



THE VERY GROUP

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**Helping families get more
out of life**

Refinancing Overview and Key Terms
and Features of the New Notes

MAY 2025



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Due to rounding, numbers presented throughout this and other documents may not add up precisely to the totals provided and percentages may not precisely reflect the absolute figures.

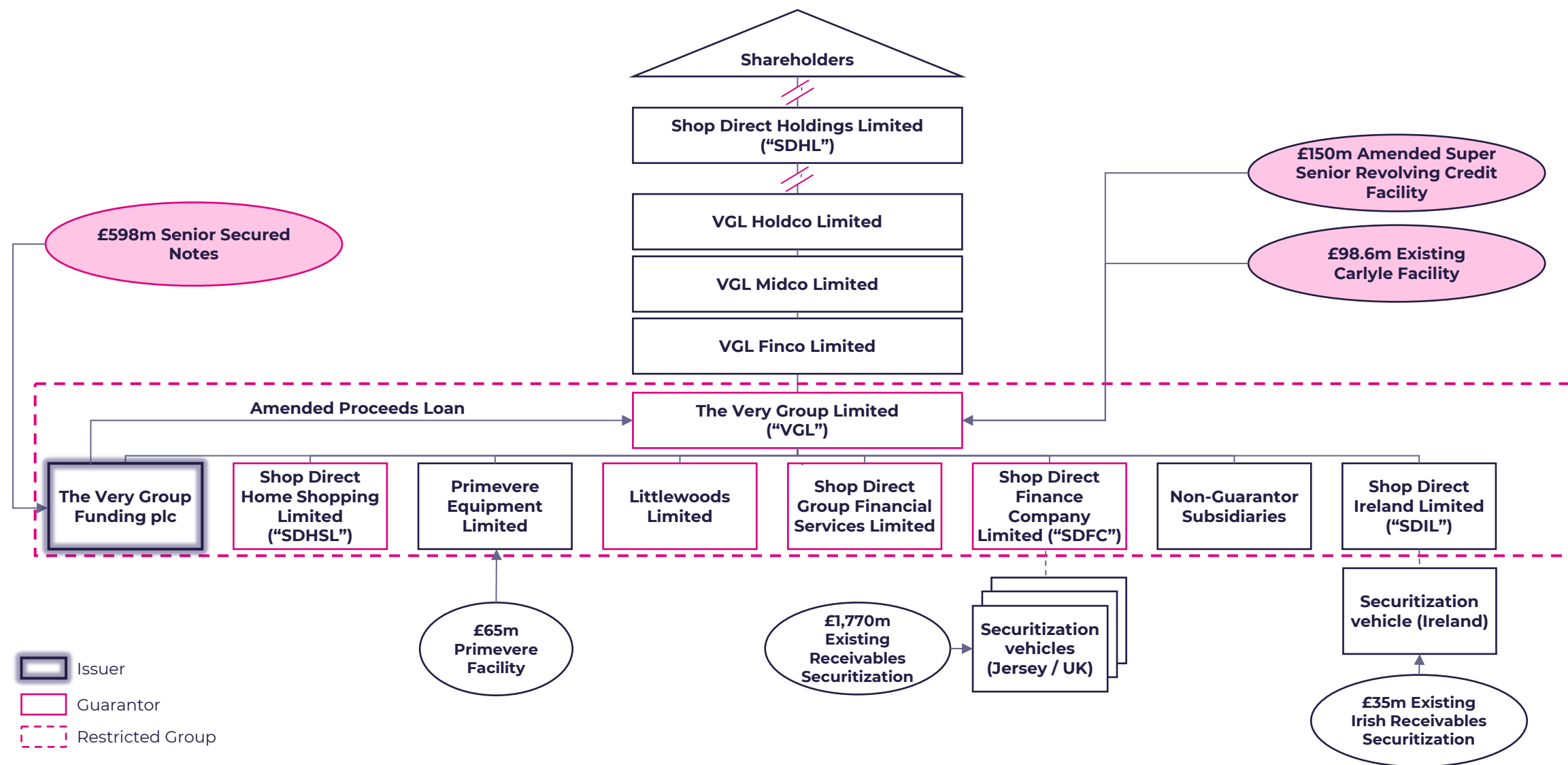
REFINANCING OVERVIEW

Sources & Uses	Sources	£mm	Uses	£mm
	New Senior Secured Notes	598	Refinance Senior Secured Notes due Aug-26	575
	Carlyle Facility drawdown	43	Estimated transaction fees and costs	35
	Amended Super Senior RCF (£150mm)	25	Cash to balance sheet	31
			Super Senior RCF (£150mm)	25
Total Sources		666	Total Uses	666

Capitalization	Q2-25 (Dec-24)			Pro forma		
	Tranche	£m	xEBITDA	Adj.	£m	xEBITDA
	Cash & equivalents	(32)		(31)	(63)	
	Super Senior RCF (£150mm)	25			25	
	Carlyle Facility	56		43	99	
	Senior Secured Notes due Aug-26	575		(575)	-	
	New Senior Secured Notes	-		598	598	
	Primevere Facility	23			23	
	Lease Liabilities	100			100	
	Gross Total Debt	779	4.5x		844	4.9x
	Net Total Debt	746	4.3x		781	4.5x
	Securitization facilities (£1,805mm)	1,558			1,558	
	Gross Total Debt	2,336	7.9x		2,402	8.2x
	Net Total Debt	2,304	7.8x		2,339	7.9x
	LTM Adj. EBITDA (post-sec)		172			172
	LTM Adj. EBITDA (pre-sec)		295			295



POST-REFINANCING GROUP STRUCTURE¹



NEW NOTES - KEY TERMS AND FEATURES

Issuer	The Very Group Funding plc
Guarantors	The Very Group Limited, Shop Direct Finance Company Limited, Shop Direct Home Shopping Limited, Shop Direct Group Financial Services Limited and Littlewoods Limited)
Security	Private Placement Senior Secured Notes
Tranche size	£598mm (inc. upfront fee equal to 4% of the principal amount of the Senior Secured Notes due 2026 of £575mm)
Currency	GBP
Maturity	01-Aug-27 with a reverse springer mechanism to extend maturity date to 01-Aug-30 upon satisfaction of Deleveraging Condition
Coupon	Pre Deleveraging Condition: 13.25% p.a. (of which a maximum amount 6.75% p.a. may be PIK, rest cash pay). The Pre Deleveraging Condition coupon will be increased to 13.75% p.a. (incremental coupon may be PIK or cash pay) if the mean average end of day price of the iTraxx Europe Crossover Series 43 Provisional index over the five consecutive Business Days immediately preceding the Issue Date exceeds 400 basis points. Post Deleveraging Condition: Fixed rate of three-year Gilt Rate + 6.0% cash pay (subject to a floor of 9.75%)
Issue price	Par
Collateral	Security over: (i) shares of the Issuer, the Guarantors and Significant Subsidiaries, (ii) receivables owed by the Issuer, the Guarantors and Significant Subsidiaries to their respective holding companies, (iii) receivables under the Proceeds Loan and (iv) floating charges over all or substantially all of the assets of VGL Finco Limited, the Issuer, the Guarantors and Significant Subsidiaries
Deleveraging Condition	Defined as (1) Total Debt repayments of at least £150mm, (2) the New Notes being assigned a minimum rating of at least B3 negative outlook (or equivalent) from 2 out of 3 rating agencies and (3) payment by the Issuer to holders of cash on a pro rata basis equal to £5.75mm minus the amount of New Notes represented by any PIK Interest that has been paid since the Issue Date (the "Deleveraging Event Premium")
Call protection	NC1/105/par prior to the satisfaction of the Deleveraging Condition. Limited equity claw (£150mm less the Carlyle Facility) to the extent necessary to satisfy the Deleveraging Condition. Carlyle Facility must be fully repaid/subordinated to access equity claw feature. Call protection resets from the date on which the Deleveraging Condition is satisfied to 105/102/par.
Change of control	"Permitted Holders" include Carlyle/IMI with white-list to accommodate 3rd party bidders. The Deleveraging Condition must be satisfied on or prior to the date that is nine months from the date of a change of control involving Carlyle/IMI. A change of control involving a white-list bidder will be conditional on the Deleveraging Condition having been satisfied on or prior to the date of such change of control.
Liability management blockers	(i) Chewy blocker, (ii) no amendments permitted that would have the effect of changing payment or lien priority and (iii) no asset movements permitted designed to facilitate raising/refinancing debt at Unrestricted Subsidiaries/ non-Guarantor Restricted Subsidiaries/ joint ventures. New Notes to be secured/guaranteed on a first lien basis if any such debt is incurred.
Transfer restrictions	Regulation S and Rule 144A
Governing law	New York
Settlement Agent	U.S. Bank Europe DAC
Issue Date	02-Jun-25
Listing	The International Stock Exchange