

THE HOME OF BRANDS

Ultimate Products PLC
Annual Report 2025



ULTIMATE PRODUCTS
HOME OF BRANDS

Our Purpose

We provide beautiful and more sustainable products for every home.

Ultimate Products is the owner of a number of leading homeware brands including Salter (the UK's oldest housewares brand, est. 1760) and Beldray (est. 1872).

Our purpose is to provide beautiful and more sustainable branded products for every home.

Our focus on sourcing appealing branded products at prices that resonate with both customers and consumers has helped us grow our business during challenging economic times.



Salter ActiBoost
Powerful blending on-the-go

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Highlights 2025

Financial highlights

Revenue

£150.1m

-3% FY24: £155.5m

Adjusted EPS*

7.4p

-40% FY24: 12.3p

Full year dividend per share

3.70p

-50% FY24: 7.38p

Adjusted EBITDA*

£12.5m

-31% FY24: £18.0m

Statutory EPS

6.8p

-44% FY24: 12.2p

Net bank debt/Adjusted EBITDA*

1.1x

95% FY24: 0.6x

Operational highlights

- ▶ Continued focus on strengthening the equity of our brands, which account for 80% of our sales and delivered 4% growth in the year. This includes the brand transformation of Beldray (sales up 11%), with its successful consumer launch having taken place in March 2025.
- ▶ Sustained momentum in product development, exemplified by the Beldray All-in-One Floor Cleaner, recently named a Which? Best Buy, and by the successful launch of new Salter products including the Slushie Maker, Crisp & Go and VertiCook.
- ▶ Ongoing progress in driving Group productivity with a focus on continuous improvement- highlighted by the implemented new Product Information Management ("PIM") software during the period, which has already accelerated training times, reduced error rates and improved the quality of product information
- ▶ Appointment of Andrew Milne and José Carlos González-Hurtado as Non-Executive Directors, bringing a track record of success and valued insights into both the UK and European consumer goods landscapes
- ▶ Post period end, five senior management promotions to key functions at the highest level of the business, strengthening the Operating Board and C-suite across commercial activities, supply chain, operations, products and marketing.
- ▶ Operational improvements and investments underway to enhance the Group sales function.

*Adjusted measures are before share-based payment expense and non-recurring items and are non-IFRS.

Our culture and values



We are passionate about product



We always strive to do the right thing



We love our brands



We invest in our people



We care about our community



We go the extra mile for our customers



We care about the environment

Investment case

We are **passionate** about product

Our ambition is to be in
every home, across the
UK and Europe



Beldray All-in-One Floor Cleaner
Awarded Which? Best Buy

What sets us apart?

1

Compelling customer proposition provides resilience

Because we love our brands, we develop extensive ranges of original branded products that consumers want to buy. Our focus on affordability creates the opportunity for retailers to price our branded products competitively compared to their own-label equivalents. This, combined with our willingness to go the extra mile for our customers, makes us a partner of choice for over 300 retailers in over 30 countries. Our branded product portfolio makes up 90% of our sales and provides a resilient core to our business model, as our brands provide an opportunity to leverage customer loyalty.

Number of retailers

300+

Number of countries

30+

2

Established international and online presence provides growth

Whilst proud of our UK heritage, our outlook is international. We see Europe as the key driver for future growth for our brands. We have seen considerable success in working with large European retailers, and are ready to expand those, and new, relationships to fulfil our ambition to be in every home across Europe. In addition, growth in Europe is supported by our growing online presence, as we roll-out our tried and tested online model to more European countries.

International Sales

£55.9m

+3% FY24: £54.3m

3

Focus on productivity provides profits

Embedded within our culture is a desire for continuous improvement. Our position in the supply chain brings a complexity which must be carefully managed. We see this as an opportunity, as it is a barrier to entry for competition. Our ability to manage this complexity is based on our investment in people, where, through our graduate development programme, we employ and develop talent. These talented individuals enable our successful investment in systems, where their ideas and way of thinking have helped us to drive productivity through the use of automation. This productivity allows us to reinvest in higher salaries to attract more talent, to competitively price our products for retailers and consumers, and to increase operating profit margins for shareholders.

Gross profit/head

£109k

-7% FY24: £118k/head

4

Leading ESG strategy

For over 20 years, we have been providing beautiful, more sustainable products for every home and, in doing so, striving to do the right thing in how we conduct ourselves and our business. We recognise the importance of maintaining the highest standards of corporate behaviour and setting the right example for others to follow. As our business grows and develops, we continue to look for ways to improve and new initiatives that keep our people, our community, our planet and our products at the forefront of everything we do.

Average Amazon Rating

4.16

0% FY24: 4.16

Strategic Report

Going the extra mile



Salter Retro Stand Mixer
Make your kitchen chic

Chair's introduction

Making significant operational progress

In a challenging trading environment, businesses can lose sight of their core strategy. However, despite tough operating conditions, we have remained focused on the strategic development of the Group. Our purpose is clear: to provide beautiful and more sustainable products for every home. We are committed to delivering outstanding branded products that appeal to households across our key markets. At the same time, we ensure these products are attractively priced - not only for consumers but also for our retail partners, who can achieve margins equivalent to those of 'own label' ranges.

Since our IPO in 2017, we have built the Group into a leading supplier of quality branded housewares, selling to many UK retailers. What initially attracts these retailers is the opportunity to sell attractively priced, branded products that consumers want, while maintaining their desired retail margin. However, it is Ultimate Products' continued focus on our highly advanced operational capabilities that turns retailers from customers into long-term strategic partners.

Our brands have driven the growth of our business, enabling us to transition from a trading and sourcing business to a 'Home of Brands', with 80% of UK households now owning at least one of our products. Revenue from our UP Brands has more than doubled, rising from £51.3m in FY17 to £121.9m in FY25, and these brands now account for 81% of total sales. However, the tables above also show that this growth has stalled over the past three years.

The past few years have been exceptionally challenging for consumer-facing businesses, with a range of headwinds holding back sales. Overstocking during the COVID boom disrupted forward order books, the cost-of-living crisis dampened consumer confidence, and many opted to save rather than spend. There have, of course, been mitigating factors that have helped to offset these, such as the surge in air fryer sales during FY23 and the availability of third-party close-out parcels during FY24. However, over the past three years, sales of our core UP brands have edged up only marginally, from £110.4m to £111.8m. This modest increase underscores the difficulties of the past few years for consumer-facing businesses; we have been running hard just to stand still.

Indeed, in many areas we have been running twice as fast to deliver on our continuous improvement agenda. For instance, our approach to branding has been revolutionised by the appointment of Tracy Carroll as Brand Director. Externally, this is most visible in the rebranding of Salter and Beldray, underpinned by a fully refreshed brand strategy that puts the consumer first in every decision. Together, these two British heritage brands boast over 400 years of history and exceptional consumer recognition, now accounting for 60% of our sales. Internally, the focus has been on simplification: tighter brand guidelines, and the use of robotic automation and AI to increase productivity. This has enabled us to elevate the quality of our output, adopt a more brand-led approach to design, and prioritise building brand equity as a driver of sales volumes.

	FY17 £000	FY18 £000	FY19 £000	FY20 £000	FY21 £000	FY22 £000	FY23 £000	FY24 £000	FY25 £000
Air fryers	-	-	-	1,545	1,699	5,747	25,671	14,962	10,178
Other UP brand sales	51,277	44,421	70,820	58,497	73,851	110,437	105,992	101,920	111,768
UP Brands	51,277	44,421	70,820	60,042	75,550	116,184	131,663	116,882	121,946
Licensed brands	24,535	20,762	30,252	37,575	45,219	20,165	16,458	12,059	14,376
Third Party close-out & own label	34,141	22,388	22,185	18,067	15,598	17,842	18,194	26,556	13,813
Total	109,953	87,571	123,257	115,684	136,367	154,191	166,315	155,497	150,135

	FY17 %	FY18 %	FY19 %	FY20 %	FY21 %	FY22 %	FY23 %	FY24 %	FY25 %
Air fryers	0%	0%	0%	1%	1%	4%	15%	10%	7%
Other UP brand sales	47%	51%	57%	51%	54%	72%	64%	65%	74%
UP Brands	47%	51%	57%	52%	55%	75%	79%	75%	81%
Licensed brands	22%	24%	25%	32%	33%	13%	10%	8%	10%
Third Party close-out & own label	31%	26%	18%	16%	11%	12%	11%	17%	9%
Total	100%	100%	100%	100%	100%	100%	100%	100%	100%

In addition, we have continued to invest in our systems, implementing Product Information Management (“PIM”) software to store, enrich and manage complex product information. The PIM platform has already delivered tangible benefits across multiple functions, including increased productivity, accelerated training times, lower error rates and better-quality product information.

These productivity gains allow us more time for product development, which enables us to bring even better innovations to market. In the current year, we are particularly proud of three Salter launches: the Slushie Maker, the Crisp&Go and the VertiCook, each of which shows our ability to respond quickly to demand and deliver products that resonate with customers. UP’s clearest product achievement, however, has been the Beldray All-in-One Floor Cleaner. It was recently named a Which? Best Buy ahead of products from Dyson and Shark and was described as “a top performer that effortless handles everything from muddy footprints to sticky jam”. With a price point well below premium-brand competitors, it is truly a beautiful product for every home. The All-in-One Floor Cleaner is being rolled out in line with our ‘test, repeat, maximise’ model, where products are trialled in smaller volumes before being scaled up. The initial soft launch across Beldray.com and several leading online retailers was a sell-out success, and the next phase will begin in Spring 2026 to coincide with spring-clean promotional events.

We see this as just the beginning of what our enhanced systems can enable. Our talented teams are fully embracing our new technologies, and we expect AI to play an increasingly important role in driving further improvements. Looking ahead, our next major, multi-year project will be the replacement of our enterprise resource planning (“ERP”) system. The current system is approaching end-of-life, limiting both efficiency and automation potential. Upgrading it will be a critical step in further enhancing our operational capabilities.

These enhancements have helped us drive meaningful productivity gains across the business. Our key productivity metric is gross profit per colleague. In the current year this has fallen, primarily due to increased shipping costs impacting gross margin. However, revenue per colleague has continued to rise.

	FY21 £	FY22 £	FY23 £	FY24 £	FY25 £
Sales per Head	429,049	430,897	452,078	467,490	484,665
Gross Margin Per Head	94,937	104,862	112,856	117,667	109,106

The significant increase in productivity we’ve achieved will support enhanced profitability as sales grow. The operational leverage gained through our culture of continuous improvement means that any uplift in sales will have an amplified effect on profitability. This reflects the hard work undertaken to enhance operational efficiency across multiple business areas, including supply chain, operations, products and marketing. While we remain mindful of the challenging market, we believe there is scope to accelerate our sales function and see clear opportunities to grow, both in the UK and internationally.

In the UK, our only area of particularly high market penetration is in scales. They are the core segment of our iconic Salter brand and, according to market research, are found in 70% of consumers’ homes. In our other chosen market segments, we remain a challenger brand with significant potential and the capability to grow market share. In Europe, we have an opportunity to expand further. Although we are not a small player, with FY25 sales exceeding £50m, our market share in Europe remains significantly lower than in the UK. Given the relative size of the European market (population c.480m), the financial upside of further European growth is considerable.

The Group’s focus is now on replicating the improvements made in branding and product development within its sales function. Several initiatives are already underway, which we believe have the potential to drive improved financial performance. We are not content with simply retaining market share in challenging trading conditions; we are focused on enhancing our operational capabilities to deliver growth. The changes we are making across sales fall into four different strands:

- ▶ Human Capital
- ▶ Training & Development
- ▶ Use of Technology
- ▶ Management

The changes in relation to human capital are directly related to the way in which the business has changed over the years. We have moved from a sourcing model, focused solely on product and price, to a branded model. Under this approach, it is our brands, alongside product and price, that have become the key driver of sales. This shift has elevated our business to become the Home of Brands. To fully align with this model, our sales team must now harness a passion not only for selling on product and price, but also on brand.

Our sales colleagues have deep experience and have delivered strong results under our previous sourcing-led approach. As we continue on our more brand-centric strategy, we recognise the need to support them with regular training to build on existing strengths and ensure everyone is equipped to sell in this new context. We are therefore rolling out a comprehensive training programme to refine capabilities and close any gaps. Our Buying teams are supporting this with a refreshed approach to product training, including interactive demonstrations, product launch days, competitor comparisons, user trials and consumer insights.

We continue to invest heavily in technology, as demonstrated by the introduction of the PIM platform and the work on our new ERP. The next phase in this technological investment is the development of a Customer Relationship Management system ("CRM"), an area that has historically limited progress within our sales function. We have identified CRM as a key enabler, and our new ERP system will include a standalone CRM module to improve productivity. In the interim, our process development team has created a temporary CRM solution to bridge the gap.

We have also made several senior management changes to invigorate our team, strengthen decision-making and support our long-term growth ambitions. Simon Showman, formerly Chief Commercial Officer, has assumed the role of President and Founder, where he will focus on product development and the growth of our strategically important European business. Additionally, we have promoted five leaders to C-suite roles across key functions: Duncan Singleton (Chief Commercial Officer), David Bloomfield (Chief Supply Chain Officer), Craig Holden (Chief Operating Officer), Katie Maxwell (Chief Product Officer) and Tracy Carroll (Chief Marketing Officer).

These promotions strengthen our Operating Board, bringing together a group of talented leaders with a deep knowledge of the business. This team provides strong leadership and management across all core functions. But it's not just senior management that makes a business - it's the energy and ability of all our people. Our Graduate Development Scheme continues to foster future talent and helps to drive the business. Indeed, we were delighted that, upon Katie Maxwell's recent promotion, she became the first person to be promoted to the C-suite having joined UP as a graduate. Our workforce is unafraid to challenge the status quo, and this mindset is actively encouraged because it fuels our culture of continuous improvement. Simply put, it is our people who give us confidence that our strategy is the right one to drive the business forward.

Christine Adshead
Chair
27 October 2025



Chief Executive's review

During the year, Group revenues decreased 3% (£5.4m) to £150.1m (2024: £155.5m), reflecting subdued consumer demand for general merchandise, with many consumers prioritising saving over spending. The 3 main factors influencing the sales performance are as follows:

- ▶ Fall in air-fryer sales of £4.8m, down 32%.
- ▶ A reduction in third-party clearance sales of £8.8m, as opportunities reduced following the end of overstocking, leaving the category down 60% to £5.9m.
- ▶ An £8.2m (6%) increase in all remaining sales

Ultimate Products' key channels to market are Supermarkets, Discounters and Online, all of which the Group will seek to grow over the medium to long term, both in the UK and internationally. The table opposite shows our revenue split by channel and territory. However, the figures are distorted by the two non-recurring factors noted above: the end of the air-fryer boom during Q1 and the normalisation of third-party clearance activity. To provide a clearer picture of trading performance, the lower table, and the commentary below, strip out the impact of these two items.

Against subdued demand for consumer goods, it was pleasing to see sales to Supermarkets return to growth, rising 18% (£6.1m) to £40.4m, despite overall Group sales falling 3%. In the UK, this increase (26%) was driven by stronger trading from our supermarket customers, who have been winning general merchandise market share through their loyalty schemes. Disappointingly, despite the end of the overstocking issues that previously held back orders from German supermarkets, sales to international supermarkets remained flat at £10.9m.

Overall sales to discounters increased 8% to £40.0m. However, there was a marked difference in performance between Europe, which grew by 42% (£8.6m), and the UK (down 34%), where we were impacted by a customer's decision to concentrate on own label.

Online sales grew 4%, a modest increase that reflects generally subdued consumer demand. However, a positive highlight has been the strong performance of our own consumer-facing websites (salter.com & beldray.com), with their combined sales up 51% to £2.1m. While our own websites will remain less significant than the major e-commerce platforms, their success shows how we are growing our brands and strengthening our relationships with the end consumer.

A significant challenge during the period has come from some of our wider UK customer base of smaller retailers. Among these customers, we have seen a sales decline of 9% (£1.8m).

These retailers are being affected by softer consumer demand and mounting cost pressures.

Overall, UK sales excluding air fryers and clearance were flat, which was a disappointing performance. Although this is against a backdrop of generally subdued consumer demand, we still believe that our products and brands can gain market share within our home market, where, except for our iconic Salter scales, we are still a challenger. More pleasing is our progress in Europe, where our sales performance has been driven by sales to European discounters, which are up 42% to £29m during the period.

80% of our revenue now comes from the brands we own, and around 60% comes from our two principal brands: Salter (our scales and kitchen brand) and Beldray (our laundry and floorcare brand). Between them, these two British heritage brands have over 400 years of history and incredible consumer recognition. Over the past year, we have refined the development of our brand portfolio in a more strategic manner. This includes focusing our brand product development on core categories, employing a more brand-led approach to design, and concentrating our efforts on building brand equity, which we use to drive sales volumes.

We are therefore encouraged by the 4% growth in sales of our UP brands to £121.9m. These brands remain a key differentiator and the driver of long-term value creation. Against this trend, Salter, our iconic scales and kitchen brand, declined by 8% (£4.4m). However, this was due to the air fryer effect (£4.8m), without which Salter would have seen flat sales. Although not a decline, we still view this performance as disappointing, as excluding scales (which have a higher market share in the UK), we believe that Salter continues to have room to grow across both the UK and International markets in its chosen products categories. Beldray, which benefitted from a significant rebrand in the year, saw sales grow 11% (£3.8m) to £38.0m. Meanwhile, George Wilkinson, a cookware brand used by discounters seeking a level of exclusivity, experienced significant growth in the year as we expanded sales with EU discounters.

Russell Hobbs-branded cookware remains popular in Germany and France, where the brand is currently better known than Salter or Beldray. Sales in the period increased as overstocking issues at German supermarkets eased.

Third-party close-out and own label sales declined 48% to £13.8m. As noted earlier, third-party close-out fell by £8.8m, whereas own label fell by £4.0m. Own label sales arise when retailers use our expertise to source products which are then sold under the retailer's own-brand label. These sales are non-core, as they do not build long-term relationships with customers or consumers, and fell £4.0m in the period as a European retailer moved some of its audio supply in-house.

Our passion is product. By sourcing appealing branded products at prices that resonate with both our customers and end consumers, we have successfully grown our top line over the past ten years. We maintain a diversified product portfolio across multiple brands and categories, ensuring we are not overly reliant on any single product type or consumer trend, though we do concentrate product development around key areas.

Each year, we develop and aim to bring to market around 600 new products. This refresh brings exciting innovations to consumers and allows us to reset margins where cost structures have changed. Product development is an investment in the future and we must maximise the return on that investment. One of the benefits of selling internationally and online is the extension of product life cycles, as product lines can be sold to new consumers through these different channels. This enables us to tighten our product development process, focusing on a refined number of higher-quality, more innovative products, supported by a better-branded and more focused marketing strategy.

It was encouraging to see a return to growth in our Small Domestic Appliances (SDA) category. Modest growth of £0.9m (1%) was achieved despite the anticipated impact of air fryer sales, which declined by £4.8m. Housewares also returned to growth, up 11%, reflecting a resurgence in cookware sales after several years of overstocking.

The Group's strategy remains focused on our core product areas rather than subscale categories. In line with this, the most significant percentage decline was in 'third-party close-out', which fell £8.8m due to fewer opportunities. In addition, Audio decreased by 16% where one of our European retail customers chose to in-source some of their own label equipment.

Current trading remains in line with market expectations. While external headwinds are likely to persist in the short term, the Board is confident that the operational improvements underway will leave the business better positioned over the medium and long term, helping it to capitalise on growth opportunities in the UK and internationally as trading conditions improve.

Andrew Gossage
Chief Executive Officer
27 October 2025



Channel & Territory

	FY25 £000	FY24 £000	Change £000	Change %
Supermarket	33,785	29,495	4,290	15%
Discounter	11,793	18,098	(6,305)	-35%
Online	29,016	30,332	(1,316)	-4%
Other	19,580	23,227	(3,647)	-16%
UK by Channel	94,174	101,152	(6,978)	-7%
Supermarket	13,265	15,914	(2,649)	-17%
Discounter	31,575	26,896	4,679	17%
Online	3,699	3,642	57	2%
Other	7,422	7,893	(471)	-6%
International by Channel	55,961	54,345	1,616	3%
Supermarket	47,050	45,409	1,641	4%
Discounter	43,368	44,994	(1,626)	-4%
Online	32,715	33,974	(1,259)	-4%
Other	27,002	31,120	(4,118)	-13%
Total	150,135	155,497	(5,362)	-3%

Channel & Territory, excluding Air Fryers & Third Party close-out	FY25 £000	FY24 £000	Change £000	Change %
Supermarket	29,506	23,345	6,161	26%
Discounter	10,673	16,281	(5,608)	-34%
Online	26,722	25,622	1,100	4%
Other	16,980	18,744	(1,764)	-9%
UK	83,881	83,992	(111)	-0%
Supermarket	10,882	10,974	(92)	-1%
Discounter	29,326	20,715	8,611	42%
Online	3,623	3,602	21	1%
Other	6,376	6,633	(257)	-4%
International	50,207	41,924	8,283	20%
Supermarket	40,389	34,319	6,069	18%
Discounter	39,999	36,996	3,003	8%
Online	30,345	29,224	1,121	4%
Other	23,356	25,377	(2,021)	-8%
Total	134,088	125,916	8,172	6%
Air Fryers	10,178	14,962	(4,784)	-32%
Third Party close-out	5,869	14,619	(8,750)	-60%
Total	150,135	155,497	(5,362)	-3%

Brand

	2025 £000	2024 £000	Change £000	Change %	2025 %	2024 %
Salter	52,004	56,354	(4,351)	-8%	35%	36%
Beldray	37,979	34,184	3,795	11%	25%	22%
George Wilkinson	7,193	1,536	5,657	368%	5%	1%
Progress	5,004	5,871	(867)	-15%	3%	4%
Petra	3,131	2,576	555	22%	2%	2%
Kleeneze	2,766	3,188	(422)	-13%	2%	2%
Other proprietorial brands	13,869	13,1723	697	5%	9%	8%
UP Brands	121,946	116,882	5,064	4%	81%	75%
Licensed brands (Russell Hobbs)	14,376	12,059	2,317	19%	10%	8%
Third-party clearance & own label	13,813	26,556	(12,743)	-48%	9%	17%
Total	150,135	155,497	(5,362)	-3%	100%	100%

Product

	2025 £'000	2024 £'000	Change £'000	Change %	2025 %	2024 %
Small Domestic Appliances	58,981	58,119	862	1%	39%	37%
Housewares	45,189	40,603	4,586	11%	30%	26%
Laundry	18,703	18,630	73	0%	12%	12%
Audio	12,786	15,160	(2,374)	-16%	9%	10%
Heating & Cooling	3,611	3,028	583	19%	2%	2%
Third party close-out	5,869	14,619	(8,750)	-60%	4%	9%
Others	4,996	5,338	(342)	-6%	3%	3%
Total	150,135	155,497	(5,362)	-3%	100%	100%

Chief Financial Officer's review



We were pleased to see sales of UP brands delivering 4% growth in the year, despite the challenging market conditions

Chris Dent
Chief Financial Officer

	2025 £'000	2024 £'000	Change £'000	Change %
Revenue	150,135	155,497	(5,362)	-3%
Cost of sales	(115,288)	(115,043)	(245)	0%
Gross profit	34,847	40,454	(5,607)	-14%
Administrative expenses	(22,342)	(22,432)	90	0%
Adjusted EBITDA	12,505	18,022	(5,517)	-31%
Depreciation & amortisation	(2,149)	(2,191)	42	-2%
Finance expense	(1,651)	(1,381)	(270)	20%
Adjusted profit before tax	8,705	14,450	5,745	-40%
Tax expense	(2,424)	(3,820)	1,396	-37%
Adjusted profit after tax	6,281	10,630	(4,349)	-41%
ERP implementation costs	(640)	-	(640)	
Share-based payment expense	(16)	(137)	121	-88%
Tax on adjusting items	182	34	148	434%
Statutory profit after tax	5,807	10,527	(4,720)	-45%

**Adjusted measures are before share-based payment expense and non-recurring items.*

Sales

During the year, Group revenues decreased 3% (£5.4m) to £150.1m (2024: £155.5m), reflecting subdued consumer demand for general merchandise, with many consumers prioritising saving over spending.

Operating Margins

Gross margin decreased to 23.2% (2024: 26.0%), primarily due to an overall increase in freight charge of £3.1m. This is the absolute increase in freight charge year-on-year and can be split into two components:

First, freight rates were elevated over the course of CY2024, driven by global capacity constraints following the closure of the Red Sea to international shipping. These higher rates led to an additional £2.0m shipping cost for the year.

Second, the expected benefit of the normalisation of rates during the second half of the year was tempered by the sales mix. Third-party clearance sales occur when we buy stock that has already been landed in Europe by other suppliers, meaning these sales do not have a high freight component. Therefore, the higher sales mix towards our own goods from China (which grew by 11% in H2) caused the absolute level of freight to increase. Gross margin was also impacted by the change in sales mix. Although third-party close-out sales are poor quality of earnings for the long term due to their one-off nature, they tend to be at a higher gross margin. In addition, sales to larger retailers such as big supermarkets and discounters tend to be at lower margin because of higher unit volumes.

Administrative expenses remained steady at £22.3m (2024: £22.4m). People-related costs were down 1% to £15.6m, despite a 6.2% increase in average cost per employee. This reflects both the externally imposed inflationary effects of the National Living Wage increase and the rise in employer National Insurance contributions (£100k for the current year, with a full-year effect of £300k), as well as our own commitment to employee remuneration designed to attract and retain talent. This approach supports productivity within the business, enabling us to reduce headcount by 6% to an average FTE of 347 (2024: 368). Our continued investment in robotic process automation and AI helps to mitigate cost pressures but also increases our level of future operational leverage.

The combination of a 3.4% fall in revenues, the gross margin impact of an additional £3.1m of freight costs, and flat overheads has led to a 31% fall in adjusted EBITDA to £12.5m (2024: £18.0m), with our adjusted EBITDA margin slipping from 11.6% to 8.3%.

Adjusted & statutory profit

Depreciation and amortisation decreased marginally by 2% to £2.1m (2024: £2.2m). The finance charge increased by 20% to £1.7m (2024: £1.4m) as a result of higher average net debt across the year, which was £19.2m in 2025 compared with £13.7m in 2024. Around £0.2m of the charge relates to fixed debt-related costs and imputed interest charges on capitalised lease liabilities. As a result, adjusted profit before tax decreased 40% to £8.7m (2024: £14.5m). The tax charge for the year was 27.9% (FY24: 26.4%), higher than the UK statutory rate of 25% due to the higher rate of tax paid on our European foreign branches.

During the year the Group embarked on the replacement of its core ERP system. The current system is reaching end-of-life, limiting its efficiency and automation potential. Upgrading it will be a critical step in further enhancing our operational capabilities. We currently estimate that the costs of implementing this system change will be in the region of £2m and will be expensed in the period in which they occur. It is currently expected that the new system will launch during FY27. During the year, we expended £640k in relation to the project (2024: £nil). These costs have been shown separately in the Income Statement to better reflect the performance of the underlying business.

Earnings per share

As a result of our ongoing share buyback scheme the number of shares in issue has decreased from 88,628,572 at 31 July 2024 to 86,330,132 at 31 July 2025, with the weighted average number of shares decreasing 2% to 87,478,678 (31 July 2024: 89,213,704).

	2025 £'000	EPS p	2024 £'000	EPS p
Adjusted profit after tax/Adjusted EPS	6,281	7.4	10,630	12.3
Exceptional items	(640)	(0.8)	-	-
Share-based payment expense	(16)	(0.0)	(137)	(0.2)
Tax on adjusting items	182	0.2	34	0.0
Statutory profit after tax / Basic EPS	5,807	6.8	10,527	12.2

As a result, adjusted profit after tax decreased 41% and adjusted earnings per share decreased by 40%. Statutory profit after tax decreased 45% and statutory earnings per share decreased by 44%.

Financing and cash flow

The Group generated cash from operating activities of £10.3m (2024: £18.5m), being a 82% operating cash conversion. During the year we saw an increase in the level of investment in working capital of £2.4m. Overall the level of stock has fallen year-on-year. However, the level of stock which has been paid for has increased marginally.

	2025 £'000	2024 £'000	Change £'000	Change %
Sold Stock	13,500	11,967	1,533	13%
Free Stock	10,152	10,724	(572)	-5%
Goods in Transit	8,800	13,887	(5,087)	-37%
Total Stock	32,452	36,578	(4,126)	-29%

Goods-in-Transit reached a peak last year due to the closure of the Red Sea. In addition, the Group has seen an increase in the level of Sold Stock, which is stock which has been brought in on behalf of one of our larger customers who place orders 6-9 months ahead of delivery. Free Stock, which is stock which the Group brings into the country to sell direct to consumers and smaller retail customers has remained stable.

As a result, at the year end the Group had a net bank debt/adjusted EBITDA ratio of 1.1x (2024: 0.6x), which represents net bank debt of £14.1m (2024: £10.4m). During the year the Group sees significant movements within its working capital requirement related to the timings of orders with customers, therefore a longer view can be helpful in terms of considering the level of gearing within the business, with the 12-month rolling average ratio of net bank debt/adjusted EBITDA being 1.3x (2024: 0.7x).

	2025 £'000	2024 £'000	Change £'000	Change %
Cash	4,063	4,733		
RCF/Overdraft	(6,367)	(4,791)		
Invoice Discounting	(6,825)	(8,765)		
Import Loans	(5,042)	(1,668)		
Debt Issue Costs	60	73		
Net bank debt	(14,111)	(10,418)	3,693	-35%

Capital Allocation Policy

It is the Board's intention to maintain the net bank debt/adjusted EBITDA ratio at around 1.0x, with the debt being used to fund the Group's working capital. The Board believes that this level of leverage is an efficient use of the Group's balance sheet and allows for further returns of capital to shareholders. The Board also intends to continue investing in the business for growth while returning around 50% of post-tax profits to shareholders through dividends, and to supplement this with share buybacks pursuant to a policy of maintaining net bank debt at around 1.0x adjusted EBITDA ratio.

The Group returned £2.6m of cash to shareholders through the share buyback (2024: £1.1m). As we are currently above this level at 1.1x adjusted EBITDA, the buyback is currently paused.

In line with our policy, the Board is proposing a final dividend of 2.15p per share (FY24: 4.93p per share), resulting in a total dividend for the year of 3.7p per share (FY24: 7.38p per share). Subject to shareholder approval at the AGM on 12 December 2025, the final dividend will be paid on 30 January 2026 to shareholders on the register at the close of business on 5 January 2026 (ex-dividend date 2 January 2026).

Chris Dent
Chief Financial Officer
 27 October 2025



SALTER

220
220

Salter VertiCook View
Take the guesswork out of dinner

A model for growth

We develop brands

Spotting trends early, being innovative and developing beautiful products is key for providing competitively priced branded ranges that consumers want in their homes.

We source beautiful products

Our buying teams source over 2,000 products. To protect our brands and ensure the quality and sustainability of what we source, we have in-house teams of quality assurance professionals.

We protect our brands

We are privileged to own a wide portfolio of housewares brands, including Salter, established in 1760, and Beldray, established in 1872. We are passionate that the products we source reflect the prestige of these brands. Through our innovation and marketing, we build and grow awareness of these brands.

What we do...

We sell to retailers & consumers

Our UK and European sales teams sell to over 300 retailers in 45 countries. In addition, we have a growing online business with direct-to-consumer offering. Supply channels include bespoke forward orders as FOB or landed, along with a growing direct-from-stock option.

We distribute globally

Our supply chain team ensure smooth service for our customers, helping navigate supply chain complexities through our deep and long-lasting relationship with trusted partners. We have developed systems and applications that can manage the complexity of supplying retail and online in a cost-effective and scalable manner.

We invest in people & productivity

It is our people that drive our business model, especially our culture of continuous improvement, which provides a world class service to our customers and achieves productivity gains which drives profitability.

We grow profits

At the centre of our strategy is our desire to become the leading supplier of quality homeware products with an ambition to be in every home across the UK and Europe.

Our priorities when pursuing our strategy are:

To generate **repeat** business and through this deliver increased revenue and higher operating margins.

To have a **unique** product offering achieved through innovation and a focus on our brands.

To have best-in-class **execution** in everything that we do.

To be **focused** on our four key growth drivers.

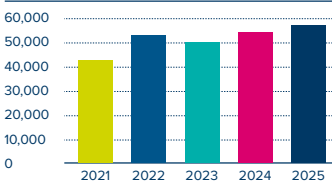
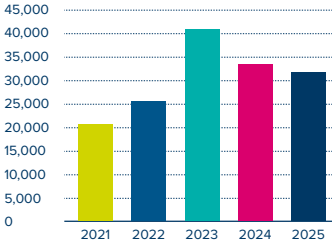
To exercise strong **financial disciplines** in management of operating costs, cash and risk.

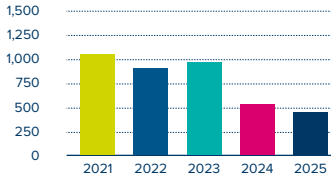
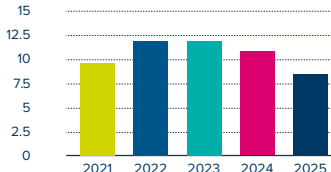


Beldray Trio Steam
One iron, three ways

Strategic goals

Our purpose is to provide beautiful and more sustainable products for every home, and our strategy is to develop our portfolio of consumer goods brands, led by Salter and Beldray.

Strategy	Goals	Progress	Focus for next year	Performance
Growing our international sales reach	Our product offer of branded general merchandise at mass-market prices is compelling for consumers in other territories, just as much as it is in the UK. Currently, Europe is an important part of Ultimate Products' strategy, and the Group has a number of strong and growing relationships with leading supermarkets and discounters in the region.	Our international sales grew by 3% to £56.0m in the current year, despite overall revenues decreasing by 3%, as such international sales now make up 37% of the total (FY24: 35%).	We firmly believe that our value proposition - built on price, product, brand and capability - is as attractive to European retailers as it is to those in the UK. However, this is not just a belief; it is demonstrated in our growing strategic relationships, using our proven 'land-and-expand' approach.	International sales £'m 
	We currently sell £1.36 of product per head in the UK, in Europe this is only £0.12. If we achieved the same level of penetration with European consumers as we have with UK consumers, our total sales could reach £1bn.	During the period we have seen our German supermarket customers being open to buy again, following from a period of overstocks.	Our marketing to retailers is built around showcasing our significant operational capabilities, reinforced by our credentials as an established supplier to both large UK and EU discounters. Internally, we have adopted the mantra 'Europe first' to emphasise the importance of our European strategy. This acknowledges that, as a UK supplier, we have more to learn about the European market. As a result, a more tailored and focused approach is required to achieve the same level of operational excellence as we do in the UK.	
Expanding our online offering	Our medium-term goal is to expand our geographical sales reach so that international sales make up 50% of our total revenues.	The standout area of growth, however, has been with European discounters, where growth was 12%, taking sales to £31.6m. Our sales in Europe are currently strongest with the discounter channel, with this making up 56% of our overall sales. These customers have traditionally been buyers of our third-party close out stock. In the current year we have been successful in terms of selling UP brands to these customers, most notably by using George Wilkinson, which has seen sales grow by £5.6m.	Our focus is to grow our presence with European supermarkets. We are an established partner with the largest German supermarket chains, and our focus will be on returning these relationships to growth as overstocking issues subside. The presence of our European showroom in Paris is designed to help us open trade with the largest French supermarket chains.	Online sales £'m 
	We have been successful in growing our nascent online business over the past five years. Our objective has been to grow this business to 30% of revenue over the medium to long term, based on the fact that online accounts for over 25% of non-food retail sales in the UK.	FY25 has been a relatively poor year for our progression online, with sales falling by 4%, in line with our overall decrease in sales of 3%. Excluding the impact of the lapping of the end of the air fryer boom and the fall in third party clearance which grew strongly during FY24 as suppliers dealt with their overstocks, online sales rose by 4%. Given our opportunity to grow this channel, both in the UK and Internationally, this level of growth is below our medium term expectation of 20% per annum growth, and is partially the result of some overstock issues at a major online platform.	We believe that our online offering in Europe has significant room for expansion, and we continue to invest in branding and marketing expenditure on third-party websites, such as Amazon, to increase awareness of our brands.	
	In addition, we believe that there is further scope for growth via a roll-out across selected international platforms.	The highlight for the period has been the successful growth of our own websites (salter.com & beldray.com) which have seen growth of 51% to £2.1m. Although these will always be less significant than the major online platforms, their success shows how we are growing our brands.	As part of our strategic initiative to strengthen our European supply chain, we have partnered with a new third-party logistics (3PL) provider that brings specialized expertise in B2C fulfilment. This collaboration marks a significant step forward in our ability to serve end-consumers more efficiently across European markets. The new partner offers enhanced capabilities, including faster delivery times, improved service levels, and greater scalability—critical factors as we expand our direct-to-consumer channels. This partnership increases our supply chain resilience by reducing dependency on one partner. These improvements are expected to support accelerated growth and improve customer experience, as we continue to build a robust and agile supply chain tailored to evolving market demands.	
		European online sales grew by 3%, which, whilst moving us forward, was disappointing, as we have the potential to grow much faster in Europe, with total online sales being just £3.7m.		

Strategy	Goals	Progress	Focus for next year	Performance												
Refining our brand and product development to protect and grow the business	Over the past five years, we have pivoted from being a licence holder to a brand owner, which gives us the responsibility of curating heritage brands. In addition, one of the benefits of concentrating growth in international and online sales is the extension of product life, as current product lines can be sold to new consumers through different channels. This means that we can tighten our product development process to bring better products to market.	We have continued on our journey of vitalising our approach to development of both brand and product. Whereas historically these items were managed separately, we now take a more holistic approach. Design and product development go hand-in-hand, as we curate better designed products and ranges to appeal to both retailers and consumer. During the year we have introduced 482 products to market (FY24: 556), and down from a peak of over 1,000. This has allowed us to concentrate our efforts on bringing to market a refined number of higher-quality products, complemented by a better-branded and more focused marketing effort. Although new product development is needed to refresh margins, it is expensive. Therefore a more targeted approach helps to increase operational efficiency.	We will continue to work on the successful revolutionary rebrand of Beldray, which now has the brand strategy to be braver, brighter, bolder and a lot more fun. Our new consumer-focused brand strategy and marketing plan will help to elevate the brand and build the equity our products deserve. In our portfolio of brands, we have yet another long-standing brand. Established in 1931 in Lancashire, Progress has over 90 years of heritage, renowned for great quality home products at a good price. We have positioned the brand slightly higher than own label, so will not be in competition with Salter, therefore it is being pitched as the brand for starter kitchens.	New products developed  <table><tr><th>Year</th><th>New products developed</th></tr><tr><td>2021</td><td>1,050</td></tr><tr><td>2022</td><td>900</td></tr><tr><td>2023</td><td>950</td></tr><tr><td>2024</td><td>550</td></tr><tr><td>2025</td><td>450</td></tr></table>	Year	New products developed	2021	1,050	2022	900	2023	950	2024	550	2025	450
	Year	New products developed														
2021	1,050															
2022	900															
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Investment in our systems and processes	Our position in the supply chain between manufacturers and demanding retailers brings complexity. Our systems and processes allow us to manage this complexity for our customers. Therefore, a key part of the Group's strategy for developing our business is the automation of as many of our processes and interactions as possible. This will not only enhance customer service and thereby increase sales, but also improve corporate efficiency, reducing costs and increasing profitability.	In the current year, we have made strong progress in terms of automating tasks and using the technology of robotics and AI to drive productivity. During the period, we implemented PIM software to store, enrich and manage complex product information. This has already delivered benefits across multiple functions, including sales, buying, online, marketing, customer services, sourcing and quality assurance. These benefits include increased productivity, accelerated training times, lower error rates and better quality product information. These enhancements have helped us to drive significant productivity within the business. Our key metric in relation to productivity is gross profit/ head. In the current year this has fallen from £118k/head to £109k/head, particularly as our gross margin has declined due to the increased costs of shipping. However, revenue per colleague has continued to increase.	We will continue our journey of automation; our focus will be to prioritise the tasks which provide the greatest level of return for the business in terms of people hours saved. We will continue to develop the way in which we use the new PIM software. As our teams continue to use this new technology we expect them to drive further enhancements, with AI likely to play a key role. Looking ahead, the next major, multi-year project will be the replacement of our enterprise resource planning ("ERP") system. Our current system is reaching end-of-life, limiting its efficiency and automation potential. Upgrading it will be a critical step in further enhancing our operational capabilities. Although we continued to see productivity gains, as highlighted by reaching sales/head of £484k, our key KPI is gross profit/head as we are aware that it is increasing this metric that will drive long-term gains for all stakeholders.	Operating margin %  <table><tr><th>Year</th><th>Operating margin %</th></tr><tr><td>2021</td><td>9.5</td></tr><tr><td>2022</td><td>12.5</td></tr><tr><td>2023</td><td>12.5</td></tr><tr><td>2024</td><td>11.5</td></tr><tr><td>2025</td><td>8.5</td></tr></table>	Year	Operating margin %	2021	9.5	2022	12.5	2023	12.5	2024	11.5	2025	8.5
	Year	Operating margin %														
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2025	8.5															

Strategy in action: Branding

Making Progress.

2023 saw the introduction of the new Salter, rebranded and now following a clear brand strategy to help build the brand through consistency, a simplified style guide, and shared brand values embedded across the business.

Now visible in most retailers across the UK, the brand gives a consistent presence at all whether in-store, online, on social media, or at events.

The consumer is at the heart of everything we do, so we are monitoring our brand health to measure the impact of the rebranding, ensuring that the consumer perception is performing well and our awareness is growing.

We have a packed marketing calendar of brand activations, brand events and product showcases. We celebrated the rebrand at the Good Food Show last November, which included special celebrity guest appearances to demo key products to the consumers. Based on its success, consumer shows are now an integral part of our marketing calendar. For 2026 we have added an exciting press event in London planned to showcase our iconic products and new innovative product launches set for Spring/Summer 26.

The rebrand and brand strategy is just the very start of a never-ending journey for Salter. We will need to continue to be consistent and to protect our precious brand to build and grow in line with our vision: -
 “To be the world’s brand of choice for all consumers who are looking for great quality home products that they can trust.”

It’s been an exciting year for new Beldray, with the revolutionary rebrand and brand strategy to be braver, brighter, bolder and a lot more fun.

Following a sneak peek in summer 2024, the industry had the chance to see behind the scenes of the new brand identity. The new packaging is hitting the stores now, with Tesco being our ‘first to market’ launch partner with a branded brand blocked bay. The new packaging brightens the in-store experience for shoppers and offers a clear and coherent brand identity.

This year, the rebrand has attracted new retailers to the brand and sparked a resurgence in interest among existing Beldray retailers, resulting in additional listings and expansion into more stores.

It’s an exciting time for Beldray, and we believe our new consumer-focused brand strategy and marketing plan will really help to elevate the brand and build the equity our products and service deserves.

As part of our consumer rebrand launch, we will be exhibiting at the popular Home, Life & You show to amplify our brand and innovative products directly to our target consumers and key influencers in our market.

It’s still early days for the brand, we’re excited to continue delivering products that our consumers love using, alongside a brand that really understands their routine and needs to drive loyalty, equity and brand awareness.



Progress doesn't stop there...

The Progression of Progress

In our portfolio of brands, we have yet another long-standing brand. Established in 1931 in Lancashire, Progress has over 90 years of heritage, renowned for great quality home products at a good price. We have positioned the brand slightly higher than own label, so will not be in competition with Salter, it's...

The brand for starter kitchens



Affordable brand
Slightly higher than own label



Design-led
Offering trend options and a clean aesthetic



Clear & simple
Unfussy product, unfussy packaging



Accessible
Easily understood and comprehensive regardless of territory



Present
Available in supermarkets & discounters

We've transported Progress into the 21st century with a bright and colourful new look. Simple, clear and coherent, we're capturing the eyes of impulse shoppers in-store, and standing out from the pared-back own-label designs. We're persuading shoppers to step up from own label with elevated products and colourful packaging that shouts out on a busy shelf.

And we're making it SimpleR!

Automation from the offset

To support one of our focus strategic goals to automate processes and drive productivity, the Progress style guide has been designed and developed to be created using our bespoke Automation software that we are developing. This has also been implemented for most Salter categories, and we are about to start with Beldray.



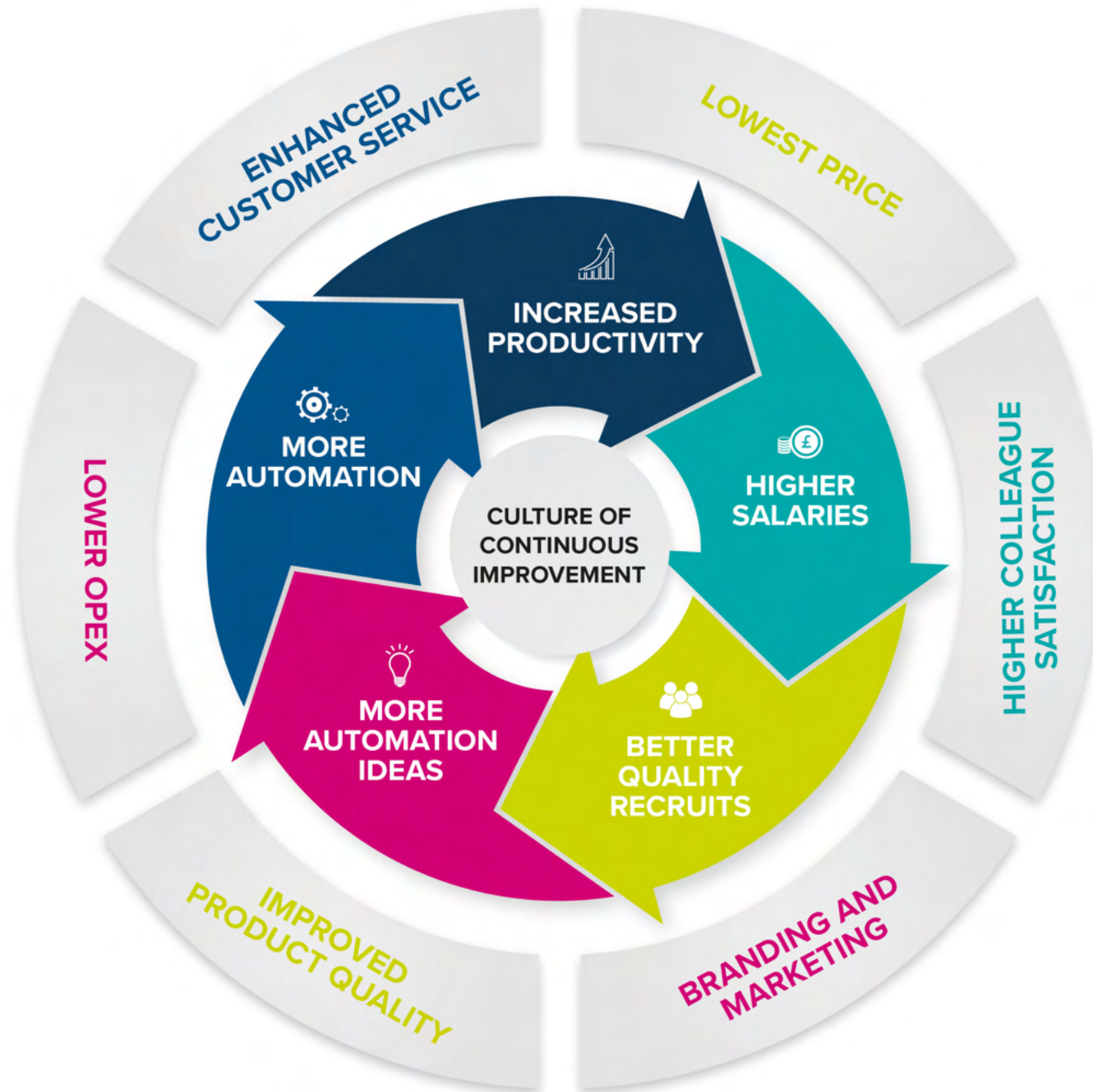
These rebranding efforts have not only revitalized our brands but also reinforced our commitment to providing high-quality, innovative products to our retailers and consumers. We are proud of the progress we have made, but it's only the start and we're excited to continue the journey of brand growth and transformation.

Now That's Progress!

Tracy Carroll
Chief Marketing Officer



Strategy in action: Culture of continuous improvement



Our position in the supply chain makes our business complex; we work with over 500 factories and retailers and deliver over 2,000 types of product to our end consumers. While this means our business model cannot be simple, we consistently and seamlessly navigate the intricacies of both our model and global supply chains to strive to provide an unbeatable level of service for our retail partners. We believe it is our unrivalled execution that makes us a strategic partner to many of the UK and Europe's leading retailers.

While we cannot make our business simple, we can strive to make our business simpler. This enables us to become more focused on the areas where we excel, and which have proven long-term growth potential. This mindset can be summarised as 'do less, do it better'. At the most rudimentary level, doing less may mean challenging ourselves as to whether individual tasks are necessary, but it encapsulates a laser-focused approach to all that we do. 'Do it better' can encompass a range of solutions, such as process change, robotic automation and AI. Over the past year, we have automated hundreds of low-skill, low-reward tasks, ultimately increasing the ability of our workforce to focus on higher value activities. By solving issues with automation, we are able to increase productivity and improve accuracy. This results in a better customer experience, helping to drive sales, with the savings being reinvested in price, quality and marketing spend.

During the year we have automated 305 different tasks which we estimate have an annualised time saving of 26,000 hours, or £350,000. These enhancements have helped us to drive significant productivity within the business. Our key metric in relation to productivity is gross profit per colleague. In the current year this has fallen, particularly as our gross margin has declined due to the increased costs of shipping. However, revenue per colleague has continued to increase.

In addition, we have continued on the journey of continuous improvement through our investment in a Product Information Management (PIM) system. The PIM system enables us to centralise, manage, and enrich product data across multiple channels to ensure consistency, accuracy, and efficiency in product development, marketing and sales. It ensures that all product information, such as descriptions, specifications, pricing, and images is accurate, consistent, and up to date. It has helped us streamline product content creation, updates, and distribution across retail partners, marketplaces and our own digital platforms.

By reducing time spent on low value tasks and streamlining workflows the PIM has freed up the product development teams to focus more time on innovation. Leading to better resource allocation, development cycles, and improved collaboration across the product teams. As a result, teams can deliver more relevant, high-quality products, respond quickly to consumer preferences, and scale sustainably—ultimately enhancing the overall product offering.

The system enhances our ability to meet the evolving demands of our retail partners. A unified PIM platform ensures customers receive complete, accurate, and up-to-date product information across all channels. By delivering this consistently and efficiently, we strengthen our relationships with key accounts and improve our positioning across both physical and digital retail environments.

The PIM system equips UP for international expansion: As we continue to diversify our product ranges and enter new markets, managing multilingual content, regional compliance, and channel-specific requirements become increasingly complex. The PIM system simplifies this process, enabling faster localisation and onboarding of new products, retailers and platforms, accelerating European growth and market penetration.

The adoption of PIM aligns with our broader ESG objectives. By reducing manual processes and improving data governance, we are minimising waste, improving transparency, and supporting more sustainable operations. The system's ability to manage compliance data and product certifications also ensures that we meet regulatory requirements more efficiently and accurately.

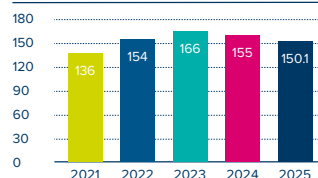
Alongside these benefits, the PIM offers powerful analytics and real-time data, empowering our teams to make smarter, faster decisions, whether spotting trends in sales data, refining merchandising strategies, or responding to shifts in the market.

Cost efficiency is another major advantage. Previously, disparate systems and siloed workflows led to duplication, errors, and wasted resources. The PIM system replaces these inefficiencies with a unified platform, enabling all teams - from product development to marketing and sales - to work more collaboratively. This consolidation reduces manual errors, saves time, and allows us to allocate resources to initiatives that drive long-term value. The system has fostered a bottom-up culture of feedback and iteration. This has led to a user-led evolution of the platform, cross-departmental learning, and reduced administrative burden. Sales teams, for example, saw a reversal in time spent on admin versus selling, resulting in an extra £1 million in monthly bookings.

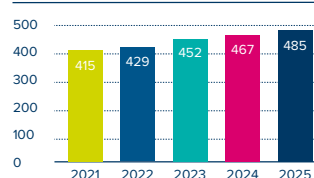
The implementation of the PIM system has not only elevated our product development, customer experience, and international capabilities, but has also laid a robust foundation for the forthcoming ERP rollout. By centralising, standardising, and automating our product data management, we have streamlined processes and ensured data integrity - critical prerequisites for successful ERP integration. This readiness positions us to maximise the value of the new ERP, accelerate its adoption, and support our growth with greater agility and confidence.

Key performance indicators

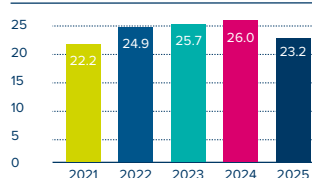
Revenue £m



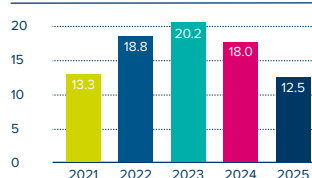
Sales per head £'000



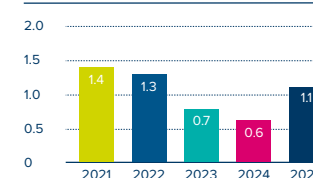
Gross margin %



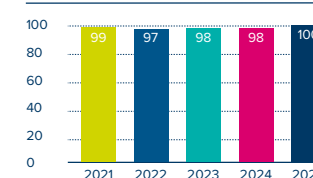
Adjusted EBITDA £m



Gearing ratio



On time delivery %



Change:

-3%

Change:

4%

Change:

-11%

Change:

-31%

Change:

-83%

Change:

2%

Description:

The revenue in the period.

Performance:

Revenues decreased 3% reflecting subdued consumer demand for general merchandise, with many consumers prioritising saving over spending.

Description:

Revenue for the period divided by the average number of employees and relevant temporary staff in the period.

Performance:

Sales per head has increased by 4% despite a fall in sales. This increase in productivity highlights our commitment to continuous improvement, as we have continued to invest in our robotics automation programme which both increases operational leverage, but also enhances customer experience.

Description:

Gross profit for the period divided by revenue for the period.

Performance:

Gross margin decreased to 23.2% (2024: 26.0%) mainly due to an overall increase in freight charge of £3.1m. Freight rates were elevated over the course of CY2024, driven by global capacity constraints following the closure of the Red Sea to international shipping.

Description:

Earnings before interest, tax, depreciation and amortisation, excluding charges for share-based payments and other non-underlying charges.

Performance:

The combination of a 3.4% fall in revenues, the impact to gross margin of an additional £3.1m of freight costs, and flat overheads has led to a 31% fall in adjusted EBITDA to £12.5m (2024: £18.0m), with our adjusted EBITDA margin slipping from 11.6% to 8.3%.

Description:

Net bank debt at the end of the period divided by underlying EBITDA for the period.

Performance:

Gearing ratio has increased from 0.6x to 1.1x. Our capital allocation policy is maintain the net bank debt/adjusted EBITDA ratio at around 1.0x, with the debt being used to fund the Group's working capital. The Board believes that this level of leverage is an efficient use of the Group's balance sheet and allows for further returns of capital to shareholders.

Description:

Number of orders from retailers delivered on time in the period divided by the total number of orders delivered to retailers in the period.

Performance:

Our delivery performance to our retail customers has reached 100% during the period, despite delays caused by the Red Sea disruption, showing our commitment to excellent customer service.

Environmental, Social and Governance Report

ESG is at the heart of everything we do

“ESG is more than a framework, it’s central to our culture. By empowering our people, embracing innovation, and committing to sustainability, we’re building a business that delivers lasting impact for our colleagues, communities, and customers.”

Katie Maxwell
Chief Product Officer



Introduction

At Ultimate Products, ESG is not just a framework - it's embedded in our culture and central to our long-term vision. Over the past three years, we have worked diligently to integrate ESG into every aspect of our business, to educate our colleagues and supply chain partners on the need for change and drive forward the commitments we have made. Despite the challenges of FY25, we have remained focused on our ESG strategy and have continued to make steady progress towards our ESG targets. Through continuously reviewing our data, we have highlighted opportunities to further enhance the accuracy of our environmental data collection. These insights have prompted a renewed focus on refining our reporting systems, which will be a core priority for the next 12 months. We are striving to ensure that our ESG reporting is not only robust and transparent but also provides clear points of focus where we can drive meaningful environmental impact.

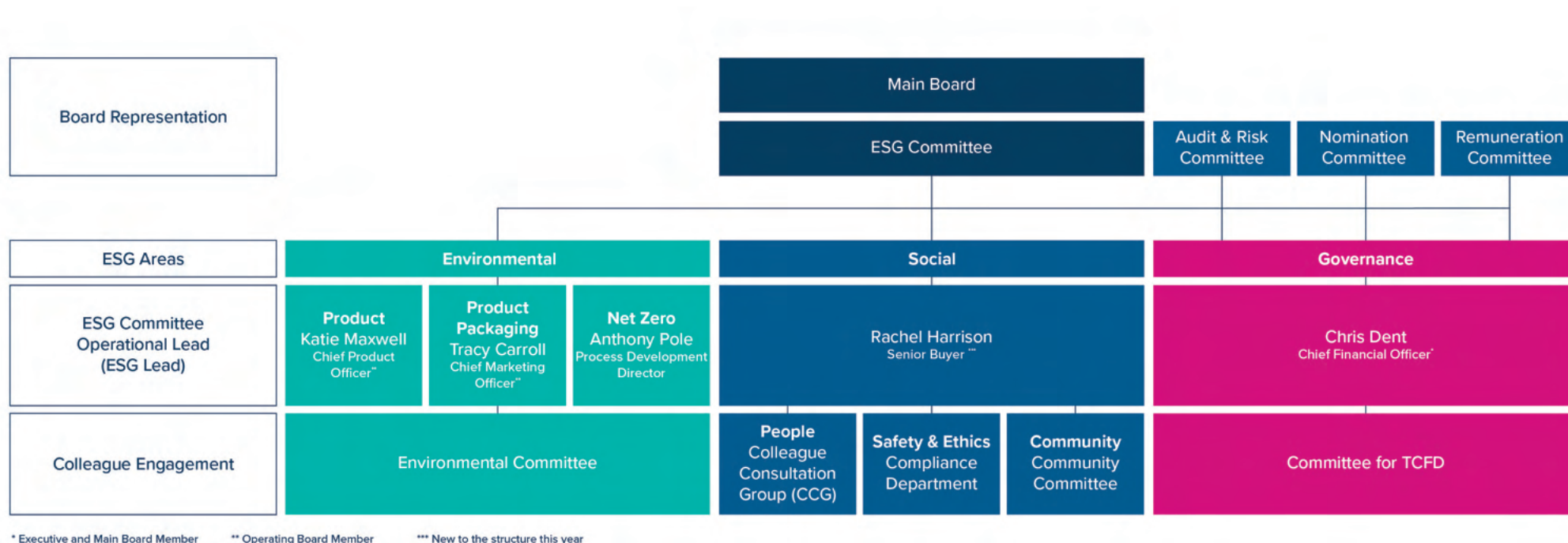
As part of our ESG journey, we have undertaken a comprehensive review of our targets to ensure they remain relevant, impactful, and commercially aligned. As a result, we have simplified several targets, focusing on those that not only deliver measurable environmental and social benefits but also contribute to cost efficiencies. These refinements ensure our ESG strategy continues to support our sustainability ambitions. This report outlines the progress we've made against our non-financial targets and the impact of our initiatives. For more detailed information, our full ESG strategy is available at <https://www.upplc.com/investor-relations/>. Together, we remain committed to doing the right thing - for our people, our community, and our planet.

Our ESG management structure

Our ESG Committee, with oversight from the Board, is responsible for keeping the Company on course to achieve the strategic aims and targets set and maintain governance oversight of material ESG issues, along with consideration of stakeholder feedback and external market conditions. A diagram demonstrating how ESG is managed within the Company is detailed below.

The Committee has completed a full review of the Company's ESG targets, ambitions and focus areas and has determined that refinement is required in some areas to realign with our values, purpose, business model and principal risks. Further to this, as last year the Company successfully achieved some of the initial ESG targets, some new stretch targets have been finalised by the Committee. The remaining targets will continue for the next financial year, as good progress continues to be made (see table on the next page).

A review of our ESG Committee structure was completed with some changes agreed. This year, Craig Holden has stepped down from the ESG Committee. Katie Maxwell, who is the ESG Lead for Product, has been appointed as his replacement as Deputy Chair, bringing her experience and insight to the team. Rachel Harrison, a member of the ESG Committee, has taken on the role of ESG Lead for Social, ensuring continued focus and progress across our social responsibility initiatives. Our colleague committees continue to add value through idea generation and the implementation of key actions within our day-to-day operations. The Compliance Department remains responsible for operational and ESG-related work concerning factory ethical auditing, health and safety, and modern slavery.



Reviewing our materiality and contribution to UN Sustainability Goals

The Company has completed its annual materiality assessment using the SASB Materiality Map, concluding that the current list of materiality risks is still relevant. The top five priorities therefore remain unchanged from previous years and are detailed below. We plan to complete a full comprehensive review, re-engaging with wider stakeholders every 5 years, with the next review period in FY27.

In line with this, the UN Sustainable Development Goals have also been reviewed. This confirmed the UN SDGs are still relevant and remain aligned to our strategy, therefore no changes are needed this financial year.

Top 5 Materiality Risk	Current relevance
① The energy/CO2 consumption in our operations and wider supply chain	▶ Part of our Net Zero aspirations ▶ We still have a large supply chain operation to serve our customers that generates high CO2 consumption ▶ Increased requirement from our retail customers in order to serve and as part of shared goals
② Product packaging	▶ Requirement of our purpose and values ▶ Relevant to new regulation (EPR)
③ Product life cycle and design	▶ Requirement of our purpose and values ▶ Requirement from our retail customers in order to serve
④ Product quality	▶ Relevant to our branding aspirations ▶ Requirement from our retail customer in order to serve ▶ Requirement to manage financial costs
⑤ Workforce diversity and inclusion	▶ Requirement for legal and regulatory reasons ▶ Some gender and ethnicity balancing still required within our wider headcount

We care about...

Our People

- ▶ Diversity, inclusion and gender balance
- ▶ Training and development
- ▶ Colleague engagement and well-being
- ▶ Providing a safe and great place to work for all
- ▶ Ethical practices in our operations and supply base

For more information: see pages 28 to 30

Our Community

- ▶ Supporting vulnerable people and local youth
- ▶ Providing local employment and access to education

For more information: see pages 32 to 33

The Environment

- ▶ Product packaging, product quality and life span
- ▶ CO2 and energy consumption in our operations, supplier base and logistic partners
- ▶ Effective carbon reporting

For more information: see pages 34 to 35

Working on shared goals with our customers

We support our retail customers by aligning our ESG initiatives and objectives to deliver a transparent, high-quality service, strengthening our reputation and competitive advantage. A representative of our ESG Committee participates in key retail customer meetings to present our ESG strategy, share environmental performance data, discuss mutual opportunities for change, and solicit feedback, all of which enhance our service offering and foster a collaborative partnership.

This year, we are proud to confirm that Ultimate Products has been awarded the EcoVadis Bronze Medal for our sustainability rating, achieving a score of 63/100, within the top 35% of assessed companies globally. This marks a significant improvement from the previous score of 55/100 and reflects progress across key areas including environment, labour & human rights, ethics, and sustainable procurement. The EcoVadis Bronze Medal recognises organisations with a strong sustainability management system, and is based on a rigorous assessment of policies, actions, and results across four core themes. This achievement not only enhances our credibility to our customers but also strengthens our position as a responsible and transparent supply partner.

The United Nations Sustainability Goals we are contributing towards



Non-financial KPIs and targets

To support our commitments, we measure a variety of non-financial KPIs, as detailed in the table below, which address material ESG issues relevant to our key stakeholders (referenced on pages 42-43). These targets are designed to further align our business with the aspirations of our retail customers, strengthen connections with our core business model, and manage principal risks. Our targets were initially set within an initial 5–10-year timeframe, providing both ambition and flexibility to accommodate future business growth, organisational development, and the changing landscape. This year, ESG targets have been reviewed and re-aligned to reflect our progress to date, key learnings, and evolving regulatory and market expectations.

As we have reviewed our targets this year, the KPIs have been updated and/or amended. Explanations of these changes are detailed in the relevant sections of the report.



Salter Essentials Collection
Made in the UK

Progress Key

● Achieved ● On track ● Requires monitoring ● Remove

Our Values key:



We are passionate about product



We always strive to do the right thing



We love our brands



We invest in our people



We care about our community



We go the extra mile for our customers



We care about the environment

KPIs

Progress

Aligned to Company Values

Environmental

Aim: To Provide Beautiful and More Sustainable Products

Product Packaging

Plastic

- ▶ Maintain a 50% reduction on plastic packaging compared to our baseline ●
- ▶ 100% of remaining plastic packaging to be recyclable by 2030* ●

Paper

- ▶ 100% of card and paper product packaging to be FSC-certified by 2027 ●
- ▶ 100% of cardboard and paper product packaging to be recyclable by 2030* ●
- ▶ Remove/reduce lamination on paper product packaging by 2025* ●

Product Quality

- ▶ To maintain an average Amazon rating of 4.2 or above for all live products ●

Materials

- ▶ 100% of wooden products/components to be FSC-certified by 2027 ●

Life span & End of Life

- ▶ To increase the number of SKUs with spare/replacement parts available for purchase* ●
- ▶ To provide consumer education through an increase in use of QR codes for easy access to product care information, video guides and advice on responsible waste disposal* ●
- ▶ To maintain a rate of below 5% for returns that go to WEEE waste or scrap ●

*The above targets apply to all products under the Group's brands only.



KPIs	Progress	Aligned to Company Values
Environmental		
Aim: To Have Net Zero Carbon Emissions from Manufacturing to Delivery		
▶ Net Zero for Scope 1 & 2 by 2040	●	  
▶ Net Zero for Scope 3 by 2050	●	

KPIs	Progress	Aligned to Company Values
Social		
Aim: To be a Great Place to Work for All		
▶ To maintain a score of 80% or above on the colleague engagement survey every year*	●	 
▶ Gender balance in leadership roles by 2030	●	
▶ Maintain gender pay median at 5% differential	●	
▶ Maintain at least 40% female Board representation (Op or Main)	●	
▶ 20% of the UK workforce to be from ethnic minorities by 2030	●	
▶ An average of 40 training and development hours per person per year by 2030	●	

KPIs	Progress	Aligned to Company Values (Page 1)
Social		
Aim: To Ensure Safe Places to Work		
▶ 100% suppliers audited by 2025	●	 
▶ 0 H&S reported incidents on the Group's sites	●	
▶ 0 Modern Slavery & Bribery reports within the Group and wider supply chain	●	

KPIs	Progress	Aligned to Company Values (Page 1)
Social		
Aim: To Support our Local Communities		
▶ Provide £150k of charity support and fundraising by 2035	●	 
▶ 60% of UK workforce to live locally by 2030	●	

Progress Key

● Achieved ● On track ● Requires monitoring ● Remove

Our Values key:

We are passionate about product



We always strive to do the right thing



We love our brands



We invest in our people



We care about our community



We go the extra mile for our customers



We care about the environment

We care about... our people

Our focus areas

- ▶ Diversity & inclusion
- ▶ Colleague engagement
- ▶ Training & development
- ▶ Women in leadership
- ▶ Colleague well-being
- ▶ Fair pay
- ▶ Ethical supplier base
- ▶ Modern slavery
- ▶ Safe working environments

Highlights

- ▶ Recognised for ethical excellence and workplace culture through the Great Place to Work accreditation and Stronger Together 2025 Advanced Business Partner status
- ▶ Achieved our targeted annual increase in training hours per colleague, driven by expanded soft-skills and digital training, strengthening our position as a talent-led business focused on continuous improvement and future-ready skills
- ▶ Introduced Departmental Personal Development Plans to support career progression, standardise appraisals, and drive promotions, now rolled out across four departments with further expansion planned

Much of UP's success relates to our talented people and providing them with opportunities, an environment that is a great place to work for all and a culture of continuous improvement (as further detailed on page 20 of this report) through training, development, and the use of technology to support them within their chosen careers.

As such, our targets and focus areas on our people are based around diversity and inclusion, people productivity through training and development, offering exceptional working conditions, colleague well-being and fairness for all.



Our progress so far:

	Great Place to Work	Gender in Leadership Roles*	Gender Pay Median	Women in Board Roles	Ethnic Minority Representation
Target	80%	50%/50% F/M	5%+/-	40%	20%
2025	82%	40%/60%	0%	36%	14%
2024	82%	41%/59%	0%	43%	17%
Baseline	82%	31%/69%	0.54%	15%	17%

	Training time per person per year	Factories Ethically Audited	Modern Slavery & Corruption Reports	Health & Safety Reportable Incidents
Target	40 hours	100%	0	0
2025	25	98.1%**	0	1
2024	21	98%	0	1
Baseline	10	87%	0	0

*Leadership roles are defined as Supervisor, Manager, Head of Dept, Director or Main Board Director.

**1.5% (4 suppliers) have a renewal audit booked.

Group FTE headcount and gender split as of 31.07.25

	Male	Female
Main Board	6	1
Operating Board	3	4
Group (UK/Europe/FE) Colleagues Including those on maternity leave	166	163
Total	175	168
Group Headcount Gender Split as a Percentage	51%	49%
Total Headcount		343
Part Time Colleagues	4	8

Investing in Our People & Shaping Our Future

Ultimate Products continues to position itself as a talent-led business, committed to continuous improvement through wide-ranging development opportunities across all areas. In FY25, we achieved a 17% increase in annual training hours per colleague, rising from an average of 21.4 hours in FY24 to 25.1 hours, successfully meeting our annual target of 25 hours per year. This growth was driven by sustained investment in external soft-skills training and the full rollout of our enhanced upskilling programme across a two-year cohort resulting in an 84% increase in training hours focused on areas such as negotiation, presentation, project management, critical thinking, and problem solving. Alongside this, our robotics initiative continues to automate hundreds of low-skill, low-reward tasks, freeing up capacity for colleagues to focus on higher-value activities. To support this shift, we significantly expanded our digital training portfolio with 111 published video modules, up from 60 in FY24, enabled by new AI video software. This investment reflects our commitment to addressing skills gaps, particularly among Gen-Z graduates, and preparing our workforce for the evolving nature of roles at UP. Next year, we will continue to expand our investment in colleague development, with a new annual training target of 30 hours per person. This will be achieved through increased external training, particularly advanced soft-skills modules such as Presentation and Negotiation Skills, alongside the launch of an enhanced Sales Training Programme for the full sales team. We also plan to grow our digital training portfolio to 175 video modules and expand leadership and soft-skills training for colleagues in our Guangzhou office and our distribution centres. Additionally, we will introduce new training on AI Fluency, leveraging the Microsoft Co-Pilot platform to prepare our workforce for the evolving digital landscape.

Leadership Development for Growth & Succession Planning

This year we have continued to invest in leadership development across all levels of the business. Bespoke training was delivered to both the Senior Management Team and participants of the Leadership Development Programme, covering topics such as Leading a Gen Z Workforce, Motivating High Performing Teams, Leading & Managing Change, and Strategic Thinking & Decision Making. This training is particularly timely, with Gen-Z colleagues now representing 51.5% of our workforce as of April 2025. In addition, we launched the Guangzhou Development Programme, designed to establish parity with our UK Mentoring & Leadership Programmes and ensure appropriate upskilling for team leaders in our Far-East office.

Departmental Personal Development Plans & Structured Feedback

To support career development and facilitate progression from junior to senior management roles, we have continued to focus on clearly defined development programmes. These programmes provide transparent performance and behavioural expectations across each career stage, helping to standardise appraisals and career progression across departments. This year, we introduced Departmental Personal Development Plans (DPDPs) to further strengthen early career pathways and align development with strategic growth. These plans follow a KSA-style framework across ten key skill competencies and behavioural traits, enabling consistent goal setting and progress tracking through one-to-ones every 8 weeks. The phased rollout began with Buying in July 2024, and now includes E-Commerce, Sales, and Supply Chain, with plans to expand into QA and Brand in FY26. We are pleased to announce that several recent promotions within Buying have been directly driven by progress on these DPDPs.

Committed to being a Great Place to Work

We are pleased to report that we have again maintained a strong score of 82% on our “great place to work” target from our annual colleague engagement survey. This consistent performance and high engagement rate highlights the continued success of our efforts to foster a positive workplace culture.

We have recognised that our previous target of 90% was overly ambitious and not fully aligned with industry benchmarks, therefore we have revised this to a more realistic maintenance target of 80% or above. This adjustment better reflects expectations while still encouraging high standards across the business.

We are proud to have earned the globally recognised “Great Place to Work” accreditation, affirming our strong workplace culture. This recognition is valued by our retail customers and strengthens our recruitment efforts, particularly in attracting top graduates from leading universities nationwide. To support this goal, the company has continued to invest in initiatives that enhance the colleague experience. These include improvements to working environments across our offices, Far East operations, and Distribution Centre, expanded well-being and community committee activities, significant investment in learning and development, including leadership and upskilling programmes, and increased automation to streamline workloads and enrich job roles. Our employee benefits are reviewed on an annual basis, this year with the introduction of new benefits such as Bupa dental cover for UK colleagues who have been in the business for 3 or more years, and some aligned benefits for our GZ colleagues such as contribution towards a wedding cake and gift cards for those on maternity and paternity leave. These actions reflect our ongoing commitment to making UP a truly great place to work.

Ultimate Products continues to uphold high standards in ethical labour practices and workforce safety across our operations and supply chain, through our ethical auditing and compliance teams. We maintain robust procedures within our own operations, with annual audits and ongoing corrective action plans that help keep incident levels to a minimum. Improvements to our independent whistleblowing hotline, supplier manuals, and ethical team structure further strengthen our ability to meet rising expectations in this area. This year, we are proud to have been officially recognised as a Stronger Together 2025 Advanced Business Partner, reflecting our continued commitment to tackling modern slavery, hidden labour exploitation, and embedding responsible recruitment practices across our operations and wider supply chain. Over the past year, led by our Compliance team, we have taken meaningful steps to strengthen our approach, delivering advanced training to HR and Compliance colleagues, increasing company-wide awareness through our network of Modern Slavery Champions, and actively engaging with Stronger Together’s resources and workshops. As an Advanced Business Partner, we now join a network of organisations recognised for leadership in ethical labour standards, an achievement highly regarded across the retail industry and valued by our customers, further reinforcing our position as a professional and credible supply partner.

Diversity and Inclusion

To offer a great place to work for all, we believe there needs to be consideration for both gender and ethnicity to create a fair, diverse, and inclusive workforce.

Last year, the appointment of Tracy Carroll helped us reach our target of female board representation a year early. The decision has been made by the Board to maintain this target for future years. We have continued our commitment to gender balance across the business, with the gender median pay now fully balanced and female representation at main and operating board level holding steady. While gender leadership ratios remain at 40% female and 60% male due to limited managerial promotions, our strong female leadership pipeline, at 69% female positions as well for more women moving into management roles as positions open.

Ethnic minority representation within our UK workforce saw a slight decline this year, primarily due to recent hires being predominantly non-ethnic minority candidates. To address this, this year we plan to expand our recruitment efforts within local ethnic minority communities in the surrounding areas of Oldham where our head office and main distribution centre are based, reinforcing our commitment to a diverse and inclusive workplace.



Salter Slushie Maker

Turn any drink into a smooth slush

We care about... our community

Our focus areas

- ▶ Support vulnerable people through local charities and initiatives
- ▶ Support local job opportunities
- ▶ Support local youth to gain access to education, further training, and employment

Highlights

- ▶ Our three-year partnership with local charity KOGS, where we have raised over £38,000, donated products, gifts and essentials, and provided hands-on support to families and young people supported by the charity.
- ▶ Two young women successfully completed our UP-Lift Programme, gaining meaningful support and skills to help them achieve further qualifications, employment and build brighter futures.
- ▶ Continued our UP-Academy work experience programme with two local schools and a third in the pipeline, offering six-week placements and growing student participation from two to six this year.

Our progress so far:

	Community Support & Fundraising	UK Workforce to Live Locally*
Target	£150k	60%
2025	£132,214	59%
2024	£94,085	58%
Baseline	£9,585	47%

*Our recruit local is based on all postcodes (excluding M1 & M4) within a 6-mile radius of our UK head office site, Manor Mill.

“Our commitment to our community work is more than a responsibility, it’s a reflection of our values. By focusing on employment, youth opportunity, and support for vulnerable people, we’re building lasting connections and creating meaningful impact where it matters most - right here in our local community.”

Beth Williamson
Community Committee Chair



Our Company charity

In 2023, Ultimate Products selected local charity Keeping Our Girls Safe (KOGS) as our Charity of the Year, based on colleague nominations. Recognising the impact we could make, we committed to a three-year partnership with KOGS, which supports children and young people affected by exploitation and educates on topics such as unhealthy relationships, grooming, and child sexual exploitation (CSE). Our support spans fundraising, donations, and time, enabling a deeper and more sustained contribution.

This year, we raised £21,000, bringing our total to £38,000, with highlights including over 70 colleagues running the Manchester 10K and a bucket collection at Oldham Athletic FC. We also provided meaningful donations to support the young people and families helped by KOGS. These included suitcases and household starter packs to help empower women and girls, personalised gifts for 45 girls through our Christmas Wish Tree campaign, hygiene products to ensure access to essentials and Easter eggs distributed to families supported by KOGS and local children's homes. Colleagues used their paid volunteer days to offer operational support to the charity, including updating contracts, improving IT security, and streamlining admin systems.

Next year, we plan to increase our involvement by using more charity days to support KOGS.

UP-Lift programme

Last year, we launched the UP-Lift Programme in partnership KOGS, to provide a safe and empowering environment for candidates affected by exploitation, grooming, or domestic abuse. The initiative offers work experience, skills development, and confidence-building through placements at UP, covering CV writing, interview preparation, cross-departmental exposure, and recognised external qualifications. The programme runs over an initial two-year period, with the aim of encouraging other local businesses to offer similar opportunities.

Since its launch, UP-Lift has provided over 60 hours of support, with two candidates successfully completing the programme, one now pursuing a counselling course funded by UP and volunteering with KOGS, and the other securing a paid part-time role. Two additional candidates have joined this year. Next year, we will continue supporting KOGS through UP-Lift, fundraising, product donations, and increased operational support to help strengthen the charity's business infrastructure.

Our wider community work

We continue to focus our community efforts around three core pillars: supporting vulnerable individuals, empowering local youth through education and employment, and promoting local job opportunities. This year, we donated hundreds of surplus products and clothing to Our Community Wardrobe Oldham, and food essentials to Oldham Foodbank during a critical shortage. We also supported fundraising events for Maggie's Cancer Charity and the Mayor of Oldham and helped organise the first Oldham Women's Network event to connect local businesses with community initiatives.

Our commitment to youth development was reflected in our headline sponsorship of the OACT Schools Programme, reaching over 5,000 pupils across 23 primary schools. We also supported youth-focused organisations such as Positive Steps, Greater Manchester Youth Federation, and Oldham HAF with stock donations. Through school engagement, we hosted career events, open evenings, and interactive workshops, including the Jim McMahon Summer School and a donation of 200 Windows computers to Blue Coat School, enhancing digital learning and inspiring future career pathways for young people in Oldham.

Providing job opportunities locally

At Ultimate Products we remain committed to creating meaningful job opportunities for our local community, recognising the positive impact on both the local economy and colleague retention. As the business continues to grow, we've expanded our entry routes into employment for young people in Oldham and surrounding areas. This includes our UP-Academy, now working with two local schools, offering six-week work experience placements with a potential pathway for full-time employment. We have six students participating this year, up from two last year. Engagement has also begun with a third local school. Our Degree Apprenticeships are exclusively offered to local candidates, with two colleagues currently enrolled and six work-experience students on track to progress into the programme next year.

We've also increased local representation across placements and work experience, with one-quarter of placements now from the local community and returning students rejoining during university breaks. Recruitment for both office and Distribution Centre roles prioritises candidates from local postcodes through local assessment days. Additionally, through the UP-Lift Programme, four women completed a six-week charity work experience placement, gaining AQA qualifications and essential employability skills. These initiatives reflect our ongoing commitment to nurturing local talent and building sustainable career pathways.

We care about... the environment

Our focus areas

- ▶ Product packaging
- ▶ Product quality & life span
- ▶ Product end of life
- ▶ Consumer education

Highlights

- ▶ Maintenance of plastic reduction target with further sustainable swaps in the pipeline
- ▶ Successful rebrands of Beldray and Progress, which removed lamination from the packaging formats leading to greater packaging recyclability
- ▶ Significant progress made on sustainable material sourcing with the transition to FSC packaging and FSC wood, towards our 2027 target

Our progress so far:

Product Quality & Lifespan	Amazon Ratings	Wooden product FSC Certified	Products with Replacement Parts
Target	4.20	100%	n/a
2025	4.16	78%	474
2024	4.16	56%	460
Baseline	4.11	0.1%	--

Product Packaging	Reduce Plastic Packaging	FSC Certified Paper or Card Packaging	Products with QR Codes
Target	50%	100%	n/a
2025	67%	92%	99
2024	74%	62%	161
Baseline	0%	0%	--

“We continue to be committed to making our products more sustainable; designed not only to meet the expectations of our retail customers, but to reflect the growing demand for environmentally responsible choices in the market.”

Katie Maxwell
Chief Product Officer



More sustainable products that reflect our purpose and responsibility

This year, we have continued to strengthen our commitment to sustainable product development across our portfolio. Our use of FSC-certified wood has seen another significant increase in progress towards our target, an achievement that not only reflects our dedication to responsible sourcing but also aligns with the requirements of the upcoming EU Deforestation Regulation (EUDR). We are also proud to have achieved our GRS accreditation, an important milestone in our focus on using more sustainable materials in the manufacture of our products. GRS-certified recycled ranges have been successfully introduced across our laundry and housewares departments, with further development underway in audio and electrical.

In our commitment to provide spare parts to extend the lifespan of our products, we have surpassed last year's performance and now consider this metric to have reached a consistent and reasonable number. Where applicable, it is now Company standard that spare parts are made available to support product longevity, consumer satisfaction and to reduce return rates, and therefore this target will be removed from next year's sustainability objectives as we have achieved our overall goal.

During the past year, our use of QR codes on product packaging to support consumer education has declined, reflecting a strategic shift in focus. While QR codes have served as a valuable tool for providing information and sharing product care guidance, we have decided to remove this KPI from future reporting. This decision is based on the anticipated introduction of product passports under upcoming EU regulations, which are expected to require the use of QR codes or similar digital identifiers to provide detailed product information. We will revisit and look to reinstate this target once clearer guidance is available, ensuring our approach aligns with regulatory expectations.

Improving our product packaging whilst maintaining its integrity

This year our overall plastic usage has increased compared to last year, however we continue to meet our target with 67% reduction compared to our baseline. The rise is largely attributed to the growth in demand of specific product categories where plastic is essential for product protection and compliance with regulatory standards. This year, we developed a clear framework of preferred and prohibited packaging materials to provide further guidance to the buying teams and our supply partners on material selection. This has already led to progress, most notably the replacement of polyfoam to a paper-based solution for microwave packaging which has been implemented as a rolling change. Whilst we recognise that plastic remains necessary in certain situations, we continue work on increasing the use of recycled and recyclable plastics, to improve sustainability and minimise the effects of the Plastic Packaging Tax. However, we note that integrating recycled content into PET blisters for knife sets is currently not viable, as it compromises the structural integrity of the packaging and therefore poses safety risks. Given the heightened focus on knife crime, safety remains our top priority in this category. This has led us to revise our plastic targets for next year, now focusing solely on maintaining our plastic reduction and instead giving space for learning and keeping up to date with developments in recycled content to make these changes when it is safe to do so. We have amended the date of our plastic recyclability target to reflect the challenges faced across certain product categories, where safety and material limitations have impacted progress. Recognising these complexities, we aim to use Valpak's Insight platform to improve data accuracy and better enable us to identify areas for change. We remain committed to recyclable packaging, recognising its importance to both our retail partners and consumers.

We have made strong progress toward our FSC product packaging goals, with 92% of our packaging now FSC-certified. This achievement keeps us firmly on track to meet our 2027 target and reflects our commitment to responsible forestry and sustainable sourcing. FSC-certified cartons are currently used where specified by our retail customers, and we plan to assess the feasibility of rolling this out across all carton packaging in the future.

This approach ensures we balance sustainability ambitions with operational practicality. Whilst we have made progress on removing lamination from our paper packaging, this will be removed as a target this year as it directly correlates with paper recyclability and will instead be used internally to drive recyclability as an overarching target. Whilst we have previously not had the means to capture data on this target, new systems will provide us with this information in the next 12 months.

EPR compliance

In Autumn 2024, we conducted a comprehensive review of our packaging portfolio using an external provider to ensure alignment with Extended Producer Responsibility (EPR) regulations. The findings were assessed and shared with our Buying and Brand teams, accompanied by clear guidance on prioritising packaging reductions while maintaining strong shelf presence as a branded offering. This initiative has already delivered tangible benefits, including reduced EPR tax liabilities, lower cost prices, and improved container load efficiencies. To support ongoing compliance and enhance data accuracy, we have invested in Valpak as our packaging data platform which will replace our in-house database. Once onboarding is complete, Valpak's Insights tools will enable us to monitor EPR-related costs more effectively and accurately assess the financial impact of our packaging decisions, along with highlighting areas for improvement in our packaging material choices. This will also give us access to data on our paper recyclability, and as such we have amended the date on this target to 2030 as we now have the means to track our progress.

Case study

Beldray Multi-Steam Cleaner

As part of our ongoing packaging optimisation efforts, we successfully reduced the colour box size of our Beldray Multi-Steam Cleaner by 21cm, enabling us to meet specific shelf requirements set by a key retail partner. This redesign was achieved by reassessing the internal packing configuration, allowing for a more compact and efficient layout. The change resulted in over a 50% increase in container loadings, a 29% reduction in paper usage, and a 9% reduction in plastic weight. This initiative not only supported our retail customer's requirements but also delivered environmental and cost efficiencies across our supply chain.

Our journey to net zero

“We’ve made strong progress in reducing emissions across our own operations, with Scope 1 and Scope 2 well underway. The greater challenge lies in Scope 3, where we’re now focusing on improving data accuracy and deepening engagement with our supply chain partners. By working collaboratively, we aim to drive meaningful change and move closer to our net zero ambition.”

Anthony Pole
ESG Lead for Net Zero



Aim: To Have Net Zero Carbon Emissions from Manufacturing to Delivery

Focus areas	What we have delivered so far including this financial year (new in bold)		What we are focused on next and considering
Overall Management of Net Zero	- ESG roles and responsibilities (ESG Leads) assigned throughout the business including net zero responsibility. - Main Board led ESG Committee, reporting to the Board to maintain action and focus on the ESG strategy. - Fully developed ESG strategy communicated to our stakeholders. - Regular review and monitoring of environmental and climate risks. - Compliance to Energy Saving Opportunities Scheme (ESOS) assessments and necessary corrective actions. - SO14001 Environmental management system (EMS) accreditation and adoption of best practices throughout our operation. - Development of colleague led environmental committee whose purpose is to generate ideas and drive positive change throughout the organisation.	- Implementation of the 4R's Initiative (Remove, Replace, Reduce, Rebalance) to increase colleague engagement and develop wider new sustainability ideas. - Implementation of our Carbon Accounting Platform (Normative) to be able to accurately report our carbon data annually (since FY19) for all of Scope 1, 2 & 3. - Continued refinement of our carbon accounting data, moving the first of our key suppliers from spend-based data to activity-based data. - Launch of the 2024 Supplier Conference, where the importance of environmental impact and net zero was specifically discussed and expectations set to our supplier base. - Refinement of our supplier manual to encompass greater education of environmental responsibilities of our supply chain partners.	- Continuing to refine our carbon data using the Normative platform, particularly with our Scope 3 supply chain partners. - Move more suppliers to activity-based data from spend-based data, initially targeting "upstream transport & distribution" category. - Continued strengthening and updating of environmental and ESG related policies and procedures.
Net Zero for Scope 1 & 2 by 2040	100% of our sites having either LED or energy saving lighting fitted throughout. 100% of UK sites having effective waste management including the separation of recyclable waste, WEEE waste and food. - Eco-friendly materials in our Distribution Centres such as tape and paper infills for our parcelling. - Installation of 1,150 solar panels at a cost of £385k at our UK head office. Producing up to 40% of Manor Mill's ongoing energy requirements. - At our UK sites replacing all external wooden windows with more heat retaining alternatives in UPVC double-glazed windows reducing heat loss. - Paper reduced working environments across all sites and increasing the use of technology (automation, iPads, dual screens) to enable colleagues to cover their original needs of printing via other more environmentally friendly means. - Switching our UK electricity provider for both sites to EDF, who are "Britain's biggest generator of zero carbon electricity," ensuring our supply is from more environmentally minded partners.	- Switching our UK waste management provider to B&M Waste who are carbon neutral and actively help their customers with waste segregation initiatives and help turn waste into new raw materials, products, and energy. - Stopped the use of single use plastics on all sites, instead providing free access to UP water bottles and filtered water onsite. - Introduction of milk pergals in all UK sites to reduce single plastic milk cartons. - The implementation of instant hot water taps in our canteens, reducing the use of kettles and other boiling water appliances. - Commencement of replacing gas heaters to more energy efficient electric heaters within our UK Distribution Centres. - Electric vehicle salary sacrifice scheme being implemented for all UK colleagues.	- Continued replacement of gas heaters for electric alternatives, with the next section in Manor Mill to be completed in 2026. - Trial replacing the ground floor shutter at Manor Mill to one with better heat retention in 2026, evaluate performance during peak and reassess rollout across both sites in 2027.
Net Zero for Scope 3 by 2050	- Identification of our top ten suppliers causing the most negative environmental impact and continually educating them. - Transition to activity-based data from spend-based data for some of our freight forwarders.	Reduction of unnecessary transport and container usage in China using the Northern China and Southern China consolidation warehouses (CFS).	- Ongoing regular environmental auditing of our supplier base. - Re-engage with top ten Far East suppliers to provide more accurate activity-based data to start the move from spend-based data for product manufacturing. - Use Valpak's Insights Platform to identify the carbon footprint of our packaging and look to separate this from the data captured in Normative to obtain more accurate emissions data.

TCFD and environmental reporting

TCFD reporting

Task Force on Climate-related Financial Disclosures (TCFD) is a framework for companies to report climate-related risks and opportunities. TCFD is structured into 11 supporting disclosure recommendations which span four key themes: Governance, Strategy, Risk Management and Metrics & Targets. In this climate-related financial disclosure, we aim to report in line with the requirements of Listing Rule 9.8.6R and the TCFD supporting recommendations.

With the impacts of climate change being increasingly felt around the world, we understand the importance of the role we can play to help reduce this. We have committed to reduce our GHG emissions within our operations by 2040 and within our wider supply chain by 2050, as part of the ambition of the Paris Climate Change Agreement. We are aware that climate change is going to have an impact on our business, presenting risks and opportunities over the short, medium, and long term.

Our business model relies on supplying products; the production, transportation, packaging, use and disposal of these products have an inherently negative impact on the environment. However, our business model is technologically agnostic; our heritage brands have evolved over many years, with the products which we source and sell changing over time to meet the demands of both consumers and regulators. This flexibility of our business model will be key in our ability to mitigate risks and take advantage of opportunities as they arise.

Governance

Our Board of Directors is responsible for oversight of our ESG initiatives and this includes climate-related risks and opportunities. The Board ensures action plans are embedded into the business strategy and future financial planning to mitigate climate-related risks and capitalise on climate-related opportunities. The Board considers the threat of climate change and has been actively involved in taking steps to address its potential impact through assigning day-to-day responsibilities to the Executive Directors. They have received a full ESG update twice during the current year, which included updates on progress made towards climate change targets during the period.

The Board is supported in this role by the ESG Committee which was chaired by Jose Carlos Gonzalez-Hurtado (NED), and includes Christine Adshead (Chair) and Chris Dent (CFO) as members. The ESG Committee is in turn supported by a Committee for TCFD led by our CFO, Chris Dent, and an Environmental Committee led by Katie Maxwell, CPO, and Tony Pole, Process Development Director. The Committee for TCFD is responsible for the identification and assessment of risks, and reports into both the ESG and Audit & Risk Committees, which are responsible for monitoring risks and overseeing progress against goals and targets for addressing climate-related issues. The Environment Committee is made up of executives and is responsible for the day-to-day management of environmental risks.

In addition, the Remuneration Committee has in the current year approved a bonus structure for senior management which includes targets related to the environmental goals which we have set ourselves as laid out on page 34.

Strategy

The TCFD framework helps us to understand and manage the climate-related risks and opportunities we face. During the year, our Committee for TCFD, with support from the Environmental Committee, held our annual scenario planning day at which we reviewed a number of different climate risks and opportunities which could impact our business model and strategy. In our considerations, we reviewed two different types of risk that we will face, and the potential opportunities that these could bring to our business: Transition risk and Physical risks. Transition risk as a result of moving to a low-carbon future may impact our business model through changing customer preferences, changes in technology or government regulation. Physical risks include the higher risks of climate-related short-term extreme weather events, such as flooding, or long-term physical changes which may result in permanent changes in topography.

We used the following scenarios and time horizons to understand our vulnerability to the impacts of climate change and how they vary over time:

Financial impact range

	Revenue	Costs
High	>£10m	>£1m
Medium	>£5m	>£500k
Low	<£1m	<£100k

Time horizons

Time Period	Years	
Short	0 to 5 years	Aligned to our viability period planning
Medium	5 to 15 years	Medium-term transition risks are assumed to occur in this time scale
Long	15 to 30 years	Longer-term physical risks are assumed to occur in this time scale

Risk Type	Classification	Time Horizon	Description	Financial Impact	Potential Mitigations
Transition	Policy & Legal	S M	Introduction of further plastic taxes, especially in relation to use of virgin plastics in products, or extension and increase of current taxes such as Extended Producer Responsibility (EPR).	Medium direct increase to costs, which could lead to an increase in prices, which could in turn lead to lower revenues.	Redesign of products to use more sustainable and environmentally friendly materials. Each year we currently introduce around 600 new products to market (reduced from 900), with the aim for these products to be more sustainable. It is assumed that some costs could potentially be passed on to our customers and consumers to encourage purchase of lower emissions products. In the current period, the additional EPR costs have been mitigated through other efficiency gains generated by our use of RPA and AI.
Transition	Policy & Legal	M	Banning sales of products which incorporate non-sustainable materials (such as non-recyclable plastics).	Medium revenue loss/opportunity. The Group has the opportunity to be ahead of the market in terms of changing materials.	Redesign of products to use more sustainable and environmentally friendly materials. We are working with our suppliers to change the materials we use over the medium term.
Transition	Market	M	Consumer behaviour changes away from products using plastics, and non-essential products to concentrate on only essential and sustainable products.	High revenue loss potential, but a significant opportunity as we change our product mix over time.	Over the long term, our product mix will change; currently we aim to introduce 600 new products each year out of the 2,500 we sell. As consumer habits change, we will change our product mix to reflect their changed priorities.
Transition	Reputation	S M	A failure to fully commit to moving to a low-carbon business model leads to reputational damage.	Consumers not using our products (revenue loss), employees not choosing to work for us (increased costs), and banks and investors not choosing to fund us.	Ensuring that we continue to commit to our ESG strategy, and that we continue to work with integrity in terms of our carbon journey.
Physical	Acute (2°C or lower)	M L	Increased likelihood of flooding and drought or other extreme weather events leading to reduction of production by supplying factories. Currently, our supply base has a geographical concentration in China which could have a higher risk of physical impact.	Increased costs of goods, and potential for low revenue loss.	Working with our suppliers to understand their risks, and to create climate adaption plans for them. Geographical diversification of suppliers to reduce risk from any given extreme weather events.
Physical	Chronic (2°C or higher)	L	Increased competition for basic resources due to extreme weather events leading to higher prices for essential goods, leading to lower demand for discretionary items.	High revenue loss as consumers move spending from discretionary to essential products.	Long-term diversification of revenue base, expanding worldwide to decrease reliance on any single geographical territory. Concentration of product suite on more essential sectors and on sustainable products.

Key: **S** Short term **M** Medium term **L** Long term

Risk management

The steps we have taken to identify, assess and manage each climate-related issue have been based on our existing risk management process to ensure a consistent and efficient assessment and categorisation.

Step 1 – Identifying the risks: Our Committee for TCFD is responsible for identifying the risks within the business and is led by Chris Dent, our CFO, and Christine Adshead. During the year, the Committee held its annual scenario planning day with key senior management representing core functions of our businesses including IT, Buying, Supply Chain and HR, at which we identified a number of different risks and opportunities for the business.

Step 2 – Assessing the business impact: We used climate scenario analysis to assess the impact of both physical and transition climate-related risks and opportunities on our operations. These findings were presented to the Audit & Risk Committee.

Step 3 – Classifying risks: Each climate-related issue was classified using our rating system to highlight the implications of a risk occurring. This rating system considers the likelihood of a risk occurring, the potential impact of the risk, and the existence of any inherent mitigations, to provide an overall risk classification.

Step 4 – Addressing the risks: Our analysis shows that the likelihood of climate-related risks impacting our overall operations in a significant manner during the transition to a low-carbon economy is low due to underlying flexibility of our business model being based on brands rather than being fixed to any certain products, materials or technology. Despite this resilience, further mitigating actions are being initiated to develop greater strategic resilience due to the greater level of risk the business is exposed to in relation to longer-term physical risks as they begin to impact our supply chains. The potential risk management options were appraised, and a risk management response was determined for each climate-related issue.

Step 5 – Monitor risks: We have embedded a climate change perspective into the ongoing assessment of our internal corporate risk register and will continue to review our risk management process. To ensure we are fully prepared for climate change, we will continue to embed annual climate scenario analyses into our existing risk management framework and financial planning processes to identify future risks and ensure adequate mitigation.

In FY25, we have adjusted our reporting period from the financial year, to a new time framework of 1st May to 30th April. This modification was made to provide additional time for data collection, cleansing, and analysis prior to the annual report. To ensure consistent comparison, our FY24 results have also been recalculated and restated to align with this new reporting period.

Absolute GHG emissions CO2e tonnes

CO2e tonnes	Baseline	FY24	FY25
Scope 1 (Direct emissions)	309.2	82.94	70.8
Scope 2 (Indirect emissions)	83.01	71.38	39.9
Scope 3	110,700	97,980	97,063
Gross turnover £m	123.3	160.7	156.8
Scope 1 & 2 GHG intensity per £1m turnover	2.5	0.5	0.5
Scope 3 GHG intensity per £1m turnover	897.8	609.6	619.1

Greenhouse Gas Protocol (SECR reporting)

	Baseline		2024		2025	
	tCO2e	tCO2e/FTEE	tCO2e	tCO2e/FTEE	tCO2e	tCO2e/FTEE
Scope 1	288.28	0.97	81.8	0.22	57.6	0.18
Scope 2	216.26	0.73	165.32	0.45	158.9	0.50
UK %	76%		84%		64%	
Statutory total (Scope 1 & 2)	505.54	1.69	246.5	0.68	216.5	0.68
Statutory total in KWh (Scope 1 & 2)	1,868,434		1,183,391		1,156,163	
Full-time equivalent employee (FTEE)	298		330		317	

The positive improvements seen in our reduction in CO2 emissions this year are due to the continued great work we are completing on our net zero journey (noted on page 37 of this report) and that we continue to enhance our carbon data reporting through a commitment to more accurate data capturing with our suppliers (Scope 3). We continue to request and successfully obtain more and more activity-based CO2 data from our supply chain partners, enabling more accurate reporting.

The greenhouse gas (GHG) statement above provides a summary of Ultimate Products' greenhouse gas (carbon) emissions including its baseline year (2019) and the last two financial years to 31 July 2025. It gives a summary of emissions from Scope 1 and Scope 2. We have adopted the operational control approach, as defined in The Greenhouse Gas Protocol, a Corporate Accounting and Reporting Standard (Revised Edition), 2004. As a growing business, over the coming years, we shall also start to consider the use of science based targets (SBTs) where appropriate to the size and scope of our operation.

Assessment parameters

Risk Type	Classification
Baseline year	2019
Consolidation approach	Operational control
Boundary summary	All facilities under operational control were included
Consistency with the Financial Statements	The use of the operational control approach causes a variation to our Financial Statements. Third party locations utilised in our operations were not under our operational control and are therefore not included in our emissions table. However, approximately 4 Fleet vehicles and 18 Grey Fleet, which were under our operational control, appear in our emissions table but not in our consolidated Financial Statements.
Emission factor data source	DEFRA (October 2016).
Assessment methodology	The Greenhouse Gas Protocol and ISO 14064-1 (2006).
Materiality threshold	Materiality was set at Group level at 5%, with all facilities estimated to contribute >1 % of total emissions included.
Intensity ratio	Emissions per full-time equivalent employee (FTEE).



Salter Crisp & Go
Cook, crisp, clip & carry

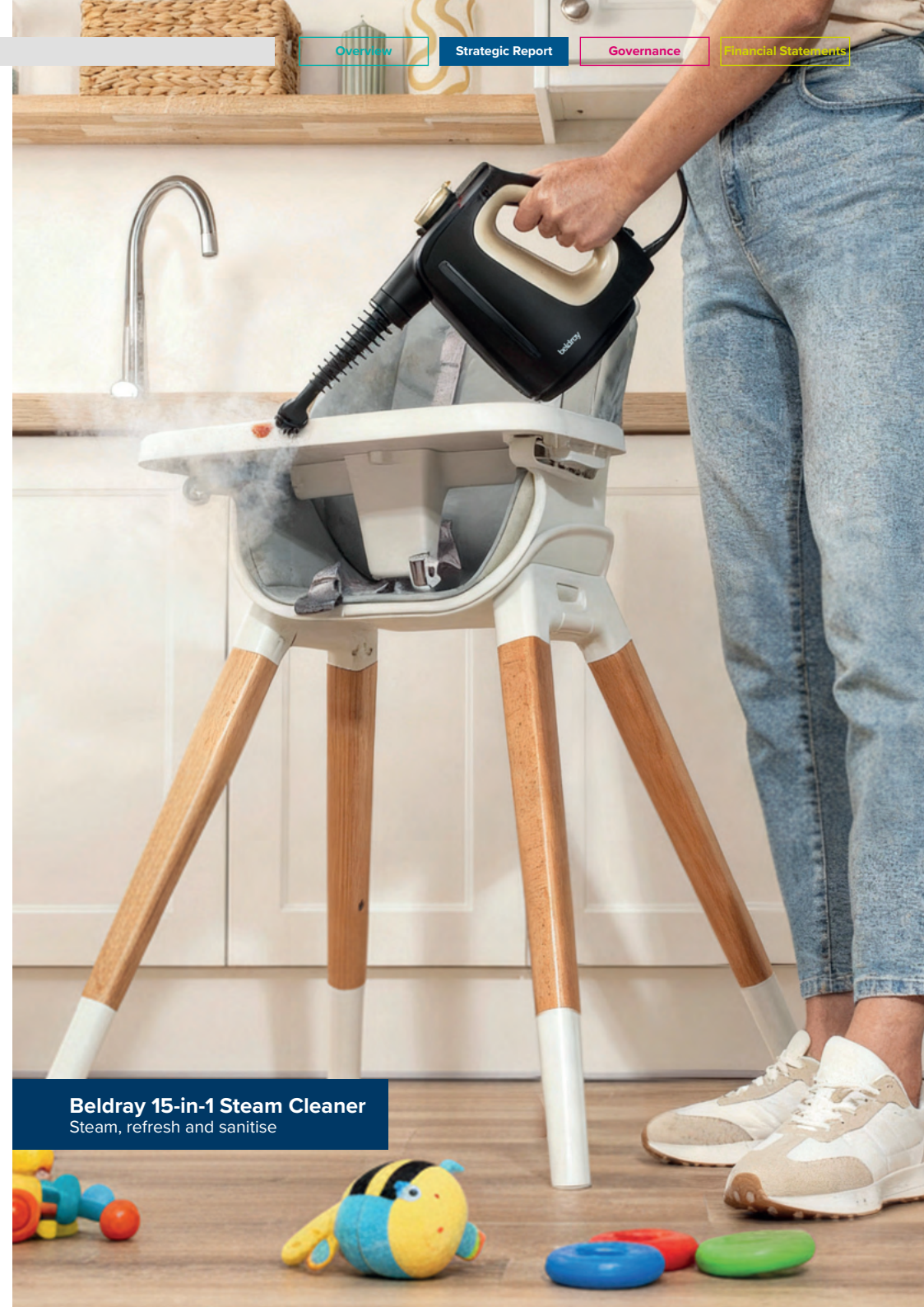
Section 172 statement

Doing the right thing is at our core

Our Directors are bound by their duties under the Companies Act 2006 (the “Act”) to promote the success of the Company for the benefit of our shareholders as a whole, having regard to our other key stakeholders.

We believe that in order to progress our strategy and achieve long-term sustainable success, the Board must consider all stakeholders relevant to a decision and satisfy themselves that any decision upholds our culture of “doing the right thing”. Our values, as set out on page 1, are key to how we do business and are closely aligned to the matters the Directors must consider as part of their Section 172 duties.

The Board recognises that stakeholder engagement is essential to understand what matters most to our stakeholders and the likely impact of any key decisions. Ultimate Products’ stakeholders are its employees, customers, suppliers, shareholders and lenders and the Board recognises the need to regularly review and consider who its stakeholders are as it makes decisions. We encourage the development of long-term relationships with our stakeholders in accordance with our culture and values, with the ongoing desire to be a trusted, best-in-class partner to all of our stakeholders equally. The Board is aware that in some situations, stakeholders’ interests will be conflicted and they may have to prioritise interests. The Board, led by the Chair, ensures that as part of its decision-making process, the Directors assess the impact of the decision on our stakeholders and the likely consequences of any decision in the long term. Examples of some of the principal decisions taken by the Board during the year and an explanation of which factors the Directors had regard to when reaching such decisions, including those set out in Section 172(1)(a) to (f) of the Companies Act 2006, are set out on the next page.



Beldray 15-in-1 Steam Cleaner
Steam, refresh and sanitise

Stakeholders	Importance to the Group	How we engage	Relevant Links
Employees	Our committed and dedicated employees are our most important resource. We aim to cultivate and maintain a positive working environment and provide learning and development opportunities, recognition and rewards.	- Employee Consultation Group - People engagement survey - SAYE and PSP schemes - Ask initiative where different departments present their purpose to the wider Company - Continuing development of our people through formal and informal training, with the graduate development scheme being at the heart of our employee strategy	ESG Report on pages 28 to 30
Shareholders & lenders	Our shareholders and lenders support the long-term growth of the Group. We rely on them to finance our development and growth plans. Engaging with them regularly to communicate progress, understand their perspectives, discuss long-term issues and ensure feedback is taken into account as it is critical to the long-term success of the Group.	- Annual Report, Interim Report, trading updates - Regular meetings with institutions and analysts - Regular calls and meetings with our lenders - Use of Equity Development to engage with retail investors who may not be able to access institutional analysis - Attending of investors conferences such as Mello to meet with current and potential retail investors	
Customers	We are passionate about providing the highest possible customer service. Understanding the needs of our customers, evaluating our performance delivery against KPIs and evaluating feedback helps us to continually improve.	- Meeting at one of our showrooms where we can showcase our wide range of products and help them visualise how they may be presented in store - We monitor product ratings and feedback so that we can further improve products or, for example, produce videos and “how to” guides, helping consumers get the most out of their purchases - We understand our retailers’ needs, markets and their customers, carrying out in-depth research and conducting store visits to support our understanding, so that we can present the products that best exceed their expectations	
Suppliers	Our suppliers provide us with the highest possible quality of products and services. This allows us to deliver beautiful products to our consumers and a first-class service to our customers.	- Our team of local sourcing, ethics and quality colleagues in China has allowed regular engagement with our suppliers. In addition, our Buying teams from the UK regularly visit China to meet with our supplier base. - We have high expectations of our suppliers but we recognise our responsibilities and commit to prompt payment according to agreed terms - Regular reviews take place to ensure a supply chain free of slavery and human trafficking	

Board decision-making

Board Decision	Directors’ consideration of factors in accordance with S.172(1)
Capital allocation policy	The Group has an established Capital Allocation Policy to maintain the net bank debt/adjusted EBITDA ratio at around 1.0x, with the debt being used to fund the Group’s working capital. It is the Board’s intention to continue to invest in the business for growth, whilst returning around 50% of post-tax profits to shareholders through dividends, and to supplement this with share buy-backs pursuant to a policy of maintaining net bank debt at a 1.0x adjusted EBITDA ratio. In the prior year the Board approved for the payment of a further dividend in order to maintain the total dividend for the year at 7.38p which reflected the year-end leverage being below the 1.0x adjusted EBITDA ratio. In the current year average net debt has been slightly above the targeted ratio at 1.3x. Therefore the Board is not recommending the payment of a further dividend, with the dividend rate reflecting the stated policy of the Group. The Board acknowledges that the maintenance of the dividend is an important consideration for certain investors, and that a reduction in the dividend rate in a year where share buy-backs have been completed will not align with the investment strategies of all investors. However, the Board continues to believe that the overall Capital Allocation Policy is reasonable and balances the needs of different stakeholders, providing the business with sufficient investment for growth whilst allowing cash returns to investors through dividends.
Listing Consideration	At the current year AGM the Board is asking shareholders’ approval to change the Company’s listing venue from the London Stock Exchange’s Official List and Main Market to AIM. The Board believes that the AIM market is currently the most appropriate listing venue for a business of our size, and the move would be beneficial to shareholders and employees. Listing on AIM would give the Group the potential to access new investors at the Company’s current market capitalisation, and would help to simplify and reduce the administrative and governance complexity of listing.
Board & Management changes	During the year there have been several Board changes, including the appointment of Andrew Milne and José Carlos González-Hurtado. These appointments were made after a considerable search process led by an external search firm, with the aim to bring new skills and perspectives to the Board which will benefit all stakeholders in the longer term. Andrew has an in-depth knowledge of the UK consumer goods landscape, whereas José Carlos’ experience of running and advising businesses across Europe will be additive to the Group’s growth plans for that region. In addition, the Group has made several new C-suite appointments, included new positions of a Chief Supply Chain Officer (David Bloomfield), Chief Product Officer (Katie Maxwell), Chief Marketing Officer (Tracy Carroll) and Chief Operating Officer (Craig Holden). In addition, Simon Showman has been appointed President of the Group, being replaced as Chief Commercial Officer by Duncan Singleton. These appointments are part of the Group’s long-term succession planning, with the duties and responsibilities of these new roles preparing these operating board members for future progression to the Board of Directors. Succession planning for a future generation of the Group’s leaders is vital important for the longer-term success of the Group, and will be beneficial for all stakeholders.

Principal risks and uncertainties

The Board is responsible for the Group's risk management and internal control systems and for reviewing their effectiveness, supported by the Audit and Risk Committee.

We review our business regularly to identify and document key business risks. Once identified, risks are assessed according to the likelihood and impact of the risk occurring and an appropriate mitigating response is determined. This risk mitigation plan is then regularly monitored by the Audit and Risk Committee with periodic review and discussion by the Board as a whole. The table below sets out the Group's principal risks as determined by the Board, the gross risk movement from the prior year and the corresponding mitigating actions. This represents the Group's current risk profile and is not intended to be an exhaustive list of all risks and uncertainties that may arise.

Area	Risk	Mitigation	Movement
Macro-economic Factor: Consumer Demand	Macroeconomic trends affecting consumer confidence and reducing non-food spending such as concerns about unemployment, inflationary pressures, higher taxation, and higher interest rates, could affect overall consumer confidence and reduce overall demand for our products.	The Group's international business provides economic diversity and some protection against a downturn in the UK economy. Despite the challenging market conditions, the Group sees the opportunity to increase its market share by developing new customer relationships, particularly internationally and through online channels. The Group's products, being mass-market and value-led, are well placed in the event of an economic downturn. However, the risk is impossible to fully mitigate, as our area of sales is discretionary.	
Macro-economic Factor: Customer Demand	Although related to consumer demand, customer demand is driven by the economics of the retailer and can be effected by overstocking issues, internal cost pressures (such as increases in taxes), poor trading performance as well as the demand from consumers. In addition it can be affected by changes in policy and personnel, with shifting strategies of retailers with regard to own-label.	The Group has a wide customer base of over 300 customers. However, around 40% of our gross profit is generated from our current top 3 accounts. Therefore we set a limit of 20% of gross profit for any customers to reduce reliance. Although there is a risk that customer strategy may shift to own-label, we mitigate this by ensuring our prices, and the profit of the retailer are an own-label equivalent. We have a policy of insuring our debtor book in order to mitigate the risk of customer bankruptcy. The Group continues to invest in marketing during the current consumer downturn to ensure it is well placed to increase sales when consumer confidence returns.	
Sourcing	A major loss of continuity in the supply of goods for resale could adversely affect the Group's revenues. Heavy reliance on China as a source of products. Any deterioration in, or changes to political, economic or social conditions in China could disrupt the supply of goods or result in higher product cost prices. In addition with no inflation in general merchandise, we require a high level of new products each year to refresh gross margin.	The Group maintains close relationships with its suppliers through regular factory visits and interaction with its local teams. Wherever possible, multiple sources of supply are sourced for major products. The Group closely monitors developments in China and continues to consider and use alternative sources when practicable and viable. We have customer service teams and QA teams which quickly feedback issues over quality control. We attend trade shows to understand what product development occurs. We aim to introduce around 600 new products to market each year to ensure gross margin remains stable.	
Supply Chain Logistics	Inefficient stock management could result in overstocking, which may adversely affect working capital. Conversely, understocking could limit the Group's ability to maximise revenue opportunities. Although there has been an abatement in the recent shipping and haulage capacity issues, any return in these issues could affect the availability and the costs of shipping.	Stock levels and purchasing are closely managed, with all purchase orders being reviewed before being placed. The Group's systems facilitate close management of the completion and timing of purchase orders placed. Stock is categorised between 'free' and (pre) 'sold' to ensure that management focus on higher risk items. 'Free' stock is reviewed and prompt actions are taken where necessary. The Group has taken various steps to mitigate the impact of increased shipping costs and the reduction in shipping capacity, including prioritising, rationalising and dynamically managing the volume of imported product.	
Margin	A tough retail environment, increased shipping and road haulage costs and the impact of weakened Sterling could put pressure on gross margin, as can any other increase in raw material pricing. The Group has relatively limited ability to pass increased costs through to retailers/consumers, with GM generally not seeing inflation over the medium term. Increases in pricing above ideal retail price points can cause significant drops in consumer demand.	The Group's strategy of international growth, expansion of online channels and increased penetration of supermarkets continues to provide greater diversity and a balanced-margin portfolio. The Group also employs a combination of margin-enhancing initiatives including monitoring profitability of individual product lines, continued product innovation and refreshing product ranges, balanced against the need to ensure that our products remain competitive. Furthermore, the Group seeks to constantly develop and implement productivity improvements. The Group actively manages foreign exchange risk through use of forward contracts.	

Area	Risk	Mitigation	Movement
Brands & Products	Failure to develop and enhance the product range of our brands could result in loss of our competitive advantage, which could impact on the Group's turnover. The Group needs to ensure we source high-quality products that consumers want. Failure to develop our brands could restrict growth, given the Group's brand-led strategy. A branded strategy brings with it higher negative impact of any negative publicity surrounding our key brands.	A high level of new product development focus is maintained and monitored by the Board. Buying teams attend trade shows and carry out store and factory visits to ensure that they are in touch with the latest consumer demands and trends. The Group continues to develop a 'second tier' of brands and monitors opportunities to acquire new brands. Second tier brands also mitigate the risk in relation to premier brands as an alternative to premier brands. The brand team has been significantly strengthened and professionalised, to ensure that brands are kept within their product category range, and that brand guidelines are adhered to.	
Climate Change & Environmental	Climate change is a widely acknowledged global emergency, with the need to act faster becoming evident. Managing the greenhouse gas emissions associated with our supply chain is critical to reducing our impact on climate change. The physical and financial impacts of climate change are already being felt and are set to intensify.	We have established a Group-wide ESG committee to extend oversight and governance for monitoring the delivery of the Group's climate commitments. We have stated a strong commitment to be net zero by 2050. This pledge is in the process of being supported by road maps and targeted decarbonisation plans. We are working internally and with third-party organisations to developing this suite of metrics to enable us to monitor progress. We also continue to report our climate-related financial disclosures.	
Human Resources	Failure to attract and retain high-quality individuals, both in the UK and internationally, could impact on the delivery of the Group's strategy.	The Group's Graduate Development Scheme, along with links to local universities, provides a steady inflow of high-quality staff to support the future growth of the Group, whilst the Group's Senior Management Development Programme and its Introduction to Leadership course aim to create a succession of employees into senior roles. A number of steps are taken to encourage the retention of the employees, including the SAYE and PSP share ownership schemes to incentivise its workforce and to further improve retention. At a more senior level, the Nominations Committee has begun a more detailed succession plan for the senior executives.	
Cyber Security & IT	Risk of cybercrime with the potential to cause operational disruption, loss or theft of information, inability to operate effectively, loss of online sales or reputational damage. The Group will be required to update its ERP system over the next 2 years as its current system has reached 'end-of-life'. The replacement of the ERP system will be a high-risk project for the business to manage.	The Group continues to review and invest, where appropriate, in the development and maintenance of our IT infrastructure, systems and security. An external IT security audit is carried out on an annual basis to ensure that any weaknesses in our systems are identified and can be rectified. All employees receive annual IT training to increase awareness of cyber risk. Disaster recovery, business continuity and crisis communication plans are maintained. With respect to the new ERP system, careful consideration was made as to the choice of replacement system, with wide consultation across the business, objective scoring against system requirements and value for money. Suitable oversight as to the selection of product and how it will be implemented is being provided by the Audit and Risk Committee, and an internal management committee to ensure a smooth transition process.	

Viability Statement

At the year end the Group had a net bank debt/adjusted EBITDA ratio of 1.1x (FY24: 0.6x)

In accordance with provision 31 of the UK Corporate Governance Code 2018, the Directors have assessed the viability of the Group over a five-year period to July 2030, taking account of the Group's current position and the Group's principal risks, as detailed in the Strategic Report. Based upon this assessment, and the assumption of the banking facilities continuing as referred to below, the Directors have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the five-year period to July 2030.

In making this statement, the Directors have considered the resilience of the Group in severe but plausible scenarios, taking account of its current position and prospects, the principal risks facing the business, how these are managed and the impact that they would have on the forecast financial position. In assessing whether the Group could withstand such negative impacts, the Board has considered cash flow, impact on debt covenants and headroom against its current borrowing facilities over the five-year period. In such a scenario, any return to shareholders would be reduced.

The Group has a suite of working capital facilities with HSBC including a £25.0m invoice discounting facility which runs until June 2027 and a £15.0m import loan facility, which is repayable on demand and subject to annual renewal. In addition the Group has a £5m Revolving Credit Facility.

In line with the Group's stated Capital Allocation Policy, it is expected that the Group will aim to keep its net debt at a level of around 1.0x the Group's Adjusted EBITDA. Therefore, the Directors believe that, in the ordinary course of business, the Group will continue to wish to use facilities to fund short-term working capital requirements, and it is assumed that these facilities will continue throughout the period to 31 July 2030.

The following three principal risks were selected for enhanced stress testing:

- Macroeconomic factors: the impact of a significant economic downturn and reduced consumer spending arising out of matters including, but not limited to, inflationary pressures, higher interest rates, higher taxation, and the impact from recession or reduced consumer spending.
- China sourcing: in particular a severe restriction in product supply levels due to potential power outages and significantly reduced shipping capacity.
- Margin dilution: including the effects of changes in exchange rates and changes in freight costs.

The adverse impacts of the stress testing were reflected as reductions in revenue and gross margin. In the situations reviewed, the business remained robust, with sufficient funding and headroom and compliance with key covenants, and able to remain in operation over the period reviewed.

The stress testing also included layering of risks, whereby multiple risks occurred simultaneously. These scenarios showed the limits of the Group's resilience. In each test a number of mitigating operational and financial actions were taken including the suspension of the dividend, lowering of capital expenditure, the reduction in discretionary operating spending, and, in the case of a severe downturn from reducing headcount. With these mitigating actions, it was shown that the Group would be able to remain in operations.

In addition to the enhanced stress testing, the Group has also considered climate change as a key long-term risk to our business model. This fuller assessment of the climate-related risks the Group faces, and our actions to mitigate these risks, is provided in the TCFD-related disclosures on pages 38 to 41.

The Board considers that the Group's long-term relationships with many of its customers and suppliers, its increased diversification through new customer relationships and international focus, and its mass-market branded consumer goods strategy offer the Group protection from, and the necessary resilience to withstand, such severe scenarios materialising.

The Board selected the period of five years to 31 July 2030 as an appropriate period for the Group's Viability Statement, as management currently use five-year forecasts as part of the business planning process.

Corporate Governance

Doing the right thing



Salter British Bakes Scale
Waterproof for fun & messy baking

Board of Directors

The Board of Directors has overall responsibility for the Group. Its aim is to represent all stakeholders and to provide leadership and control in order to promote the successful growth and development of the business.



Christine Adshead
Non-executive Chair

Date appointed
August 2024

Key skills and experience

Christine Adshead is a former Partner at PwC, where she spent nearly 20 years providing transaction advisory services across a range of corporate activities and a variety of sectors, including retail and consumer goods. She was PwC's London region private equity leader, as well as being a national leader for mid-tier private equity. Christine was also an elected member of the PwC Supervisory Board, the governance body for PwC in the UK which represents the interests of over 900 partners and is responsible for providing constructive challenge to PwC's UK Executive Board. Christine is a Non-executive Board Member of Hill Dickinson LLP, an international commercial law firm headquartered in Liverpool. Joined the Company on 21 September 2020 when she was appointed Non-executive Director.

Committee Membership

(N) (R) (E)



Andrew Gossage
Chief Executive Officer

Date appointed
February 2024

Key skills and experience

Andrew is a chartered accountant and started his career with Arthur Andersen where he held positions in audit and transaction support. In 1998, he transferred into industry, taking on the role of Finance Director & General Manager of Mersey Television, an independent television producer of continuing drama including Hollyoaks, Brookside and Grange Hill. Andrew joined Ultimate Products in 2005, initially as Finance Director, and was an integral part of the management buyout team that year. He joined the Company initially as Finance Director in 2005 before being promoted to Chief Operating Officer in 2007 and Managing Director in 2014.



Simon Showman
President & Founder

Date appointed
August 2025

Key skills and experience

Simon began his career working for an auctioneer before founding Ultimate Products in 1997. Since then, Simon has led the Group through its transformation from a clearance business to an international branded wholesale business. Simon leads the Group's international expansion strategy and is directly responsible for the key trading functions of sales and buying, continuing to be the driving force building strategic relationships with our key retail customers.

Committee Membership

(E)

Committee Membership

- (A) Audit and Risk Committee
- (N) Nomination Committee
- (R) Remuneration Committee
- (E) ESG Committee
- (C) Chair of Committee



Christopher Dent
Chief Financial Officer

Date appointed
April 2022

Key skills and experience

Chris has substantial accounting and financial experience from his time in the profession and as CFO of publicly listed companies. Chris began his career at Deloitte LLP where he spent ten years within audit, corporate finance and transactional accounting services. He subsequently spent four years as CFO of AIM-listed 7digital Group plc, and then five years as CFO of AIM-listed Franchise Brands plc. Chris is a Fellow of the Institute of Chartered Accountants of England and Wales.

Committee Membership

E



Robbie Bell
Senior Independent
Non-executive Director

Date appointed
March 2017

Key skills and experience

Robbie is currently Chief Financial Officer of Highbourne Group whose brand portfolio includes City Plumbing, The Bathroom Showroom, The Underfloor Heating Store & Plumbworld. He was formerly CFO of Holland & Barrett, Europe's largest health and wellness retailer, prior to which he was Chief Executive Officer of motorway services operator Welcome Break Group along with ten years at Screwfix, overseeing sales growth of over £1bn.

Committee Membership

A N R E



José Carlos González-Hurtado
Independent
Non-executive Director

Date appointed
October 2024

Key skills and experience

José Carlos is Senior Advisor to private equity firm Advent International and to Roland Berger, a management consultancy. He is a member of the Advisory Board of Dichter & Neira, a data and market research company. He was previously President of International for Information Resources, Inc., a technology and data company, Group CCO for retailer Carrefour, and VP at Procter & Gamble, where he spent more than 20 years. He holds an MBA and a Masters in Law (equivalent) from Universidad Pontificia Comillas (Madrid).

Committee Membership

A N R E



Andrew Milne
Independent
Non-executive Director

Date appointed
October 2024

Key skills and experience

Andrew has been CEO of AIM-listed Nichols plc, a diversified soft drinks business, since 2021 having joined Nichols as Commercial Director in 2013. He was previously a Sales Director for Coca Cola Enterprises, prior to which he held a variety of commercial roles at GSK, after having started his career at Marks & Spencer. He holds a BSc in Business and Technology from Sheffield Hallam University.

Committee Membership

A N R E

Operating Board



Duncan Singleton Chief Commercial Officer

Duncan has over 30 years of experience in the Small Domestic Appliances (“SDA”) industry, including 20 years at Ultimate Products, where he oversaw the growth of the SDA division, which is the Group’s largest. He has played a pivotal role in the growth and success of the Salter and Beldray brands, helping to elevate their market presence and performance. His expertise is further recognised through his role as Chair of the British Home Enhancement Trade Association’s SDA Committee.

Craig Holden Chief Operating Officer

Craig joined Ultimate Products in 2006 and has since held a broad range of senior operational roles across the business. He currently oversees the company’s operational sites across the world, as well as the people function. He led the launch of the Group’s transformational graduate development scheme, which is now one of the largest in the North-West. He has also managed numerous important projects including the creation of a European showroom, and served as general manager of the Group’s Far East operations.

Tracy Carroll Chief Marketing Officer

Tracy joined Ultimate Products in December 2022 as the company’s first Brand Director, which has seen her lead the brand & marketing strategy, and manage our communications function. Tracy has also led the successful rebrands of both Salter and Beldray. Tracy is vastly experienced with a 30-year career in marketing, having previously launched and grown the OXO homeware brand in the UK and EU during her time at Helen of Troy.

David Bloomfield Chief Supply Chain Officer

David spent over 20 years with JD Williams in supply chain management before joining Ultimate Products in 2007. With extensive expertise in Far East factory management, David has been a panellist at various supply chain conferences across the UK and Europe. Since 2008 he has attended the Main Board and leads the logistics function that underpins the Group’s operational capability and retail partnerships.

Katie Maxwell Chief Product Officer

Katie leads the Group’s Product development function. She is the first person to progress from the Graduate scheme to the Operating Board and now the C-suite. Katie plays a key role in driving innovation within the Group’s product portfolio, aligning its product development with its branded strategy. Katie is Deputy Chair of the ESG Committee and has championed Ultimate Products’ ESG strategy with a particular focus on driving environmental initiatives within the Group’s teams. She plays an active role in the Leadership programme, nurturing talent and empowering employees to progress.

Emma Rawley Trading Director

Emma leads the groups Beldray Laundry & Cleaning function. Emma’s diverse experience across multiple product categories and her strategic approach to product and brand evolution continue to shape the success of Ultimate Products’ portfolio where she has been a key contributor for over 17 years. Emma has played a vital commercial role in major brand acquisitions, Constellation Luggage in 2010 and Salter Scales in 2021. Instrumental in successful rebrands across multiple categories most recently Beldray-ensuring each transformation aligns with evolving market demands and strengthens brand positioning.

Chair's introduction

Preserving value for shareholders

“I am pleased to present this year's Corporate Governance Report which describes our approach to governance and sets out how the principles of the 2018 UK Corporate Governance Code (the “Code”) have been applied during the year. Information about the operation of the Board and its Committees, and an overview of the Company's system of internal controls are also included.”

Christine Adshead
Chair

Corporate governance plays a crucial role in helping to preserve value for shareholders by providing a process for decision-making which should ensure that all major decisions are considered in good time, that the Board is provided with good-quality briefing materials which cover all relevant factors and that our deliberations consider the risks, as well as the opportunities, in the issues before us. It is for these reasons that the Board is committed to achieving high standards of corporate governance.

As the Company is currently listed on the main market of the London Stock Exchange, the Company is required to comply with the Code, Listing Rules, Disclosure Guidance and Transparency Rules and the Companies Act 2006. If shareholders approve for the Group to move from the main market to the AIM market, the Group intends to adopt the QCA Corporate Governance Code, which we consider to be the most appropriate Code for a Company of our size. However, the Company intends, wherever possible, to apply best practice to maintain strong governance.

Compliance with the Code

The Board is committed to maintaining an embedded culture of good and effective governance, to support the sustainable success of the business for the benefit of its members as a whole. The Company is committed to applying the principles of corporate governance contained in the Code and to comply with the provisions therein. Each of the provisions of the Code has been reviewed and the Directors consider that the Company has complied with its provisions throughout the year ended 31 July 2025, except where otherwise stated.

The Board

The Board has seven members, comprising of three Executive Directors, a Non-executive Chair and three Independent Non-executive Directors.

The Board reflects a good balance of skills and a diversity of expertise from operational, financial, sector-specific and general business background. The Board is committed to ensuring that it continues to have an appropriate balance of skills, experience and knowledge of the Group and its sector to enable it to discharge its duties and responsibilities effectively.

The Executive Directors work solely for the Company and the Board considers that any other directorships held do not interfere with their responsibilities to the Company. The Board are satisfied that other commitments of the Chair and of the Non-executive Directors do not prevent them from devoting sufficient time to the Company. The Board considers each of the Non-executive Directors to be independent for the purposes of the Code and free to exercise independent judgement.

The Board considers that, at the time of her appointment, the Chair was independent for the purposes of the Code.

The roles of Chair and Chief Executive Officer are separate and there is a clear division of responsibilities between those roles. The Chair is responsible for the leadership and governance of the Board and ensures the effective engagement and contribution of all Non-executive and Executive Directors. The Chair also ensures that Board meetings are conducted with openness and challenge. The Chief Executive Officer has overall responsibility for all commercial and operational elements of day-to-day running of the Group.

The Chair maintains regular contact with the Independent Non-executive Directors to discuss and address any issues or concerns outside of formal Board meetings. The Chair also provides support to the Executive Directors, where required.

The Senior Independent Non-executive Director provides a sounding board for the Chair and is available to shareholders if they have concerns that have not been resolved via the normal channels of Chair, Chief Executive Officer or the other Executive Directors, or where communication through such channels would be inappropriate.



Role of the Board

The Board is collectively responsible to the Group's shareholders for the long-term success of the Group, determines the strategic direction of the Group and reviews operating, financial and risk performance. The Board is required to maintain strong governance processes and oversight to help drive the culture of the business so that it can deliver on its responsibility to its wider stakeholders.

There is a formal schedule of matters reserved for the Board which includes:

- ▶ the approval of the Group's annual business plan;
- ▶ the Group's strategy;
- ▶ acquisitions;
- ▶ capital expenditure projects above certain thresholds;
- ▶ Financial Statements;
- ▶ the Group's capital allocation policy;
- ▶ borrowing powers;
- ▶ appointments to the Board;
- ▶ legal actions brought by or against the Group above certain thresholds; and
- ▶ the scope of delegations to Board committees, subsidiary boards and the management committee.

It is the intention that the reserved matters will be reviewed as part of the annual evaluation of board effectiveness.

The Board is supported by a dedicated and experienced Operating Board in the delivery and execution of their objectives. Responsibility for the development of strategy and operational management is delegated to the Executive Directors with the support of the Group's Operating Board, which as at the date of this report includes the Executive Directors and seven senior managers. The Board aims to meet with the Operating Board once each year to formally consider the strategic direction of the Group. The latest strategy day occurred in May 2025.

Evaluation of Board performance

In line with the Code, a formal and rigorous performance appraisal of the Board, its Committees, the Directors and the Chair is conducted annually, as we recognise that our effectiveness is critical to the Group's continued long-term success. The Company's Articles require that every three years the Board's performance is externally facilitated. The last external review took place during 2023 by New Street Consulting Group Limited with a formal report being issued to the Group in October 2023. Overall, the review found that the Board and its Committees were functioning well and are cohesive in their desire for continuous improvement. During the current year an internal effectiveness review took place in January 2025, and again concluded that the Board was performing effectively.

Training and development

On appointment to the Board, new Directors are given a tailored induction to introduce them to the business, which will include any training which may be deemed necessary. The Company will provide any further training deemed necessary at the direction of the Board member, along with participation in strategic and other reviews to ensure that the Directors continually update their skills, knowledge and familiarity with the Group's business.

The Directors are also able to take independent professional advice, as deemed necessary, to discharge their responsibilities effectively. All Directors have access to the advice and services of the Company Secretary. The Non-executive Directors have access to senior management of the business.

Conflicts of interest

The Articles allow the Board to authorise potential conflicts of interest that may arise from time to time, subject to certain conditions. The Company has appropriate conflict authorisation procedures, whereby actual or potential conflicts are considered and authorisations sought as appropriate. Each Board meeting and Committee meeting agenda includes conflicts of interest to ensure that any potential conflicts are identified and handled accordingly, in advance of any discussion on the identified matter.

Committees of the Board

The Board has formally delegated specific responsibilities for audit, risk management and financial control, Board composition and remuneration to various committees, namely the Audit and Risk Committee, Nomination Committee, Remuneration Committee and the ESG Committee. These committees are all chaired by an Independent Non-executive Director or the Chair, enabling them to take an active role in influencing and challenging the work of the Executive Directors and Senior Management Team. Details of the composition, responsibilities and activities of these committees are set out below. The Terms of Reference of each committee are reviewed annually and are available on the Company's website, www.upplc.com.

Audit and Risk Committee

The Audit and Risk Committee assists the Board in discharging its responsibilities with regard to reviewing and monitoring the integrity of the financial information provided to shareholders, the Group's system of internal controls and risk management (including climate-change related risks), the internal and external audit process and auditors, presenting a fair, balanced and understandable assessment of the Group's position and prospects, and the processes for compliance with laws, regulations and ethical codes of practice. The Audit and Risk Committee is chaired by Robbie Bell, with other members being Andrew Milne and José Carlos González-Hurtado. The report of the Audit and Risk Committee is included on pages 54 to 57.

Nomination Committee

The Nomination Committee leads the process for making appointments to the Board and ensures that there is a formal, rigorous and transparent procedure for the appointment of new Directors to the Board. The remit of the Nomination Committee also includes reviewing the composition of the Board through a full evaluation of the skills, knowledge and experience of Directors and ensuring an effective succession plan is maintained for appointments to the Board and senior management positions. The Nomination Committee makes recommendations to the Board on its own membership and that of its other committees.

The Nomination Committee believes and applies the concept that building a diverse and inclusive culture is integral to the success of the Group.

Diversity includes aspects such as diversity of skills, perspectives, industry experience, educational and professional background, gender, ethnicity and age. It is the Group's aim to have the appropriate level of diversity on the Board to reflect the diverse nature of the Group's operations and provide a wider perspective to decision-making. We remain committed to ensuring that recruitment and promotion of individuals throughout the Group, including those at Board and senior management level, is based on merit and objective criteria, always considering relevant skills, experience, knowledge, ability and with due regard for the benefits of diversity and inclusion. At the date of this report, female representation on the Board was 14.3% and on the Group's Operating Board was 40%, in line with the Board's initial target for gender diversity.

Currently the Board is not fully compliant with the Listing Rules requirements of LR9.8 as amended in 2023, but recent appointments to the Board have increased its overall diversity. The appointment of Christine Adshead as Chair of the Board means that a woman holds a senior Board position. The Board does not currently contain a director from a minority ethnic background.

It is expected that over time the composition of the Board will change, and that, when appointing any new Directors, due weight will be given to the overall diversity of the Board when considering succession and Board appointments.

Succession planning is a key responsibility of the Nomination Committee, who continue to review and provide feedback on the corporate succession plan prepared for the Board, senior management and other key positions, along with consideration of alternative leadership structures.

The plan addresses both emergency cover and long-term succession. The Committee believes that maintaining an open dialogue with the Executive Directors is crucial to support effective succession planning and, to this end, the Chair held meetings with the Executives to discuss and understand their current thoughts for the future.

During the year, the Nomination Committee has made significant progress in relation to long term succession planning. The Group has made several new C-suite appointments, included new positions of a Chief Supply Chain Officer (David Bloomfield), Chief Product Officer (Katie Maxwell), Chief Marketing Officer (Tracy Carroll) and Chief Operating Officer (Craig Holden). In addition, Simon Showman has been appointed President of the Group, being replaced as Chief Commercial Officer by Duncan Singleton. These appointments are part of the Group's long-term succession planning, with the duties and responsibilities of these new roles preparing these operating board members for future progression to the Board of Directors. Under the guidance of the Nomination Committee, the Group has continued to support the Senior Management Development Programme (the "Programme"), which aims to promote the development of talent from within, along with supporting the succession planning and diversity objectives of the Board. Colleagues on the Programme periodically update and reassess their personal skills matrix, their development areas and training needs to allow them to enrich their skills, experience and development.

In addition, the Committee has made progress with relation to changes to the Non-executive make up of the Board. At the beginning of the year Christine Adshead was appointed as Chair. Christine has been a Non-executive Director since her appointment 21 September 2020 and understands the Group's culture, strategy and people. During the year we appointed two new Non-executive Directors to the business, Andrew Milne and José Carlos González-Hurtado. Andrew brings with him an in-depth knowledge of the UK consumer goods landscape. José Carlos' experience of running and advising businesses across Europe will be additive to our own ambitious growth plans for that region. As such, Alan Rigby stood down from the Board, and Robbie Bell, Board member since March 2017, was appointed to the role of Senior Independent Director. Robbie is now coming up to his final year on the board. Therefore, during the course of next year, the Nominations Committee will commence a search for a suitable candidate with the requisite skills for taking over the Chair of the Audit & Risk Committee.

Remuneration Committee

The Remuneration Committee assists the Board in fulfilling its responsibility to ensure that the Remuneration Policy and practices of the Company are fair, responsible, linked to performance and have regard to statutory and regulatory requirements. The Remuneration Committee is currently chaired by Andrew Milne, who replaced Christine Adshead during the year and its other members during the year were, Robbie Bell, José Carlos González-Hurtado, Alan Rigby and Jill Easterbrook. The Remuneration Committee Report is included on pages 58 to 69.

ESG Committee

The ESG Committee assists the Board in defining the Company's strategy relating to ESG matters and reviewing the practices and initiatives relating to ESG matters ensuring they remain effective, up to date and aligned to the overall business strategy. This includes: the Group's impact on the natural environment and its response to climate change, including greenhouse gas emissions, energy consumption, generation and use of renewable energy, pollution, efficient use of resources, the reduction and management of waste, and the environmental impact of the Group's supply chain; the Group's interactions with employees, customers, suppliers, other stakeholders and the communities in which it operates and the role of the Group in society, including workplace policies, working conditions and employee opportunities, equality, gender and diversity policies, ethical/responsible sourcing, social aspects of the supply chain (including modern slavery), and engagement with and contribution to the broader community through social projects and charitable donations, and the ethical conduct of the Group's business, including its corporate governance framework, business ethics, policies and codes of conduct, the management of bribery and corruption, and the transparency of non-financial reporting. José Carlos González-Hurtado chaired the Committee during the year, replacing Jill Easterbrook. The ESG Committee Report is included on pages 23 to 41.

Meetings and attendance

Board meetings are scheduled to be held monthly. As required, additional Board and committee meetings may be held to progress the Company's business. In the year ended 31 July 2025, the number of scheduled meetings of the Board and of the Committees of the Board, along with the attendance of individual Directors, are set out in the table below.

In advance of their meetings, the Board is provided with an agenda and all relevant documentation, reports and financial information in a timely manner to assist them in the discharge of their duties and to ensure that decisions are well informed and made in the best interests of the Group. No one Board member has the power to make a decision without the sanction of the other members.

Committee	Board	Audit and Risk Committee	Remuneration Committee	Nomination Committee	ESG
Number of meetings	12	6	5	5	3
Christine Adshead	12	6*	5	5	3
Simon Showman	12				3
Andrew Gossage	12	1*		1*	
Chris Dent	12	6*	5*	4*	3
Alan Rigby	8	3	2	4	2
Robbie Bell	12	6	4	4	2
Jill Easterbrook	3		1		1
Andrew Milne	9	4	4	5	2
José Carlos González-Hurtado	9	4	4	5	2

*Denotes Directors who attended Board Committee meetings during the year by invitation.

If any member is unable to attend a Board meeting, they have the opportunity to discuss any agenda items with the Chair before the meeting.

Shareholder engagement

The Board is fully committed to open and constructive engagement with shareholders, and, during the year, the Executive Directors carried out two investor roadshows to present to major existing and potential shareholders and to gain an understanding of their views. Furthermore, the Board fully appreciates the importance of private shareholders and their need for reasonable information and engagement. Therefore, the Board continues to engage Equity Development Limited to provide regular, publicly available research notes on the Group (also posted to the Group's website) along with video interviews and hosting webinars to present results and trading statements. The Company is considerate of the views of its major shareholders and commits to providing an accessible, professional approach and provision of timely and accurate data in its interactions with its shareholders. To ensure that the whole Board develop an understanding of the views of major shareholders about the Company, feedback is provided to the Board following shareholder contact and this understanding will continue to be developed going forward.

All shareholders are entitled to attend the AGM and can lodge their votes by way of proxy and/or to attend such meetings in person. They also have the opportunity to ask questions of the Board, including the Chairs of the Board Committees and to meet informally with the Directors to discuss any issues they may wish to raise.

Christine Adshead Chair

27 October 2025

Audit and Risk Committee Report

“The committee is satisfied that the choice of new ERP provider was done through a rigorous process”

Robbie Bell
Chair of the Audit and Risk Committee



Introduction

The Audit and Risk Committee assists the Board in discharging its responsibilities with regard to financial reporting, internal controls and risk management, the internal and external audit process and auditors, including reviewing and monitoring the integrity of the Group's annual and half-yearly Financial Statements.

Committee Membership

Robbie Bell (Chair)
Andrew Milne
José Carlos González-Hurtado

Number of meetings held during the year

7

Robbie Bell
Chair of the Audit and Risk Committee

Governance

The Committee's Terms of Reference are published on the Group's website. The Board is satisfied that Robbie Bell has recent and relevant financial experience, as required by provision 24 of the Code and has determined that the current composition of the Committee as a whole has competence relevant to the sector in which the Company operates. The meetings are attended by all of the Committee members and, by invitation, the Chief Financial Officer and other senior employees of the Group, along with representatives from the external auditors. In addition, the Committee has also met with the external auditor without the Executive Directors present.

Role and responsibilities

The primary role of the Committee is to assist the Board in fulfilling its oversight responsibilities. This includes:

- monitoring the integrity of the annual and interim Financial Statements and formal announcements relating to the Group's financial performance, and reviewing any significant financial reporting estimates, judgements and disclosures that they contain;
- reporting to the Board on the appropriateness of the Group's accounting policies and practices;
- if requested by the Board, ensuring that a robust assessment of the principal risks facing the Company is undertaken and providing advice on the management and mitigation of those risks. In the current year, the Committee performed a detailed review of the risks surrounding stock;
- reviewing and monitoring the effectiveness of the Group's internal control and risk management systems;
- whilst the Group has no internal audit function, considering at least annually the need for an internal audit function, reporting its recommendation and reasons thereof to the Board;
- making recommendations to the Board in relation to the appointment and removal of the external auditor and approving its remuneration and terms of engagement;
- reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process;
- reviewing the policy on the engagement of the external auditor to supply non-audit services;
- reviewing and monitoring the appropriateness of the Group's whistleblowing and anti-bribery procedures; and
- reporting to the Board on how it has discharged its responsibilities.

Activities of the Audit and Risk Committee

During the year and the period to the date of this report, the Committee has:

- reviewed and discussed with the external auditor the key accounting considerations, estimates and judgements reflected in the Group’s results for the six-month period ended 31 January 2025;
- reviewed and agreed the external auditor’s audit strategy memorandum in advance of its audit for the year ended 31 July 2025;
- reviewed the non-audit services provided to the Group by the external auditor and assessed its independence and objectivity;
- agreed the terms of engagement and fees to be paid to the external auditor for the audit of the 2025 Financial Statements;
- reviewed reports from management regarding their approach to key accounting considerations, estimates and judgements in the Financial Statements for the year ended 31 July 2025;
- discussed the report received from the external auditor regarding its audit in respect of the year ended 31 July 2025;
- reviewed the half-year and full-year Financial Statements;
- considered the Group’s principal and emerging risks, together with the processes for mitigating these risks and assigning appropriate actions with reference to the external environment;
- discussed and considered the Group’s exposure to the risk of fraud, including the safeguards in place to mitigate this risk;
- reviewed and approved the Group’s Viability Statement, including the approach and assumptions taken, giving consideration to key risks;
- discussed and agreed the nature and scope of the review and assessment of the Group’s internal control framework;
- reviewed the effectiveness of the Group’s internal control systems, including reviewing the key control cycles and reviewing the results of substantive testing of key internal controls;
- considered the effectiveness of the Group’s IT security in relation to cyber attack; and
- reviewed, challenged and approved the approach taken in relation to selecting a new ERP system for the Group.

At the request of the Board, the Committee also considered whether the Annual Report and Accounts for the year ended 31 July 2025, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Group’s position and performance, business model and strategy. Following enquiry into and discussion of management’s processes in this regard, along with consideration of the draft Annual Report and Accounts, the Committee recommended to the Board that it could make the required disclosure as set out in the Directors’ Responsibilities Statement on page 71.

Significant issues

The significant matters and key accounting estimates considered by the Committee during the year were:

Significant issues	How the issue was addressed
Revenue recognition The Group has various revenue streams which have different recognition policies. The Audit and Risk Committee sought assurance that the Group’s revenue recognition policy was appropriate and that it had been consistently applied throughout the period.	The Audit and Risk Committee reviewed and assessed management’s key internal controls in relation to the recording of revenue and were satisfied that the Group’s revenue recognition policy had been applied consistently throughout the year. Having also liaised with the external auditors, the Audit and Risk Committee was satisfied that revenue was correctly recognised.
Customer rebates and discounts Estimation is required in the determination of the rebates and discounts provision at the year end and the resultant reduction in revenue. Estimates are required as there are not always formal agreements in place and calculations can be complex, with varying criteria, such that estimation is required.	The Audit and Risk Committee has reviewed and challenged management on the approach taken to determining the level of provision required for rebates and discounts. Having also liaised with the external auditors, the Audit and Risk Committee was satisfied with the approach taken and the level of provision included within the Financial Statements.

Review of risk management and internal financial controls

The Committee has conducted a robust assessment of the principal risks faced by the business and the mitigating factors in force, along with a review of the internal financial controls, including those that would threaten its business model, future performance, solvency or liquidity.

The Group maintains a register of principal risks faced by the business, as determined by discussions with Executive and Non-executive Directors and members of the Senior Management Team. Once identified, risks are assessed by the Committee according to their likelihood, potential impact and time horizon. Risks are reassessed based on the strength of mitigating controls in place and an appropriate risk response is determined. The risks are subject to ongoing monitoring and review by both the Board and the Committee, including an update on the movements in impact and likelihood of each and progress on mitigating actions. The principal risks and uncertainties of the Group and their mitigation are included on pages 44 to 45. The impact of these risks has been considered in the Viability Statement on page 46 and the Going Concern assessment on page 87.

The Group’s financial reporting process is underpinned by the established system of internal financial controls and review procedures that form part of the monthly Group reporting process. The procedures are well established and incorporate a thorough review of performance, supported by appropriate segregation of duties and defined approval processes to minimise the risk of misappropriation.

Each year, the review and assessment of the Group’s internal control framework is planned and prioritised taking account of any developments during the year, the business’s key risks as identified by the risk register, and through discussion with the external auditor regarding those areas presenting the most significant risk of misstatement. Accordingly, during the year, the Group’s internal control cycles were reviewed and key controls were identified and tested.

The Group’s risk management and internal control systems have been in place throughout the financial year and up to the date of approval of the Annual Report and Financial Statements. The Committee is satisfied that the internal financial controls have operated effectively for the period under review and to the date of the Annual Report and Financial Statements.

Internal audit

The Committee is responsible for monitoring and reviewing the effectiveness of the systems established to identify, assess, manage and monitor financial risk. The Group does not have an internal audit function. During the year and the period to the date of this report, the Committee reviewed the results of the internal control cycles and concluded that the controls employed are appropriate, functioning as intended and sufficient for the size and nature of the Group.

The Committee will continue to review, on an ongoing basis, whether the Group’s size and activities are such that an internal audit function should be established in the future.

External audit

The independence and objectivity of the auditor, PKF Littlejohn LLP, is regularly considered by the Committee, taking into consideration relevant UK professional and regulatory requirements. The Committee reviews an annual statement from the auditor detailing their independence policies and safeguards and confirming its independence, considering relevant ethical guidance regarding the provision of non-audit services by the external auditor. The Committee has considered and approved the terms of engagement and fees of the external auditor for the year ended 31 July 2025. There were no contingent fee arrangements. Audit fees payable by the Group to PKF Littlejohn LLP in the year ended 31 July 2025 totalled £132,000 (2024: £126,000). The Committee reviewed the level of non-audit services and fees provided by PKF Littlejohn LLP. For the year ended 31 July 2025, these totalled £13,000 (2024: £13,000) which all related to half-year assurance services. The ratio of audit fees to non-audit fees, in total, for the year ended 31 July 2025 is 1:0.1.

Auditors’ remuneration:

	2025 £'000	2024 £'000
Fees for audit of the Company	56	53
Fees for the audit of the Company’s subsidiaries	76	74
Total audit fees	132	126
Other assurance services	13	13
Total non-audit fees	13	13

The Committee is required to consider and review the effectiveness of the external auditor on an annual basis and report its findings and recommendations to the Board. The assessment of effectiveness was completed by means of an ongoing process of review throughout the year with the Committee seeking assurances and understanding of the auditor's approach to the audit. In particular, the Committee reviewed and approved the external auditor's plan for undertaking the year-end audit, including the scope of their work and their proposed approach to key risk areas identified. The Committee also reviewed the detailed reports prepared by the external auditor setting out their findings from year-end audit. The results were reported to and discussed by the Audit and Risk Committee. Following the completion of the current year audit, it is the Committee's intention that this approach is supplemented by the completion of a questionnaire by the members of the Audit and Risk Committee and senior members of the finance team involved in the audit, to include consideration of the audit partner and team, as well as approach and communication.

Considering the ongoing review of the effectiveness, the independence and the length of tenure of the auditors, the Committee recommends that a resolution for the reappointment of PKF Littlejohn LLP as the Company's auditor should be proposed at the forthcoming AGM.

Robbie Bell

Chair of the Audit and Risk Committee

27 October 2025



Salter Timeless Scale
Keep me out and show me off

Remuneration Committee Report

“I am pleased to introduce my first Report of the Remuneration Committee (the “Report” and the “Committee”) as Chair of the Committee for the financial year to 31 July 2025.”

Andrew Milne
Chair of the Remuneration Committee



Introduction

The role of the Committee is to ensure that Remuneration Policy and practices of the Company are designed to support strategy and promote long-term sustainable success, reward fairly and responsibly, with a clear link to corporate and individual performance

Committee Membership

Andrew Milne (Chair)

Christine Adshead

Robbie Bell

Jose Carlos Gonzalez-Hurtado

Number of meetings held during the year

4

Andrew Milne
Chair of the Remuneration Committee

Board changes

As shareholders will note, throughout 2024 we saw the Board transition to new leadership under the new CEO, A Gossage, who had been the Managing Director of the Company since 2014. Subsequently, S Showman stepped down from his CEO duties and took up the position of Chief Commercial Officer. The Company has further made key promotions and restructuring at the senior management level with the introduction of new Chief positions for five individuals below-board as disclosed in the RNS on 28 August 2025. As part of this restructuring, S Showman, founder and Chief Commercial Officer, transitioned into the role of President and Founder with effect from 1 September 2025. In his new role, Simon will support the Group's European business and product development function. He will remain on the Board and continues to be the Group's largest shareholder.

The Committee is satisfied that the Remuneration Policy has operated as intended in FY25. This report complies with the relevant provisions of the Companies Act 2006 and Schedule 8 of the Large and Medium-Sized Companies and Groups (Accounts and Reports) Regulation 2008 (as amended). The Committee has prepared this report in line with the recommendations of the UK Corporate Governance Code and the requirements of the UK Listing Authority's Listing Rules and with consideration given to guidance provided by investors including the Investment Association's Principles of Remuneration.

Our approach to remuneration

The Committee's long-standing view is that the remuneration of Executive Directors should be competitive without being excessive, aligned with the Group's corporate strategy and, in the case of variable remuneration, be accompanied by stretching and relevant performance conditions focused on delivering shareholder value. The Committee has continued to enjoy the backing and understanding of the Executive Directors in this approach, each of whom respect the independence of the Committee.

Implementation of Remuneration Policy during the year

The Committee is satisfied that the Remuneration Policy was operated as intended and in line with the statement of our intentions set out in last year's report.

Shareholders will note that the base salary levels for Executive Directors were increased for FY25 to reflect the role changes of S Showman and A Gossage, as well as a market informed increase for C Dent resulting from his development in the role. For FY26 the Committee remains comfortable that the salary level for A Gossage is appropriate and as such no further increase is proposed. The Committee is also comfortable that S Showman's overall remuneration package remains appropriate in the context of his new role, his experience and internal relativities, and therefore no amendments to salary have been made.

As a result of the restructuring of the operating Board and the associated senior management promotions, the Committee reviewed C Dent's base salary level in the context of internal relativities, market practice, and his continued development and performance in role. Following this review C Dent's base salary was increased by 17% from £180,000 to £210,000 effective from 1 September 2025.

Performance and pay outcomes during the year

Annual bonus

Under the awards for FY25, 70% of the maximum bonus opportunity was based on the achievement of an Adjusted EBITDA target and 30% on achievement of personal objectives. As the EBITDA performance during the year was below the threshold level, the EBITDA underpin was not met. Therefore, S Showman and A Gossage did not receive any bonus payout for the year.

Incentive Plan awards

Under the awards for FY25, 65% of the maximum Incentive Plan opportunity was based on the achievement of an Adjusted EBITDA target and 35% on achievement of personal objectives. As set out above, the EBITDA performance underpin was not met and thus the Incentive Plan award for C Dent did not vest.

PSP Awards

In June 2022, C Dent was granted a PSP award over 40,000 shares subject to stretching EPS and strategic objectives over the three financial year period to 31 July 2025. Although the EPS targets were not met, the strategic targets were, and, as such, 20,000 shares vested.

No MIP awards have been exercised by participants during the year.

Conclusion

We remain committed to an open and transparent dialogue with our shareholders and welcome any feedback which shareholders may have in relation to this report. I will also be available at the AGM to take any questions in relation to this report.

Andrew Milne
Chair of the Remuneration Committee
27 October 2025

Single total figure of remuneration for each Director (audited)

The table below sets out in a single figure the total remuneration, including each element, received by each of the Directors for the years ended 31 July 2025 and 31 July 2024.

	Basic Salary/Fees ^{1,3} 2025 £	All Taxable Benefits 2025 £	Pension 2025 £	Total Fixed 2025 £	Bonus and Incentive Plan 2025 £	MIP and PSP ² 2025 £	Total Variable 2025 £	Total 2025 £
Executive Directors								
A Gossage	377,775	14,453	—	392,228	—	—	—	392,228
S Showman	316,025	14,723	10,000	340,748	—	—	—	340,748
C Dent	180,000	10,704	6,386	197,090	—	—	—	197,090
Non-executive Directors								
C Adshead	94,900	—	—	94,900	—	—	—	94,900
A Milne	42,259	—	—	42,259	—	—	—	42,259
A Rigby	34,233	—	—	34,233	—	—	—	34,233
R Bell	55,644	—	—	55,644	—	—	—	55,644
J Easterbrook	13,794	—	—	13,794	—	—	—	13,794
J C González-Hurtado	42,259	—	—	42,259	—	—	—	42,259
	1,156,889	39,880	16,836	1,213,155	—	—	—	1,213,155

	Basic Salary/Fees ^{1,3} 2024 £	All Taxable Benefits 2024 £	Pension 2024 £	Total Fixed 2024 £	Bonus and Incentive Plan 2024 £	MIP and PSP ² 2024 £	Total Variable 2024 £	Total 2024 £
Executive Directors								
A Gossage	330,736	14,098	—	344,834	—	—	—	344,834
S Showman	363,904	14,466	8,000	386,370	—	—	—	386,370
C Dent	161,208	10,566	5,581	177,625	—	—	—	177,625
Non-executive Directors								
C Adshead	58,894	—	—	58,894	—	—	—	88,367
A Rigby	45,644	—	—	45,644	—	—	—	50,970
R Bell	55,644	—	—	55,644	—	—	—	53,470
J Easterbrook	58,894	—	—	58,894	—	—	—	49,470
J McCarthy	92,400	—	—	92,400	—	—	—	53,470
	1,164,074	39,130	13,851	1,217,05	—	—	—	1,217,055

1 The salaries noted above include the following amounts of pension contributions from the remuneration package that were paid as salary:

	2025 £	2024 £
A Gossage	12,755	16,151
S Showman	1,025	11,744
	13,800	27,895

2 The Group has two long-term incentive plans in operation for the years ended 31 July 2025 and 31 July 2024; the MIP and PSP. No MIP awards have been exercised by participants and no PSP awards have vested during the year.

3 The remuneration noted above for C Adshead includes £3,250 received in respect of fees for delivering executive coaching sessions to the Group's senior operating managers in the year ended 31 July 2024.

Individual elements of remuneration

Base salary

The Remuneration Committee considered base salary levels for the year ahead and concluded that the adjustments made throughout 2024 remained appropriate. As such, no increases were awarded on 1 July 2025. Following a number of senior management promotions, it was agreed that C Dent’s salary would increase to £210,000 (effective on 1st September 2025) to reflect his continued development in role and internal relativities. In arriving at this figure, the Committee consulted with its remuneration advisors and considered market reports on remuneration data from comparable listed companies.

	Base Salary 1 July 2024 £	Base Salary 1 July 2025 £	Movement %
A Gossage	365,000	365,000	0%
S Showman	315,000	315,000	0%
C Dent	180,000	180,000	0%

1 As set out in the Chair’s statement, C Dent’s salary increased to £210,000 effective as at 1 September 2025 which represents a 17% increase from his previous salary of £180,000.

Taxable benefits

Each Executive Director is entitled to medical expenses insurance. Car allowances are paid to the Executive Directors as follows: A Gossage £12,500; S Showman £12,500 and C Dent £10,000. The car allowances have remained unchanged for FY25. C Dent’s car allowance will increase to £12,500 for FY26.

Pension benefits (audited)

The Group operates a defined contribution pension scheme, which the Directors are eligible to participate in. The Executive Directors currently receive 3.5% of their salary (excluding any car allowance) as a contribution to their pension arrangements or the equivalent as a cash allowance, which is aligned to the wider workforce. The contracts of employment for the Executive Directors do not define a normal retirement age and given the arrangements in place, the Executive Directors have not accrued pension entitlements at 31 July 2025 (2024: £nil).

Non-executive Director fees

The Non-executive Directors are subject to shareholder approval, appointed for an initial period of three years and will stand for re-election at each Annual General Meeting of the Company. The period of service can be extended for a further three years based upon Board approval.

The fees payable to the Non-executive Directors are determined by the Board in light of independent surveys of fees paid to Non-executive Directors of comparable companies and with regard to the time commitment and responsibilities involved.

The base fees payable to the Non-executive Directors for their services is £45,644 per annum, the fee in respect of Chairing one of the three main Board Committees (Remuneration, Audit & Risk, ESG) is £10,000 per annum and the fee in respect of services as Non-executive Chair of the Board is £92,400.

Annual bonus scheme

Awards made in respect of the year to 31 July 2025

In accordance with the Remuneration Policy, the maximum bonus opportunity under the Annual Bonus Plan for FY25 was set at 100% of base salary for S Showman and A Gossage (FY24: 100%). The Remuneration Committee attached performance conditions to each award, one based upon adjusted EBITDA and two based upon personal strategic targets which were chosen to align with the Group’s strategic pillars. No payment in respect of the personal strategic targets were permissible unless at least the threshold level of adjusted EBITDA £20.6m was obtained. The targets attaching to the Annual Bonus Plan for FY25 are set out below.

Incentive plan awards

Awards made in respect of the year to 31 July 2025

In accordance with the Remuneration Policy, the maximum bonus opportunity under the Incentive plan for FY25 was set at 140% of base salary for C Dent. The Remuneration Committee attached performance conditions to each award, one based upon adjusted EBITDA and two based upon personal strategic targets which were chosen to align with the Group's strategic pillars. No payment in respect of the personal strategic targets were permissible unless at least the threshold level of adjusted EBITDA £20.6m was obtained. The targets attaching to the Incentive Plan for FY25 are set out below.

Performance condition	Level	Opportunity (% of salary)		
		A Gossage	S Showman	C Dent
Adjusted EBITDA	Threshold (£20.6m)	0%	0%	0%
	Target (£20.7m)	60%	60%	75%
	Stretch (£22.3m)	70%	70%	65%
	Adjusted EBITDA Outcome (£m)		£12.5m	
	Outcome (% of salary)	0%	0%	0%
Personal Target 1 (subject to Adjusted EBITDA underpin)	Below Threshold	0%	0%	0%
	Threshold	5%	5%	5%
	Target	7.5%	7.5%	7.5%
	Stretch	10%	10%	10%
Personal Target 2 (subject to Adjusted EBITDA underpin)	Below Threshold	0%	0%	0%
	Threshold	–	5%	5%
	Target	10%	7.5%	7.5%
	Stretch	–	10%	10%
Personal Target 3 (subject to Adjusted EBITDA underpin)	Below Threshold	0%	0%	0%
	Threshold	5%	–	–
	Target	7.5%	10%	15%
	Stretch	10%	–	–
Total opportunity		100%	100%	140%
Overall outcome (% of base salary)		0%	0%	0%
Overall outcome (% of max. opportunity)		0%	0%	0%

As EBITDA for FY25 was £12.5m, the target level of performance was not delivered, resulting in no bonus being paid to the Executive Directors for this element. In addition, as this was below Threshold, no bonuses in respect of personal targets were permissible, despite progress being made on these individual objectives. The Committee considered that the bonus and incentive plan outcomes appropriately reflected individual and business outcomes. No discretion was used in assessing the outcomes as set out above.

Long-term incentive plans (audited) PSP awards granted during the financial year

There have been no new share options granted under the PSP scheme in the current year, and there have been no PSP awards with a performance period ending in the current year for the current Directors.

PSP awards vesting during the financial year

In June 2022, C Dent was granted a PSP award over 40,000 shares subject to stretching EPS and strategic objectives over the three financial year period to 31 July 2025. Although the EPS targets were not met, the strategic targets were, and, as such, 20,000 shares vested.

MIP

The 2017 MIP is structured as an award of A ordinary shares in Ultimate Products UK Limited ('Subsidiary Shares'). The right attaching to the Subsidiary Shares originally included a put option with a three-year vesting period that could be exercised up to seven years following the vesting date. Exercise of the put option was subject to the share price of Ultimate Products plc exceeding a hurdle set at a premium to the IPO price. Following a shareholder vote at the FY22 AGM the time horizon of the MIP was extended by two years to 28 February 2026 subject to an uplift in the Hurdle from 166.4p to 193.02p (equating to an 8% increase to the Hurdle for each of the two years by which the MIP was extended). At the point of exercise, the recipient will receive the value of the Subsidiary Shares in either cash or shares in Ultimate Products plc ('Plc Shares'), at the discretion of Ultimate Products plc, subject to a cap of 6.25% of the issued share capital of Ultimate Products plc as at the date of the IPO. The table below shows the maximum number of Plc Shares that could be issued in exchange for the Subsidiary Shares, based upon the share price of Ultimate Products plc as at the relevant date had the put options been exercised at such time:

As at 31 July 2024 and 2025:

	Subsidiary Shares Held	Maximum Potential PLC Shares at 31 July	Face Value
Executive Directors			
A Gossage	32	–	–
S Showman	48	–	–

Face value is calculated as the number of Plc Shares that could be acquired upon exercise of the put option, multiplied by the average mid-market share price at the relevant year end date. The price at this date is taken as this is linked to the maximum potential shares to be issued based upon the conditions at that time. As at 31 July 2025 and 2024, the share price of Ultimate Products plc was below the hurdle price so, at that date, the put option would not be exercisable.

Service contracts

The following table sets out the key terms of the service contracts in place:

	Date of appointment	Date of service contract	Notice period
Executive Directors			
A Gossage	28 July 2005	8 February 2024	12 Months
S Showman	28 July 2005	8 February 2024	12 Months
C Dent	4 April 2022	4 April 2022	6 Months
Non-executive Directors			
R Bell	1 March 2017	2 November 2020	1 Month
C Adshead	21 September 2020	21 September 2020	1 Month
J C González-Hurtado	28 October 2024	28 October 2024	1 Month
A Milne	28 October 2024	28 October 2024	1 Month

All other Outside appointments are disclosed in the Director biographies set out on pages 48 and 49 of the Annual Report.

Payments for loss of office (audited)

There have been no such payments made in either the year ended 31 July 2025 or the comparative period.

Payments to former Directors (audited)

There have been no such payments made in either the year ended 31 July 2025 or the comparative period.

Directors' shareholdings (audited)

The table below sets out the total number of shares held at 31 July 2025 by each Director of the Company.

	A Ordinary shares owned ¹	Shares owned outright	Shares under option	Potential MIP shares ¹	Deferred bonus shares ²
Executive Directors					
A Gossage	32	8,052,400	–	–	–
S Showman	48	18,530,600	–	–	–
C Dent	–	107,114	40,000	–	9,750
Non-executive Directors					
R Bell	–	502,144	–	–	–
C Adshead	–	–	–	–	–
J C Gonzalez-Hurtado	–	–	–	–	–
A Milne	–	–	–	–	–

1 The A Ordinary shares held in Ultimate Products UK Limited give rise to a potential entitlement to acquire additional shares in Ultimate Products plc, as explained in the "Long-Term Incentive Plan" section above. The share price at 31 July 2025 did not exceed the hurdle price and as such, the potential MIP shares at 31 July 2025 were nil.

2 Pursuant to the Remuneration Policy, 30% of the award payable under the Annual Bonus Plan to C Dent in respect of the year ended 31 July 2023 was deferred into shares that vest in three equal tranches after one, two and three years. The legal title to these shares are held under a nominee agreement by JTC Employer Solutions Trustee Limited, the trustee of the Group's Employee Benefit Trust. As requiring S Showman and A Gossage to defer a portion of their bonus award into shares would have triggered a mandatory offer under Rule 9 of the City Code on Takeovers and Mergers, the Remuneration Committee instead arranged (in compliance with the Remuneration Policy) for 30% of their award to be held as cash, again under a nominee agreement by the trustee of the Group's Employee Benefit Trust for the year ended 31 July 2025. Similarly, 30% of the award payable under the Annual Bonus Plan to S Showman and A Gossage for the years ended 31 July 2022 and 31 July 2023 were deferred in the same way.

The table below sets out the change in the number of shares held by each Director of the Company in the period since 31 July 2025

	Shares owned outright at 31 July 2024	Shares owned outright 31 July 2025	Shares held under share options 31 July 2025	Potential MIP shares 31 July 2025	Deferred bonus shares 31 July 2025	Shares owned outright at 27 October 2025
A Gossage	8,052,400	8,052,400	–	–	–	8,052,400
S Showman	18,530,600	18,530,600	–	–	–	18,530,600
C Dent	90,710	107,114	40,000	–	9,750	107,114
A Rigby	25,000	25,000	–	–	–	25,000
R Bell	502,144	502,144	–	–	–	502,144
C Adshead	–	–	–	–	–	–
J Easterbrook	–	–	–	–	–	–
A Milne	–	–	–	–	–	–
J C Gonzalez-Hurtado	–	–	–	–	–	–

1. A Rigby and J Easterbrook stepped down from the Board during the year, with the shareholdings illustrated at the date of stepping down.

Shareholding requirement

	Base Salary ¹ £	Total Shareholding	Shareholding Requirement as % of Salary	Shareholding Requirement ²	Actual Shareholding as % of Requirement
A Gossage	365,000	8,052,400	250%	1,573,276	512%
S Showman	315,000	18,530,600	250%	1,357,759	1,365%
C Dent ³	180,000	107,114	125%	387,931	28%

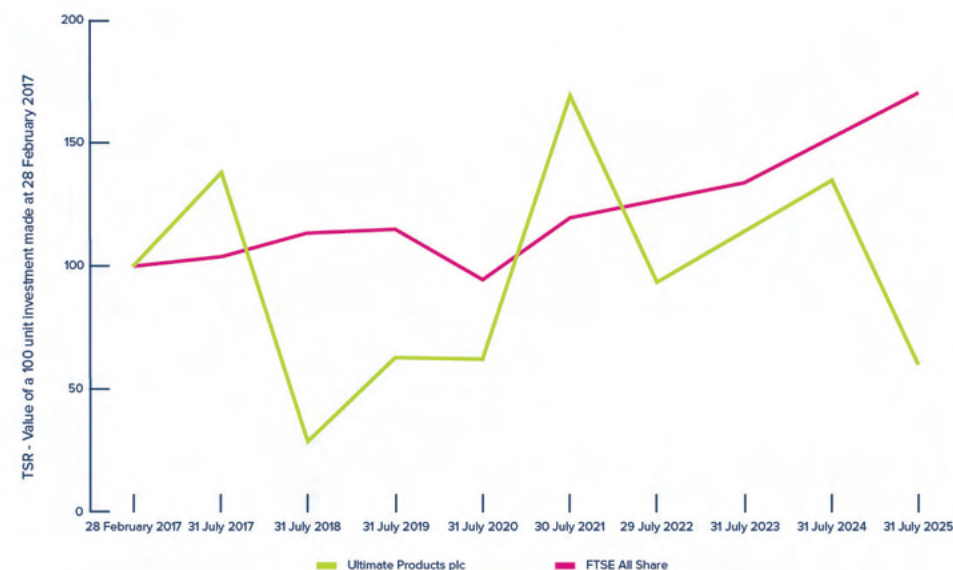
1 Base salary above excludes any amount in respect of a car allowance.

2 Salary divided by the 31 July 2025 share price of 58.3p, multiplied by percentage of salary.

3 C Dent was appointed on 4 April 2022 and is in the process of building up his shareholding to the required 125% of salary within the maximum period of five years as required by the Remuneration Policy; the Committee will continue to monitor this process.

Performance graph and CEO remuneration table

This graph illustrates the Group's performance against the FTSE All Share since the date of the IPO, measured by Total Shareholder Return. The FTSE All Share has been chosen as the appropriate comparator, as Ultimate Products plc is a constituent of this index. This illustrates the movement in a hypothetical £100 invested in the Company from the date of the IPO.



The table below sets out the remuneration data for the Director undertaking the role of CEO for the period since IPO:

Chief Executive	Year	Single Figure Remuneration £'000	Annual Bonus (% of maximum)	PSP Vesting (% of maximum)
A Gossage	2025	392	Nil	Nil
A Gossage (from the period of 8 February 2024 to 31 July 2024)	2024	193	Nil	Nil
S Showman (for the period to 7 February 2024)	2024	213	Nil	Nil
S Showman	2023	627	60%	Nil
S Showman	2022	437	10%	Nil
S Showman ¹	2021	595	60%	Nil
S Showman	2020	345	Nil	Nil
S Showman	2019	710	79%	Nil
S Showman	2018	382	Nil	Nil
S Showman	2017	1,434	Nil	Nil

¹ It is noted that the single figure remuneration for 2020 includes the impact of a salary reduction that was taken by S Showman as a result of the COVID pandemic.

Relative importance of spend on pay

The table below illustrates the Group's expenditure on pay in comparison to distributions to shareholders by way of dividends.

	2025 £'000	2024 £'000	% Change
Total employee costs (note 8 – Financial Statements)	16,023	16,437	-2.5%
Dividends	3,121*	6,330*	-50.7%

*Dividends declared and proposed in respect of the year ended 31 July 2025 and 2024, including any such amounts waived

CEO pay ratio

The table below compares the total remuneration of S Showman, the former CEO and A Gossage, the current CEO for the respective periods served as CEO during the FY25 (as included in the single figure table on page 60 to the remuneration of the 25th, 50th and 75th percentile of our UK employees.

Total pay ratio	Method	25th percentile	Median	75th percentile
Year ended 31 July 2025	A	14.8:1	13.6:1	11.1:1
Year ended 31 July 2024	A	15.8:1	14.1:1	11.3:1
Year ended 31 July 2023	A	25.4:1	22.5:1	15.3:1
Year ended 31 July 2022	A	17.6:1	15.3:1	10.8:1
Year ended 31 July 2021	A	24.7:1	22.0:1	15.4:1

As permitted by the legislation, we have calculated the ratio using Option A as this is considered to be the most statistically accurate way. Under this option, the full-time equivalent total remuneration has been determined for all UK employees for the years ended 31 July 2024 and 31 July 2025. Representative employees have then been identified for each quartile using this data. No assumptions have been used to estimate the full-time equivalent employees. The remuneration figure for the employee at each quartile was determined with reference to 31 July 2024 and 31 July 2025. The total pay and benefits and the base salary component of total pay and benefits are set out as follows:

	Base Salary 2025 ¹ £	Total pay and benefits 2025 £	Base Salary 2024 ¹ £	Total pay and benefits 2024 £
CEO remuneration	365,000	392,228	373,940	406,863
25th percentile employee	25,723	26,510	25,064	25,816
Median employee	27,144	28,768	28,000	28,840
75th percentile employee	34,000	35,487	35,000	36,050

¹ The base salary for the CEO excludes car allowance and pension payments taken as cash. These amounts are included in total pay and benefits.

² There has been a decrease in the ratios for the financial year ending 31 July 2025, which is driven primarily by varying incentive outcomes. It is to be expected that the ratio will vary from year-to-year, primarily as the CEO's package consists of a much higher level of variable pay that is dependent on performance, whereas the wider workforce remuneration is predominantly fixed in nature, which is normal practice for these roles. In this context, the Committee is satisfied that the ratios are appropriate and fair.

Annual percentage change in remuneration of Directors compared to employees

This table shows the percentage change in salary, taxable benefits and annual bonus set out in the single figure of remuneration tables, paid to each Director in respect of the financial years ended 31 July 2025, 31 July 2024, 31 July 2023 and 31 July 2022 compared to that of the average pay of all employees of the Group.

	Salary/fees				Benefits				Annual Bonus			
	2022	2023	2024	2025	2022	2023	2024	2025	2022	2023	2024	2025
Executive Directors												
A Gossage	+4.2%	+5.0%	+14.6%	+16.0%	+1.2%	+0.6%	+0.4%	+2.5%	-76.8%	+457.0%	-100.0%	0%
S Showman	+4.3%	+5.0%	-9.2%	-10.5%	+1.1%	+0.5%	+1.4%	+1.8%	-82.6%	+526.6%	-100.0%	0%
C Dent	n/a	+10.0%	+11.9%	+11.6%	n/a	+4.3%	+1.8%	+1.3%	n/a	+100.0%	-100.0%	0%
Non-executive Directors												
A Rigby	+3.5%	+5.0%	0.0%	0%	0.0%	0.0%	0.0%	0.0%	–	–	–	–
R Bell	+3.5%	+5.0%	0.0%	0%	0.0%	0.0%	0.0%	0.0%	–	–	–	–
C Adshead	+3.5%	+5.0%	0.0%	0%	0.0%	0.0%	0.0%	0.0%	–	–	–	–
J Easterbrook	+3.5%	+5.0%	0.0%	0%	0.0%	0.0%	0.0%	0.0%	–	–	–	–
A Milne	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
J C Gonzalez-Hurtado	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Average pay of all employees²	+7.6%	+10.5%	+5.8%	+4.5%	-11.9%	+18.8%	+7.1%	+57.5%	-11.8%	-2.0%	-19.0%	+9.5%

1 The salary used in the calculation excludes the pension contributions that were paid as salary but includes car allowances.

2 Average pay is determined using all employees in the Group, as the Parent Company has no employees. The calculations are based on all employees who were employed throughout the relevant comparator.

Statement on implementation of Remuneration Policy in the following financial year

Base salary

As described in the Chair's statement, the base salaries for the Executive Directors were reviewed during the year. The resulting rates of salary are as follows:

Executive Director	Base salary from 1 July 2024	Base salary from 1 July 2025	Base salary from 1 September 2025	Increase
A Gossage	£365,000	£365,000	£365,000	0%
S Showman	£315,000	£315,000	£315,000	0%
C Dent	£180,000	£180,000	£210,000	+17%

Benefits and pension

There are no planned changes to the provision of benefits for FY26.

A Gossage, S Showman and C Dent will receive a pension contribution of 3.5%, aligned to the wider workforce level.

Incentive awards

The maximum incentive opportunity for C Dent will be 140% of salary. Under the awards for FY26, 57% of the maximum incentive opportunity is again based on the achievement of an Adjusted EBITDA target and 43% on achievement of personal objectives, of which some relate to specific financial metrics. In relation to the award, up to 60% will be paid in cash at the end of the performance period and up to 80% deferred into shares for four years. The awards will also be subject to malus and clawback provisions.

For A Gossage and S Showman, the maximum incentive opportunity will be 100% of salary. Under the awards for FY26, 70% of the maximum bonus opportunity is again based on the achievement of an Adjusted EBITDA target and 30% on achievement of personal objectives. Up to 70% of salary will be paid following the performance period in cash, and up to 30% of salary deferred into cash vesting over a period of three years.

The Committee has decided that, given the commercial sensitivity of the detailed performance measures used for the annual bonus plan, disclosing these targets prospectively is not in the interests of the Group or its shareholders. The targets, performance levels achieved and resulting payments will be disclosed retrospectively after the end of the performance period.

Non-executive Director fees

The rate of fees for the Chair of the Board and Non-Executive Directors remain the same as in the prior year:

Role	Fee from 1 July 2024
Chair of the Board	92,400
Non-executive Director base fee	45,644
Additional fee for chairing Audit Committee	10,000
Additional fee for chairing Remuneration Committee	10,000
Additional fee for chairing ESG Committee	10,000

Consideration of matters relating to Directors' remuneration

The following Directors were members of the Committee when matters relating to Directors' remuneration were considered:

- ▶ A Milne
- ▶ C Adshead
- ▶ R Bell
- ▶ J Gonzales-Hurtado

External advisers

The adviser to the Committee during the year was PricewaterhouseCoopers LLP ("PwC").

PwC advised on market practice, corporate governance and regulations, incentive target-setting, and other matters that the Committee was considering, as well as assistance in drafting the annual Remuneration Report. The Audit and Risk Committee consider PwC to have been objective and independent during the year, as there are no conflicts of interest. PwC is a member of the Remuneration Consultants Group and a signatory to its Code of Conduct and the Committee is therefore satisfied that the advice PwC will provide is objective and independent. PwC have fees of £22,650 for Committee matters in the year to 31 July 2025.

Statement of shareholder voting

Shareholder voting in relation to the resolutions to approve the Directors' Remuneration Policy (December 2023 AGM) and the Directors' Remuneration Report (December 2024 AGM), was as follows:

Resolution	For (No. of shares)	For (%)	Against (No. of shares)	Against (%)	Votes Withheld (No. of shares)
To receive and approve the Directors' Remuneration Policy (2023 AGM)	63,369,050	93.42%	4,465,538	6.58%	7,415
To receive and approve the Directors' Remuneration Report (2024 AGM)	66,825,230	99.89%	71,273	0.11%	22,500

The Remuneration Report was approved by the Board on 27 October 2025.

On behalf of the Board

Andrew Milne

Chair of the Remuneration Committee

27 October 2025

Directors' Report and other statutory disclosures

The Directors present their report and the audited consolidated Financial Statements of the Group for the year ended 31 July 2025.

Strategic Report

The Companies Act 2006 requires the Directors to present a review of the business during the year to 31 July 2025 and of the position of the Group at the end of the financial year, together with a description of the principal risks and uncertainties faced. The Strategic Report can be found on pages 5 to 46 and is incorporated by reference into this Directors' Report.

Corporate governance statement

The Disclosure and Transparency Rules require certain information to be included in a corporate governance statement in the Directors' Report. Information that fulfils the requirements of the corporate governance statement can be found in the Corporate Governance Report on pages 47 to 71 and is incorporated by reference into this Directors' Report.

Results and dividends

The Group's profit after tax for the financial year ended 31 July 2025, was £5.8m (2024: £10.5m). In line with our policy of distributing around 50% of the Group's adjusted profit after tax, the Board is pleased to propose a final dividend of 2.15p per share (FY24: 4.93p per share) to take the total dividend for the year to 3.7p per share (FY24: 7.38p per share). Subject to shareholder approval at the AGM on 12 December 2025, the final dividend will be paid on 30 January 2026 to shareholders on the register at the close of business on 5 January 2026 (ex-dividend date 2 January 2026).

Future developments

In accordance with s414A of the Companies Act 2006, the Group has disclosed future developments within its Strategic Report on pages 5 to 46.

Directors

Names, biographical details and appointment dates of the Directors of the Company at the date of this report are shown on pages 48 and 49.

Subject to the Company's Articles of Association (the "Articles") and any relevant legislation, the Directors may exercise all of the powers of the Company and may delegate their power and discretion to committees. The powers of the Directors to issue or repurchase ordinary shares are set by resolution at a general meeting of shareholders. The Articles give the Directors power to appoint and remove Directors. Under the terms of reference of the Nomination Committee, any appointment must be recommended by the Nomination Committee for approval by the Board. Additionally, the Company may by ordinary resolution, subject to the wider provisions of the Articles, appoint a Director or the Company may by special resolution, or in accordance with the provisions of the Companies Act 2006, remove a Director. In compliance with the UK Corporate Governance Code, the Articles require all Directors to retire and submit themselves for re-election at each Annual General Meeting.

Directors' indemnity provisions

As at the date of this report, indemnities are in force between the Company and each of its Directors under which the Company has agreed to indemnify each Director, to the extent permitted by law, in respect of certain liabilities incurred as a result of carrying out their role as a Director of the Company. The Directors are also indemnified against the costs of defending any criminal or civil proceedings, or any claim in relation to the Company or brought by a regulator as they are incurred, provided that where the defence is unsuccessful the Director must repay those defence costs to the Company. The Company's total liability under each indemnity is limited to £10m for each event, giving rise to a claim under that indemnity. The indemnities are qualifying third-party indemnity provisions for the purposes of the Companies Act 2006. In addition, the Company maintained a Directors' and Officers' liability insurance policy throughout the financial year and has renewed that policy.

Political donations and political expenditure

No company within the Group made any political donations or incurred any political expenditure in the year (2024: £nil).

Post balance sheet events

The Directors propose a final dividend, as set out in note 12 to the Financial Statements.

Global operations

The Group's head office and primary distribution facilities are in Oldham. In addition, the Group also has a presence in China, Germany, France and Poland. The registered Representative Office in China strengthens the Group's Far East sourcing and quality functions, managing orders with suppliers on a day-to-day basis as well as providing a Far East showroom. The branches in Europe employ local sales teams to support the Group's international strategy.

Employee engagement

The Group places considerable value on the involvement of its employees and has continued to keep them informed on matters affecting them as employees and on the various factors affecting the performance of the Group. Employees are consulted regularly on a wide range of matters affecting their current and future interests and open feedback from all employees across the Group is encouraged through our CCG and employee annual People Engagement Survey, which is led by the CCG.

Employment of disabled persons

Suitable procedures are in operation to support the Group's policy that disabled persons, whether registered or not, shall be considered for employment and subsequent training, career development and promotion on the basis of their aptitudes and abilities. Where members of staff become disabled, every effort is made to ensure that they are retrained according to their abilities and reasonable adjustments are made to the working environment to accommodate their needs.

Substantial shareholdings

As at the date of this report, the Company had been notified under Rule 5 of the Financial Conduct Authority's Disclosure and Transparency Rules of the following interests in the Company's ordinary share capital:

	Number of shares	% of voting rights	Type of holding
Schroder Investment Management	10,872,715	12.6%	indirect
Barry Franks	7,270,400	8.4%	indirect
Ultimate Products Employee Benefit Trust	2,699,745	3.1%	indirect

Relationships with controlling shareholders

Under Listing Rule 9.8.4R(14), the Company has entered into a relationship agreement with the controlling concert party. During the period the Company has complied with the independence provisions in the agreement, and as far as the Company is aware the controlling concert party has also complied with the independence provisions and the procurement obligation in the agreement.

Share capital

At 31 July 2025, the Company's entire issued share capital comprised a single class of 86,330,132 ordinary shares of 0.25p each. Further details of the Company's issued share capital, together with details of shares repurchased during the year, is shown in note 23 to the Financial Statements. All of the Company's issued ordinary shares are fully paid up and rank equally in all respects. The rights attaching to the shares are set out in the Articles.

On a show of hands at a general meeting of the Company, every holder of ordinary shares present in person or by proxy and entitled to vote shall have one vote and, on a poll, every member present in person or by proxy and entitled to vote shall have one vote for every ordinary share held. The Notice of AGM gives full details of the deadlines for exercising voting rights in relation to resolutions to be passed at the AGM. All proxy votes are

counted and the numbers for, against or withheld, in relation to each resolution, are announced at the AGM and published on the Company's website after the meeting. Subject to the relevant statutory provisions and Articles, shareholders are entitled to a dividend where declared and paid out of profits available for such purposes. There are no restrictions on the transfer of ordinary shares in the Company other than:

- those which may from time-to-time be applicable under existing laws and regulations (for example, insider trading laws); and
- pursuant to the Listing Rules of the Financial Conduct Authority, whereby certain Directors and employees of the Company require the approval of the Company to deal in the Company's ordinary shares and are prohibited from dealing during closed periods.

A dividend waiver is in place in respect of the Trustee's shareholdings under the Ultimate Products Employee Benefit Trust (UP EBT). Unless the Company directs that the Trustee may vote on a particular occasion, the Trustee abstains from voting in respect of the shares it holds for the benefit of the UP EBT. If the Company directs that the Trustee may vote, the Trustee may vote, or abstain from voting, in the manner that it thinks fit in its absolute discretion.

At 31 July 2025, pursuant to shareholder resolutions passed on 13 December 2024, and the waiver received from the Panel

on Takeovers and Mergers, the Company had authority to: (i) issue ordinary shares without first offering such shares to existing shareholders, up to a value of 5% of the Company's issued share capital; and (ii) purchase up to 10% of its issued share capital. Such authorities will expire at the conclusion of the AGM of the Company on 12 December 2025. It is proposed that such authorities are renewed at the AGM for 2025, as detailed in the AGM Notice.

The Company is not aware of any agreements between shareholders that may result in restrictions on the transfer of securities or on voting rights.

Change of control

As disclosed in the Directors' Remuneration Report, awards under the Company's share incentive plans contain provisions relating to a change of control of the Company. The Company's banking facilities with HSBC Bank plc may, at the discretion of the lender, become repayable upon a change of control.

Articles of Association

The Company's Articles may only be amended by a special resolution at a general meeting of shareholders. No amendments are proposed to be made to the existing Articles at the 2025 AGM.

Carbon emission reporting

Disclosures regarding greenhouse gas emissions, energy consumption and energy efficiency action are included in the Strategic Report on page 40. This information is incorporated by reference into this Directors' Report.

Financial risk management and internal controls

Information on the exposure of the Group to certain financial risks and on the Group's objectives and policies for managing each of the Group's main financial risk areas is detailed in the financial risk management disclosure in note 22.

Contracts of significance

The contracts of significance, as defined by Listing Rule 9.8, in existence during the financial year relate to the lease of the Group's offices, showroom and distribution facilities at Manor Mill and Heron Mill. The lease for Manor Mill, originally entered into on 11 November 2016 by Ultimate Products UK Limited was extended on 21 January 2020 on normal commercial terms. The lessor is Berbar Properties Limited, a company of which former Director Barry Franks is a director and sole shareholder. The lease is for a term of ten years and the current rent is £180,000 per annum. The lease of Heron Mill was entered into by Ultimate Products UK Limited on normal commercial terms on 14 April 2023 with Heron Mill Limited, which is controlled by its Directors Simon Showman and Andrew Gossage and former Director Barry Franks. The lease is for a term of seven years and the current rent is £387,500 per annum.

Going concern

The Financial Statements have been prepared on a going concern basis, as set out in the Statement of Directors' Responsibilities on page 46. Having considered the ability of the Company and the Group to operate within its existing facilities and meet its debt covenants, the Directors have a reasonable expectation that the Company and Group have adequate resources to continue in operational existence for the foreseeable future (being at least one year following the date of approval of this Annual Report). Accordingly, they consider it appropriate to adopt the going concern basis in preparing the Financial Statements. The Group's Viability Statement is set out on page 46 of the Strategic Report.

Disclosure of information under listing rule 9.8.4R

The information required to be disclosed under Listing Rule 9.8.4R, where applicable to the Company, can be found in the 2025 Annual Report and Financial Statements at the references provided below:

Section	Description	Annual Report location
(1)	Interest capitalised	Not applicable
(2)	Publication of unaudited financial information	Page 106
(4)	Details of long-term incentive schemes	Pages 58 to 69
(5)	Waiver of emoluments by a Director	Not applicable
(6)	Waiver of future emoluments by a Director	Not applicable
(7)	Non-pre-emptive issues of equity for cash	Not applicable
(8)	Item (7) in relation to major subsidiary undertakings	Not applicable
(9)	Parent participation in a placing by a listed subsidiary	Not applicable
(10)	Contracts of significance	Page 70
(11)	Provision of services by a controlling shareholder	Remuneration Report
(12)	Shareholder waivers of dividends	Page 69
(13)	Shareholder waivers of future dividends	Page 69
(14)	Agreements with controlling shareholders	Directors' Report

Directors' statement as to disclosure of information to auditor

So far as each Director is aware, there is no relevant audit information (as defined by the Companies Act 2006) of which the Company's auditor is unaware. Each Director has taken all steps that ought to be taken by a Director, to make themselves aware of and to establish that the auditor is aware of any relevant audit information.

Auditor

The Audit and Risk Committee has responsibility delegated from the Board for making recommendations on the appointment, reappointment, removal and remuneration of the external auditor. In accordance with Section 485 of the Companies Act 2006, a resolution proposing that PKF Littlejohn LLP be reappointed as auditors of the Group and to authorise the Audit and Risk Committee to fix their remuneration will be proposed at the 2025 AGM.

Annual General Meeting

The Company's AGM will be held at 14:00 pm on 12 December 2025 at the Company's registered office, Manor Mill, Oldham, OL9 0DD. The Notice of the AGM accompanies this Annual Report and will be available on the Group's website at www.upplc.com. Two resolutions will be proposed as special business. Explanatory notes on these resolutions are set out in the Notice of the meeting.

Recommendation to shareholders

The Board considers that all of the resolutions to be considered at the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommends that you vote in their favour.
By order of the Board.

Chris Dent
Company Secretary
27 October 2025

Statement of Directors' responsibilities

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with UK adopted international accounting standards and applicable law and regulations. Company law requires the Directors to prepare Financial Statements for each financial year. Under that law the Directors are required to prepare the Group and Company Financial Statements in accordance with UK adopted international accounting standards. Under company law the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the profit or loss for the Group and Company for that period. In preparing the Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with UK adopted international accounting standards, subject to any material departures disclosed and explained in the Financial Statements;
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business; and
- prepare a Directors' Report, a Strategic Report and Directors' Remuneration Report which comply with the requirements of the Companies Act 2006.

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

They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. The Directors are responsible for ensuring that the Annual Report and Accounts, taken as a whole, are fair, balanced, and understandable and provides the information necessary for shareholders to assess the Group's performance, business model and strategy.

Website publication

The Directors are responsible for ensuring the Annual Report and the Financial Statements are made available on a website. Financial Statements are published on the Company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of Financial Statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the Financial Statements contained therein.

Directors' responsibilities pursuant to DTR4

The Directors confirm to the best of their knowledge:

- ▶ the Financial Statements have been prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit and loss of the Group and Company; and
- ▶ the Annual Report includes a fair review of the development and performance of the business and the financial position of the Group and Company, together with a description of the principal risks and uncertainties that they face.

This Directors' Report and Responsibility Statement was approved by the Board of Directors on 27 October 2025 and is signed on its behalf by

Chris Dent
Company Secretary
27 October 2025



Financial Statements

Providing the best service



Independent Auditor's Report

To the members of Ultimate Products plc

Opinion

We have audited the financial statements of Ultimate Products plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 July 2025 which comprise of Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Company Statement of Financial Position, the Consolidated Statement of Changes in Equity, the Company Statement of Changes in Equity, the Consolidated Statement of Cash Flows, the Company Statement of Cash Flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards and as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- ▶ the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 July 2025 and of the group's profit for the year then ended;
- ▶ the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- ▶ the parent company financial statements have been properly prepared in accordance with UK-adopted international accounting standards and as applied in accordance with the provisions of the Companies Act 2006; and
- ▶ the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the group's and parent company's ability to continue to adopt the going concern basis of accounting included:

- ▶ obtaining management's assessment that supports the Board's conclusions about the appropriateness of using the going concern basis for the preparation of the financial statements and assessed the adequacy and accuracy of the disclosures made in the financial statements around going concern;
- ▶ evaluating management's historical forecasting accuracy by comparing performance to budgets from prior financial periods;
- ▶ testing the assessment and underlying forecasts for mathematical accuracy;

- ▶ obtaining an understanding of the financing facilities from the finance agreements, including the nature of the facilities, covenants and attached conditions;
- ▶ agreeing the underlying cash flow projections to management-approved forecasts, recalculating the impact on banking covenants and liquidity headroom for the base case scenario;
- ▶ assessing whether key inputs and assumptions, including sales growth rates, gross profit margins, overheads and financing cashflows made were reasonable;
- ▶ performing independent sensitivity analysis on management's key assumptions and inputs, including applying incremental adverse cash flow sensitivities. The sensitivity analysis included the impact of certain severe but plausible scenarios, evaluated as part of management's work on the group's viability, including a significant drop in revenue owing to a major recession and/or loss of key contracts, operational disruption, technology displacement and increase in costs from inflation;
- ▶ evaluating the amount and timing of identified mitigating actions available to respond to a severe downside scenario, such as ability to restrict capital expenditure and cash payments associated with dividends and whether those actions are feasible and within the group's control; and
- ▶ considering the appropriateness of management's downside scenario, to understand how severe conditions would have to be to breach liquidity and whether the reduction in Earnings Before Interest Taxes Depreciation and Amortisation (EBITDA) required has no more than a remote possibility of occurring.

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 or parent 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 relation to the entities 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 director's 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.

Independent Auditor's Report Continued

Our application of materiality

For the purposes of determining whether the financial statements are free from material misstatement, we define materiality as the magnitude of misstatement that makes it probable that the economic decisions of a reasonably knowledgeable person, relying on the financial statements, would be changed, or influenced. We also determine a level of performance materiality which we use to assess the extent of testing needed to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.

Materiality for the group financial statements as a whole was set as £639,000 (2024: £715,000). This was calculated based upon 5% of the average annual profit before tax for the previous three years (2024: 5% of profit before tax) due to changes in the group's profitability that are not proportionate to movements in revenue or the composition of its statement of financial position and since it is one of the group's key performance indicators. Performance materiality and the triviality threshold for the consolidated financial statements was set at £447,000 (2024: £500,000) and £31,000 (2024: £35,750) respectively due to the number of significant risks and this being our third year of engagement.

Materiality for the parent company financial statements as a whole was set as £344,000 (2024: £390,000). This was calculated based upon 1.5% of gross assets (2024: 1.5% of gross assets) due to the significant value of, and focus on, the investment in and balances due from subsidiaries. Performance materiality and the triviality threshold for the parent company was set at £240,000 (2024: £270,000) and £17,000 (2024: £19,000) respectively due to the number of significant risks identified and this being our second year of engagement.

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 £319,000 and £605,000 (2024: £500,000 and £680,000).

We also agreed to report to the Audit Committee any other audit misstatements below the triviality thresholds established above which we believe warranted reporting on qualitative grounds.

Our approach to the audit

In designing our audit, we determined materiality and assessed the risk of material misstatement in the financial statements. In particular, we looked at areas involving significant accounting estimates and judgement by the directors and considered future events that are inherently uncertain such as the valuation of non-contractual rebates. We also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

The group has two trading companies within the consolidated financial statements, both of which are based in the UK. These two companies comprise the parent company – Ultimate Products plc; and the subsidiary Ultimate Products UK Limited, were assessed as being material components and thus were subject to a full scope audit by a team with relevant sector experience undertaken from our office based in London. We engaged the assistance of component auditors to assist with inventory count procedures at warehouses in overseas jurisdictions.

The other four entities within the group were assessed as not material, with only one requiring targeted audit procedures.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, 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 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.

Independent Auditor's Report Continued

Key Audit Matter

Revenue recognition (Note 5)

The group has a number of material revenue streams. Each revenue stream has its own distinct revenue recognition policy according to the point in time at which each performance obligation is satisfied.

In addition, the group incurs significant costs from customers in relation to discounts, contributions, advertising, marketing and other related services provided by its customers.

Given the material value of sales and the number of different revenue streams, there is a risk that the various streams of revenue are not accounted for in the correct period in accordance with the underlying contractual terms of sale and IFRS 15 Revenue from Contracts with Customers.

How our scope addressed this matter

Our procedures included but were not limited to:

- Obtaining and documenting an understanding of the information systems and related controls relevant to each material revenue stream during the year ended 31 July 2025;
- Evaluating the appropriateness of the information systems and the effectiveness of the design and implementation of the related controls over the various revenue streams;
- Performing a review in accordance with IFRS 15 for all material revenue streams and comparing with the entity's accounting policy to ensure compliance with the relevant financial reporting framework;
- Obtaining records of all sales invoices, sales orders and good despatch notes raised in the year, vouching an appropriate sample to supporting documentation, and comparing and reconciling revenue to these three categories of documents. We also reviewed and tested an appropriate sample of reconciling items;
- Reconciling revenue per the sales invoice listing to revenue recognised within the nominal ledger for the year;
- Selecting a sample of credit notes raised during the year to ensure they have been appropriately raised and authorised. Also selecting a sample of credit notes raised post year-end to ensure they have been recognised in the correct period and assessing whether there is an indication that revenue recognised at year-end was overstated;
- Assessing the completeness of deferred revenue, for revenue streams where the risks and rewards of ownership are transferred on delivery;
- Obtaining a list of costs in relation to services provided by customers in the year and assessing whether the classifications determined by management are in accordance with IFRS 15; and
- Agreeing an appropriate sample of costs in relation to services provided by customers in the year to supporting documentation to ensuring that the costs have been recorded at the correct value and in the correct period.

Based on conducting the aforementioned procedures, we consider that the revenue recognition policies adopted by management for each revenue stream were reasonable. We also consider that the accounting policies adopted by management in respect of costs incurred from customers were reasonable.

Independent Auditor's Report Continued

Other information

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

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

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

Matters on which we are required to report by exception

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

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

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

Corporate governance statement

We have reviewed the directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the group's and parent company's compliance with the provisions of the UK Corporate Governance Code specified for our review by the Listing Rules.

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 or our knowledge obtained during the audit:

- ▶ Directors' statement with regards the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 70;
- ▶ Directors' explanation as to their assessment of the group's prospects, the period this assessment covers and why the period is appropriate set out on page 46;
- ▶ Directors' statement on whether they have a reasonable expectation that the group will be able to continue in operation and meet its liabilities set out on page 46;
- ▶ Directors' statement that they consider the annual report and the financial statements, taken as a whole, to be fair, balanced and understandable set out on page 71;
- ▶ Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on page 44;
- ▶ The section of the annual report that describes the review of effectiveness of risk management and internal control set out on page 56; and
- ▶ The section describing the work of the audit committee set out on page 55;

Responsibilities of directors

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

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

Independent Auditor's Report Continued

Auditor's responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. 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:

- ▶ We obtained an understanding of the group and parent company and the sector in which they operate to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussion with management, application of cumulative audit knowledge and experience in the sector.
- ▶ We determined the principal laws and regulations relevant to the group and parent company in this regard to be those arising from Listing Rules, UK Companies Act 2006, Disclosure and Transparency Rules, UK Corporate Governance Code, The Consumer Protection Act 1987, and The Money Laundering and Terrorist Financing (Amendment) Regulations 2019.
- ▶ We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the group and parent company with those laws and regulations. These procedures included, but were not limited to:
 - Making enquiries of management;
 - Reviewing board minutes;
 - Review the parent company's and subsidiaries' legal expense; and
 - Reviewing Regulatory News Service announcements.
- ▶ We also identified the risk of material misstatement in the financial statements due to fraud. In addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, we considered the potential for management bias in the estimates and judgments applied in accounting for customer rebates, assessing the recoverable value of intangible assets, investments in subsidiaries, inventory, and the expected credit loss provision on amounts due from subsidiaries. To address these risks, we challenged the assumptions and judgments made by management and performed audit procedures to obtain assurance over the completeness and accuracy of accrued rebates, impairment assessments for intangible assets and investments in subsidiaries, the inventory provision, and the expected credit loss provision.

- ▶ As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulations. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

Other matters which we are required to address

We were appointed by the Audit Committee on 30 June 2023 to audit the financial statements for the period ending 31 July 2023 and subsequent financial periods. Our total uninterrupted period of engagement is 3 years, covering the periods ending 31 July 2023 to 31 July 2025; with subsequent years reviewed annually by the Audit Committee.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the group or the parent company and we remain independent of the group and the parent company in conducting our audit.

Our audit opinion is consistent with the additional report to the audit committee.

Use of our report

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

Joseph Archer (Senior Statutory Auditor)

For and on behalf of PKF Littlejohn LLP
Statutory Auditor
27 October 2025

15 Westferry Circus
Canary Wharf
London E14 4HD

Consolidated Income Statement

For the year ended 31 July 2025

	Note	2025 £'000	2024 £'000
Revenue	5	150,135	155,497
Cost of sales		(115,288)	(115,043)
Gross profit		34,847	40,454
Adjusted earnings before interest, tax, depreciation, amortisation, share-based payments & non-recurring items ('Adjusted EBITDA')		12,505	18,022
Depreciation and loss on disposal of fixed assets	7	(2,104)	(2,169)
Amortisation of intangibles	7	(45)	(22)
Share-based payment expense	24	(16)	(137)
ERP implementation costs	6	(640)	-
Total administrative expenses		(25,147)	(24,760)
Operating profit	7	9,700	15,694
Finance expense	9	(1,651)	(1,381)
Profit before tax		8,049	14,313
Tax expense	10	(2,242)	(3,786)
Profit for the year attributable to equity holders of the Company		5,807	10,527
All amounts relate to continuing operations			
Earnings per share			
Basic	11	6.8	12.2
Diluted	11	6.7	12.0

Consolidated Statement of Comprehensive Income

For the year ended 31 July 2025

	2025 £'000	2024 £'000
Profit for the year	5,807	10,527
Items that may subsequently be reclassified to the income statement		
Fair value movements on cash flow hedging instruments	(1,910)	(1,108)
Hedging instruments recycled through the income statement at the end of hedging relationships	564	1,605
Deferred tax relating to cashflow hedges	335	(123)
Items that will not subsequently be reclassified to the income statement		
Foreign currency translation	-	-
Other comprehensive (loss)/income	(1,011)	374
Total comprehensive income for the year attributable to the equity holders of the Company	4,796	10,901

Consolidated Statement of Financial Position

At 31 July 2025

	Note	2025 £'000	2024 £'000
Assets			
Intangible assets	14	37,072	36,981
Property, plant and equipment	15	5,800	7,574
Total non-current assets		42,872	44,555
Inventories	17	32,452	36,578
Trade and other receivables	18	26,779	29,710
Derivative financial instruments	22	47	667
Current tax		20	–
Cash and cash equivalents		4,063	4,733
Total current assets		63,361	71,688
Total assets		106,233	116,243
Liabilities			
Trade and other payables	19	(29,735)	(39,084)
Derivative financial instruments	22	(1,828)	(996)
Current tax		–	(105)
Borrowings	20	(18,174)	(15,151)
Lease liabilities	21	(821)	(811)
Total current liabilities		(50,558)	(56,147)
Net current assets		12,803	15,541
	Note	2025 £'000	2024 £'000
Deferred tax	16	(6,678)	(6,898)
Lease liabilities	21	(2,601)	(3,436)
Total non-current liabilities		(9,279)	(10,334)
Total liabilities		(59,837)	(66,481)
Net assets		46,396	49,762

Equity		2025 £'000	2024 £'000
Share capital	23	216	221
Share premium	23	14,334	14,334
Capital redemption reserve	23	7	2
Employee Benefit Trust reserve	23	(2,071)	(1,946)
Share-based payment reserve	23	1,376	1,431
Hedging reserve	23	(1,297)	(286)
Retained earnings		33,831	36,006
Equity attributable to owners of the Group		46,396	49,762

These Financial Statements were approved by the Board of Directors and authorised for issue on 27 October 2025 and signed on its behalf by:

Andrew Gossage
Chief Executive Officer

Chris Dent
Chief Financial Officer

Company registered number: 5432142

Company Statement of Financial Position

At 31 July 2025

	Note	2025 £'000	2024 £'000
Assets			
Investments	12	20,963	20,947
Total non-current assets		20,963	20,947
Trade and other receivables	17	1,927	5,254
Current tax		91	127
Derivative financial instruments		1	150
Cash		7	29
Total current assets		2,026	5,560
Total assets		22,989	26,507
Liabilities			
Trade and other payables	18	(112)	(58)
Borrowings	19	(4,940)	–
Deferred tax		–	(30)
Total current liabilities		(5,052)	(88)
Net current assets		(3,026)	5,472
Borrowings	19	–	–
Total non-current liabilities		–	–
Total liabilities		(5,052)	(88)
Net assets		17,937	26,419

	Note	2025 £'000	2024 £'000
Equity			
Share capital	22	216	221
Share premium	22	14,334	14,334
Capital redemption reserve	22	7	2
Share-based payment reserve	22	1,376	1,431
Hedging reserve	22	–	90
Retained earnings		2,004	10,341
Total equity		17,937	26,419

The Directors have taken advantage of the exemption available under s408 of the Companies Act 2006 and have not presented an income statement for the Company. The Company's loss for the year was £634,000 (2024: profit of £9,535,000) and the total comprehensive income for the year was a loss of £724,000 (2024: profit of £9,240,000).

These Financial Statements were approved by the Board of Directors and authorised for issue on 27 October 2025 and signed on its behalf by:

Andrew Gossage **Chris Dent**
Chief Executive Officer **Chief Financial Officer**

Company registered number: 5432142

Consolidated Statement of Changes in Equity

For the year ended 31 July

	Note	Share capital £'000	Capital redemption reserve £'000	Share premium £'000	EBT reserve £'000	Share-based payment reserve £'000	Hedging reserve £'000	Retained earnings £'000	Total Equity £'000
As at 1 August 2023		223	–	14,334	(1,989)	1,817	(660)	32,414	46,139
Profit for the year		–	–	–	–	–	–	10,527	10,527
Foreign currency retranslation		–	–	–	–	–	–	–	–
Cash flow hedging movement		–	–	–	–	–	497	–	497
Deferred tax movement	15	–	–	–	–	–	(123)	–	(123)
Total comprehensive income for the year		–	–	–	–	–	374	10,527	10,901
Transactions with shareholders:									
Dividends payable	11	–	–	–	–	–	–	(6,411)	(6,411)
Share-based payments charge	23	–	–	–	–	137	–	–	137
Deferred tax on share-based payments	15	–	–	–	–	–	–	140	140
Transfer of reserve on exercise of share award		–	–	–	–	(523)	–	523	–
Transfer of shares by the EBT to employees on exercise of share award		–	–	–	692	–	–	(187)	505
Purchase of own shares by the EBT		–	–	–	(649)	–	–	–	(649)
Share buy-back	22	(2)	2	–	–	–	–	(1,000)	(1,000)
As at 31 July 2024		221	2	14,334	(1,946)	1,431	(286)	36,006	49,762
Profit for the year		–	–	–	–	–	–	5,807	5,807
Foreign currency retranslation		–	–	–	–	–	–	–	–
Cash flow hedging movement		–	–	–	–	–	(1,346)	–	(1,346)
Deferred tax movement	15	–	–	–	–	–	335	–	335
Total comprehensive income for the year		–	–	–	–	–	(1,011)	5,807	4,796
Transactions with shareholders:									
Dividends payable	11	–	–	–	–	–	–	(5,513)	(5,513)
Share-based payments charge	23	–	–	–	–	16	–	–	16
Deferred tax on share-based payments	15	–	–	–	–	–	–	(87)	(87)
Transfer of reserve on exercise of share award		–	–	–	–	(71)	–	71	–
Transfer of shares by the EBT to employees on exercise of share award		–	–	–	200	–	–	(144)	56
Purchase of own shares by the EBT		–	–	–	(325)	–	–	–	(325)
Share buy-back	22	(5)	5	–	–	–	–	(2,309)	(2,309)
As at 31 July 2025		216	7	14,334	(2,071)	1,376	(1,297)	33,831	46,396

Company Statement of Changes in Equity

For the year ended 31 July

	Note	Share capital £'000	Capital redemption reserve £'000	Share premium £'000	Share-based payment reserve £'000	Hedging reserve £'000	Retained earnings £'000	Total £'000
As at 1 August 2023		223	–	14,334	1,817	385	7,536	24,295
Profit for the year		–	–	–	–	–	9,535	9,535
Cash flow hedging movement		–	–	–	–	(394)	–	(394)
Deferred tax movement	15	–	–	–	–	99	–	99
Total comprehensive income for the year		–	–	–	–	(295)	9,535	9,240
Transactions with shareholders:								
Dividends payable	11	–	–	–	–	–	(6,411)	(6,411)
Share-based payments charge	23	–	–	–	137	–	–	137
Transfer of reserve on exercise/cancellation of share award		–	–	–	(523)	–	523	–
Transfer of shares by the EBT to employees on exercise of share award		–	–	–	–	–	158	158
Share buy-back	22	(2)	2	–	–	–	(1,000)	(1,000)
As at 31 July 2024		221	2	14,334	1,431	90	10,341	26,419
Profit for the year		–	–	–	–	–	(634)	(634)
Cash flow hedging movement		–	–	–	–	(120)	–	(120)
Deferred tax movement	15	–	–	–	–	30	–	30
Total comprehensive income for the year		–	–	–	–	(90)	(634)	(724)
Transactions with shareholders:								
Dividends payable	11	–	–	–	–	–	(5,513)	(5,513)
Share-based payments charge	23	–	–	–	16	–	–	16
Transfer of reserve on exercise/cancellation of share award		–	–	–	(71)	–	71	–
Transfer of shares by the EBT to employees on exercise of share award		–	–	–	–	–	48	48
Share buy-back	22	(5)	5	–	–	–	(2,309)	(2,309)
As at 31 July 2025		216	7	14,334	1,376	–	2,004	17,937

Consolidated Statement of Cash Flows

For the year ended 31 July

	Note	2025 £'000	2024 £'000
Net cash flow from operating activities			
Profit for the year		5,807	10,527
Adjustments for:			
Finance costs	8	1,651	1,381
Income tax expense	9	2,242	3,786
Depreciation	14	2,101	2,165
Amortisation	13	45	22
Loss on disposal of non-current assets		3	4
Derivative financial instruments		118	190
Share-based payments	23	16	137
Working capital adjustments			
Decrease/(increase) in inventories	16	4,126	(8,507)
Decrease/(increase) in trade and other receivables	17	2,931	(207)
(Decrease)/increase in trade and other payables	18	(9,398)	9,048
Net cash from operations		9,642	18,546
Income taxes paid		(2,341)	(3,176)
Cash generated from operations		7,301	15,370
Cash flows used in investing activities			
Purchase of intangible assets		(136)	–
Purchase of property, plant and equipment		(330)	(1,300)
Net cash used in investing activities		(466)	(1,300)

	Note	2025 £'000	2024 £'000
Cash flows used in financing activities			
Purchase of own shares		(269)	(144)
Share buy-back	22	(2,309)	(1,000)
Proceeds from borrowings		3,374	6,341
Repayment of borrowings		(364)	(11,071)
Principal paid on lease obligations		(822)	(838)
Debt issue costs paid		(74)	(137)
Dividends paid	11	(5,513)	(6,411)
Interest paid		(1,527)	(1,186)
Net cash used in finance activities		(7,504)	(14,446)
Net decrease in cash and cash equivalents		(669)	(376)
Exchange (losses)/gains on cash and cash equivalents		(1)	23
Cash and cash equivalents brought forward		4,733	5,086
Cash and cash equivalents carried forward		4,063	4,733

Reconciliation of cash flow to the Group net debt position

Group	Overdraft £'000	Term Loan £'000	RCF £'000	Invoice discounting £'000	Import loans £'000	Loan Fees £'000	Leases £'000	Total liabilities from financing activities £'000	Cash £'000	Net debt £'000
At 1 August 2023	(5,004)	(6,000)	–	(8,950)	–	73	(5,098)	(24,979)	5,086	(19,893)
Financing cash flows	213	6,000	–	185	(1,668)	137	838	5,705	–	5,705
Other cash flows	–	–	–	–	–	–	–	–	(376)	(376)
Other changes	–	–	–	–	–	(137)	13	(124)	23	(101)
At 31 July 2024	(4,791)	–	–	(8,765)	(1,668)	73	(4,247)	(19,398)	4,733	(14,665)
Financing cash flows	3,424	–	(5,000)	1,940	(3,374)	74	822	(2,114)	–	(2,114)
Other cash flows	–	–	–	–	–	–	–	–	(669)	(669)
Other changes	–	–	–	–	–	(87)	3	(84)	(1)	(85)
At 31 July 2025	(1,367)	–	(5,000)	(6,825)	(5,042)	60	(3,422)	(21,596)	4,063	(17,533)

Company Statement of Cash Flows

For the year ended 31 July 2025

	Note	2025 £'000	2024 £'000
Net cash flow from operating activities			
(Loss)/profit for the year		(634)	9,535
Adjustments for:			
Finance and dividend income		–	(10,051)
Finance costs		78	198
Impairment of loans from Group undertakings		316	302
Income tax charge/(credit)		36	(180)
Working capital adjustments			
Decrease in trade and other receivables		10	28
Increase/(decrease) in trade and other payables		15	(16)
Net cash used in operations		(179)	(184)
Cash flows from investing activities			
Movement in loans from Group undertakings		3,002	3,455
Dividends received		–	10,051
Net cash generated from investing activities		3,002	13,506
Cash flows used in financing activities			
Proceeds from sale of shares		48	158
Share buy-back	22	(2,309)	(1,000)
Proceeds from borrowing		5,000	–
Repayment of borrowings		–	(6,000)
Debt issue costs paid		(74)	–
Dividends paid	11	(5,513)	(6,411)
Interest received/(paid)		3	(89)
Net cash used in finance activities		(2,845)	(13,342)
Net decrease in cash and cash equivalents		(22)	(20)
Cash and cash equivalents brought forward		29	49
Cash and cash equivalents carried forward		7	29

Reconciliation of cash flow to the Company net debt position

Company	Term Loan £'000	RCF £'000	Loan fees £'000	Total liabilities from financing activities £'000	Cash £'000	Net debt £'000
At 1 August 2023	(6,000)	–	73	(5,927)	49	(5,878)
Financing cash flows	6,000	–	–	6,000	–	6,000
Other cash flows	–	–	–	–	(20)	(20)
Other changes	–	–	(73)	(73)	–	(73)
At 31 July 2024	–	–	–	–	29	29
Financing cash flows	–	(5,000)	–	(5,000)	–	(5,000)
Other cash flows	–	–	74	74	(22)	52
Other changes	–	–	(14)	(14)	–	(14)
At 31 July 2025	–	(5,000)	60	(4,940)	7	(4,933)

Notes to the Financial Statements

1. General information

Ultimate Products plc (‘the Company’) and its subsidiaries (together ‘the Group’) is a supplier of branded, value-for-money household products to global markets. The Company is a public limited company, which is listed on the London Stock Exchange and incorporated and domiciled in England and Wales. The address of its registered office is Ultimate Products plc, Manor Mill, Victoria Street, Chadderton, Oldham OL9 0DD.

2. Basis of preparation

The Financial Statements have been prepared in accordance with UK adopted international financial reporting standards. The consolidated Group Financial Statements and Company Financial Statements are presented in Sterling and rounded to the nearest thousand unless otherwise indicated. The Financial Statements are prepared on the historical cost basis, except for certain financial instruments and share-based payments that have been measured at fair value. The Directors have taken advantage of the exemption available under Section 408 of the Companies Act 2006 and have not presented an income statement or a statement of comprehensive income for the Company alone.

Going Concern

The Directors have adopted the going concern basis in preparing these accounts after assessing the principal risks and having considered the impact of severe but plausible downside scenarios, including pandemic type restrictions, supply chain issues and demand led falls in revenue due to inflation and rises in interest rates. The Directors have considered a number of impacts on sales, profits and cash flows, taking into account experiences learnt from previous business interruptions. The Directors have considered the resilience of the Group in severe but plausible scenarios, taking account of its current position and prospects, the principal risks facing the business, how these are managed and the impact that they would have on the forecast financial position. In assessing whether the Group could withstand such negative impacts, the Board has considered cash flow, impact on debt covenants and headroom against its current borrowing facilities. At the year end the Group had a net bank debt/adjusted EBITDA ratio of 1.1x (FY24: 0.6x), which represents net bank debt of £14.1 (FY24: £10.4m). The Group maintains comfortable levels of headroom within its bank facilities, with headroom at 31 July 2025 of £11.8m (FY24: £16.4m). The Group’s banking facilities comprise a revolving credit facility of £5.0m (FY24: £8.2m), an import loan facility of £12.0m (FY24: £12.0m), and an invoice discounting facility with a total limit of £25.0m (FY24: £23.5m).

The Group’s projections show that the Group will be able to operate within its existing banking facilities and covenants. Therefore, the Directors have a reasonable expectation that

the Group has adequate resources to continue in operational existence for at least 12 months from the date of approval of these Financial Statements and, as a result, they have applied the going concern principle in preparing its consolidated and Company Financial Statements.

3. Accounting policies

The principal accounting policies adopted are set out below.

Basis of consolidation

The consolidated Group Financial Statements incorporate the assets, liabilities, income and expenses of the Company and entities controlled by the Company (its subsidiaries) made up to the Company’s accounting reference date. Control is achieved when the Company has the power over the investee, is exposed or has rights to variable return from its involvement with the investee and has the ability to use its power to affect its returns. The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the period are included in the consolidated income statement from the date that the Company gains control until the date when the Company ceases to control the subsidiary.

Where necessary, adjustments are made to the Financial Statements of subsidiaries to bring the accounting policies used into line with the Group’s accounting policies. All intra Group assets and liabilities, equity, income, expenses and cash flows, relating to transactions between the members of the Group, are eliminated on consolidation.

The results of overseas subsidiaries are translated at the monthly average rates of exchange during the period and their statements of financial position at the rates ruling at the reporting date. Exchange differences arising on translation of the opening net assets and on foreign currency borrowings or deferred consideration, to the extent that they hedge the Group’s investment in such subsidiaries, are reported in the statement of comprehensive income. All Financial Statements are drawn up to 31 July 2025.

Operating segments

Operating segments are reported in a manner that is consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker has been identified as the Board. The Board is responsible for allocating resources and assessing performance of operating segments.

The Directors consider that there are no identifiable business segments that are subject to risks and returns that are different to those of the core business. The information reported to the Directors, for the purposes of resource allocation and assessment of performance, is based wholly upon the overall activities of the Group. The Group has therefore determined that it has only one reportable segment under IFRS 8. The results and assets for this segment can be determined by reference to the Income Statement and Statement of Financial Position.

Employee Benefit Trust (EBT)

As the Group is deemed to have control of its EBT, it is treated as a subsidiary and consolidated for the purposes of the Consolidated Financial Statements. The EBT’s assets (other than investments in the Company’s shares), liabilities, income and expenses are included on a line-by-line basis in the Consolidated Financial Statements. The EBT’s investment in the Company’s shares is deducted from equity in the Consolidated Statement of Financial Position as if they were treasury shares.

Business combinations

The acquisition method of accounting is used to account for business combinations. The consideration transferred is the sum of the acquisition date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree’s identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the Group assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the Group’s operating or accounting policies and other pertinent conditions in existence at the acquisition date.

The difference between the acquisition date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer’s previously held equity interest in the acquirer.

3. Accounting policies (continued)

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

Presentational currency

Items included in the Financial Statements are measured using the currency of the primary economic environment in which the Group operates, which is Sterling (£). Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or at an average rate for a period if the rates do not fluctuate significantly. Foreign exchange gains and losses, resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies, are recognised in the income statement. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Cash

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown within loans and borrowings in current liabilities on the consolidated statement of financial position.

Adjusted Performance Measures (APMs)

APMs are utilised as key performance indicators by the Group and are calculated by adjusting the relevant IFRS measurement by share-based payments and non-recurring items. The two main APMs which are used are Adjusted EBITDA and Adjusted EPS. The reconciliation of these items to IFRS measurements can be found in the Chief Financial Officer's Review. APMs are non-GAAP measures and are not intended to replace those financial measurements, but are the measures used by the Directors in their management of the business, and are, therefore, important key performance indicators (KPIs).

Revenue recognition

Revenue is recognised at a point in time on the satisfaction of each performance obligation as that obligation is satisfied.

Performance obligations relate to the sale of goods and revenue is recognised at the point when goods are delivered, and control has passed to the customer. Revenue is measured as the fair value of the consideration received or receivable and represents the amount receivable for goods supplied and services rendered, net of returns and expected returns, discounts and rebates given by the Group to customers.

The Group has rebate agreements in place with certain customers. The rebates are treated as variable consideration and are recognised at the point of sale as a deduction from revenue. Where the calculation of variable consideration including rebates and contributions involves estimation, the expected charge is calculated based on past history of claims and expected revenue over the rebate contract term. Revenue is only recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

Dividends

Dividends are recognised when they become legally payable. In the case of interim dividends to equity shareholders, this is when the dividend is paid. In the case of final dividends, this is when approved by the shareholders at the AGM.

Intangible assets

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where they are separable from the acquired entity or give rise to other contractual/legal rights and it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably. Goodwill that arises on business combinations and the acquisition of subsidiaries is stated at cost less any impairment losses. Trademarks are amortised over ten years so as to write off the cost of assets less their residual values over their useful lives. Brands are considered to have an indefinite useful life and are therefore not subject to amortisation, and stated at cost less any impairment loss.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use. Such assets acquired in a business combination are initially recognised at their fair value at acquisition date. Depreciation is charged so as to write off the costs of assets over their estimated useful lives, on a straight-line basis starting from the month they are first used, as follows:

- Fixtures, fittings and equipment 16–50%
- Motor vehicles 25%
- Right of use assets shorter of the lease term or the useful life of the underlying asset

Impairment

At each reporting end date, the Group reviews the carrying amounts of its intangible and tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Investments

Investments in subsidiaries are carried at cost less impairment. The Group's share option schemes operate for employees of the subsidiary company Ultimate Products UK Limited. As such, in accordance with IFRS 2, the share-based payment charge in relation to these options is shown as an increase in investments in the subsidiary company.

Inventories

Inventories are valued using a first in, first out method and are stated at the lower of cost and net realisable value. Cost includes expenditure incurred in the normal course of business in bringing the products to their present location and condition. At the end of each reporting period inventories are assessed for impairment. If an item of inventory is impaired, the identified inventory is reduced to its selling price less costs to complete and sell, and an impairment charge is recognised in the income statement. Where a reversal of the impairment is recognised, the impairment charge is reversed, up to the original impairment loss, and is recognised as a credit in the income statement.

Taxation

The tax expense or credit represents the sum of the tax currently payable or recoverable and the movement in deferred tax assets and liabilities. Current tax is based upon taxable income for the year and any adjustment to tax from previous years. Taxable income differs from net income in the income statement because it excludes items of income or expense that are taxable or deductible in other years or that are never taxable or deductible.

Deferred tax is calculated at the latest tax rates that have been substantively enacted by the reporting date that are expected to apply when settled. It is charged or credited in the Income Statement, except when it relates to items credited or charged directly to equity, in which case it is also dealt with in equity. Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable income, and is accounted for using the liability method. Deferred tax liabilities and assets are not discounted. 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 income will be available against which the asset can be utilised. Such assets are reduced to the extent that it is no longer probable that the asset can be utilised. Deferred tax assets and liabilities are offset when there is a right to offset current tax assets and liabilities and when the deferred tax assets and liabilities relate to taxes levied by the same taxation authority, on either the same taxable entity or different taxable entities, where there is an intention to settle the balances on a net basis.

Share-based payments

The Group issues share-based payments to certain employees and Directors. Equity-settled, share-based payments are measured at fair value at the date of grant and expensed on a straight-line basis over the vesting period, along with a corresponding increase in equity. The incentives are offered to employees of subsidiary companies and as such the value of the

share-based payments are shown as additions to investments in the Parent Company Financial Statements. At each reporting date, the Group revises its estimate of the number of equity instruments expected to vest as a result of the effect of non-market based vesting conditions. The impact of any revision is recognised in profit or loss, with a corresponding adjustment to equity reserves. The fair values of share options are determined using the Monte Carlo and Black Scholes models, taking into consideration the best estimate of the expected life of the option and the estimated number of shares that will eventually vest.

Defined contribution schemes

Contributions to defined contribution pension schemes are charged to the consolidated statement of comprehensive income in the year to which they relate.

Financial instruments

Financial assets and financial liabilities are recognised in the Statement of Financial Position when the Group becomes party to the contractual provisions of the instrument. At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in the income statement. Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire or when the contractual rights to those assets are transferred. Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled or expired.

Trade and other receivables

Trade and other receivables, and amounts owed by Group undertakings, are classified at amortised cost and recognised initially at fair value and subsequently measured at amortised cost using the effective interest method (except for short-term receivables where interest is immaterial) less provisions for impairment. These assets are held to collect contractual cash flows being solely the payments of the principal amount and interest. Provisions for impairment of trade receivables are recognised for expected lifetime credit losses using the simplified approach. Impairment reviews of other receivables, including those due from related parties, use the general approach whereby 12-month expected losses are provided for and lifetime credit losses are only recognised where there has been a significant increase in credit risk, by monitoring the creditworthiness of the other party.

Trade and other payables

Trade and other payables are initially measured at their fair value and are subsequently measured at their amortised cost using the effective interest rate method. This method allocates interest expense over the relevant period by applying the effective interest rate to the carrying amount of the liability.

Loans and borrowings

Interest-bearing overdrafts and invoice discounting facilities are classified as other liabilities. They are initially recorded at fair value, which represents the fair value of the consideration received, net of any direct transaction costs associated with the relevant borrowings. Borrowings are subsequently stated at amortised cost and finance charges are charged to the statement of comprehensive income over the term of the instrument using an effective rate of interest. Finance charges, including premiums payable on settlement or redemption, are accounted for on an accruals basis and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise. Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Leases

The Group assesses whether a contract is, or contains a lease at inception of the contract. A lease conveys the right to direct the use and obtain substantially all of the economic benefits of an identified asset for a period of time in exchange for consideration. A right-of-use asset and corresponding lease liability are recognised at commencement of the lease. The lease liability is measured at the present value of the lease payments, discounted at the lessee's incremental borrowing rate specific to the term, country, currency and start date of each lease. Lease payments include: fixed payments; variable lease payments dependent on an index or rate, initially measured using the index or rate at commencement; the exercise price under a purchase option if the Group is reasonably certain to exercise; penalties for early termination if the lease term reflects the Group exercising a break option; and payments in an optional renewal period if the Group is reasonably certain to exercise an extension option or not exercise a break option. The lease liability is subsequently measured at amortised cost using the effective interest rate method. It is remeasured, with a corresponding adjustment to the right-of-use asset, when there is a change in future lease payments resulting from a rent review, change in an index or rate such as inflation, or change in the Group's assessment of whether it is reasonably certain to exercise a purchase or extension option or not exercise a break option. The right-of-use asset is initially measured at cost, comprising: the initial lease liability; any lease payments already made less any lease

3. Accounting policies (continued)

incentives received; initial direct costs; and any dilapidation or restoration costs. The right-of-use asset is subsequently depreciated on a straight-line basis over the shorter of the lease term or the useful life of the underlying asset. At each reporting date, the Group reviews the carrying amounts of its right-of-use assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

When the Group renegotiates the contractual terms of a lease with the lessor, the accounting depends on the nature of the modification. If the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease in accordance with the above policy. In all other cases where the renegotiation increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount. If the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date. The right-of-use asset is adjusted by the same amount.

Leases of low-value assets and short-term leases of 12 months or less are expensed to the income statement, as are variable payments dependent on performance or usage, “out of contract” payments and non-lease service components.

Derivatives

Derivatives are initially recognised at the fair value on the date that the derivative contract is entered into and are subsequently remeasured at their fair value. Changes in the fair value of derivatives are recognised in the income statement within finance costs or income as appropriate, unless the derivative is designated and effective as a hedging instrument. Derivatives are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires, and the resulting gain or loss is recognised.

Hedging arrangements

The Group applies hedge accounting in respect of forward foreign exchange contracts held to manage the cash flow

exposures of forecast transactions denominated in foreign currencies. As forward foreign exchange contracts are only held to manage exchange rate exposures this means that they are determined to have a economic relationship and are designated as cash flow hedges of foreign currency exchange rates.

The Group also applies hedge accounting for transactions entered into to manage the cash flow exposures of borrowings. Interest rate swaps are held to manage interest rate exposures and are designated as cash flow hedges of floating rate borrowings. Changes in the fair values of derivatives designated as cash flow hedges, which are deemed to be effective, are recognised in other comprehensive income and accumulated in a cash flow hedge reserve. Any ineffectiveness in the hedging relationship (being the excess of the cumulative change of the fair value of the hedging instrument since inception of the hedge over the cumulative change in the fair value of the hedged item since inception of the hedge) is recognised in the income statement. Ineffectiveness can occur due to fluctuations in volume of hedge item due to operational changes.

The gain or loss recognised in other comprehensive income is recycled to the income statement when the hedged items is purchased, sold or settled. If a forecast transaction is no longer considered highly probable but the forecast transaction is still expected to occur, the cumulative gain or loss recognised in other comprehensive income is held and recognised in income statement when the transaction occurs. Subsequent changes in the fair value of the derivative are recognised in income statement. If, at any point, the hedged transaction is no longer expected to occur, the cumulative gain or loss is reclassified from the cash flow hedge reserve to income statement immediately.

The effective portion of gains and losses on derivatives used to manage cash flow interest rate risk are also recognised in other comprehensive income and accumulated in the cash flow hedge reserve. However, if the Group closes out its position early, the cumulative gains and losses recognised in other comprehensive income are frozen and reclassified from the cash flow hedge reserve to the profit or loss account. The ineffective portion of gains and losses on derivatives used to manage cash flow interest rate risk are recognised in profit or loss within finance expense or finance income.

Share buy-back

Purchases of own shares for cancellation are made out of distributable profits. A sum equal to the nominal value by which the Company's share capital is diminished on cancellation of the shares is transferred to the capital redemption reserve.

Accounting developments

The following standards have been published for accounting periods beginning after 1 August 2025 but have not been adopted by the UK and have not been early adopted by the

group. These standards are not expected to have a material impact on the entity in the current or future reporting periods: Amendments to Classification and Measurement of Financial Instruments; Annual Improvements to IFRS- Volume 11, Contracts Referencing Nature-dependent Electricity, IFRS18- Presentation and Disclosure in Financial Statements, and IFRS19- Subsidiaries without Public Accountability: Disclosures.

4. Critical accounting estimates and judgements

The preparation of Financial Statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the period. The nature of estimation means that actual outcomes could differ from those estimates. Each of the following items contain significant estimates and have the most significant effect on amounts recognised in the Financial Statements.

Inventory provisioning

The Group sells products across a range of categories and is subject to changing consumer demands and trends. As a result, it is necessary to consider the recoverability of the cost of inventory and the associated provisioning required. When calculating the inventory provision, management considers the nature and condition of the inventory, as well as applying assumptions around anticipated saleability of finished goods. The carrying amount of inventory provisions at the balance sheet date is £0.3m (2024: £0.5m). See note 17.

Customer rebates

The Group makes estimates of the amounts likely to be paid to customers in respect of rebate arrangements. When making these estimates, management takes account of contractual customer terms, as well as estimates of likely sales volumes, to determine the rates at which rebates should be accrued in the Financial Statements. The carrying amount of rebate accruals at the balance sheet date is £1.7m (2024: £2.0m). See note 19.

Valuation of derivatives held at fair value

In estimating the fair value of an asset or a liability, the Group uses market observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third-party qualified valuers to perform the valuation. The Group works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. The carrying amounts of derivatives and balance sheet currency exposures at the balance sheet date, together with sensitivities thereon, are disclosed in note 22.

Valuation of acquired intangibles

On acquisition of a subsidiary or business, the purchase consideration is allocated between the net tangible and intangible assets other than goodwill on a fair value basis, with any excess purchase consideration representing goodwill. The valuation of acquired intangible assets represents the estimated economic value in use, using standard valuation methodologies, including as appropriate, discounted cash flow, relief from royalty and comparable market transactions. Acquired intangible assets are capitalised and amortised systematically over their estimated useful lives, subject to impairment review. The assumptions used are subject to management estimation.

Impairment reviews

Goodwill and brands with indefinite useful lives are subject to annual impairment reviews. An impairment is recognised if the recoverable amount of an asset is estimated to be less than its carrying amount. The recoverable amount of the Group's goodwill and brands has been determined by a value-in-use calculation, the details of which are disclosed in note 14.

Accounting judgements

Revenue Recognition

Revenue Recognition is an inherently complex area of accounting and involves significant levels of judgement in relation to reviewing individual contracts and determining the point in time that each performance obligation is satisfied. Control is deemed to have passed to the customer upon delivery.

Use of Hedge Accounting

Hedge Accounting for financial instruments involves a significant judgement in relation to the judgement that the hedging instruments are to be used to hedge underlying transactions, and are not being used for other purposes. Management has assessed that its use of hedge accounting in respect of forward foreign exchange contracts held to manage the cash flow exposures of forecast transactions denominated in foreign currencies, and its use of hedge accounting for transactions entered into to manage the cash flow exposures of borrowings, is appropriate.

5. Revenue

	2025 £'000	2024 £'000
Geographical split by location:		
United Kingdom	94,174	101,152
Europe	53,804	52,990
Rest of the World	2,157	1,355
Total	150,135	155,497
International sales	55,961	54,345
Percentage of total revenue	37%	35%
	2025 £'000	2024 £'000
Analysis of revenue by brand:		
Salter	52,004	56,354
Beldray	37,979	34,184
George Wilkinson	7,193	1,536
Progress	5,004	5,871
Petra	3,131	2,576
Kleeneze	2,766	3,188
Other proprietorial brands	13,869	13,173
UP brands	121,946	116,882
Licensed brands (Russell Hobbs)	14,376	12,059
Own label and other	13,813	26,556
Total	150,135	155,497
	2025 £'000	2024 £'000
Analysis of revenue by product:		
Small domestic appliances	58,981	58,119
Housewares	45,189	40,603
Laundry	18,703	18,630
Audio	12,786	15,160
Clearance	5,869	14,619
Heating and cooling	3,611	3,028
Others	4,996	5,338
Total	150,135	155,497
	2025 £'000	2024 £'000
Analysis of revenue by sales channel:		
Supermarkets	47,050	45,409
Discount retailers	43,368	44,994
Online channels	32,715	33,974
Other	27,002	31,120
Total	150,135	155,497

6. Non-recurring item - ERP implementation cost

Operating profit is stated after costs of £640,000 (2024: £Nil) in relation to the commencement of a project to replace the Group's Enterprise Resource Planning ('ERP') application with a new cloud-based system, a two-year programme expected to go live in 2027. These costs have been shown separately in the Income Statement in order to better reflect the performance of the underlying business.

7. Operating profit

	2025 £'000	2024 £'000
Operating profit is stated after charging/(crediting):		
Foreign exchange (gain)/loss	(415)	231
Loss on disposal of fixed asset	3	4
Depreciation of owned property, plant and equipment	1,187	1,260
Depreciation of right of use assets	914	905
Amortisation of intangible assets	45	22
Auditors' remuneration:		
Fees for audit of the Company	56	53
Fees for the audit of the Company's subsidiaries	76	74
Total audit fees	132	127
Other assurance services	13	13
Total non-audit fees	13	13

No non-audit services were provided on a contingent fee basis.

8. Employee costs

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Wages and salaries	14,207	14,626	283	306
Social security costs	1,481	1,360	30	36
Other pension costs	319	314	–	–
Share-based payments	16	137	–	–
Total	16,023	16,437	313	342

The average monthly number of people employed (including Directors) was:

	Group		Company	
Average number of employees:	2025 Number	2024 Number	2025 Number	2024 Number
Sales staff	77	80	–	–
Distribution staff	93	103	–	–
Administrative staff	196	208	4	6
Total	366	391	4	6

Details of Directors' remuneration and pension entitlements are disclosed in the Remuneration Report on pages 58 to 67. Social security costs payable in respect of the Directors were £151,000 (2024: £153,000).

9. Finance costs

	2025 £'000	2024 £'000
Interest on bank loans and overdrafts	1,502	1,138
Interest on lease liabilities	200	242
Foreign exchange in respect of lease liabilities (net of hedging actions)	(8)	13
Other interest payable and similar charges	(43)	(12)
Total finance cost	1,651	1,381

10. Taxation

	2025 £'000	2024 £'000
Current period – UK corporation tax	1,859	3,031
Adjustments in respect of prior periods	69	243
Foreign current tax expense	286	394
Total current tax	2,214	3,668
Origination and reversal of temporary differences	(16)	226
Adjustments in respect of prior periods	44	(108)
Total deferred tax	28	118
Total tax charge	2,242	3,786

Factors effecting the tax charge

The tax assessed for the current and previous period is higher than the standard rate of corporation tax in the UK. The tax charge for the year can be reconciled to the profit per the income statement as follows:

	2025 £'000	2024 £'000
Profit before tax	8,049	14,313
Tax charge at 25%	2,012	3,578
Adjustments relating to underlying items:		
Adjustment to tax charge in respect of prior periods	113	135
Effects of expenses not deductible for tax purposes	63	53
Impact of overseas tax rates	54	20
Adjustments relating to non-underlying items:		
Effects of expenses not deductible for tax purposes	4	34
Differences arising on tax treatment of shares	(4)	(34)
Total tax expense	2,242	3,786

Corporation tax is calculated at 25% (2024: 25%) of the estimated assessable profit for the year, being the average effective tax rate in the year. Deferred tax balances at the year-end have been measured at 25%.

11. Earnings per share

Basic earnings per share is calculated by dividing the net income for the period attributable to ordinary equity holders by the weighted average number of ordinary shares outstanding during the period. Diluted earnings per share amounts are calculated by dividing the profit attributable to owners of the parent by the weighted average number of ordinary shares in issue during the financial year, adjusted for the effects of potentially dilutive options. The dilutive effect is calculated on the full exercise of all potentially dilutive ordinary share options granted by the Group, including performance-based options which the Group considers to have been earned. The calculations of earnings per share are based upon the following:

	2025 £'000	2024 £'000
Profit for the year	5,807	10,527
	Number	Number
Weighted average number of shares in issue	87,478,678	89,213,704
Less shares held by the UPGS EBT	(2,497,631)	(2,657,123)
Weighted average number of shares – basic	84,981,047	86,556,581
Share options	1,393,056	974,498
Weighted average number of shares – diluted	86,374,103	87,531,079
	Pence	Pence
Earnings per share – basic	6.8	12.2
Earnings per share – diluted	6.7	12.0

12. Dividends

	2025 £'000	2024 £'000
Final dividend paid in respect of the previous year	4,208	4,289
Interim declared and paid	1,305	2,122
	5,513	6,411
Per share	Pence	Pence
Final dividend paid in respect of the previous year	4.93	4.95
Interim declared and paid	1.55	2.45
	6.48	7.40

The Directors propose a final dividend of 2.15p per share in respect of the year ended 31 July 2025.

13. Investments

Company	2025 £'000	2024 £'000
Carrying value at beginning of the year	20,947	20,810
Non-reimbursed share-based payment charges	16	137
	20,963	20,947

At 31 July 2025 the Company owned the following subsidiaries:

	Registered Office	Holding	Proportion of Voting Rights and Shares Held	Nature of Business
Ultimate Products UK Limited	Manor Mill, Victoria Street, Oldham OL9 0DD	Ordinary shares	100%	Supply of branded household products
UP Global Sourcing Hong Kong Limited	Unit B, 13th Floor, Yun Tat Commercial Building, 70–74 Wuhu Street, Hong Kong	Ordinary shares	100%	Supply of branded household products
Salter Brands Limited	Manor Mill, Victoria Street, Oldham OL9 0DD	Ordinary shares	100%	Dormant
Ultimate Products Europe Limited	19 Baggot Street Lower, Dublin 2, DO2 X658, Eire	Ordinary shares	100%	Dormant

14. Intangible assets

	Goodwill £'000	Trademarks £'000	Brands £'000	Computer intangibles £'000	Total £'000
Cost					
At 1 August 2023	9,794	222	27,072	–	37,088
Additions	–	–	–	–	–
At 31 July 2024	9,794	222	27,072	–	37,088
Additions	–	–	–	136	136
At 31 July 2025	9,794	222	27,072	136	37,224
Amortisation					
At 1 August 2023	–	85	–	–	85
Charge for year	–	22	–	–	22
At 31 July 2024	–	107	–	–	107
Charge for year	–	25	–	20	45
At 31 July 2025	–	132	–	20	152
Net book value					
At 31 July 2025	9,794	90	27,072	116	37,072
At 31 July 2024	9,794	115	27,072	–	36,981
At 31 July 2023	9,794	137	27,072	–	37,003

Intangible assets primarily relate to goodwill and the Salter brand. No amortisation is charged on the Salter brand as it is considered to have an indefinite useful life due to its proven longevity and anticipated future profitability. The amortisation charge reflects the spreading of the cost of the Kleeneze and Petra trademarks over these assets' remaining expected useful lives. Goodwill and brands acquired through business combinations have been incorporated into the existing single segment of the Group as the acquired business from which they arise is the same as the Group's existing operating segment. The recoverable amount of the Group's goodwill and brands has been determined by a value-in-use calculation using a discounted cash flow model, based on the latest forecasts for FY26 and a four-year projection period approved by management, together with a terminal value. Key assumptions are those to which the recoverable amount of an asset or cash-generating units is most sensitive. The following key assumptions were used in the base case discounted cash flow model:

- ▶ 10.6% pre-tax discount rate (FY24: 11.6%);
- ▶ 6% per annum projected revenue growth rate in the projection period; and
- ▶ 5% per annum increase in operating costs and overheads, with the exception of payroll costs where we expect to see the continuation of the productivity gains we have seen over the past two years, in line with our culture of continuous improvement.

The discount rate of 10.6% pre-tax reflects management's estimate of the time value of money and the Group's weighted average cost of capital, the risk-free rate and the volatility of the share price relative to market movements. It has decreased since the previous year based on the change of weighting between the debt and capital elements of the weighted average cost of capital.

Management believes the projected 6% revenue growth rate is appropriate and justified based on market conditions and knowledge of the previous long-term trading history of the business. This is lower than the 10% growth assumed in the prior year due to the current revenue performance of the Group.

Management believe that it is appropriate to forecast in a level of productivity gains, as the business has consistently generated these over the course of the last two years, which means that despite a period of high cost inflation, our overall overheads have remained flat for the past three years.

The results of the impairment testing indicate there is no impairment required. The key assumptions were subjected to sensitivity analysis to understand how sensitive the headroom on the recoverable amounts is to changes in the key assumptions. Based on the results of the base case and of the sensitivity analysis performed, the Directors do not believe that any reasonably possible changes in the value of the key assumptions noted above would cause the cash-generating unit carrying amount to exceed its recoverable amount.

15. Property, plant and equipment

Cost	Fixtures, Fittings and Equipment £'000	Motor Vehicles £'000	Right of use assets £'000	Total £'000
As at 1 August 2023	8,001	56	8,068	16,125
Additions	1,300	–	–	1,300
Disposals	(647)	–	–	(647)
As at 31 July 2024	8,654	56	8,068	16,778
Additions	330	–	–	330
Disposals	(2,645)	–	(20)	(2,665)
As at 31 July 2025	6,339	56	8,048	14,443
Accumulated Depreciation and Impairment Losses				
As at 1 August 2023	4,479	56	3,147	7,682
Charge for the year	1,260	–	905	2,165
Disposals	(643)	–	–	(643)
As at 31 July 2024	5,096	56	4,052	9,204
Charge for the year	1,187	–	914	2,101
Disposals	(2,642)	–	(20)	(2,662)
As at 31 July 2025	3,641	56	4,946	8,643
Carrying Amount:				
As at 31 July 2025	2,698	–	3,102	5,800
As at 31 July 2024	3,558	–	4,016	7,574
As at 31 July 2023	3,522	–	4,921	8,443

The Company held no property, plant and equipment. Included in property, plant and equipment are assets held outside of the UK with a carrying amount at 31 July 2025 of £1.2m (2024: £1.7m).

Right of Use assets

Cost	Fixtures, fittings and equipment £'000	Motor vehicles £'000	Property £'000	Total £'000
As at 1 August 2024	192	20	7,856	8,068
Additions	–	–	–	–
Disposals	–	(20)	–	(20)
As at 31 July 2025	192	–	7,856	8,048
Accumulated Depreciation				
As at 1 August 2024	87	20	3,945	4,052
Charge	42	–	872	914
Disposals	–	(20)	–	(20)
As at 31 July 2025	129	–	4,817	4,946
Carrying Amount				
As at 31 July 2025	63	–	3,039	3,102
As at 31 July 2024	105	–	3,911	4,016

16. Deferred tax

Group	Intangibles £'000	Accelerated allowances £'000	Hedging £'000	Share-based payment £'000	Other timing differences £'000	Total £'000
As at 1 August 2023	6,768	563	(220)	(227)	(87)	6,797
Recognised through the statement of changes in equity	–	–	123	(140)	–	(17)
Credit/(charge) in the year	–	(26)	–	208	(64)	118
As at 31 July 2024	6,768	537	(97)	(159)	(151)	6,898
Recognised through the statement of changes in equity	–	–	(335)	87	–	(248)
Credit/(charge) in the year	–	(89)	–	29	88	28
As at 31 July 2025	6,768	448	(432)	(43)	(63)	6,678

The Directors consider that the deferred tax assets in respect of timing differences are recoverable based upon the forecast future taxable profits of the Group. The Group has also unrecognised deferred tax attributive of £577,000 (2024: £577,000) in respect of losses carried forward that are not anticipated to be utilised under current conditions.

17. Inventories

Group	2025 £'000	2024 £'000
Goods for resale	32,452	36,578
	32,452	36,578

Inventories at 31 July 2025 are stated after provisions for impairment of £283,000 (2024: £519,000). Inventories are pledged as security for liabilities, as referred to in note 19. Within the income statement of the Group, £92.9m (2024: £93.8m) of inventories were recognised as an expense within the year.

18. Trade and other receivables

Group	2025 £'000	2024 £'000
Trade receivables	25,779	28,507
Other receivables and prepayments	1,000	1,203
	26,779	29,710

Trade and other receivables are denominated in Sterling, US Dollars, Euros, Canadian Dollars and Polish Zloty. The Group's financial assets subject to the expected credit loss model (ECL) are trade receivables. The Group maintains a high level of credit insurance on its trade receivables and has a history of a low level of losses thereon. Under the credit insurance policy, insured limits are applied for on a customer account level and each customer receivable balance is compared against the limit received. Where the customer balance exceeds or is forecast to exceed the insured limit, the Group's process for monitoring uninsured accounts is applied. Therefore, in measuring ECL the Group has taken account of its low historic loss experience together with its high level of credit insurance and reviewed the receivables on an item-by-item basis. The average age of these trade receivables at 31 July 2025 is 59 days (2024: 64 days).

Group	2025			2024		
	Up to 1 month past due £'000	Over 1 month past due £'000	Total £'000	Up to 1 month past due £'000	Over 1 month past due £'000	Total £'000
Gross trade receivables (insured)	24,868	698	25,566	27,264	1,165	28,429
Expected credit loss	–	(88)	(88)	(45)	–	(45)
Net carrying amount	24,868	610	25,478	27,219	1,165	28,384
Gross trade receivables (uninsured)	300	9	309	100	23	123
Expected credit loss	–	(8)	(8)	–	–	–
Net carrying amount	300	1	301	100	23	123
Gross Trade receivables (total)	25,168	707	25,875	27,364	1,188	28,552
Expected credit loss	–	(96)	(96)	(45)	–	(45)
Net carrying amount	25,168	611	25,779	27,319	1,188	28,507

Ageing of past due but not impaired receivables	2025 £'000	2024 £'000
Less than 1 month	1,596	2,725
1–2 months	307	820
2–3 months	135	157
Over 3 months	169	211
Total	2,207	3,913

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date, taking into account the extent of credit insurance held on the receivable. The largest trade receivables balance with an individual customer represents 20% of the total at 31 July 2025. The concentration of credit risk in relation to this is mitigated by credit insurance. Details of the Group's credit risk management policies are shown in note 22. The Group does not hold any collateral as security for its trade and other receivables. The Group holds invoice discounting facilities, which are secured against the Group's trade receivables. Further information can be found in note 20.

Company	2025 £'000	2024 £'000
Amounts owed by Group undertakings	1,916	5,233
Other receivables and prepayments	11	21
Current	1,927	5,254

The credit risk of Group undertakings is estimated based on the expected recoverable amount, taking into account the creditworthiness of the other party at the year end and any changes in credit risk during the year. Any expected credit loss is calculated based on the general approach as set out in IFRS 9. The Directors have determined that, following the decision to use the Employee Benefit Trust for the satisfaction of PSP awards (see note 24), the loan from the Trust to the Company will not be repaid resulting in an impairment charge of £0.3m (FY24: £0.3m).

19. Trade and other payables

Group	2025 £'000	2024 £'000
Trade payables	22,529	30,363
Accruals	5,137	5,728
Other taxes and social security	2,069	2,993
	29,735	39,084

Trade payables principally consist of amounts outstanding for trade purchases and ongoing costs. They are non-interest bearing and are typically settled on 30 to 60 day terms. The Directors consider that the carrying value of trade and other payables approximates their fair value. Trade and other payables are denominated in Sterling, US Dollars and Euros. Ultimate Products plc has financial risk management policies in place to ensure that all payables are paid within the credit time frame and no interest has been charged by any suppliers as a result of late payment of invoices during the period.

Company	2025 £'000	2024 £'000
Accruals	112	58
	112	58

20. Bank borrowings

Group	2025 £'000	2024 £'000
Overdrafts	1,367	4,791
Revolving credit facility	5,000	–
Invoice discounting	6,825	8,765
Import loans	5,042	1,668
Unamortised debt issue costs	(60)	(73)
Current	18,174	15,151
Total bank borrowings	18,174	15,151
Cash	(4,063)	(4,733)
Net bank borrowings	14,111	10,418

Contractual undiscounted maturities:	2025 £'000	2024 £'000
In less than one year	14,171	15,224
Between one and two years	–	–
Between three and four years	–	–
Less: Unamortised debt issue costs	(60)	(73)
Total borrowings	14,111	15,151

At the year end the Group had a net bank debt/adjusted EBITDA ratio of 1.1x (2024: 0.6x), which represents net bank debt of £14.1m (2024: £10.4m). The Group maintains comfortable levels of headroom within its bank facilities, with headroom at 31 July 2025 of £11.8m (2024: £16.4m). The Group's banking facilities comprise a revolving credit facility of £5.0m (2024: £8.2m), an import loan facility of £15.0m (2024: £12.0m), and an invoice discounting facility with a total limit of £25.0m (2024: £25.0m).

Current bank borrowings include a gross amount of £6.8m (2024: £8.8m) due under invoice discounting facilities, which are secured by an assignment of and fixed charge over the trade debtors of Ultimate Products UK Limited. Furthermore, current bank borrowings include an amount of £5.0m (2024: £1.7m) due under an import loan facility, which is secured by a general letter of pledge providing security over the stock purchases financed under that facility. Bank borrowings are secured in total by a fixed and floating charge over the assets of the Group. Total bank borrowings are net of £60,000 (2024: £73,000) of fees which are being amortised over the length of the relevant facilities. Interest on bank borrowings is payable at a margin ranging between 1.65% and 2.25% above the relevant bank reference rates. As the liabilities are at a floating rate and there has been no change in the creditworthiness of either of the counterparties, the Directors are of the view that the carrying amount approximates to the fair value.

Company	2025 £'000	2024 £'000
Revolving credit facility	5,000	–
Unamortised debt issue costs	(60)	–
Current	4,940	–
Total borrowings	4,940	–

Contractual undiscounted maturities:	2025 £'000	2024 £'000
In less than one year	5,000	–
Less: Unamortised debt issue costs	(60)	–
Total borrowings	4,940	–

21. Lease liabilities

The Group's lease portfolio comprises its principal properties along with certain other fixtures, fittings and equipment. All leases consist of fixed future payment amounts. The Manor Mill and Heron Mill leases incorporate a break option to provide operational flexibility; all other leases have fixed terms. Management consider the likelihood of exercising such break options when determining the lease term. Accordingly, the lease term for Manor Mill and Heron Mill were determined to be the full length of the lease, excluding the break option. The Paris and Guangzhou leases are denominated in Euros and Renminbis respectively, exposing the Group to foreign exchange risk. Euro lease outflows are met by future Euro cash inflows generated by the business, whilst forward currency contracts are taken out to hedge the Renminbi lease outflows.

Group	2025 £'000	2024 £'000
Lease liabilities less than one year	821	811
Lease liabilities greater than one year	2,601	3,436
Total discounted lease liabilities	3,422	4,247
Movement in leases in the year	2025 £'000	2024 £'000
Balance brought forward	4,247	5,098
Repayments	(1,022)	(1,080)
Interest on lease liabilities	200	242
Foreign exchange revaluation	(3)	(13)
Balance carried forward	3,422	4,247
Contractual undiscounted maturities:	2025 £'000	2024 £'000
Within one year	999	1,024
Greater than one year but less than two years	823	997
Greater than two years but less than five years	2,007	2,318
Greater than five years but less than ten years	–	525
	3,829	4,864
Amounts recognised in profit and loss	2025 £'000	2024 £'000
Depreciation expense on right-of-use assets	914	905
Interest expense on lease liabilities	200	242
Expense relating to leases of low value assets & short-term leases	76	99
Income from sub-leasing right of use assets	(8)	(8)

22. Financial instruments

The principal financial instruments used by the Group, from which financial instrument risk arises, are as follows:

Group	2025 £'000	2024 £'000
Trade receivables – held at amortised cost	25,779	28,507
Derivative financial instruments – carried at FVTOCI	–	576
Derivative financial instruments – carried at FVTPL	47	91
Trade and other payables	(27,666)	(36,091)
Derivative financial instruments – carried at FVTOCI	(1,729)	(966)
Derivative financial instruments – carried at FVTPL	(99)	(30)
Borrowings – held at amortised cost	(18,174)	(15,151)
Lease liabilities – held at amortised cost	(3,422)	(4,247)
Cash and cash equivalents – held at amortised cost	4,063	4,733

Financial assets

The Group held the following financial assets at amortised cost:

Group	2025 £'000	2024 £'000
Cash and cash equivalents – held at amortised cost	4,063	4,733
Trade receivables – held at amortised cost	25,779	28,507
	29,842	33,240

Financial liabilities

The Group held the following financial liabilities, classified as other financial liabilities at amortised cost:

Group	2025 £'000	2024 £'000
Trade payables	22,529	30,363
Borrowings	18,174	15,151
Other payables	5,137	5,728
Lease liabilities	3,422	4,247
	49,262	55,489

Derivative financial instruments

The Group held the following derivative financial instruments as financial assets/(liabilities), classified as fair value through profit and loss on initial recognition:

Group	2025 £'000	2024 £'000
Derivative financial instruments – assets	47	667
Derivative financial instruments – liabilities	(1,828)	(996)
	(1,781)	(329)

The above items comprise the following under the Group's hedging instruments:

Group	2025 £'000	2024 £'000
Foreign currency contracts	(1,828)	(544)
Interest rate swaps	–	111
Interest rate caps	47	104
	(1,781)	(329)

Forward contracts

The Group mitigates the exchange rate risk for certain foreign currency trade debtors and creditors by entering into forward currency contracts. At 31 July 2025, the Group was committed to:

	2025		2024	
	Buy	Sell	Buy	Sell
USD\$'000	59,400	–	59,000	–
€'000	–	36,500	–	34,000
CAD\$'000	–	–	–	–
PLN'000	–	1,400	–	–
CNY'000	2,592	–	4,483	–

At 31 July 2025 and 2024, all the outstanding USD, EUR, PLN and CAD contracts mature within 12 months of the period end. The CNY contracts, which are held as a partial hedge on a lease commitment, mature by August 2026. The forward currency contracts are measured at fair value using the relevant exchange rates for GBP:USD, GBP:EUR, GBP:CAD, GBP:PLN and GBP:CNY.

Forward currency contracts are valued using level 2 inputs. The valuations are calculated using the period end forward rates for the relevant currencies, which are observable quoted values at the period end dates. Valuations are determined using the hypothetical derivative method, which values the contracts based upon the changes in the future cash flows, based upon the change in value of the underlying derivative. All of the forward contracts to buy US Dollars and some of those to sell Euros meet the conditions for hedge accounting, as set out in the accounting policies in note 3.

The fair value of forward contracts that are effective in offsetting the exchange rate risk is a liability of £1,728,000 (2024: liability of £564,000), which has been recognised in other comprehensive income. This will be released to profit or loss at the end of the term of the forward contracts as they expire, being £1,728,000 within 12 months (2024: £564,000 within 12 months). The cash flows in respect of the forward contracts will occur over the course of the next 12 months.

Interest rate swaps and interest rate caps

The Group has entered into interest rate swaps and interest rate caps to protect the exposure to interest rate movements on the various elements of the Group's banking facility. As at 31 July 2025, protection was in place over an aggregate principal of £13.2m (2024: £8.9m). At 31 July 2025, the Group had net bank borrowings of £0.9m (2024: £1.5m) not subject to interest rate protection. All interest rate swaps meet the conditions for hedge accounting, as set out in the accounting policies in note 3. Interest rate swaps and caps are valued using level 2 inputs. The valuations are based upon the notional value of the swaps and caps, the current available market borrowing rate and the swapped or capped interest rate respectively. The valuations are based upon the current valuation of the present saving or cost of the future cash flow differences, based upon the difference between the respective swapped and capped interest rates contracts and the expected interest rate as per the lending agreement. The fair value of variable to fixed interest rate swaps that are effective in offsetting the variable interest rate risk on variable rate debt is £Nil (2024: £111,000 asset). The fair value of the interest rate caps that are effective in offsetting the variable interest rate risk on variable rate debt is an asset of £Nil (2024: £64,000 asset), which has been recognised in other comprehensive income and will be released to profit or loss over the term of the cap agreements. The agreements expire between 2 August 2027 and 1 March 2028. The cash flows in respect of the swaps occur monthly over the effective lifetime of the swaps.

Reconciliation of the financial instruments to the Statement of Financial Position

Group	2025 £'000	2024 £'000
Trade receivables	25,779	28,507
Prepayments and other receivables not classified as financial instruments	1,000	1,203
Trade and other receivables (note 17)	26,779	29,710

Group	2025 £'000	2024 £'000
Trade and other payables	27,666	36,091
Other taxes and social security not classified as financial instruments	2,069	2,993
Trade and other payables (note 18)	29,735	39,084

The Group's activities expose it to certain financial risks: market risk, credit risk and liquidity risk. The overall risk management programme focuses upon the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by the Directors, who identify and evaluate financial risks in close cooperation with key members of staff.

- Market risk:** Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.
- Credit risk:** Credit risk is the financial loss to the Group if a customer or counterparty to financial instruments fails to meet its contractual obligation. Credit risk arises from the Group's cash and cash equivalents and receivables balances. Accordingly, the possibility of material loss arising in the event of non-performance by counterparties is considered to be unlikely. Cash at bank is held with banks with high-quality external credit rating.
- Liquidity risk:** Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. This risk relates to the Group's prudent liquidity risk management and implies maintaining sufficient cash. The Directors monitor rolling forecasts of the Group's liquidity and cash and cash equivalents based upon expected cash flow.

Market risk

The Group's interest-bearing liabilities relate to its variable rate banking facilities. The Group has a policy of maintaining a portion of its banking facilities under the protection of interest rate swaps and caps to ensure the certainty of future interest cash flows and offering protection against market-driven interest rate movements. The Group's market risk relating to foreign currency exchange rates is commented on below.

Credit risk

The Group's sales are primarily made with credit terms, exposing the Group to the risk of non-payment by customers. The Group has implemented policies that require appropriate credit checks on potential customers before sales are made. The amount of exposure to any individual counterparty is subject to a limit, which is reassessed regularly by the Board. In addition, the Group maintains a suitable level of credit insurance against its debtor book. Over the course of FY25, on average, over 98% of its trade receivables were insured. Sales to uninsured accounts are monitored closely with weekly forecasts prepared and reviewed with appropriate actions to manage the exposure to credit risk.

Liquidity risk management

The Group is funded by external banking facilities provided by HSBC. Within these facilities, the Group actively maintains a mixture of long-term and short-term debt finance that is designed to ensure the Group has sufficient available funds for operations and planned expansions. Cash flow requirements are monitored by short and long-term forecasts, with headroom against facility limits and banking covenants assessed regularly.

22. Financial instruments (continued)

Foreign currency risk management

The Group's activities expose it to the financial risks of changes in foreign currency exchange rates. The Group's exposure to foreign currency risk is partially hedged by virtue of invoicing a proportion of its turnover in US Dollars and Euros. When necessary, the Group uses foreign exchange forward contracts to further mitigate this exposure. The following is a note of the financial instruments denominated at each period end in US Dollars:

Group	2025 \$'000	2024 \$'000
Trade receivables	8,748	9,184
Other receivables	–	85
Net cash and overdrafts	7,469	5,404
Import loans	(6,673)	(2,142)
Invoice discounting	–	2,177
Trade payables	(25,684)	(33,425)
	(16,140)	(18,717)

The effect of a 20% strengthening of Sterling at 31 July 2025 on the foreign denominated financial instruments carried at that date would, all variables held constant, have resulted in an increase to total comprehensive income for the period and an increase to net assets of £1.5m (2024: £1.8m). A 20% weakening of the exchange rate, on the same basis, would have resulted in a decrease to total comprehensive income and a decrease to net assets of £2.3m (2024: £2.7m).

The following is a note of the financial instruments denominated at each period end in Euros:

Group	2025 €'000	2024 €'000
Trade receivables	11,039	12,566
Other receivables	–	22
Net cash and overdrafts	(1,454)	(927)
Invoice discounting	(8,786)	(9,104)
Trade payables	(1,096)	(1,383)
Lease liabilities	(165)	(368)
	(462)	806

The effect of a 20% strengthening of Sterling at 31 July 2025 on the foreign denominated financial instruments carried at that date would, all variables held constant, have resulted in an increase to total comprehensive income for the period and an increase to net assets of £0.1m (2024: £0.1m decrease to net assets). A 20% weakening of the exchange rate, on the same basis, would have resulted in a decrease to total comprehensive income and a decrease to net assets of £0.1m (2024: £0.1m increase to net assets).

The Directors have shown a sensitivity movement of 20% as, due to the current uncertainty given the current economic climate, this is deemed to be the largest potential movement in currency that could occur in the near future. Financial instruments denominated in Canadian Dollars and Polish Zloty are not significant and therefore do not pose a significant foreign exchange exposure.

Interest rate risk management

Interest rate risk is the risk of increased costs arising from movements in interest rates impacting the Group's liabilities. Interest on financial instruments is classified as fixed rate if interest resets on the instruments are less frequent than once every 12 months. Interest on financial instruments is classified as variable rate if interest resets on the instruments occur every 12 months or more frequently.

All of the Group's bank borrowings are variable rate. The Group is exposed to cash flow interest rate risk on its bank overdrafts, revolving credit facility, invoice discounting and import loans to the extent that they are used. The Group has interest rate caps to mitigate the exposure of interest rate movements as described above. The Group's interest-bearing financial assets and liabilities at the balance sheet date were as follows:

Group	2025			2024		
	Fixed £'000	Variable £'000	Total £'000	Fixed £'000	Variable £'000	Total £'000
Cash and cash equivalents	–	4,063	4,063	–	4,733	4,733
Bank borrowings	–	(18,234)	(18,234)	–	(15,224)	(15,224)
	–	(14,171)	(14,171)	–	(10,491)	(10,491)

The Group considers that a 100 basis points movement in interest rates is a reasonable measure of volatility. The effect on profit before tax of a 100 basis points increase in interest rates on the variable rate balances as at 31 July 2025 would be a reduction of £83,000 (31 July 2024: £65,000 reduction). The effect on profit before tax of a 100 basis points decrease in interest rates on the variable rate balances as at 31 July 2025 would be an increase of £163,000 (31 July 2024: £101,000 increase).

Capital risk management

The Group is funded by equity and loans. The Group's objective when managing capital is to maintain adequate financial flexibility to preserve its ability to meet financial obligations, both current and long term. The capital structure of the Group is managed and adjusted to reflect changes in economic conditions. The Group funds its expenditure on commitments from existing cash and cash equivalent balances, primarily received from existing bank facilities and profits generated. There are no externally imposed capital requirements. Financing decisions are made based upon forecasts of the expected timing and level of capital and operating expenditure required to meet the Group's commitments and development plans.

Fair value estimation

The carrying value less impairment provision of trade receivables and payables are assumed to approximate to their fair values because of the short-term nature of such assets and the effect of discounting liabilities is negligible. The Group is exposed to the risks that arise from its financial instruments. The policies for managing those risks and the methods to measure them are described earlier in this note.

Maturity of financial assets and liabilities

All of the Group's non-derivative financial liabilities and its financial assets at the reporting date are either payable or receivable within one year, except for lease liabilities as disclosed in note 21.

23. Share capital & reserves

Allotted, called up and fully paid	2025 £'000	2024 £'000	2025 No. of shares	2024 No. of shares
At 1 August	221	223	88,628,572	89,312,457
Share buy-backs	(5)	(2)	(2,298,440)	(683,885)
At 31 July	216	221	86,330,132	88,628,572

The 0.25p Ordinary Shares carry rights to dividends and other distributions from the Company, as well as carrying voting rights.

Following approval at the General Meeting on 2 May 2024, the Company commenced a share buy-back programme. During the year, the Company purchased 2,298,440 Ordinary Shares of 0.25p each (2024: 683,885 Ordinary Shares of 0.25 each) at a total cost of £2.3m (2024: £1.0m), including costs of £23,000 (2024: £10,000). The average price paid for these repurchased shares was 99 pence per share (2024: 145 pence per share). The repurchased shares were cancelled during the year.

Capital redemption reserve: The nominal value of shares bought back by the Company.

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

EBT reserve: The cost of shares repurchased and still held at the end of the reporting period by the UPGS EBT.

Share-based payment reserve: The cumulative share-based payment expense.

Hedging reserve: Gains and losses arising on forward currency contracts and on fixed to floating interest rate swaps that have been designated as hedges for hedge accounting purposes.

24. Share-based payments

The Company has established a number of different long-term incentive plans in the form of an equity-settled share option schemes. Awards are granted and approved at the discretion of the Remuneration Committee. Further details of these schemes are set out in the Directors' Remuneration Report. Currently, 129 (2024: 118) members of staff hold options for shares in the Company under the scheme. The share-based payments expense recognised in respect of employee services received during the year was £16,000 (2024: £137,000).

Sharesave scheme (SAYE)	2025	Weighted average exercise price	2024	Weighted average exercise price
Outstanding at the beginning of the period	806,628	£1.09	882,215	£0.91
Granted during the period	1,182,126	£0.51	553,532	£1.05
Lapsed during the period	(580,859)	£1.12	(136,159)	£1.14
Exercised during the period	(7,639)	£1.10	(492,960)	£0.70
Outstanding at the end of the period	1,400,256	£0.61	806,628	£1.09
Exercisable at the end of the period	–	–	18,023	£0.74

Performance share plan (PSP)	2025	Weighted average exercise price	2024	Weighted average exercise price
Outstanding at the beginning of the period	791,428	£0.00	1,339,687	£0.00
Lapsed during the period	(32,972)	£0.00	(145,220)	£0.00
Exercised during the period	(71,174)	£0.00	(403,039)	£0.00
Outstanding at the end of the period	687,282	£0.00	791,428	£0.00
Exercisable at the end of the period	166,482	£0.00	38,535	£0.00

Deferred share award (DSA)	2025	Weighted average exercise price	2024	Weighted average exercise price
Granted during the period	119,554	£0.00	–	–
Outstanding at the end of the period	119,554	£0.00	–	–
Exercisable at the end of the period	–	–	–	–

The fair value of the SAYE and PSP options granted is estimated at the date of grant using a Black-Scholes model, after taking into account the terms and conditions upon which they were granted. For options outstanding at the end of the period the range of exercise prices was 0.25p–120p (2024: 0.25p–120p), and the weighted average remaining contractual life was 3.8 years (2024: 4.2 years). The fair value of options granted during the year was £573,000 (2024: £250,000).

The Black-Scholes pricing model is applied on the granting dates of options.

Black-Scholes option pricing model

	DSA 2024 27 Nov 2024	SAYE 2025 4 Dec 2023
Closing share price	£1.23	£0.64
Exercise price	£0.00	£0.51
Risk-free interest rate	4.75%	3.90%
Expected life of option (years)	4	3
Volatility	35.80%	42.35%
Dividend yield	12%	12%

The 2017 MIP is structured as an award of A ordinary shares in Ultimate Products UK Limited ('Subsidiary Shares'). The right attaching to the Subsidiary Shares originally included a put option with a three-year vesting period that could be exercised up to seven years following the vesting date. Exercise of the put option was subject to the share price of Ultimate Products plc exceeding a hurdle set at a premium to the IPO price. Following a shareholder vote at the FY22 AGM, the time horizon of the MIP was extended by two years subject to an uplift in the hurdle from 166.4p to 193.02p (equating to an 8% increase to the hurdle for each of the two year extension).

At the point of exercise, the recipient will receive the value of the Subsidiary Shares in either cash or shares in Ultimate Products plc ('Plc Shares'), at the discretion of Ultimate Products plc, subject to a cap of 6.25% of the issued share capital of Ultimate Products plc as at the date of the IPO. The shares therefore have an exercise price of £nil for the recipient. The number and weighted average exercise price of the options in issue based on the conditions present at each year end were as follows:

Management incentive plan (MIP)	2025	Weighted average exercise price	2024	Weighted average exercise price
Outstanding & exercisable at the beginning of the period	–	–	–	–
Exercised during the period	–	–	–	–
Unvested during the period	–	–	–	–
Outstanding & exercisable at the end of the period	–	–	–	–

At both 31 July 2025 and 31 July 2024 the share price had not met the hurdle price referred to above and, as a result, no shares were under option.

25. Related party transactions

Remuneration of key management personnel, considered to be the Directors and other senior management of the Group is as follows:

	2025 £'000	2024 £'000
Short-term remuneration	2,245	2,188
Other pension costs	56	47
Share-based payments	20	393

No balances were outstanding at the end of either period and the maximum balance outstanding during these periods was £nil. Additionally, Directors purchased goods from the Group during the year to 31 July 2025 and the total for all Directors amounted to £855 (2024: £483). Consultancy fees paid to Directors were £Nil (2024: £3,250).

	2025 £'000	2024 £'000
Transactions with related companies:		
Lease payments to Heron Mill Limited	388	388
Lease payments to Berbar Properties Limited	180	180

The above companies are related due to common control and Directors. Barry Franks, Andrew Gossage and Simon Showman are Directors of Heron Mill Limited. Barry Franks (15 ordinary shares of £1.00 each), Simon Showman (50 ordinary shares of £1.00 each) and A&T Property Investments Limited (20 ordinary shares of £1.00 each) are also shareholders of Heron Mill Limited. Andrew Gossage is a Director of A&T Property Investments Limited. Barry Franks is a Director and the sole shareholder of Berbar Properties Limited. There were no outstanding balances with related companies or businesses at 31 July 2025 or 31 July 2024.

Shareholder information

Five-year summary (unaudited)

	2025 £'000	2024 £'000	2023 £'000	2022 £'000	2021 £'000
Revenue	150,135	155,497	166,315	154,191	136,367
Cost of sales	(115,288)	(115,043)	(123,568)	(115,836)	(106,136)
Gross profit	34,847	40,454	42,747	38,355	30,231
Administrative expenses	(25,147)	(24,760)	(25,631)	(22,074)	(20,205)
Profit from operations	9,700	15,694	17,116	16,281	10,026
Finance costs	(1,651)	(1,381)	(1,132)	(842)	(518)
Profit before taxation	8,049	14,313	15,984	15,439	9,508
Income tax	(2,242)	(3,786)	(3,398)	(3,069)	(2,195)
Profit for the period	5,807	10,527	12,586	12,370	7,313

Non-GAAP performance measures

	2025	2024	2023	2022	2021
Adjusted EBITDA (£'000)	12,505	18,022	20,214	18,750	13,291
Adjusted EBITDA margin (%)	8.3%	11.6%	12.2%	12.2%	9.7%
Adjusted profit before taxation (£'000)	8,705	14,450	16,821	15,842	11,150
Adjusted profit after taxation (£'000)	6,299	10,630	13,261	12,722	8,727
Adjusted earnings per share (p)	7.4	12.3p	15.4p	14.7p	11.1p

Company information

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