 to include an immaterial payment made in the prior year to Société Le Marchant that was not previously disclosed.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

12. Related party transactions (continued)

The Group had the following balances outstanding with its fellow related parties:

Amounts due from fellow related parties

	29 March 2025 £'m	30 March 2024 £'m	29 June 2024 £'m
Non-current:			
Shop Direct Holdings Limited	513.2	507.0	509.1
Logistics Group Holdings Limited	-	3.3	3.3
LW Corporation Limited	3.3	-	-
Trenport Property Holdings Limited	8.3	8.3	8.3
	524.8	518.6	520.7

Amounts due to fellow related parties

	29 March 2025 £'m	30 March 2024 £'m	29 June 2024 £'m
Non-current:			
VGL FinCo Limited	-	19.7	20.5
Current:			
VGL FinCo Limited	22.6	-	-

The amounts due to VGL FinCo Limited are unsecured at 0% and repayable in less than one year. No provisions have been made for doubtful debts in respect of the amounts owed by related parties.

Amounts recognised directly in equity

	29 March 2025 £'m	30 March 2024 £'m	29 June 2024 £'m
VGL FinCo Limited	2.4	5.3	4.5
	2.4	5.3	4.5

The amounts recognised directly in equity relate to a capital contribution from VGL FinCo Limited as a result of the loan from VGL FinCo being interest free. The capital contribution is unwound over the length of the loan term.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

13. Events after the reporting period

In April 2025, the Group entered into a notes purchase agreement for the issuance of £598.0 million privately placed senior secured notes due August 2027 (the "Private Placement"). The notes are expected to be issued on or around 2 June 2025, subject to customary conditions. The cash proceeds of the Private Placement, together with additional available cash, are expected to be used to redeem in full on or around 1 August 2025 the Group's existing £575.0 million senior secured notes due August 2026. Under certain conditions, including deleveraging and certain credit ratings outcomes, the maturity of the new notes can be extended to August 2030.

In April 2025, the Group also received commitments from lenders for a single super senior revolving credit facility of up to £150.0 million (the "Amended Revolving Credit Facility"), which will supersede and replace the Group's existing £50.0 million senior secured revolving credit facility and £100.0 million super senior revolving credit facility. The Amended Revolving Credit Facility will mature in February 2027.

In April 2025, the Group extended the maturity date of the external loan to August 2027, which will also be extended to August 2030 upon a maturity extension of the senior secured notes.

In April 2025, a reputable financial advisor was engaged in connection with a potential sale in the equity of TVG by its ultimate parent.

14. Contingent liabilities

The Group disclosed contingent liabilities in note 34 to the financial statements as at 29 June 2024.

On 10 March 2025, the Group received closure notices from HMRC confirming the enquiry into the tax treatment of a deduction taken in the FY22 tax return following the change of accounting policy in respect of cloud computing costs with no adjustment required to the submitted tax returns. The directors are satisfied this matter is closed and no obligation shall arise in respect of the enquiry.

As at 29 March 2025, the constructive obligation related to property lease guarantees remains. The maximum potential exposure for these guarantees has decreased to £34.0m, down from £53.0m on 29 June 2024, primarily due to the termination of one property lease and continued quarterly payments. The directors are satisfied that the remaining risk can be substantially mitigated, with any potential exposure spread over several years. Amounts will only become payable if the relevant parties fail to fulfil their contractual obligations. Consequently, the directors of TVG do not consider it probable that any obligation will arise for the Company, and therefore, no provision is required.