



THE BEAUTY  
TECH GROUP

# Prospectus September 2025



This document comprises a prospectus relating to The Beauty Tech Group plc (**Company**) prepared in accordance with the Prospectus Regulation Rules of the Financial Conduct Authority (**FCA**) made under section 73A of the Financial Services and Markets Act 2000 (**FSMA**) (**Prospectus Regulation Rules**). A copy of this document has been filed with, and approved by, the FCA and has been made available to the public in accordance with the Prospectus Regulation Rules. This document has been approved as a prospectus by the FCA as competent authority under the UK version of Regulation (EU) 2017/1129 which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 (as amended). The FCA only approves this document as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation in respect of a prospectus. Such approval should not be considered as an endorsement of the company that is, or the quality of the securities that are, the subject of this document. Investors should make their own assessment as to the suitability of investing in the securities. This document will be made available to the public in accordance with Rule 3.2 of the Prospectus Regulation Rules.

Application will be made to (i) the FCA for all of the Shares to be admitted to the equity shares (commercial companies) category of the Official List and (ii) the London Stock Exchange for all of the Shares to be admitted to trading on the London Stock Exchange's main market for listed securities. Conditional dealings in the Shares are expected to commence on the London Stock Exchange at 8.00 a.m. on 3 October 2025. It is expected that Admission to listing on the Official List and trading on the London Stock Exchange will become effective and that unconditional dealings in the Shares will commence at 8.00 a.m. on 8 October 2025. All dealings in the Shares prior to the commencement of unconditional dealings will be on a "when issued" basis and will be of no effect if Admission does not take place and will be at the sole risk of the parties concerned. No application is currently intended to be made for the Shares to be admitted to listing or trading on any other exchange.

The Company and its directors, whose names appear on page 34 of this document (**Directors**), accept responsibility for the information contained in this document. To the best of the knowledge of the Company and the Directors, the information contained in this document is in accordance with the facts and this document makes no omission likely to affect its import.

This document should be read in its entirety and, in particular, the section of this document headed "**Risk Factors**", for a discussion of certain risks relating to the Group's business and industry.

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## **The Beauty Tech Group plc**

*(incorporated under the Companies Act 2006 and registered in England and Wales with registered number 16613177)*

**Offer of up to 11,553,785 New Shares and up to 29,316,398 Sale Shares at an Offer Price expected to be between 251 pence and 291 pence per Share**

**Admission to listing in the equity shares (commercial companies) category of the Official List and to trading on the main market of the London Stock Exchange**

***Sponsor, Bookrunner and  
Financial adviser  
Berenberg***

***Financial Adviser  
Rothschild & Co***

**Share capital immediately following Admission (assuming the maximum number of Offer Shares subject to the Offer are sold or issued (although this is subject to the bookbuilding process and the number of Offer Shares to be sold or issued will be confirmed in the Pricing Statement) and the Offer Price is set at the mid-point of the Indicative Price Range)**

**Number  
110,701,107**

**Nominal Value  
£0.10**

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The Selling Shareholders intend to sell in aggregate up to 29,316,398 existing Shares. The Company will not receive any of the proceeds of any sale of existing Shares, all of which will be received by the Selling Shareholders.

All Shares issued or sold pursuant to the Offer will be issued or sold, payable in full, at the Offer Price. It is currently expected that the Offer Price will be set within the Indicative Price Range. However, the Indicative Price Range is indicative only, it may change during the course of the Offer and the Offer Price may be set within, above or below the Indicative Price Range. The number of New Shares to be issued by the Company and the number of Sale Shares to be sold by the Selling Shareholders may be increased or decreased during the course of the Offer. A number of factors will be considered in determining the Offer Price, the amount to be received by the Company and the amount to be received by the Selling Shareholders pursuant to the Offer and the basis of allocation to prospective investors, including the level and nature of demand for the Offer Shares during the bookbuilding process, the level of demand in the Intermediaries Offer, the prevailing market conditions and the objective of establishing an orderly and liquid market in the Shares following Admission. Unless required to do so by law or regulation, the Company does not envisage publishing any supplementary prospectus or a Pricing Statement, as the case may be, until announcement of the Offer Price. A Pricing Statement containing the Offer Price, confirming the number of Shares which are the subject of the Offer and containing any other outstanding information is expected to be published on or around 3 October 2025.

The Pricing Statement will not automatically be sent to persons who receive this document, but it will (subject to certain restrictions) be available in electronic form on the Company's corporate website at <https://www.thebeautytechgroup.com/>. If the Offer Price is set above or below the Indicative Price Range or the Indicative Price Range is revised, the Company will make an announcement via a Regulatory Information Service and prospective investors may have a right to withdraw their application for Offer Shares. In such circumstances, the Pricing Statement would not be published until the period for exercising such withdrawal rights has ended. The expected date of publication of the Pricing Statement would be extended and the arrangements for withdrawing offers to purchase Offer Shares would be contained in the announcement.

The Company consents to the use of this document by the Intermediaries in connection with the Intermediaries Offer to persons located in the United Kingdom (i) in respect of Intermediaries which have been approved by the Company prior to the date of this document, from the date of this document and (ii) in respect of Intermediaries which are approved by the Company after the date of this document, from the date on which they are approved to participate in the Intermediaries Offer and agree to adhere to and be bound by the Terms and Conditions of the Intermediaries Offer, in each case until the closing of the Intermediaries Offer. **Any Intermediary that uses this document must state on its website that it uses this document in accordance with the Company's consent and the conditions attached thereto. Intermediaries are required to provide the Terms and Conditions of the Intermediaries Offer to any prospective investor which has expressed an interest in participating in the Intermediaries Offer to such Intermediary at the time the offer by such Intermediary is made. Any application made by investors to any Intermediary is subject to the terms and conditions imposed by each Intermediary.** The Company accepts responsibility for the content of this document with respect to the subsequent resale or final placement of Sale Shares in connection with the Intermediaries Offer by any Intermediary given consent to use this document by the Company. The offer period within which any subsequent resale or final placement of Sale Shares by Intermediaries can be made shall commence immediately following the publication of this document and close at 4.30 p.m. on 2 October 2025, unless closed prior to that date (any such prior closure to be announced via a Regulatory Information Service).

Prospective investors interested in participating in the Intermediaries Offer should apply for Sale Shares through the Intermediaries by following their relevant application procedures by no later than 4.30 p.m. on 2 October 2025 or such other date and time notified to you by the respective Intermediary.

Any securities referred to in this document have not been, and will not be, registered under the US Securities Act of 1933 (**US Securities Act**) or with any securities regulatory authority of any state of the United States, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. The Shares offered by this document are being offered and sold outside the United States in

“offshore transactions” within the meaning of, and in reliance on, Regulation S under the Securities Act. No public offer or sale of the Shares in the United States will be made.

Any securities referred to in this document have not been, and will not be, registered under the applicable securities law of Australia, Canada, Japan, the United States, the Republic of South Africa or New Zealand and, subject to certain exceptions, may not be offered or sold within Australia, Canada, Japan, the United States, the Republic of South Africa or New Zealand.

Neither the US Securities and Exchange Commission nor any state securities commission in the United States has approved or disapproved of any securities referred to in this document or determined if this document is truthful or complete. Any representation to the contrary is a criminal offence.

Joh. Berenberg, Gossler & Co. KG (**Berenberg**) has been appointed as sponsor, bookrunner and financial adviser in connection with Admission and the Offer. N.M. Rothschild & Sons Limited (**Rothschild & Co**) (Berenberg and Rothschild & Co together, the **Banks**) has been appointed as financial adviser in connection with Admission and the Offer. Each of Berenberg, which is authorised and regulated in Germany by the German Federal Financial Supervisory Authority and subject to limited regulation in the United Kingdom by the FCA, and Rothschild & Co, which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for the Company and no one else in connection with the Offer and will not regard any other person (whether or not a recipient of this document) as a client in relation to the Offer and will not be responsible to anyone other than the Company for providing the protections afforded to the Banks’ respective clients nor for giving advice in relation to the Offer or any transaction or arrangement referred to in this document. Each of the Banks and their respective affiliates may have engaged in transactions with, and provided various investment banking, financial advisory and other services to, the Company for which they would have received fees. Apart from the responsibilities and liabilities, if any, that may be imposed on them by FSMA or the regulatory regime established thereunder, or under the regulatory regime of any jurisdiction where the exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, neither of the Banks accepts any responsibility whatsoever for, or makes any representation or warranty, express or implied, as to the contents of, this document or for any other statement made or purported to be made by either of the Banks, or on their respective behalf, in connection with the Company, the Shares or the Offer and nothing in this document will be relied upon as a promise or representation in this respect, whether or not to the past or future. Each of the Banks accordingly disclaims all and any liability whether arising in tort, contract or otherwise (save as referred to above) which either of the Banks might otherwise have in respect of this document or any such statement. Each of the Banks has given and not withdrawn their respective consent to the issue of this document with the inclusion of the references to the Banks’ respective names in the form and context to which they are included.

Retail Book Limited (**RetailBook**) has been appointed as the Intermediaries Offer Co-ordinator. RetailBook, which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for the Company and no one else in connection with the Intermediaries Offer and will not regard any other person (whether or not a recipient of this document) as a client in relation to the Intermediaries Offer and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for giving advice in relation to the Intermediaries Offer or any transaction or arrangement referred to in this document. Apart from the responsibilities and liabilities, if any, that may be imposed on RetailBook by FSMA or the regulatory regime established thereunder, or under the regulatory regime of any jurisdiction where the exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, RetailBook accepts no responsibility whatsoever for, and makes no representation or warranty, express or implied, as to the contents of, this document or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Shares or the Intermediaries Offer and nothing in this document will be relied upon as a promise or representation in this respect, whether or not to the past or future. RetailBook accordingly disclaims all and any liability whether arising in tort, contract or otherwise (save as referred to above) which it might otherwise have in respect of this document or any such statement. RetailBook has given and not withdrawn its consent to the issue of this document with the inclusion of the references to its name in the form and context to which they are included.

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other than considering an investment in Shares. Recipients of this document agree to the foregoing by accepting delivery of this document.

This document does not constitute, or form part of, any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any securities by any person in any circumstances in which such offer or solicitation is unlawful and, in particular, is not for distribution in the United States, Australia, Canada, Japan, the Republic of South Africa or New Zealand. The Shares have not been, and will not be, registered with any securities regulatory authority of any state or jurisdiction of the United States or under applicable securities laws in Australia, Canada, Japan, the Republic of South Africa or New Zealand.

The Shares offered by this document have not been approved or disapproved by the SEC, any state securities commission in the United States or any other United States regulatory authority, nor have any such authorities passed upon, or endorsed the merits of, the Offer or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

Prior to making any decision as to whether to invest in the Shares, prospective investors should read this document in its entirety. In making an investment decision, each investor must rely on their own examination, analysis and enquiry of the Company, the Group, the Shares and the terms of the Offer, including the merits and risks involved. Prospective investors also acknowledge that:

- (i) they have not relied on Berenberg, Rothschild & Co and/or any person(s) affiliated with Berenberg and/or Rothschild & Co in connection with any investigation of the accuracy of any information contained in this document or their investment decision; and
- (ii) they have relied only on the information contained in this document.

No person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such information or representations must not be relied on as having been so authorised. Neither the delivery of this document nor any sale or purchase made under it shall, under any circumstances, create any implication that there has been no change in the business affairs of the Company or the Group since the date of this document or that the information in this document is correct as of any time subsequent to its date.

None of the Company, Berenberg, Rothschild & Co and/or any of their respective representatives is making any representation to any prospective investor in the Shares regarding the legality of an investment in the Shares by such prospective investor under the laws applicable to such prospective investor. The contents of this document should not be construed as legal, financial or tax advice. Each prospective investor should consult their own legal, financial or tax adviser for legal, financial or tax advice.

In connection with the Offer, Berenberg and any of its affiliates acting as an investor for its own account may purchase Shares and, in that capacity, may retain, purchase, sell, offer to sell or otherwise deal for its own account in Shares, any other securities of the Company or other related investments in connection with the Offer or otherwise. Accordingly, references in this document to Shares being offered, sold, purchased or otherwise dealt with should be read as including any offer or sale to, or purchase or dealing by, Berenberg or any of its affiliates acting as an investor for its own account. Berenberg does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

#### **Notice to certain investors**

The Shares are subject to selling restrictions in certain jurisdictions. Prospective investors should read the selling and transfer restrictions described under paragraph 12 of Part 9 of this document. Each investor in Shares will be deemed to have made the relevant representations described in paragraph 4 of the terms and conditions of the Institutional Offer in Part 9 or paragraph 6 of the Terms and Conditions of the Intermediaries Offer (as applicable) and paragraph 12 of Part 9 of this document as relevant.

The distribution of this document and the offer of the Shares in certain jurisdictions may be restricted by law. Other than in the United Kingdom, no action has been or will be taken by the Company, the Selling Shareholders, Berenberg and/or Rothschild & Co to permit a public offering of the Shares or to permit the possession or distribution of this document (or any other offering or publicity materials in connection therewith). In particular, no actions have been taken to allow for a

public offering of the Shares under the applicable securities laws of the United States, Australia, Canada, Japan, the Republic of South Africa or New Zealand. Accordingly, neither this document nor any advertisement or any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with all applicable laws and regulations. Persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

### **Information to distributors**

Solely for the purposes of the product governance requirements of Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (**UK Product Governance Requirements**), and/or any equivalent requirements elsewhere to the extent determined to be applicable, and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the UK Product Governance Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process, which has determined that such Shares are (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in Chapter 3 of the FCA Handbook Conduct of Business Sourcebook and (ii) eligible for distribution through all permitted distribution channels (**Target Market Assessment**). Notwithstanding the Target Market Assessment, “distributors” (for the purposes of the UK Product Governance Requirements) should note that (a) the price of the Shares may decline and investors could lose all or part of their investment, (b) the Shares offer no guaranteed income and no capital protection and (c) an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, Berenberg will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute (a) an assessment of suitability or appropriateness for the purposes of Chapter 9A or 10A respectively of the FCA Handbook Conduct of Business Sourcebook or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Offer Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Offer Shares and determining appropriate distribution channels.

### **Interpretation**

Certain terms used in this document are defined in Part 12 or Part 13 of this document.

All references to time in this document are to London time unless otherwise stated.

The date of this document is 24 September 2025.

## CONTENTS

SUMMARY .....	7
RISK FACTORS .....	14
PRESENTATION OF FINANCIAL AND OTHER INFORMATION .....	28
DIRECTORS, COMPANY SECRETARY, REGISTERED OFFICE AND ADVISERS .....	34
PART 1 MARKET OVERVIEW .....	37
PART 2 BUSINESS DESCRIPTION .....	50
PART 3 DIRECTORS, SENIOR MANAGEMENT AND CORPORATE GOVERNANCE .....	87
PART 4 SELECTED FINANCIAL INFORMATION .....	92
PART 5 OPERATING AND FINANCIAL REVIEW .....	98
PART 6 HISTORICAL FINANCIAL INFORMATION .....	123
PART 7 UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP .....	199
PART 8 CAPITALISATION AND INDEBTEDNESS .....	204
PART 9 DETAILS OF THE OFFER .....	206
PART 10 TAXATION .....	232
PART 11 ADDITIONAL INFORMATION .....	236
PART 12 DEFINITIONS .....	275
PART 13 GLOSSARY .....	279
PART 14 SCHEDULE OF CHANGES .....	280

## SUMMARY

### 1 Introduction and warnings

#### 1.1 Name and ISIN of the securities

Ordinary shares in the capital of the Company with a nominal value of £0.10 each with International Securities Identification Number GB00BTWSXB68.

#### 1.2 Identity and contact details of the issuer

The issuer's name is The Beauty Tech Group plc (incorporated in England and Wales with registered number 16613177). Its registered office is at C/O Addleshaw Goddard LLP, One St. Peter's Square, Manchester, United Kingdom, M2 3DE. The Company's Legal Entity Identifier is 9845005838FE7756E729.

#### 1.3 Identity and contact details of the competent authority

This document has been approved by the Financial Conduct Authority, with its head office at 12 Endeavour Square, London E20 1JN, United Kingdom and telephone number +44 (0)20 7066 1000. The FCA only approves this document as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation in respect of a prospectus. Such approval should not be considered as an endorsement of the company that is, or the quality of the securities that are, the subject of this document. Investors should make their own assessment as to the suitability of investing in the securities.

#### 1.4 Date of approval of the prospectus

24 September 2025

#### 1.5 Warnings

This summary should be read as an introduction to this document. Any decision to invest in the Shares should be based on consideration of this document as a whole by the investor. The investor could lose all or part of the invested capital. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent when read together with the other parts of this document, or where it does not provide, when read together with the other parts of this document, key information in order to aid investors when considering whether to invest in the Shares.

#### 1.6 Consent for intermediaries

The Company consents to the use of this document by the Intermediaries in connection with the Intermediaries Offer to persons located in the United Kingdom (i) in respect of Intermediaries which have been approved by the Company prior to the date of this document, from the date of this document and (ii) in respect of Intermediaries which are approved by the Company after the date of this document, from the date on which they are approved to participate in the Intermediaries Offer and agree to adhere to and be bound by the Terms and Conditions of the Intermediaries Offer, in each case until the closing of the Intermediaries Offer. Any Intermediary that uses this document must state on its website that it uses this document in accordance with the Company's consent and the conditions attached thereto. Intermediaries are required to provide the Terms and Conditions of the Intermediaries Offer to any prospective investor which has expressed an interest in participating in the Intermediaries Offer to such Intermediary at the time the offer by such Intermediary is made. Any application made by investors to any Intermediary is subject to the terms and conditions imposed by each Intermediary. The Company accepts responsibility for the content of this document with respect to the subsequent resale or final placement of Sale Shares in connection with the Intermediaries Offer by any Intermediary given consent to use this document by the Company. The offer period within which any subsequent resale or final placement of Sale Shares by Intermediaries can be made shall commence immediately following the publication of this document and close at 4.30 p.m. on 2 October 2025, unless closed prior to that date (any such prior closure to be announced via a Regulatory Information Service).

Prospective investors interested in participating in the Intermediaries Offer should apply for Sale Shares through the Intermediaries by following their relevant application procedures by no later than 4.30 p.m. on 2 October 2025 or such other date and time notified to you by the respective Intermediary.

### 2 Key information on the issuer

#### 2.1 Who is the issuer of the securities?

*Domicile and legal form, LEI, applicable legislation and country of incorporation*

The Company is incorporated under the laws of England and Wales with its registered office in England, and its LEI is 9845005838FE7756E729. The Company was incorporated on 29 July 2025 under the Companies Act 2006 (**Companies Act**) as a public limited company with registered number 16613177 and with the name Lunessa plc and changed its name to The Beauty Tech Group plc on 12 September 2025. The principal law and legislation under which the Company operates is the Companies Act.

*Principal activities*

The Beauty Tech Group is a leader in the rapidly growing at-home beauty technology market. The Group encompasses three distinct, innovative and premium beauty technology brands – CurrentBody Skin, ZIIP Beauty and Tria Laser – under which it develops, manufactures and retails AHBDs using aesthetic technologies which have been used in professional clinics for decades. These technologies include LED light, RF, microcurrent, and laser therapies. The Group sells its products in the UK and internationally via its D2C e-commerce channels and via selected international retailers.

The Group operates in the global AHBD market, which has an estimated value of approximately £9.0 billion – £12.0 billion and is growing rapidly within the £464 billion global beauty and personal care market. OC&C estimates that the Group's largest individual markets by sales, being the US, the UK and Germany grew by approximately 13% – 14% between 2019 and 2024, significantly outpacing the wider beauty market.

Headquartered in Cheshire, UK and founded as CurrentBody.com Ltd in 2009, by Chief Executive Officer, Laurence Newman and Chief Technology Officer, Andrew Showman, initially selling third-party AHBDs, the Group now sells exclusively own-brand product under its three distinct and premium brands.

The Group operates sales channels and manufacturing and distribution facilities across multiple international locations, including North America, the UK, the EU and Asia, and serves a global customer base. The Group's supply chain and well-invested, owned and third-party, manufacturing facilities allow for a dual-sourced manufacturing strategy for each of its three brands, helping to de-risk the Group's manufacturing capabilities and product supply.



#### Major shareholders

Insofar as it is known to the Company as at the date of this document, the following persons will, immediately prior to Admission and immediately following Admission, be directly or indirectly interested (within the meaning of the Companies Act) in 3 per cent. or more of the Company's issued share capital (being the threshold for notification of interests that will apply to Shareholders as at Admission pursuant to Chapter 5 of the Disclosure Guidance and Transparency Rules).

Shareholder	Immediately prior to Admission		Immediately following Admission <sup>(1)</sup>	
	Number of Shares	Percentage of issued Shares	Number of Shares	Percentage of issued Shares
Thakral Lifestyle Pte. Limited	9,548,383	9.55%	6,683,868	6.04%
Andrew Showman	7,919,645	7.92%	5,543,752	5.01%
Simon Cooper	7,251,800	7.25%	5,076,260	4.59%
Laurence Newman <sup>(2)</sup>	7,189,403	7.19%	5,032,582	4.55%
Sencheer Holdings Ltd	6,133,929	6.13%	4,293,750	3.88%
Stephen Grant	5,744,477	5.74%	4,021,134	3.63%
The Data Capital Group Limited	3,914,676	3.91%	2,740,273	2.48%
FCM Trust Limited as trustee of The Beauty Tech Group Employee Benefit Trust	4,500,000	4.50%	4,500,000	4.07%
Northern Venture Trust PLC	3,201,639	3.20%	2,241,147	2.02%

- (1) Assuming the maximum number of Offer Shares subject to the Offer are sold or issued (although this is subject to the bookbuilding process and the number of Offer Shares to be sold or issued will be confirmed in the Pricing Statement) and the Offer Price is set at the mid-point of the Indicative Price Range. Note that, if the Offer Price is set above or below the Indicative Price Range or the Indicative Price Range is revised such that the value of the Offer differs to that set out in this document, the Company will make an announcement via a Regulatory Information Service and prospective investors may have a right to withdraw their application for Shares. In such circumstances, the Pricing Statement would not be published until the period for exercising such withdrawal rights has ended. The expected date of publication of the Pricing Statement would be extended and the arrangements for withdrawing offers to purchase Offer Shares would be contained in the announcement.
- (2) The numbers set out opposite do not include up to 1,500,000 Shares which will be issued prior to Admission and may be transferred to Laurence Newman pursuant to certain awards granted to him prior to the date of this document, which may vest over time, subject to the satisfaction of certain performance conditions relating to the financial years ending 31 December 2030.

#### Key managing directors

Laurence Newman is the Chief Executive Officer and Sam Glynn is the Chief Financial Officer and Chief Operating Officer.

#### Auditors

RSM UK Audit LLP, of 9th Floor, Landmark St Peter's Square, 1 Oxford Street, Manchester, M1 4PB has been appointed as the statutory auditor of the Company.

The statutory accounts of Topco have been audited in accordance with UK International Standards of Auditing for the financial periods ended 31 January 2023, 31 December 2023 and 31 December 2024 by RSM UK Audit LLP. Unqualified audit reports were issued for each of the financial periods ended 31 January 2023, 31 December 2023 and 31 December 2024.

#### 2.2 What is the key financial information regarding the issuer?

Selected key historical financial information for Topco as at and for the audited financial period ended 31 January 2023, the audited financial period ended 31 December 2023, the audited financial year ended 31 December 2024 and the unaudited six months ended 30 June 2024 and unaudited six months ended 30 June 2025 is set out below. The information has been extracted without material adjustment from the Historical Financial Information in section B of Part 6 of this document or the unaudited interim financial information in section C of Part 6 of this document. Investors are advised to read the whole of this document and not rely on the summarised information below.

#### Consolidated statement of profit or loss and other comprehensive income

	16 month period ended 31 January 2023 £'000 Audited	11 month period ended 31 December 2023 £'000 Audited	Year ended 31 December 2024 £'000 Audited	Six months ended 30 June 2024 £'000 Unaudited	Six months ended 30 June 2025 £'000 Unaudited
Revenue	64,557	68,289	101,124	43,518	55,237
Cost of sales	(40,907)	(34,717)	(43,722)	(20,629)	(21,654)
<b>Gross profit</b>	<b>23,650</b>	<b>33,572</b>	<b>57,402</b>	<b>22,889</b>	<b>33,583</b>
Administrative expenses	(22,138)	(28,141)	(42,463)	(17,469)	(22,447)
Share-based payment expense	(2,188)	(1,095)	(836)	(430)	(582)
Exceptional administrative expenses	(2,250)	(928)	(1,545)	(789)	(1,501)
Other operating income	4	—	23	6	210
<b>Operating (loss)/profit</b>	<b>(2,922)</b>	<b>3,408</b>	<b>12,581</b>	<b>4,207</b>	<b>9,263</b>
Share of profit of joint venture	1,131	133	—	—	—
Fair value gain on remeasurement of joint venture	—	4,287	—	—	—
(Loss)/gain included in fair value on remeasurement of contingent consideration	—	(1,788)	1,135	—	—
Fair value (loss)/gain on foreign exchange forward contracts	—	—	112	(3)	(301)
Finance costs	(7,357)	(6,855)	(8,631)	(4,164)	(3,964)
<b>(Loss)/profit before tax</b>	<b>(9,148)</b>	<b>(815)</b>	<b>5,197</b>	<b>40</b>	<b>4,998</b>
Tax credit/(charge) on loss	58	(669)	(3,447)	(824)	(2,196)
<b>(Loss)/profit for the period/year</b>	<b>9,090</b>	<b>(1,484)</b>	<b>1,750</b>	<b>784</b>	<b>2,802</b>
<b>Other comprehensive expense:</b>					
Foreign exchange losses	—	(109)	(26)	(41)	83
<b>Other comprehensive income/(expense), net of tax</b>	<b>—</b>	<b>(109)</b>	<b>(26)</b>	<b>(41)</b>	<b>83</b>
<b>Total comprehensive (loss)/profit for the period/year</b>	<b>(9,090)</b>	<b>(1,593)</b>	<b>1,724</b>	<b>(825)</b>	<b>2,885</b>
<b>Earnings per share</b>					
Basic EPS	(£15.30)	(£2.52)	£2.60	(£1.25)	£4.36

Consolidated statement of financial position

	31 January 2023 £'000 Audited	31 December 2023 £'000 Audited	31 December 2024 £'000 Audited	30 June 2025 £'000 Unaudited
<b>Assets</b>				
<b>Non-current assets</b>				
Property, plant and equipment	225	628	1,368	2,848
Right-of-use assets	336	1,841	1,822	3,640
Intangible assets	50,986	57,110	53,618	52,867
Investments	700	—	—	—
Deferred tax assets	—	—	284	284
<b>Total non-current assets</b>	<b>52,247</b>	<b>59,579</b>	<b>57,092</b>	<b>59,639</b>
<b>Current assets</b>				
Inventories	10,219	14,024	17,078	22,653
Trade and other receivables	5,647	5,930	16,749	13,943
Cash and cash equivalents	5,740	12,021	14,528	8,593
<b>Total current assets</b>	<b>21,606</b>	<b>31,975</b>	<b>48,355</b>	<b>45,189</b>
<b>Total assets</b>	<b>73,853</b>	<b>91,554</b>	<b>105,447</b>	<b>104,828</b>
<b>Liabilities and Equity</b>				
<b>Current liabilities</b>				
Trade and other payables	13,358	13,743	20,947	12,704
Lease liabilities	144	243	297	347
Tax liability	143	1,307	3,955	2,942
Borrowings	—	4,874	71	5,000
Provisions	—	772	2,155	2,898
<b>Total current liabilities</b>	<b>13,645</b>	<b>20,939</b>	<b>27,425</b>	<b>23,891</b>
<b>Non-current liabilities</b>				
Lease liabilities	254	1,745	1,753	3,636
Borrowings	60,898	66,731	72,825	70,480
Contingent consideration	546	3,406	2,620	2,525
Deferred tax liabilities	4,818	4,307	3,838	3,843
<b>Total non-current liabilities</b>	<b>66,516</b>	<b>76,189</b>	<b>81,036</b>	<b>80,484</b>
<b>Total liabilities</b>	<b>80,161</b>	<b>97,128</b>	<b>108,461</b>	<b>104,375</b>
<b>Net (liabilities)/assets</b>	<b>(6,308)</b>	<b>(5,574)</b>	<b>(3,014)</b>	<b>453</b>
<b>Equity</b>				
Share capital	6	7	7	7
Share premium	588	1,819	1,819	1,819
Foreign currency translation reserve	—	(109)	(135)	(52)
Share-based payment reserve	2,188	3,283	4,119	4,701
Retained earnings	(9,090)	(10,574)	(8,824)	(6,022)
<b>Total (deficit)/equity</b>	<b>(6,308)</b>	<b>(5,574)</b>	<b>(3,014)</b>	<b>453</b>

# Consolidated statement of cash flows

	16 month period ended 31 January 2023 £'000 Audited	11 month period ended 31 December 2023 £'000 Audited	Year ended 31 December 2024 £'000 Audited	Six months ended 30 June 2024 £'000 Unaudited	Six months ended 30 June 2025 £'000 Unaudited
<b>Cash flows from operating activities</b>					
(Loss)/profit for the period/year	(9,090)	(1,484)	1,750	(784)	2,802
Adjustments for:					
Depreciation of property, plant and equipment	91	133	183	92	118
Amortisation of right of use assets	174	301	335	160	256
Amortisation of intangible assets	3,598	3,158	3,849	1,847	2,195
Impairment loss on goodwill	—	1,271	3,600	—	—
Share of results of joint venture	(1,131)	(133)	—	(131)	—
Fair value gain on remeasurement of joint venture	—	(4,287)	—	—	—
Loss on disposal of intangible assets	5	—	3	—	—
Fair value (loss)/gain on foreign exchange forward contracts	—	—	(112)	3	301
Share-based payment expense	2,188	1,095	836	430	582
Finance costs	7,357	6,855	8,631	4,164	3,964
Foreign exchange loss/(gain)	157	(291)	408	29	881
Interest paid on borrowings	(1,479)	(1,190)	(2,503)	(1,302)	(950)
Taxation	(58)	669	3,447	824	2,196
	1,812	6,097	20,427	5,463	12,345
Increase in inventories	(872)	(1,016)	(3,019)	(1,881)	(6,008)
(Increase)/decrease in trade and other receivables	(4,031)	122	(7,983)	(1,093)	1,490
Increase/(decrease) in trade and other payables	6,933	(31)	6,224	(1,619)	(8,759)
Increase/(decrease) in provisions	—	774	1,381	182	750
<b>Cash generated from/(used in) operations</b>	<b>3,842</b>	<b>5,946</b>	<b>17,030</b>	<b>1,052</b>	<b>(182)</b>
Taxation paid	—	(4)	(1,552)	(193)	(3,208)
<b>Net cash flows from/(used in) operating activities</b>	<b>3,842</b>	<b>5,942</b>	<b>15,478</b>	<b>859</b>	<b>(3,390)</b>
<b>Cash flows from investing activities</b>					
Purchases of property, plant and equipment	(94)	(510)	(919)	(94)	(1,625)
Purchase of intangible assets	(1,978)	(1,974)	(3,952)	(1,594)	(1,662)
Purchase of subsidiary undertaking, net of cash acquired	(29,843)	1,099	—	—	—
Advances to Directors	—	—	(2,750)	(2,750)	—
<b>Net cash used in investing activities</b>	<b>(31,915)</b>	<b>(1,385)</b>	<b>(7,621)</b>	<b>(4,438)</b>	<b>(3,287)</b>
<b>Cash flows from financing activities</b>					
Issue of ordinary shares	594	—	—	—	—
Issue of preference shares	15,836	247	—	—	—
Repayments of lease liabilities	(112)	(216)	(254)	(122)	(123)
Interest paid on lease liabilities	(49)	(174)	(193)	(93)	(158)
Drawdown of bank loans	22,244	—	13,540	4,743	25,000
Proceeds from loan notes	10,235	1,606	—	—	—
Repayment of bank loans	(14,778)	(33)	(18,035)	(6,095)	(12,838)
Repayment of loan notes	—	—	—	—	(9,258)
Repayment of preference shares	—	—	—	—	(1,000)
<b>Net cash flows from/(used in) financing activities</b>	<b>33,970</b>	<b>1,430</b>	<b>(4,942)</b>	<b>(1,567)</b>	<b>1,623</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>5,897</b>	<b>5,987</b>	<b>2,915</b>	<b>(5,146)</b>	<b>(5,054)</b>
<b>Cash and cash equivalents at beginning of year/period</b>	<b>—</b>	<b>5,740</b>	<b>12,021</b>	<b>12,021</b>	<b>14,528</b>
Foreign exchange (losses)/gains	(157)	294	(408)	(29)	(881)
<b>Cash and cash equivalents at end of year/period</b>	<b>5,740</b>	<b>12,021</b>	<b>14,528</b>	<b>6,846</b>	<b>8,593</b>

The unaudited *pro forma* financial information (the **Unaudited Pro Forma Financial Information**) of the Group set out below has been prepared to illustrate the effect of the Offer on:

- the unaudited *pro forma* income statement of the Group for the year ended 31 December 2024, as if the Offer had taken place on 1 January 2024; and
- the unaudited *pro forma* net assets of the Group as at 30 June 2025, as if the Offer had taken place on that date.

The Unaudited Pro Forma Financial Information has been prepared for illustrative purposes only. The hypothetical financial position or results included in the Unaudited Pro Forma Financial Information may differ from the Group's actual financial position or results. It does not purport to represent what the Group's financial position or results of operations actually would have been if the Offer and other adjusted items described in this section had been completed on the dates indicated, nor does it purport to represent the results of operations for any future period or financial position of the Group at any future date.

The Unaudited Pro Forma Financial Information set out below has been prepared in a manner consistent with the accounting policies of the Company applied in preparing the Historical Financial Information set out in section C of Part 6 of this document and in accordance with Annex 20 to the Prospectus Delegated Regulation. It should be read in conjunction with the notes set out below.

The Unaudited Pro Forma Information set out below does not constitute financial statements within the meaning of section 434 of the Companies Act. Prospective investors should read the whole of this document and not rely solely on the summarised financial information contained in this section.

# Unaudited Pro Forma Income Statement

For the year ended 31 December 2024  
£000's

	Group	Adjustments		Unaudited Pro Forma Income Statement
Revenue	101,124	—	—	101,124
Cost of sales	(43,722)	—	—	(43,722)
<b>Gross profit</b>	<b>57,402</b>	<b>—</b>	<b>—</b>	<b>57,402</b>
Administrative expenses	(42,463)	—	—	(42,463)
Share-based payment expense	(836)	—	—	(836)
Exceptional administrative expenses	(1,545)	(7,161)	—	(8,706)
Other operating income	23	—	—	23
<b>Operating profit</b>	<b>12,581</b>	<b>(7,161)</b>	<b>—</b>	<b>5,420</b>
Gain on fair value of contingent consideration	1,135	—	—	1,135
Fair value gain on foreign exchange forward contracts	112	—	—	112
Finance costs	(8,631)	—	7,341	(1,290)
<b>Profit before tax</b>	<b>5,197</b>	<b>(7,161)</b>	<b>7,341</b>	<b>5,377</b>

## Unaudited Pro Forma Statement of Net Assets

As at 30 June 2025  
£000's

	Group	Adjustments		Unaudited Pro Forma Net Assets
<b>Assets</b>				
<b>Non-current assets</b>				
Property, plant and equipment	2,848	—	—	2,848
Right-of-use assets	3,640	—	—	3,640
Intangible assets	52,867	—	—	52,867
Deferred tax assets	284	—	—	284
<b>Total non-current assets</b>	<b>59,639</b>	<b>—</b>	<b>—</b>	<b>59,639</b>
<b>Current assets</b>				
Inventories	22,653	—	—	22,653
Trade and other receivables	13,943	—	—	13,943
Cash and cash equivalents	8,593	21,839	(22,500)	7,931
<b>Total current assets</b>	<b>45,189</b>	<b>21,839</b>	<b>(22,500)</b>	<b>44,528</b>
<b>Total assets</b>	<b>104,828</b>	<b>21,839</b>	<b>(22,500)</b>	<b>104,167</b>
<b>Current liabilities</b>				
Trade and other payables	12,704	—	—	12,704
Lease liabilities	347	—	—	347
Tax liability	2,942	—	—	2,942
Borrowings	5,000	—	(3,750)	1,250
Provisions	2,898	—	—	2,898
<b>Total current liabilities</b>	<b>23,891</b>	<b>—</b>	<b>(3,750)</b>	<b>20,141</b>
<b>Non-current liabilities</b>				
Lease liabilities	3,636	—	—	3,636
Borrowings	70,480	—	(18,750)	(51,730)
Contingent consideration	2,525	—	—	2,525
Deferred tax liabilities	3,843	—	—	3,843
<b>Total non-current liabilities</b>	<b>80,484</b>	<b>—</b>	<b>(18,750)</b>	<b>10,004</b>
<b>Total liabilities</b>	<b>104,375</b>	<b>—</b>	<b>(22,500)</b>	<b>30,145</b>
<b>Net assets</b>	<b>453</b>	<b>21,839</b>	<b>—</b>	<b>74,022</b>

## 2.3 What are the key risks that are specific to the issuer?

Any investment in the Shares is associated with risks. Prior to any investment decision, it is important to carefully analyse the risk factors considered relevant to the future development of the Group and the Shares.

The following is a summary of key risks that, alone or in combination with other events or circumstances, could have a material adverse effect on the Group's business, results of operations, financial condition or prospects. In making the selection, the Group has considered circumstances such as the probability of the risk materialising on the basis of the current state of affairs, the potential impact which the materialisation of the risk could have on the Group's business, results of operations, financial condition or prospects, and the attention that management would, on the basis of current expectations, have to devote to these risks if they were to materialise:

- The success of the Group's business depends, in part, on the quality, performance and safety of its products. Any loss of confidence on the part of consumers in respect of product quality failures, performance or safety could result in consumer dissatisfaction, increased product returns and damage to the Group's brand, resulting in consumers choosing other products from competitors.
- The Group's future growth is linked to the effective use of strategic partnerships, as well as its brand and reputation, to attract, retain and educate a portion of its customers. Any decline in the effectiveness of social media marketing could materially impact its future growth.
- The Group relies on a joint venture manufacturing relationship with a single partner for its LED products, and its success is in part dependent on that partner's commitment to manufacturing such products. Any disruption to the relevant facilities could materially adversely affect the Group's ability to source or manufacture its LED products and, therefore, its business, financial condition, results of operations and prospects.
- Any adverse events influencing the Group's supply or manufacturing chain or the Group's relationship with any of its suppliers and manufacturing partners could adversely affect its business. Any disruption in this supply or manufacturing chain, whether due to external factors or issues within the Group's supplier

or manufacturing relationships, could have a material adverse effect on its ability to meet customer demand, maintain product quality and achieve its financial targets.

- (e) Damage or disruption to the Group's manufacturing, warehousing or logistics facilities or transportation services, on which the Group is dependent for the continued efficient operation of its business and distribution of its products, could adversely affect the business. If the Group is unable to promptly respond to warehouse or manufacturing facility disruptions, it could face lost sales, increased costs, reputational harm and potential long-term damage to its competitive position in the market.
- (f) If the Group does not continue to develop and introduce new, innovative and updated products, its ability to continue to grow may be adversely affected and it may not be able to maintain or increase its sales and profitability.
- (g) The loss of key senior management and product team members may adversely impact the Group's business.
- (h) The Group could be negatively impacted by adverse macroeconomic conditions or events outside the Group's control.
- (i) A global trade war and potential tariffs could have a material adverse effect on the Group's business.
- (j) Any breakdown or failure in the Group's information technology systems could result in disruption to the Group's business and could have a material adverse effect on its business or results of operations. A failure, disruption or security breach in these systems could potentially impact the Group's ability to conduct business efficiently and effectively, leading to operational delays and financial losses.
- (k) If the Group is unable to protect its intellectual property, its reputation and business may be damaged by the production and sale of counterfeit versions of the Group's products.

### **3 Key information on the securities**

#### **3.1 What are the main features of the securities?**

##### *Type, class and ISIN of the securities*

When admitted to trading, the Shares (which are ordinary shares) will be registered with ISIN GB00BTWSXB68.

##### *Currency, denomination, par value, number of securities issued and term of the securities*

The Shares are denominated in pounds sterling with par value of £0.10 each and an indefinite term.

On Admission, the Company will have an issued share capital of £11,070,110.70, divided into 110,701,107 Shares with a nominal value of £0.10 each, assuming the maximum number of Offer Shares subject to the Offer are sold or issued (although this is subject to the bookbuilding process and the number of Offer Shares to be sold or issued will be confirmed in the Pricing Statement) and the Offer Price is set at the mid-point of the Indicative Price Range.

##### *Rights attaching to the securities*

The Shares rank and will, upon Admission, rank equally in all respects with each other and have the following rights attaching to them:

- on a show of hands at a general meeting, every member present in person has one vote and every proxy or representative present who has been duly appointed by a member entitled to vote has one vote and, on a poll, every member (whether present in person or by proxy or representative) has one vote per Share;
- the right to receive dividends on a *pari passu* basis; and
- if the Company is wound up, the surplus assets remaining after payment of all creditors are to be divided amongst the members in proportion to the capital which, at the start of the winding-up, is paid up on the Shares held by them, respectively.

##### *Relative seniority of the securities*

Not applicable. The Shares are the only class of shares in the Company in issue and there is no difference in seniority between the Shares.

##### *Restrictions on free transferability of the securities*

Upon Admission, the Shares will be free from any restriction on transfer, subject to compliance with applicable securities laws.

##### *Dividend policy*

The Group will review its dividend policy on an ongoing basis to ensure it remains aligned with the Group's growth strategy and market conditions. In the event that the Directors believe the Group has generated excess cash which cannot be utilised in the short or medium term, they will consider a return of value to Shareholders through dividends and/or share buybacks. However, following Admission, the Company does not expect to declare or pay any dividends at this time.

The ability of the Company to pay dividends is dependent on a number of factors and there is no assurance that the Company will pay dividends or, if a dividend is paid, what the amount of such dividend will be.

#### **3.2 Where will the securities be traded?**

Application will be made to the FCA for the Shares to be admitted to the equity shares (commercial companies) category of the Official List and to the London Stock Exchange for the Shares to be admitted to trading on the main market for listed securities of the London Stock Exchange (together, **Admission**).

#### **3.3 What are the key risks that are specific to the securities?**

- (a) There is no existing market for the Shares and an active trading market for the Shares may not develop or be sustained.
- (b) Substantial future sales of Shares could impact the trading price of the Shares.
- (c) The Shares will be subject to market price volatility and the market price of the Shares may decline in response to developments that are unrelated to the Group's operating performance.
- (d) Overseas Shareholders may be subject to exchange rate risk.

### **4 Key information on the Offer**

#### **4.1 Under which conditions and timetable can I invest in this security?**

##### *Terms and conditions of the Offer*

The Offer comprises the Institutional Offer and the Intermediaries Offer.

The Institutional Offer comprises an offer of Offer Shares at a price between 251 pence and 291 pence, comprising up to 29,316,398 Sale Shares from Selling Shareholders and up to 11,553,785 New Shares. The Intermediaries Offer comprises an offer to the Intermediaries for onward distribution to retail investors in the United Kingdom.

The Offer Price and the final number of Offer Shares to be subscribed for or sold, as applicable, in the Offer will be set out in the Pricing Statement. The Offer Price will be determined by Berenberg after consultation with the Company. It is currently expected that the Offer Price will be set within the Indicative Price Range. However, the Indicative Price Range is indicative only, it may change during the course of the Offer and it may be set within, above or below the Indicative Price Range. If the Offer Price is set above or below the Indicative Price Range or the Indicative Price Range is revised such that the value of the Offer differs to that set out in this document, the Company will make an announcement via a Regulatory Information Service and prospective investors may have a right to withdraw their application for Shares. In such circumstances, the Pricing Statement would not be published until the period for exercising such withdrawal rights has ended. The expected date of publication of the Pricing Statement would be extended and the arrangements for withdrawing offers to purchase Offer Shares would be contained in the announcement.



The Offer is subject to satisfaction of conditions which are customary for transactions of this type as set out in the Sponsor and Placing Agreement, including being conditional on, among other things, Admission occurring and becoming effective by the Longstop Date and the Sponsor and Placing Agreement not having been terminated in accordance with its terms. If £28.3 million of net proceeds for the Company from the issue of the New Shares will not be raised pursuant to the Offer, the Offer and Admission will not proceed.

#### *Expected timetable*

Latest time and date for receipt of Intermediary orders under the Intermediaries Offer	4.30 p.m. on 2 October 2025
Latest time and date for receipt of indications of interest from institutional investors under the Institutional Offer	1.00 p.m. on 2 October 2025
Announcement of the Offer Price through a Regulatory Information Service, publication of the Pricing Statement and notification of allocations of Shares <sup>(1)</sup>	7.00 a.m. on 3 October 2025
Commencement of conditional dealings in Shares on the London Stock Exchange <sup>(2)(3)</sup>	8.00 a.m. on 3 October 2025
Admission and commencement of unconditional dealings in Shares on the London Stock Exchange	8.00 a.m. on 8 October 2025
CREST accounts credited in respect of Shares acquired in the Offer in uncertificated form	As soon as reasonably practicable on 8 October 2025
Despatch of definitive share certificates (where applicable)	Within 10 Business Days after Admission

*Each of the times and dates in the above timetable is subject to change. Any such change will be publicly announced by the Company through a Regulatory Information Service. References to times are to London time.*

- (1) The Pricing Statement will not automatically be sent to persons who receive this document, but it will (subject to certain restrictions) be available in electronic format on the Company's website at <https://www.thebeautytechgroup.com/>. If the Offer Price is set above or below the Indicative Price Range or the Indicative Price Range is revised such that the value of the Offer differs to that set out in this document, the Company will make an announcement via a Regulatory Information Service and prospective investors may have a right to withdraw their application for Offer Shares. In such circumstances, the Pricing Statement would not be published until the period for exercising such withdrawal rights has ended. The expected date of publication of the Pricing Statement would be extended and the arrangements for withdrawing offers to purchase Offer Shares would be contained in the announcement.
- (2) It should be noted that, if Admission does not occur, all conditional dealings will be of no effect and any such dealings will be at the sole risk of the parties concerned.
- (3) Prospective investors who apply for Sale Shares in the Intermediaries Offer should consult their Intermediary as to when they will be sent documents in respect of any Sale Shares they have been allocated and when they may commence dealing in any such Sale Shares.

#### *Admission*

Application will be made to the FCA for the Shares to be admitted to the equity shares (commercial companies) category of the Official List and to the London Stock Exchange for the Shares to be admitted to trading on the main market for listed securities of the London Stock Exchange.

It is expected that Admission will take place and unconditional dealings in the Shares will commence on the London Stock Exchange at 8.00 a.m. on 8 October 2025. Settlement of dealings from that date will be on a two-day rolling basis.

#### *Plan for distribution*

The aggregate allocation of Offer Shares as between the Institutional Offer and the Intermediaries Offer will be determined in accordance with the allocation policy to be determined by the Company and Berenberg. A number of factors will be considered in determining the Offer Price and the basis of allocation to prospective investors, including the level and nature of demand for the Offer Shares during the bookbuilding process, the prevailing market conditions and the objective of establishing an orderly and liquid market in the Shares following Admission.

#### *Dilution*

The Offer comprises up to 11,553,785 New Shares and up to 29,316,398 Sale Shares. Existing shareholders will experience a 9.7 per cent. dilution as a result of the issue of the New Shares, assuming that the maximum number of Offer Shares subject to the Offer are sold or issued (although this is subject to the bookbuilding process and the number of Offer Shares to be sold or issued will be confirmed in the Pricing Statement) and the Offer Price is set at the mid-point of the Indicative Price Range.

#### *Estimate of the total expenses of the Offer*

The total fees and expenses of, and incidental to, Admission and the Offer to be borne by the Group are estimated to amount to approximately £7.2 million, and include, amongst others, the FCA's fees, the London Stock Exchange's fees, professional fees and expenses and the costs of printing and distribution of documents, assuming that the Offer Price is set at the mid-point of the Indicative Price Range.

The total fees and expenses of, and incidental to, Admission and the Offer to be borne by the Selling Shareholders are estimated to amount to approximately £2.0 million consisting of the placing commissions, assuming that the Offer Price is set at the mid-point of the Indicative Price Range.

No expenses will be charged by the Company, the Selling Shareholders or the Intermediaries Offer Co-ordinator to any purchasers of Offer Shares pursuant to the Offer. Intermediaries may charge their customers a fee for submitting an application on their behalf.

## **4.2 Why is this prospectus being produced?**

#### *Reasons for the Offer and use of proceeds*

The Directors believe that the Offer and Admission will position the Group for the next stage of its development, including further enhancing the Group's profile and brand awareness, assisting in retaining and incentivising senior management and key employees and providing it with a platform for continued growth. Admission will also enable the Selling Shareholders to partially realise their investment in the Group.

#### *Use and estimated net amount of proceeds*

The issue of the New Shares will raise net proceeds for the Company of approximately £28.3 million. The Company intends to apply the net proceeds from the Offer in the following order of priority: firstly, to repay the remaining balance, together with accrued interest, of its bank facility of approximately £22.5 million, with the balance to pay for Offer related fees and expenses.

In addition, the sale of the Sale Shares will raise net proceeds for the Selling Shareholders of approximately £77.4 million.

In each case, the estimation of the net proceeds assumes that the Offer Price is set at the mid-point of the Indicative Price Range.

The Company will not receive any proceeds from the sale of the Sale Shares by the Selling Shareholders.

#### *Underwriting*

The purchase of the Sale Shares under the Offer has not been underwritten. Berenberg has agreed, subject to customary conditions (including Admission), to underwrite the settlement of the New Shares to be issued pursuant to the Offer.

#### *Material conflicts of interest*

As at the date of this document, there are no interests that are material to the Offer and no conflicting interests.

## RISK FACTORS

*The risk factors described below are not an exhaustive list or explanation of all risks relating to the Group. Additional risks and uncertainties relating to the Group that are not currently known to the Directors, or that the Directors currently deem immaterial, may individually or cumulatively also have a material adverse impact on the Group's business, results of operations, financial condition or prospects.*

### RISKS RELATING TO THE GROUP'S BUSINESS AND INDUSTRY

***The success of the Group's business depends, in part, on the quality, performance and safety of its products***

The Group's reputation and financial performance, as well as brand image for products, are closely tied to the quality, effectiveness and safety of its at-home beauty devices, including but not limited to its LED light therapy products, radio frequency (RF) skin tightening devices, laser hair removal device and micro/nano current devices. Any loss of confidence on the part of consumers in respect of product quality failures, performance or safety could result in consumer dissatisfaction, increased product returns and damage to the Group's brand, resulting in consumers choosing other products from competitors.

Such devices use advanced technologies such as light therapy, laser energy, RF and micro/nano current, which require careful design, manufacturing and testing to ensure both efficacy and consumer safety. The Group develops and validates its range of products through clinical trials and works with independent testing labs such as Manchester University and Eurofins to ensure its products meet the required standards. Whilst the Group has sold over 1,000,000 of its current own-brand range of products and no material adverse reactions have been reported to the Group, there are inherent risks associated with the use of such technologies, including potential skin burns and damage, pigmentation changes, allergic reactions, or other adverse effects, particularly if products are used incorrectly. Such risks are widely viewed as low risk given the power output associated with at-home devices is much lower than in a clinical setting. The Group also provides customers with clear usage guidelines although there remains a risk that some customers may misuse the devices or have underlying health conditions, leading to undesirable outcomes that could negatively impact the Group's reputation and sales. Any adverse incidents shared on social media or in customer reviews could lead to loss of consumer confidence, regulatory scrutiny and/or reputational damage to the Group and/or loss of consumer confidence in AHBDs or the beauty technology industry. In turn, this could lead to a loss of sales or increased costs and could adversely impact the Group's business and financial condition.

Regulatory bodies to which the Group is subject, such as the UK Conformity Assessed (UKCA), the European Union Regulation on Medical Devices (EU-MDR), the Therapeutic Goods Administration (TGA), the FDA, Health Canada and the National Medical Products Administration (NMPA), impose strict safety and quality standards on devices that interact with the skin and body. The Group holds a number of certifications, for example the Therapeutic Goods Administration and ISO 13485. If products fail to comply with local regulatory laws in any jurisdiction or accreditation/certification statements or requirements, which could lead to such certifications being removed, this could lead to the Group modifying its devices or discontinuing certain products, all of which could negatively affect the Group's financial condition, business, reputation and market position. Furthermore, manufacturing defects or component malfunctions could lead to product failures or hazards, the Group being subject to warranty claims or litigation as a result of product liability claims and/or reputational harm. The Group has in place a product liability insurance policy and maintains systems to manage these risks. Whilst the Group endeavours to control the risks related to product quality and safety through implementation of, and strict adherence to, the Group's quality standards, the Group cannot guarantee that such risks will not materialise. If the Group is unable to consistently deliver high-quality, high-performance and safe beauty devices, its competitive position and long-term business success may be adversely affected.

***The Group's future growth is linked to the effective use of strategic partnerships, as well as its brand and reputation, to attract, retain and educate a portion of its customers***

The Group's performance is closely linked to its ability to leverage strategic partnerships online and offline (including through social media, editorials and traditional PR) to drive brand awareness and customer engagement. As a business specialising in at-home beauty devices, the Group relies

heavily on digital marketing, social media channels and messaging from industry experts such as dermatologists, doctors and beauty experts to drive awareness and education of the benefits of the technologies used in its products. This, in turn, helps drive the Group's sales. The Group also collaborates with influencers to attract a proportion of its customers. Any decline in the effectiveness of social media marketing could materially impact its future growth. The reliance on influencer partnerships further adds to these risks, as any misconduct by influencers, or non-compliance with regulatory requirements, could expose the Group to reputational harm, regulatory scrutiny or legal penalties. Furthermore, changes in social media algorithms and advertising policies, which are beyond the Group's control, could significantly affect the Group's ability to reach its target audience and reduce the visibility of the Group's marketing efforts to increase its customer base. If the Group is unable to adapt to these changes, its growth potential may be negatively impacted.

It is common for consumers to undergo extensive decision-making processes before purchasing any products. Consumers seek to understand the benefits and risks of the Group's products to make informed purchases via the Group's social media channels, blogs and videos from reputable experts (including dermatologists and doctors) whom the Group engages to educate potential customers about the Group's products' efficacy and safety. Whilst this aspect of the Group's marketing strategy helps to build trust and confidence amongst consumers, negative publicity and brand perception still pose additional risks. The spread of both positive and negative consumer experiences on social media platforms, such as reports of burns, irritation, or ineffectiveness of the Group's products, could quickly gain traction online. Any backlash from dissatisfied customers and/or misleading claims could significantly damage consumer trust and reduce demand for the Group's products. Given that the beauty and wellness industry is highly competitive, maintaining a strong and reputable brand presence on social media is critical to the Group's continued success. If the Group's brand messaging is perceived as overly promotional or inconsistent with actual product performance, consumer trust and loyalty could decline, leading to decreased sales and long-term brand erosion. There is no guarantee that social media will remain a reliable driver of customer acquisition and brand growth. Any disruption in the Group's ability to effectively use digital marketing channels could negatively impact its profitability and overall market position.

***The Group relies on a joint venture manufacturing relationship with a single partner for its LED products, and its success is in part dependent on that partner's commitment to manufacturing such products***

The Group's LED products, its most mature product set in the context of the Group as a whole, are currently manufactured by a single manufacturing partner, as part of a joint venture relationship, at that manufacturing partner's facilities in China and India (the **Facilities**). The Group has invested approximately \$336,000 of capital expenditure into the Indian facility which commenced manufacturing the Group's LED products in August 2025. As such, any disruption to the Facilities and in particular the Indian facility given the limited time it has been operational, could materially adversely affect the Group's ability to source or manufacture its LED products and, therefore, its business, financial condition, results of operations and prospects.

Whilst the Group has Group employees at the Facilities to support manufacture and undertake quality control checks, the Group does not have complete control over delivery schedules, product quantity or product quality. If delivery schedules, product quantities or product quality were to suffer, the Group would face delays in order to correct the issue. Such issues could lead to product shortages, increased costs and delays in fulfilling customer orders, ultimately impacting sales and customer satisfaction which could therefore have a material adverse effect on its business, financial condition, results of operations, reputation and prospects.

Any disruption in the Group's relationship with that manufacturing partner and its ability to have the LED products manufactured at the Facilities, in the quantities and at the quality the Group requires, could therefore have a material adverse effect on its business, financial condition, results of operations, reputation and prospects.

***Any adverse events influencing the Group's supply or manufacturing chain or the Group's relationship with any of its suppliers and manufacturing partners could adversely affect its business***

The Group's finished products are currently manufactured in the US, China, India and Thailand, with components sourced worldwide. The Group relies on a network of third-party suppliers to source raw materials, manufacture its at-home beauty devices and distribute them to customers worldwide.

Any disruption in this supply or manufacturing chain, whether due to external factors or issues within the Group's supplier or manufacturing relationships, could have a material adverse effect on its ability to meet customer demand, maintain product quality and achieve its financial targets.

Many of the Group's products, including LED face masks, laser hair removal devices, RF skin-tightening tools and hair regrowth helmets, require specialised components and the Group has implemented a dual manufacturing strategy for several of its brands, diversifying production across multiple geographic locations (including the US, China, India and Thailand).

However, if any key supplier or manufacturing partner were to experience production delays, shortages of workers or operational disruptions, the Group could face difficulties in obtaining critical materials or finished products in a timely manner. Additionally, any unavailability of materials or supply chain disruptions caused by external factors (such as natural disasters, geopolitical tensions, trade restrictions or transportation constraints) could further exacerbate these risks. Such disruptions could lead to product shortages, increased costs and delays in fulfilling customer orders, ultimately impacting sales and customer satisfaction.

Because the Group sources components such as battery sources, connectors, fabric bases for the face masks, LED components and packaging materials worldwide, it will be exposed to the risk of component shortages in the global economy. Furthermore, the Group transports its products worldwide and such activities are particularly vulnerable to delays in shipping caused by freight difficulties, port congestion, customs clearance issues or industrial action (including strikes by personnel at ports through which products are transported), which could lead to extended lead times for delivering into warehouses or prevent finished goods being available for sale. Whilst the Group monitors the availability of products and has established procedures to allow for flexibility in purchase amounts depending on such availability, fluctuations in such availability or the prices of these raw materials caused by, among other things, inflation, currency exchange rates, tariffs, import/export regulations or fluctuations in freight costs could impact the Group's production schedules and cost structure which may adversely impact the Group's financial condition or prospects. Furthermore, any failure by a supplier or manufacturer to meet their own compliance standards could lead to regulatory scrutiny, market access restrictions or the need for costly product redesigns.

***Damage or disruption to the Group's manufacturing, warehousing or logistics facilities or transportation services, on which the Group is dependent for the continued efficient operation of its business and distribution of its products, could adversely affect the business***

The Group operates two warehousing facilities and one manufacturing facility in the US to store inventory and produce its at-home beauty devices. It also operates one warehousing facility in the UK. The Group also relies on four third-party manufacturers in Asia and one in the US – to produce its devices – and four warehousing facilities operated by a third party – one in the EU, two in Asia and one in Australia. Any one of the manufacturing or warehousing facilities may experience significant damage to or disruption of its facilities (whether due to natural disasters, accidents, equipment failures, cybersecurity incidents or geopolitical events), which could severely impact the Group's ability to operate on a global scale to efficiently meet customer demand, ultimately leading to financial losses and reputational harm.

Whilst the Group aims to have spare production capacity and equipment at the manufacturing facilities it utilises, this exposes the Group to risks associated with mechanical failures, equipment malfunctions and technological disruptions that could halt or slow down manufacturing operations. If a key production line or warehouse system were to fail, whether due to aging infrastructure, inadequate maintenance or software malfunctions, the Group could struggle to meet customer demand, leading to backlogs, order fulfilment delays and lost revenue opportunities.

In addition, whilst the Group engages multiple third-party logistics providers, enabling the Group to transport products or components between its international distribution facilities and provide the Group with cost and capacity flexibility, this capability and the Group's distribution capacity is dependent on the timely performance by third parties. Furthermore, the Group's reliance on certain warehousing and logistics systems means that any IT system failure could further disrupt operations, compromise order tracking and inventory management and expose the Group to potential data security liabilities.

Whilst the Group has implemented a dual manufacturing strategy for several of its brands allowing it to diversify production across multiple geographic locations, there is an element of risk from relying on third-party manufacturers and logistics providers, as any disruption affecting their facilities could have a material impact on the Group's business. Although the Group implements risk management strategies, such as disaster recovery planning, multi-region component sourcing and dual manufacturing for several of its products and insurance coverage, there is no assurance that these measures will fully protect against unexpected disruptions. If the Group is unable to promptly respond to warehouse or manufacturing facility disruptions, it could face lost sales, increased costs, reputational harm and potential long-term damage to its competitive position in the market.

***If the Group does not continue to develop and introduce new, innovative and updated products, its ability to continue to grow may be adversely affected and it may not be able to maintain or increase its sales and profitability***

A driver of the Group's continued success is its ability to continuously develop, manufacture and introduce new and improved at-home beauty devices, as demonstrated by the Group's LED Light Therapy Face Mask: Series 2 which launched in September 2024 and has since then become the best-selling product sold by the Group. The Group's Chief Executive Officer is responsible for driving new product development and the Group continues to invest in research and development (R&D), with 12 employees based in the UK, 8 employees based in the US and 1 employee based in China. While the Group continues to closely monitor and forecast trends, obtain regular feedback from a wide range of customers / industry experts and develop a range of innovative products, consumer preferences and trends can change for reasons outside the Group's control. If the Group fails to identify emerging consumer needs and bring innovative products to market in a timely manner, it risks becoming outdated in an industry where customers demand the latest advancements in beauty and skincare technology. A lack of product innovation could result in declining customer interest, reduced brand loyalty and lost market share to competitors who are more agile in introducing cutting-edge solutions.

The Group also faces risks associated with product development challenges, technological limitations and regulatory approvals. If the Group encounters unexpected technical difficulties, delays in obtaining necessary regulatory approvals or supply chain constraints that hinder production, it may fail to introduce new products on schedule. Furthermore, the Group must balance its focus on innovation with cost efficiency and profitability. The development of new products requires substantial financial and operational resources and there is no guarantee that newly introduced devices will achieve commercial success. If the Group continues to invest heavily in R&D but fails to generate sufficient sales from new product launches, it may struggle to recover development costs, leading to financial strain. Additionally, misjudging market demand or investing in trends that do not resonate with consumers could result in excess inventory, write-offs or markdowns, negatively affecting profitability.

***The Group may encounter difficulties in implementing its growth strategy, which could have a material adverse effect on the Group's business and results of operation***

The Group's growth strategy focuses on multiple different pillars for increasing revenue, including but not limited to:

- sales to new customers in geographies where the Group's products are already sold;
- sale to new customers in new geographies;
- upgrades and cross category sales to existing customers; and
- strategic acquisitions, as demonstrated by the acquisition of ZIIP Inc. in 2022, when the Group acquired its facial toning microcurrent devices (now called Halo), as well as Tria Laser in 2024, when the Group acquired its laser hair removal and skin resurfacing devices.

The Group's ability to execute such growth objectives presents a range of operational, financial and market-related challenges.

- For increased sales to existing customers, the Group's growth strategy relies heavily on e-commerce and digital marketing initiatives to drive sales and engage with customers. The effectiveness of these efforts depends on factors such as SEO rankings, social media algorithms, online advertising performance and data-driven marketing strategies. If the Group fails to adapt to changes in digital marketing trends, consumer behaviour or platform policies, it



may struggle to attract and retain customers, leading to weaker online sales performance. Furthermore, increasing competition in the direct-to-consumer beauty technology space may lead to higher customer acquisition costs and reduced profit margins if the Group is unable to differentiate itself effectively.

- For increased sales to new customers in existing geographies, the Group could face market saturations, strong competition and consumer brand fatigue, making it increasingly difficult to attract new customers. Consumer preferences and pricing expectations may differ within a region requiring localised marketing strategies which may not always be effective. If the Group's target audience has already been largely reached, further expansion may require significant investments in marketing, promotions and customer incentives, which could erode profit margins without guaranteeing long-term growth.
- While acquisitions can offer opportunities for increased market share, product diversification and operational synergies, they also present significant risks related to product development, regulatory compliance and changing consumer preferences. If the Group encounters such risks, its ability to introduce new products in a timely and cost-effective manner may be compromised. The Group may also not be able to identify acquisition or investment opportunities that meet its strategic objectives or, to the extent such opportunities are identified, the Group may not be able to negotiate terms with respect to the acquisition or investment that are acceptable to it. Additionally, if newly launched products fail to gain traction with consumers due to inadequate market demand or strong competition, the Group may struggle to achieve the expected return on investment, leading to financial losses.
- Diverting management's focus away from the Group's core business operations as a provider/retailer of own-brand beauty technologies requires significant effort and financial resources into key personnel to deliver high quality products where competitors may already operate. If the Group encounters challenges in recruiting and retaining highly skilled professionals, the Group may experience inefficiencies that could impede growth. The Group may also be dependent on access to external funding to expand away from a digital infrastructure and financing of a commercial property which could present financial strain or unforeseen liabilities, all of which, in the long term, could negatively impact customer satisfaction and brand reputation.

If the Group is unable to effectively implement its growth strategy due to operational challenges, financial constraints, competitive pressures or unforeseen external factors, its business performance, profitability and long-term sustainability could be materially and adversely affected.

***The Group operates in competitive markets across multiple global regions and multiples technologies***

The Group operates in the competitive beauty technology industry, where innovation and product development are critical to sustaining market relevance, customer interest and revenue growth. Consumer preferences, skincare trends and technological advancements are constantly evolving and failure to anticipate and respond to these changes could adversely impact the Group's ability to attract new customers, retain existing ones and maintain its competitive edge.

New competitors may enter the markets in which the Group operates and may lead to competitors in similar markets diversifying into products which are similar to the Group's. While the Group has effective marketing and consumer insights, over 95 dedicated marketing individuals globally and continues to develop innovative products, some of the Group's competitors have and future competitors of the Group may have, significant resources for marketing and established brand names, which could give them an advantage to develop new products or reduce their prices across new and existing territories, in a manner that adversely affects the Group's ability to sell its products at prices that generate the same margins it has earned in the past or at all. If the Group fails to introduce new, high-quality products that meet evolving consumer preferences and technological advancements, it risks losing relevance in a fast-paced market. Competitors that launch superior or more affordable solutions may attract customers away from the Group, impacting its growth potential.

Furthermore, pricing pressure is another significant competitive factor. While the Group positions its products as premium, scientifically validated beauty technology solutions, many competitors offer aggressive discounting, bundled promotions or lower-cost alternatives that may appeal to price-sensitive consumers. If the Group is unable to justify its premium pricing through perceived value,

product efficacy or brand prestige, it may experience declining sales or be forced to reduce prices, negatively impacting profit margins.

Whilst the Group has increased prices over the past five years, demonstrating that its products have successfully maintained pricing power in the market, and it considers its products as luxury items which are not particularly price sensitive, pricing pressures are widely recognised as a threat to companies in the beauty technology industry. The Group has demonstrated that, despite external competitive pressures, it has been able to sustain its pricing strategy without significant impact on demand. Nonetheless, there can be no assurance that existing and/or increased competition, or the inability of the Group to maintain its competitiveness, could not still adversely affect the Group's market share. If this occurs, the Group may be forced to consider price reductions, which could have a material adverse effect on its business, financial condition, results of operations or prospects.

***The loss of key senior management and product team members may adversely impact the Group's business***

The Group depends on the expertise, leadership and industry knowledge of its key senior management team and product team members. These individuals play a crucial role in strategic decision-making, product innovation, regulatory compliance, marketing execution, supply chain management and overall operational efficiency. If the Group was to lose any of its senior managers, or highly skilled employees, particularly those with specialised knowledge in beauty technology, product development and digital marketing, it could face significant disruptions that negatively impact its business, growth strategy and financial performance.

The Group's core senior management team, who are also shareholders of the Company, is made up of Laurence Newman (Chief Executive Officer), Andrew Showman (Chief Technology Officer) and Sam Glynn (Chief Financial Officer and Chief Operating Officer). This core group of leaders provides the vision and strategic direction necessary for the Group to maintain its competitive position in the rapidly evolving at-home beauty technology market and oversees critical aspects, such as brand positioning, international expansion, R&D and financial planning. The loss of one or more of the Group's current senior management team could result in a loss of strategic continuity, delay key business initiatives or create uncertainty among business partners and employees, which ultimately could negatively impact the Group's reputation, particularly if suitable replacements are not identified and integrated quickly.

The Group also depends on digital marketing specialists, brand strategists and e-commerce experts to drive customer acquisition and brand engagement. As a significant portion of the Group's sales are generated through direct-to-consumer (**DTC**) channels, influencer marketing and social media advertising, losing key personnel responsible for managing these areas could weaken the Group's ability to effectively reach and retain customers, optimise digital campaigns and maximise return on marketing investment. Given the highly competitive nature of the beauty and technology industries, skilled professionals in social media marketing, performance advertising and digital growth strategies are in high demand, making talent retention a critical challenge. If the Group fails to maintain a stable and experienced leadership team, along with a skilled technical and marketing workforce, its ability to execute its strategic vision and maintain its market position could be materially and adversely affected.

***Failure to ensure corporate social responsibility and manage environmental, social and governance (ESG) matters could have a material adverse effect on the Group's business, financial condition, results of operations or prospects***

Consumers, particularly within the beauty sector, are becoming more conscious of the environmental impact of the products they purchase, including sustainability of materials, ethical sourcing, product packaging and energy efficiency. If the Group does not align with evolving consumer expectations regarding eco-friendly practices and ethical supply chains, it may face declining customer loyalty, negative publicity and a competitive disadvantage. Competitors that demonstrate stronger ESG commitments, such as sustainable packaging or ethical supply chains, may attract more environmentally and socially conscious consumers, potentially eroding the Group's market share.

From an environmental perspective, the Group's production, packaging and distribution processes may generate carbon emissions, plastic waste and electronic waste, particularly given its reliance on LED-based beauty devices, RF tools, laser hair removal technology and micro/nano current

technology. If the Group fails to take proactive steps to reduce its environmental footprint, it could face increasing scrutiny from regulatory authorities, advocacy groups and consumers, potentially leading to regulatory penalties, reputational damage and loss of business opportunities.

Social responsibility also plays a critical role in the Group's long-term success. Unethical labour practices, or inadequate workplace conditions, or human rights violations within the Group's supply chain could result in legal liabilities, regulatory sanctions and severe reputational harm. Whilst the Group controls such risks through the inclusion in key supplier contracts of provisions to protect against modern slavery and human trafficking, by utilising long standing and accredited manufacturing partners and suppliers and by site visits, the Group can give no assurance that its suppliers, particularly those based in Asia, are or will remain in compliance with local terms, laws or regulations, which have different standards to that which apply in the United Kingdom. The Group must therefore ensure that its suppliers and manufacturers adhere to fair labour standards, ethical sourcing policies and human rights protections to avoid these risks.

Governance-related risks also pose a challenge, particularly as investors, regulators and corporate stakeholders place increasing emphasis on ESG transparency and compliance. Investors and institutional stakeholders are increasingly directing capital towards companies that demonstrate clear ESG commitments, strong leadership in sustainability and transparent reporting on corporate social responsibility initiatives. Failure to meet these expectations could have a material adverse effect on the Group's financial condition and reputation.

While the Group is committed to enhancing its ESG performance through improving its sustainability efforts and maintaining ethical business practices, there is no guarantee that these initiatives will fully mitigate ESG-related risks. Failure to effectively manage such risks could result in damage to the Group's reputation, reduced customer trust and regulatory penalties, all of which could have a material adverse effect on the Group's business, financial condition, results of operations or prospects.

***The Group could be negatively impacted by adverse macroeconomic conditions or events outside the Group's control***

The Group's products are sold in over 90 countries. As a result, the Group's business, financial performance and growth prospects could be negatively impacted by adverse macroeconomic conditions or unforeseen global events that are beyond its control. Economic downturns, rising inflation, fluctuations in consumer spending and disruptions in global supply chains could reduce demand for the Group's beauty technology products, particularly as they are discretionary purchases. Additionally, geopolitical tensions, trade restrictions and currency fluctuations in key markets could increase operational costs, limit market access or disrupt the Group's supply and distribution networks.

Ongoing global conflicts, such as the Russia-Ukraine war and the Israel-Gaza conflict, continue to create instability in international markets, disrupt global supply chains and drive economic pressures that could increase production and logistics costs. The war in Ukraine has led to rising energy prices, raw material shortages and currency fluctuations, which could affect the cost of manufacturing and shipping the Group's products across the EU. Similarly, escalating tensions in the Middle East could lead to higher oil prices, trade disruptions and economic uncertainty, impacting consumer confidence and discretionary spending, particularly in key markets where the Group operates. Whilst the Group has overcome some of these challenges through price inelasticity of its products and its dual manufacturing strategy which helps to spread risks and maintain supply chain continuity in the face of geopolitical disruptions, the Group can give no assurance that it can continue to effectively navigate these ongoing external challenges which may potentially impact its revenue, profitability and overall business stability.

***A global trade war and potential tariffs could have a material adverse effect on the Group's business***

A shift in US trade policies, including higher tariffs and stricter import regulations, could disrupt global supply chains, particularly if the US enforces tougher trade restrictions on key manufacturing hubs, such as China and Southeast Asia, where some of the Group's beauty technology products are produced. Additionally, heightened tensions between the US and China could potentially increase the cost of producing and shipping the Group's products. Stricter trade policies, including

new sanctions and supply chain restrictions, could also pose risks for the Group's ability to manufacture and sell products internationally.

Rising global inflation, increasing interest rates and a potential economic slowdown in major markets such as the US, the EU and China could lead to reduced consumer spending on non-essential goods, including beauty technology devices. If customers prioritise essential purchases over discretionary spending, demand for the Group's products could decline and potentially affect its revenue and profitability. Although the Group's dual manufacturing strategy provides a competitive advantage from the impact of such external factors, if tariffs drive up costs, there may be a risk that the Group is forced to raise product prices. This, in turn, could reduce consumer demand, weaken competitiveness and negatively affect revenue and profitability in key international markets, all of which could potentially have a material adverse effect on the Group's business, financial condition, results of operations or prospects.

***The Group is exposed to fluctuations in foreign currency exchange rates***

The Group's financial results could be adversely affected by changes in foreign currency exchange rates. The Group's financial statements are expressed in pounds sterling and, for all companies within the Group, the functional currency is pounds sterling. As the Group's business grows, it expects that a significant part of its revenues and expenses will be denominated in US dollars and Euros. In an attempt to reduce the impact of currency fluctuations and the volatility of returns that may result from the Group's currency exposure, the Group does and may continue to seek to hedge its short-term and medium-term currency risks with a combination of short-term currency purchased options, interest-bearing deposits in the currency in which expenses are expected to be incurred and foreign exchange currency forward contracts. There can be no assurance that such hedging will be fully effective or beneficial in protecting the Group from adverse foreign currency exchange rate movements.

**RISKS RELATING TO THE GROUP'S INTELLECTUAL PROPERTY AND INFORMATION TECHNOLOGY**

***Any breakdown or failure in the Group's information technology systems could result in disruption to the Group's business and could have a material adverse effect on its business or results of operations***

The Group is reliant on its information technology (IT) systems to support key business functions, such as financial accounting and reporting, HR management, customer relationship management, inventory and supply chain management, warehouse management and digital marketing. A failure, disruption or security breach in these systems could potentially impact the Group's ability to conduct business efficiently and effectively, leading to operational delays and financial losses.

Any breakdown in the Group's IT infrastructure, whether due to hardware malfunctions, software defects or usage errors by employees, could disrupt business processes, including order processing, product fulfilment and customer support. If the Group is unable to quickly identify and resolve such issues, it may experience delays in fulfilling customer orders, resulting in dissatisfaction, increased refund requests and a decline in sales. Additionally, system outages affecting the Group's e-commerce platforms or digital payment processing could lead to lost revenue opportunities, particularly during peak shopping periods or promotional events. The Group depends on third parties for cloud storage, web hosting, digital advertising and customer service platforms. If any of these third-party providers experience outages, security incidents or service disruptions, the Group's ability to maintain seamless operations could be severely impacted. Given the Group contracts with those third-party providers on the third-parties' terms and conditions, the remedies available to the Group under those terms and conditions may be limited. Any problems with the Group's IT systems, or any material disruption in such systems, could have a material adverse effect on the Group's business, financial condition, results of operations or prospects.

***The Group is subject to cyber security risks and security breaches***

The Group is also exposed to risks associated with cybersecurity threats, including hacking, phishing attacks, malware, ransomware and data breaches. As an e-commerce-driven business handling sensitive customer information, including personal and payment details, any cyber-attack compromising this data could result in legal liability and regulatory penalties. A breach of confidential customer data may also cause concern for consumers, leading to reduced customer



retention. Furthermore, cyber-criminals may attempt to exploit vulnerabilities in the Group's IT systems to gain unauthorized access, disrupt operations or steal proprietary business information, potentially giving competitors an unfair advantage. Whilst the Group maintains, and contracts with established and reputable third-party providers who maintain, appropriate security policies, the Group and third-parties may not be able to anticipate evolving techniques used to effect security or prevent cyber security attacks or security breaches in a timely manner, or at all. Any of these risks could have a material adverse effect on the Group's business, financial condition, results of operations or prospects.

***Any failure of the Group's payment services to function properly or prevent fraudulent transactions could have a material adverse effect on its business, financial condition, results of operations or prospects***

The Group accepts payment using a variety of methods, including credit and debit cards, PayPal, Klarna, Amazon Pay and Alipay. The Group relies on various payment service providers and online transaction platforms to facilitate purchases across its global markets. Any failure of these payment systems to function properly, whether due to technical glitches, cyber-attacks, processing errors or system outages, could disrupt sales, negatively impact customer experience and result in lost revenue. As the Group operates internationally, it must also comply with regional payment regulations, anti-money laundering (AML) laws and fraud prevention measures, which may vary significantly across jurisdictions.

Additionally, the Group is exposed to risks related to fraudulent transactions, charge-backs and unauthorised access to payment data, particularly as e-commerce fraud continues to rise globally. If the Group's payment security measures, such as encryption, fraud detection systems or authentication protocols, fail to prevent fraudulent activities, it may face financial losses, reputational damage and potential legal liabilities. Regulatory authorities in markets like the US, the UK and the EU impose strict requirements on data security. Non-compliance or security breaches could result in significant fines, regulatory scrutiny and a loss of consumer trust.

Furthermore, disruptions in third-party payment services, including payment gateway failures, bank restrictions or sudden policy changes by financial partners, could impact the Group's ability to process transactions efficiently, particularly in key markets like China, where payment ecosystems are heavily regulated and dominated by platforms such as Alipay. If customers experience difficulties in completing transactions, they may abandon purchases or switch to competitors, ultimately affecting the Group's sales performance and growth prospects.

The Group must continually enhance its payment infrastructure, strengthen fraud detection systems and ensure compliance with evolving regulatory standards. Failure to do so could have a material adverse effect on its business, financial condition, results of operations or prospects.

***If the Group is unable to protect its intellectual property, its reputation and business may be damaged by the production and sale of counterfeit versions of the Group's products***

The success of the Group's business depends in part on its ability to protect its intellectual property associated with its at-home beauty devices, including trademarks, patents and product registrations in the US, Canada, the UK, the EU and elsewhere. Failure to adequately protect this intellectual property may allow third parties to exploit the Group's brand and product designs, leading to the unauthorised production and sale of counterfeit products.

The rise of e-commerce platforms and third-party marketplaces such as eBay and Amazon has made it increasingly difficult to control the distribution of counterfeit products and lower-quality replicas, often at significantly lower prices. If customers can easily access imitation products, they may question the value of purchasing authentic devices, ultimately impacting the Group's ability to maintain its pricing strategy and brand value. Furthermore, these counterfeit products may not meet the Group's safety and performance standards, potentially exposing consumers to safety risks such as skin burns, ineffective treatment results or device malfunctions. If consumers mistakenly associate those products with the Group, it could lead to a loss of trust in the brand, reputational damage and a decline in sales, which could adversely impact the premium positioning of the Group's products.

The Group seeks to protect its intellectual property through a combination of intellectual property registration, confidentiality procedures, contractual provisions and other methods, as well as its ability to operate without infringing the intellectual property of others, all of which offer only limited



protection. There can be no assurance that the products the Group is currently marketing do not, or that the products that the Group may market in the future will not, infringe any proprietary right of others, that the Group has entered into such agreements with all relevant parties or that the agreements entered into will not be breached.

Additionally, the Group may not always be able to secure protection for, or stop infringements of, its intellectual property and may need to resort to enforcement of such rights across multiple jurisdictions, which, in regions with weaker regulatory oversight, poses greater challenges in preventing counterfeiting and intellectual property theft. Any litigation or dispute to combat infringement, or involving the enforceability of the Group's intellectual property, could be costly and time-consuming. Even if the Group successfully obtains legal remedies, the process may not always result in the timely removal of counterfeit goods from the market, allowing unauthorised sellers to continue profiting from the Group's brand recognition. If the Group is unable to adequately protect its intellectual property, it may suffer reputational harm, lost revenue, increased legal costs and diminished market competitiveness.

## **RISKS RELATING TO THE LEGAL AND REGULATORY ENVIRONMENT IN WHICH THE GROUP OPERATES**

***Any failure, or perceived failure, by the Group to comply with product liability/safety regulations could result in damage to the Group's reputation, a loss of revenue and substantially increased legal expenses and/or penalties***

The Group's products are subject to a range of regulations in the UK, the EU, the US, Canada, China, Australia and elsewhere concerning product liability/safety, the specific application and requirements of which vary from product to product. Those regulations govern product design, manufacturing standards and consumer protection laws. Any failure, or perceived failure, to comply with these requirements could result in national authorities bringing enforcement action for non-compliance, which could lead to significant consequences, including product recalls, fines, litigation and restrictions on sales in key markets. This could also result in damage to the Group's reputation, a loss of revenue and any legal or enforcement action brought against the Group as a result of actual or alleged non-compliance, which could further damage its reputation and result in substantially increased legal expenses and/or penalties.

Regulatory bodies to which the Group is subject, such as the UK Conformity Assessed (UKCA), the European Union Regulation on Medical Devices (EU-MDR), the FDA, Health Canada, the National Medical Products Administration (NMPA) and the Therapeutic Goods Administration (TGA), impose strict requirements on beauty and wellness devices, particularly those that emit light, heat or electromagnetic energy and, in certain cases, if products are classified as medical devices, subjecting the Group to rigorous oversight. If the Group's devices are found to be improperly classified, marketed with unsubstantiated claims or non-compliant with local regulations, the Group may be required to halt sales, modify product features or obtain additional certifications, leading to delays and increased costs. The Group also may be required to perform additional or unanticipated clinical trials to obtain approval or be subject to additional post-marketing testing requirements to maintain regulatory approval. In addition, regulatory authorities may withdraw their approval of the product or impose restrictions on its distribution in the form of a modified risk evaluation and mitigation strategy. If the Group fails to adapt to evolving global safety and compliance standards, the Group may be unable to sell certain products in critical markets and/or require continuous product testing and modifications, leading to increased costs and setbacks which could adversely impact the Group's business and financial condition and reputation.

Additionally, product liability claims may arise if consumers experience adverse effects such as skin burns, hyperpigmentation or unintended hair growth/loss from the Group's laser, RF or LED-based products. Even if such claims are unfounded, the legal costs, settlements or regulatory fines could be substantial.

***A failure to comply with data protection legislation could have an adverse effect on the Group's business, financial condition or prospects***

The Group collects, processes and stores a significant amount of personal data from its customers and employees, including names, contact details, payment information, purchase history and other sensitive information. Compliance with data protection and privacy laws (such as the General Data Protection Regulation (GDPR) in the EU) and other jurisdiction-specific regulations is critical to

maintaining consumer trust and avoiding substantial legal and financial penalties. Any failure to comply with these regulations could have serious consequences for the Group's business operations, financial condition or prospects.

As global data protection laws continue to evolve, the Group is required to implement and maintain robust policies and procedures to ensure compliance with applicable regulations. The Group routinely transmits and receives personal, confidential and proprietary information by electronic means and therefore relies on the secure processing, storage and transmission of such information in line with regulatory requirements. The Group is therefore exposed to the risk that such data could be wrongfully appropriated, lost or disclosed, damaged or processed in breach of data protection or privacy laws. Any failure to adhere to these requirements could result in regulatory investigations, fines, litigation and reputational damage.

As the Group has some of its business operations internationally, it must navigate complex and sometimes conflicting data protection requirements across multiple jurisdictions. Compliance with these regulations may require significant investments in IT security infrastructure, legal expertise and ongoing monitoring of regulatory developments. The Group also relies on third-party service providers for data storage, payment processing and digital marketing, which introduces additional risks related to compliance failures by third parties. Any perceived or actual failure by the Group, including its third-party service providers, to protect confidential data or any material non-compliance with data protection or other consumer protection laws or regulations may harm the Group's reputation, result in litigation or other actions being brought against the Group and the imposition of significant fines and, as a result, could have a material adverse effect on the Group's financial performance and operational efficiency.

***The Group is subject to legal and regulatory risks arising through the sale of its products internationally to its customers***

The Group's products are sold through its DTC channels in over 90 countries. As a result, the Group is subject to legal and regulatory risks associated with the international sale of its products, each with its own complex and evolving regulatory landscape which vary across consumer protection, product safety and import regulations. Compliance with these evolving and sometimes conflicting legal frameworks can be complex and costly and failure to meet specific regulatory requirements, such as product certifications, advertising restrictions or electronic device safety standards, could lead to fines, product recalls, import bans or legal disputes.

Additionally, as the Group sells through wholesale retailers and e-commerce platforms, it may face liability risks if its partners do not adhere to local laws or misrepresent product claims. Any such legal or regulatory issues could disrupt operations, increase compliance costs and damage the Group's brand reputation, ultimately affecting its financial performance and international expansion efforts. In regions with heightened regulatory scrutiny, such as the EU and the US, the Group must adhere to strict product certification processes, data privacy laws and e-commerce regulations, including compliance with FDA approvals and the GDPR. Many of the Group's products are also subject to strict health, safety and electronic device regulations, which can differ widely across regions. Any failure to meet these standards could result in the removal of products from the market, increased compliance costs and loss of consumer trust. Given the rapid evolution of global regulations and the increasing enforcement of consumer protection laws, the Group must continuously monitor and adapt to new legal requirements. If it fails to do so, its business operations, financial performance and international growth strategy could be materially and adversely affected.

***If the Group fails to comply with the laws, regulations and tax rules in the range of international markets in which it operates, it may face fines, penalties or other sanctions, as well as result in damage to the Group's brand, which could have a material adverse effect on the Group's business, financial condition, results of operations or prospects***

The Group currently has operations in the UK, the EU, the US, China and elsewhere and is subject to a variety of laws, regulations and tax-rules and it routinely incurs costs in complying with those laws, regulations and tax rules. The failure by the Group to comply with all existing laws, regulations and tax rules in the jurisdictions in which it operates may result in fines, penalties, criminal and/or civil lawsuits, additional tax-related obligations or other regulatory enforcement actions in one or more jurisdictions.

The introduction of new laws, regulations or tax rules, or changes in existing laws, regulations and tax rules, particularly those governing the sale of products or in other regulatory areas such as consumer protection, privacy, information security, labour and employment, tax, anti-bribery, anti-corruption, AML, sanctions, competition, health and safety or environmental protection, may conceivably require extensive system and operating changes that may be difficult to implement and could increase the Group's cost of doing business.

In the UK and the EU, the Group must adhere to strict product safety, advertising and data protection laws, such as CE marking requirements, the GDPR and consumer rights regulations. Non-compliance could lead to heavy fines, product recalls or restrictions on selling products within the region.

In the US, the Group faces stringent regulations from authorities such as the FDA, the Federal Trade Commission (**FTC**) and state-level consumer protection agencies. Given the nature of its beauty and wellness products, failure to comply with FDA approval requirements for certain devices, false advertising claims or product safety standards could lead to regulatory investigations, litigation and potential bans on product sales. Additionally, state-specific laws may vary and further complicate compliance, increasing legal risks and potential liability.

In Asia, the regulatory environment is continuously evolving, with strict import restrictions, product certification requirements and consumer protection laws that could impact the Group's ability to distribute and market its products. Non-compliance with advertising laws, data localisation requirements or evolving medical device regulations could result in government investigations, fines or even suspension of operations in the market.

Operating across these four major jurisdictions also exposes the Group to trade tensions, tariff changes and geopolitical risks, particularly amid US-China trade conflicts and evolving UK-EU relations. Any misalignment with local regulations could not only lead to legal consequences, financial penalties and increased tax obligations but also damage the Group's brand reputation, erode consumer trust and negatively impact business expansion efforts. Whilst the Group maintains robust compliance frameworks, proactive regulatory monitoring and legal risk management, any changes in laws and regulations in the future could have a material adverse effect on the Group's business, financial condition, results of operations or prospects.

***The Group is subject to various health, safety and environmental laws and regulations***

The Group is subject to ever evolving health, safety and environmental laws and regulations of the jurisdictions in which it operates and requires various permits, licences and certifications in order to carry out business. These include, but are not limited to, compliance with: Waste Electrical and Electronic Equipment Regulations 2013, The Restriction of the Use of Certain Hazardous Substances in Electrical and Electronic Equipment Regulations 2008, Control of Asbestos Regulations 2012, Regulatory Reform (Fire Safety) Order 2005, General Product Safety Regulations 2005 and Reporting of Injuries, Diseases and Dangerous Occurrences Regulations 2013. Monitoring and ensuring compliance with those regulations is an ongoing process and there may be times during which the Group is not fully compliant. Any non-compliance with laws and regulations could result in fines or other sanctions being imposed on the Group which could have a detrimental impact on the Group and any failure to obtain, or revocation or non-renewal of, such permits, licences and certifications would impact on the ability of the Group to carry on its business in the relevant locations and could have a material adverse effect on the Group's business, financial condition or prospects. Further, the Group is subject to regulation in areas such as asbestos removal and fire safety. Whilst the Group believes it has appropriate policies and procedures in place, these may need to adapt, which may require additional expenditure. Furthermore, in order to ensure the Group's sites remain fully compliant with legislative requirements there will always be the need to maintain premises, not only generally but if an ad hoc issue arises, which again will require capital expenditure. To seek to manage and mitigate such risk, the Group has in place rigorous health and safety policies and arrangements. In spite of this, it is possible that accidents and/or injuries may occur, which could lead to penalties under various regulatory regimes, litigation and associated costs/liabilities and reputational damage.

***Failure to comply with anti-corruption legislation could result in fines and/or criminal penalties and have an adverse effect on the Group's business***

The Group operates in a number of countries throughout the world, including countries known to have a reputation for corruption. The Group is committed to doing business in accordance with applicable anti-corruption laws. It is subject, however, to the risk that its Directors, senior managers, employees, agents and collaborators may take action determined to be in violation of such anti-corruption laws, including the UK Bribery Act 2010, as well as trade sanctions. Any such violation could result in substantial fines, sanctions, civil and/or criminal penalties or curtailment of operations in certain jurisdictions and might adversely affect results of operations. In addition, actual or alleged violations could damage the Group's reputation and its ability to do business.

***The Company will incur additional costs as a newly listed company and its management will be required to devote substantial time to new compliance matters.***

As a newly listed public company, the Company will incur significant legal, accounting and other expenses, including those resulting from public company reporting obligations and compliance with corporate governance-related rules, including the admission and ongoing requirements of the FCA and the London Stock Exchange. There can be no assurance that, under changed ownership, and in an environment where the Group is subject to greater scrutiny and disclosure requirements, it will be able to manage its operations in the same manner as it has done before Admission as a private business under the ownership of the existing shareholders and not in a public company environment. In particular, the Group will be subject to increased regulatory obligations as a result of being listed, and management, as well as other employees, will need to devote a substantial amount of time to ensure that the Group's business complies with all of these requirements. In addition, the reporting requirements, rules and regulations will increase the Group's legal and financial compliance costs and make some activities more time-consuming and costly, which may have an adverse effect on the Group's business, financial condition, results of operations or prospects.

## **RISKS RELATING TO THE OFFER**

***There is no existing market for the Shares and an active trading market for the Shares may not develop or be sustained.***

Prior to the Offer and Admission, there has been no public trading market for the Shares. There can be no assurance that an active trading market will develop or, if it does develop, that it will be maintained. The trading price of the Shares may be subject to wide fluctuations in response to many factors, including short-term selling pressures, equity market fluctuations, general economic conditions and regulatory changes, which may adversely affect the market price of the Shares, regardless of the Group's actual performance or conditions in its key markets.

The market price of the Shares may fall below the Offer Price. The market price of the Shares may also fluctuate substantially due to various factors, some of which may be specific to the Group, and some of which may be related to the consumer industries and equity markets in general. The Company cannot guarantee that investors will be able to (re)sell their Shares at or above the Offer Price, or at all. An inactive market may also impair the Company's ability to raise equity capital by further issues of Shares.

Furthermore, the concentration of ownership by individuals affiliated with the Group may affect the liquidity of the market for Shares on the London Stock Exchange and contribute to a perception that the ownership structure is not conducive to an investment decision involving the Group in the short-to medium-term. If an active and liquid trading market does not develop or is not sustained, the liquidity and trading price of the Shares could be materially and adversely affected and investors may have difficulty selling their Shares.

***Substantial future sales or issues of Shares could impact the trading price of the Shares.***

The Selling Shareholders are subject to restrictions on the sale of Shares under the Deeds of Election, and the Company is subject to restrictions on the issue of new Shares, under the Sponsor and Placing Agreement during the period of approximately 12 months following Admission. However, the sale or issue of a substantial number of Shares in the public market after the lock-in restrictions in those agreements expire (or are waived by Berenberg), or the perception that such a sale or



issue may occur, may depress the market price of the Shares and could impair the Group's ability to raise capital through the issuance and sale of additional equity securities.

***The Shares will be subject to market price volatility and the market price of the Shares may decline in response to developments that are unrelated to the Group's operating performance.***

The Shares in the Company will be subject to market price volatility and the market price of the Shares may decline in response to developments that are unrelated to the Group's operating performance. The market price of the Shares may be volatile and subject to wide fluctuations as a result of a variety of factors, including, but not limited to, those referred to in this Risk Factors section, as well as period-to-period variations in operating results or changes in revenue or profit estimates by the Company, industry participants or financial analysts. The market price of the Shares could also be affected by developments unrelated to the Company's operating performance, such as the operating and share price performance of other companies that investors may consider comparable to the Company, speculation about the Company in the press or the investment community, strategic actions by competitors, including acquisitions or restructurings, changes in market conditions and regulatory changes in any number of countries, whether or not the Company derives significant revenue therefrom. Investors may not be able to sell their Shares at or above the Offer Price. In addition, potential investors should be aware that no stabilisation will be carried out in connection with the Offer and therefore there may be a greater risk of price volatility following the Offer than would otherwise be the case. Further, Shareholders may earn a negative or no return on their investment in the Company.

***Overseas Shareholders may be subject to exchange rate risk.***

The Shares are, and any dividends to be paid in respect of them will be, denominated in GBP. An investment in Shares by an investor whose principal currency is not GBP exposes the investor to foreign currency exchange rate risk. Any depreciation of GBP in relation to such foreign currency will reduce the value of the investment in the Shares or any dividends in foreign currency terms.

***Shareholders in the United States or other jurisdictions may not be able to participate in future equity offerings.***

The Articles provide for pre-emptive rights to be granted to Shareholders, unless such rights are disappplied by a special resolution of shareholders. However, securities laws of certain jurisdictions may restrict the Company's ability to allow participation by Shareholders in future offerings. In particular, Shareholders in the United States may not be entitled to exercise these rights unless either the rights and the Shares are registered under the US Securities Act, or the rights and the Shares are offered pursuant to an exemption from, or transaction not subject to, the registration requirements of the US Securities Act. The Company cannot assure prospective investors that any exemption from such overseas securities law requirements would be available to enable US or other Shareholders to exercise their pre-emption rights or, if available, that the Company will utilise any such exemption.

***Overseas shareholders may have only limited ability to bring actions or enforce judgments against the Company or its Directors.***

The ability of an overseas Shareholder to bring an action against the Group may be limited under law. The rights of Shareholders are governed by English law and by the Articles. These rights differ in certain respects from the rights of shareholders in comparable non-UK corporations. All of the Directors are residents of the United Kingdom and most of their assets are located in the United Kingdom. Consequently, it may not be possible for an overseas shareholder to effect service of process upon the Group or its Directors and executive officers within the overseas shareholder's country of residence or to enforce against the Company or its Directors or executive officers judgments of courts of the overseas shareholder's country of residence based on civil liabilities under that country's securities laws. An overseas shareholder may not be able to enforce any judgments in civil and commercial matters or any judgments under the securities laws of countries other than the United Kingdom against the Directors or executive officers of the Company who are residents of the United Kingdom or countries other than those in which such judgment is made. In addition, English or other courts may not impose civil liability on the Directors or executive officers in any original action based solely on foreign securities laws brought against the Company or its Directors or executive officers in a court of competent jurisdiction in England or other countries.



## **PRESENTATION OF FINANCIAL AND OTHER INFORMATION**

### **1 General**

No representation or warranty, express or implied, is made and no responsibility or liability is accepted by any person other than the Company and the Directors, as to the accuracy, completeness, verification or sufficiency of the information contained herein, and nothing in this document may be relied upon as a promise or representation in this respect, as to the past or future. No person is or has been authorised to give any information or to make any representation not contained in or not consistent with this document and, if given or made, such information or representation must not be relied upon as having been authorised by the Company. The delivery of this document shall not, under any circumstances, create any implication that there has been no change in the business or affairs of the Group since the date of this document or that the information contained herein is correct as of any time subsequent to its date.

The contents of this document are not to be construed as legal, business or tax advice.

This document is not intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Company, the Directors, any of the Company's advisers or any of their affiliates or representatives regarding the securities of the Company.

### **2 Presentation of Financial Information**

Unless otherwise stated, the financial information in this document has been prepared in accordance with the requirements of the Prospectus Regulation Rules and United Kingdom adopted international accounting standards (**IFRS**). The significant accounting policies applied in the financial information of the Group are applied consistently in the financial information in this document, except where otherwise stated. The basis of preparation is further explained in Part 6 of this document.

The Company's financial year ends on 31 December. The financial information for the financial period ended 31 January 2023, the financial period ended 31 December 2023 and the financial year ended 31 December 2024 included in section B of Part 6 of this document is covered by the accountants' report in section A of Part 6 of this document, which was prepared in accordance with the Standards for Investment Reporting issued by the Financial Reporting Council. The unaudited interim financial information for the six months ended 30 June 2024 and the six months ended 30 June 2025 has been included in section C of Part 6 of this document. The Unaudited *Pro Forma* Financial Information set out in section B of Part 7 of this document is covered by the accountants' report in section A of Part 7 of this document, which was prepared in accordance with the Standards for Investment Reporting issued by the Financial Reporting Council.

Unless otherwise stated in this document, financial information in relation to the Group referred to in this document has been extracted without material adjustment from the Historical Financial Information in section B of Part 6 of this document or the unaudited interim financial information in section C of Part 6 of this document or has been extracted from the Group's financial reporting and management systems. Investors should ensure that they read the whole of this document and not only rely on the key information or information summarised within it.

### **3 Non-IFRS Financial Measures**

The financial information included in this document includes key performance indicators (**KPIs**) that are not recognised under IFRS and are unaudited, namely EBITDA, adjusted EBITDA, free cash flow or information for the 12 months ended 31 December 2022 and the 12 months ended 31 December 2023 (as further explained below). The Directors believe that those non-IFRS measures provide useful information with respect to the performance of the Group's business and operations. Prospective investors should not consider such non-IFRS measures as an alternative to the IFRS measures included in the historical financial information in Part 6 of this document.

#### 4 Key performance indicators

To assist recipients of this document in comparing the Group's historical financial performance from financial year to financial year, certain KPIs and other operating measures have been presented in this document. Set out below is a description of the KPIs used by the Group:

Revenue	<p>The Group is required to apportion revenue earned from customers to performance obligations and determine the appropriate timing method of revenue recognition using the 5-step model. Under IFRS 15, revenue is recognised once control of the promised goods or service is transferred to the customer and when the performance obligations have been satisfied.</p> <p>All of the Group's revenue, which excludes value added tax and is shown net of any discounts allowed, represents the value of services provided by the Group from its principal activity, being the online retailing and wholesale distribution of beauty devices.</p> <p>Revenue is an IFRS-measure and is presented in the Historical Financial Information in section B of Part 6 of this document and the unaudited interim financial information in section C of Part 6 of this document.</p>
Gross Profit	<p>Gross profit represents revenue less direct costs associated with the production carriage and warehousing of the Group's products. The principal elements of direct costs are:</p> <ul style="list-style-type: none"> <li>• product costs, which include materials, packaging and sub-contractors (being costs related to purchases of externally produced products);</li> <li>• import duty;</li> <li>• staff costs relating to production and warehouse employees; and</li> <li>• carriage in and carriage out costs (relating to arranging for the delivery of raw materials and finished goods to the Group's premises and the delivery of finished goods to the end customer).</li> </ul> <p>Gross profit is an IFRS-measure presented in the Historical Financial Information in section B of Part 6 of this document and the unaudited interim financial information in section C of Part 6 of this document.</p>
Adjusted EBITDA	<p>Adjusted EBITDA is calculated as profit before tax, adding back finance costs, depreciation, amortisation, fair value gains on remeasurement of joint venture, gain/(loss) included in fair value on remeasurement of contingent consideration, fair value gains on foreign exchange forward contracts, impairment loss on goodwill, share based payments and exceptional administrative expenses.</p>

	<p>Adjusted EBITDA is a non-IFRS financial measure. The following table sets out the reconciliation from profit before tax (an IFRS measure) to adjusted EBITDA:</p> <table><tr><th></th><th>16 months to 31 January 2023 Audited</th><th>11 months to 31 December 2023 Audited</th><th>12 months to 31 December 2024 Audited</th><th>6 months to 30 June 2024 Unaudited</th><th>6 months to 30 June 2025 Unaudited</th></tr><tr><td>£'000</td><td></td><td></td><td></td><td></td><td></td></tr><tr><td>(Loss)/profit before tax .....</td><td>(9,148)</td><td>(815)</td><td>5,197</td><td>40</td><td>4,998</td></tr><tr><td>Finance costs.....</td><td>7,357</td><td>6,855</td><td>8,631</td><td>4,164</td><td>3,964</td></tr><tr><td>Depreciation of property, plant and equipment.....</td><td>91</td><td>133</td><td>183</td><td>92</td><td>118</td></tr><tr><td>Amortisation of right of use assets .....</td><td>174</td><td>301</td><td>335</td><td>160</td><td>256</td></tr><tr><td>Amortisation of intangible assets.....</td><td>3,598</td><td>3,158</td><td>3,849</td><td>1,847</td><td>2,195</td></tr><tr><td><b>EBITDA*</b> .....</td><td><b>2,072</b></td><td><b>9,632</b></td><td><b>18,195</b></td><td><b>6,303</b></td><td><b>11,531</b></td></tr><tr><td>Fair value gain on remeasurement of joint venture .....</td><td>—</td><td>(4,287)</td><td>—</td><td>—</td><td>—</td></tr><tr><td>(Loss)/gain included in fair value on remeasurement of contingent consideration.....</td><td>—</td><td>1,788</td><td>(1,135)</td><td>—</td><td>—</td></tr><tr><td>Fair value gain on foreign exchange forward contracts .....</td><td>—</td><td>—</td><td>(112)</td><td>3</td><td>301</td></tr><tr><td>Exceptional administrative expenses.....</td><td>2,250</td><td>928</td><td>1,545</td><td>789</td><td>1,501</td></tr><tr><td>Impairment loss on goodwill .....</td><td>—</td><td>1,271</td><td>3,600</td><td>—</td><td>—</td></tr><tr><td>Share-based payments.....</td><td>2,188</td><td>1,095</td><td>836</td><td>430</td><td>582</td></tr><tr><td><b>Adjusted EBITDA*</b> .....</td><td><b>6,510</b></td><td><b>10,427</b></td><td><b>22,929</b></td><td><b>7,525</b></td><td><b>13,915</b></td></tr></table> <p>* Non-IFRS measures which are unaudited</p>		16 months to 31 January 2023 Audited	11 months to 31 December 2023 Audited	12 months to 31 December 2024 Audited	6 months to 30 June 2024 Unaudited	6 months to 30 June 2025 Unaudited	£'000						(Loss)/profit before tax .....	(9,148)	(815)	5,197	40	4,998	Finance costs.....	7,357	6,855	8,631	4,164	3,964	Depreciation of property, plant and equipment.....	91	133	183	92	118	Amortisation of right of use assets .....	174	301	335	160	256	Amortisation of intangible assets.....	3,598	3,158	3,849	1,847	2,195	<b>EBITDA*</b> .....	<b>2,072</b>	<b>9,632</b>	<b>18,195</b>	<b>6,303</b>	<b>11,531</b>	Fair value gain on remeasurement of joint venture .....	—	(4,287)	—	—	—	(Loss)/gain included in fair value on remeasurement of contingent consideration.....	—	1,788	(1,135)	—	—	Fair value gain on foreign exchange forward contracts .....	—	—	(112)	3	301	Exceptional administrative expenses.....	2,250	928	1,545	789	1,501	Impairment loss on goodwill .....	—	1,271	3,600	—	—	Share-based payments.....	2,188	1,095	836	430	582	<b>Adjusted EBITDA*</b> .....	<b>6,510</b>	<b>10,427</b>	<b>22,929</b>	<b>7,525</b>	<b>13,915</b>
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<b>Adjusted EBITDA*</b> .....	<b>6,510</b>	<b>10,427</b>	<b>22,929</b>	<b>7,525</b>	<b>13,915</b>																																																																																						
Free cash flow	<p>Free cash flow represents the Group's cash flows from operations, adjusted for non-cash/non-operating items less capital expenditure. Free cash flow is a non-IFRS financial measure. The following table sets out the reconciliation from adjusted EBITDA (which has been reconciled to profit before tax in the definition of adjusted EBITDA above) to free cash flow:</p> <table><tr><th></th><th>16 months to 31 January 2023 Unaudited</th><th>11 months to 31 December 2023 Unaudited</th><th>12 months to 31 December 2024 Unaudited</th><th>6 months to 30 June 2024 Unaudited</th><th>6 months to 30 June 2025 Unaudited</th></tr><tr><td>£'000</td><td></td><td></td><td></td><td></td><td></td></tr><tr><td>Adjusted EBITDA.....</td><td>6,510</td><td>10,427</td><td>22,929</td><td>7,525</td><td>13,915</td></tr><tr><td>Movement in working capital*.....</td><td>2,030</td><td>(2,713)</td><td>(3,643)</td><td>(4,593)</td><td>(13,277)</td></tr><tr><td>Net interest (paid)/received.....</td><td>(1,479)</td><td>(1,190)</td><td>(2,503)</td><td>(1,302)</td><td>(950)</td></tr><tr><td>Adjusted cash flow from operations.....</td><td>7,061</td><td>6,524</td><td>16,783</td><td>1,630</td><td>(312)</td></tr><tr><td>Purchases of property, plant and equipment and intangible assets.....</td><td>(2,072)</td><td>(2,484)</td><td>(4,871)</td><td>(1,688)</td><td>(3,287)</td></tr><tr><td>Free cash flow .....</td><td>4,989</td><td>4,040</td><td>11,912</td><td>(58)</td><td>(3,599)</td></tr></table> <p>* The movement in contingent consideration is omitted from movement in working capital as this is captured in Adjusted EBITDA.</p>		16 months to 31 January 2023 Unaudited	11 months to 31 December 2023 Unaudited	12 months to 31 December 2024 Unaudited	6 months to 30 June 2024 Unaudited	6 months to 30 June 2025 Unaudited	£'000						Adjusted EBITDA.....	6,510	10,427	22,929	7,525	13,915	Movement in working capital*.....	2,030	(2,713)	(3,643)	(4,593)	(13,277)	Net interest (paid)/received.....	(1,479)	(1,190)	(2,503)	(1,302)	(950)	Adjusted cash flow from operations.....	7,061	6,524	16,783	1,630	(312)	Purchases of property, plant and equipment and intangible assets.....	(2,072)	(2,484)	(4,871)	(1,688)	(3,287)	Free cash flow .....	4,989	4,040	11,912	(58)	(3,599)																																										
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Free cash flow .....	4,989	4,040	11,912	(58)	(3,599)																																																																																						
Net cash flow	<p>Net cash flow represents the Group's cash flows less cash outflows. Net cash flow is an IFRS-measure presented in the Historical Financial Information in section B of Part 6 of this document and the unaudited interim financial information in section C of Part 6 of this document.</p>																																																																																										
Cash and cash equivalents	<p>Cash and cash equivalents represents the Group's cash and cash equivalents at end of the relevant period. Cash and cash equivalents is an IFRS-measure presented in the Historical Financial Information in section B of Part 6 of this document and the unaudited interim financial information in section C of Part 6 of this document.</p> <table><tr><th></th><th>As at 31 Jan 2023 Audited</th><th>As at 31 December 2023 Audited</th><th>As at 31 December 2024 Audited</th><th>As at 30 June 2024 Unaudited</th><th>As at 30 June 2025 Unaudited</th></tr><tr><td>Cash and cash equivalents.....</td><td>5,740</td><td>12,021</td><td>14,528</td><td>6,846</td><td>8,593</td></tr></table>		As at 31 Jan 2023 Audited	As at 31 December 2023 Audited	As at 31 December 2024 Audited	As at 30 June 2024 Unaudited	As at 30 June 2025 Unaudited	Cash and cash equivalents.....	5,740	12,021	14,528	6,846	8,593																																																																														
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Cash and cash equivalents.....	5,740	12,021	14,528	6,846	8,593																																																																																						

## 5 Alternative performance measures

As the Historical Financial Information does not provide for coterminous financial period ends or consistent time periods within each financial year, to assist recipients of this document in comparing the Group's historical financial performance on a coterminous financial period basis, certain alternative performance measures have been presented in this document, as set out below.

£'000	Year ended 31 December 2022 Unaudited	Year ended 31 December 2023 Unaudited	Year ended 31 December 2024 Audited
Revenue .....	50,834	73,443	101,124
EBITDA* .....	2,286	10,200	18,195
Adjusted EBITDA* .....	4,867	11,500	22,929
EBIT* .....	(1,350)	6,851	13,828

\* Non-IFRS measures which are unaudited

The financial information for the 12 months to 31 December 2022 and the 12 months to 31 December 2023 is unaudited and has been extracted without material adjustment from the Group's underlying accounting records. The financial information for the 12 months to 31 December 2024 has been calculated from information extracted from the Historical Financial Information in section B of Part 6 of this document.

A reconciliation of Adjusted EBITDA to EBIT is set out below:

Adjusted EBITDA	12 months to 31 December 2022 Unaudited	12 months to 31 December 2023 Unaudited	12 months to 31 December 2024 Audited
£'000			
EBIT* .....	(1,350)	6,851	13,828
Depreciation of property, plant and equipment .....	82	137	183
Amortisation of right of use assets .....	143	324	335
Amortisation of intangible assets ..	3,410	2,888	3,849
EBITDA* .....	2,286	10,200	18,195
Fair value gain on remeasurement on acquisition date .....	—	(4,287)	—
Loss incurred in fair value on remeasurement of contingent consideration .....	—	1,788	(1,135)
Fair value gain on foreign exchange forward contracts .....	—	—	(112)
Exceptional administrative expenses .....	790	1,330	1,545
Impairment loss on goodwill .....	—	1,271	3,600
Share based payments .....	1,791	1,198	836
<b>Adjusted EBITDA* .....</b>	<b>4,867</b>	<b>11,500</b>	<b>22,929</b>

\* Non-IFRS measures which are unaudited

## **6 Currency Presentation**

Unless otherwise indicated, all references in this document to **British pounds sterling, sterling, pounds sterling, GBP, £ or pence** are to the lawful currency of the United Kingdom. The Company prepares its financial information in pounds sterling.

## **7 Roundings**

Certain data in this document, including financial, statistical and operating information has been rounded. As a result of the rounding, the totals of data presented in this document may vary slightly from the actual arithmetic totals of such data. Percentages in tables have been rounded and accordingly may not add up to 100%.

## **8 Market, economic and industry data**

Certain information regarding market size, market data, market share, market position, growth rates and other industry data pertaining to the Group and its business contained in this document consists of Directors' estimates based on data compiled by professional organisations and on data from other external sources, including industry data published by Euromonitor International Limited and independent market research carried out by OC&C.

OC&C has prepared, at the request of the Company for the purposes of this document, information on the market and industry in the OC&C Report. OC&C has no material interest in the Company.

Industry publications and market research generally state that the information they contain has been obtained from sources the Directors believe to be reliable but that the accuracy and completeness of such information is not guaranteed and any estimates or projections they contain are based on a number of significant assumptions.

In some cases, there is no readily available external information (whether from trade and business organisations and associations, government bodies or other organisations) to validate market-related analyses and estimates, requiring the Group to rely on internally developed estimates. The Group does not intend, and does not assume any obligation, to update industry or market data set forth in this document. Because market behaviour, preferences and trends are subject to change, it should be noted that market and industry information in this document and estimates based on any data therein may not be reliable indicators of future market performance or the Group's future results of operations.

## **9 Third-party information**

The Company confirms that all third-party information contained in this document has been accurately reproduced and, so far as the Company is aware and able to ascertain from information published by that third party, no facts have been omitted that would render the reproduced information inaccurate or misleading.

Where third-party information has been used in this document, the source of such information has been identified.

## **10 No incorporation of website information**

The contents of the Group's websites do not form part of this document.

## **11 Definitions and glossary**

Certain terms used in this document, including all capitalised terms and certain technical and other items, are defined and explained in Part 12 or Part 13 of this document.

## **12 Information not contained in this document**

No person has been authorised to give any information or make any representation other than those contained in this document and, if given or made, such information or representation must not be relied upon as having been so authorised. Neither the delivery of this document nor any subscription or sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in this document is correct as at any time subsequent to the date hereof.



### **13 Forward-looking statements**

This document includes forward-looking statements. These forward-looking statements involve known and unknown risks and uncertainties, many of which are beyond the Group's control and all of which are based on the Directors' current beliefs and expectations about future events. Forward-looking statements are sometimes identified by the use of forward-looking terminology such as "believe", "expects", "targets", "may", "will", "could", "should", "shall", "risk", "intends", "estimates", "aims", "plans", "predicts", "continues", "assumes", "positioned" or "anticipates" or the negative thereof, other variations thereon or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the intentions, beliefs or current expectations of the Directors or the Company concerning, among other things, the results of operations, financial condition, prospects, growth, strategies and policies of the Company and the industry in which it operates. In particular, the statements under the section of this document headed "Risk Factors" and in Part 1, Part 2 and Part 5 of this document regarding the Company's strategy, targets and expectations in respect of the Group's expected revenue, revenue mix, profit, efficiencies and leverage afforded by greater implementation of managed services, growth, accounting tax rates, capital expenditure, realisation rates, and in the event of Admission, upon the operating results of the Group as well as other expressions of the Group's targets and expectations and other future events or prospects are forward-looking statements.

These forward-looking statements and other statements contained in this document regarding matters that are not historical facts, involve predictions. No assurance can be given that such future results will be achieved; actual events or results may differ materially as a result of risks and uncertainties facing the Group. Such risks and uncertainties could cause actual results to vary materially from the future results indicated, expressed or implied in such forward-looking statements.

Forward-looking statements contained in this document speak only as at the date of this document. The Company, the Directors and the Company's advisers expressly disclaim any obligation or undertaking to update these forward-looking statements contained in this document to reflect any change in their expectations or any change in events, conditions or circumstances on which such statements are based unless required to do so by applicable law, the Prospectus Regulation Rules, the UK Listing Rules, the Disclosure Guidance and Transparency Rules or the UK Market Abuse Regulation.

## **DIRECTORS, COMPANY SECRETARY, REGISTERED OFFICE AND ADVISERS**

<b>Directors</b>	<p>Elaine Margaret Curwen (Née O'Donnell) – Independent Non-Executive Chair</p> <p>Laurence Mark Newman – Chief Executive Officer</p> <p>Samuel (Sam) Nathan Glynn – Chief Financial Officer and Chief Operating Officer</p> <p>Simon Matthew Cooper – Senior Independent Non-Executive Director</p> <p>Seonna Louise Kingsley (Née Anderson) – Independent Non-Executive Director</p>
<b>Company secretary</b>	Sarah Clayton
<b>Registered office of the Company</b>	<p>C/O Addleshaw Goddard LLP</p> <p>One Peter's Square</p> <p>Manchester</p> <p>United Kingdom</p> <p>M2 3DE</p>
<b>Sponsor, bookrunner and financial adviser to the Company</b>	<p>Joh. Berenberg, Gossler &amp; Co. KG</p> <p>60 Threadneedle Street</p> <p>London EC2R 8HP</p> <p>United Kingdom</p>
<b>Financial adviser to the Company</b>	<p>N.M. Rothschild &amp; Sons Limited</p> <p>New Court</p> <p>St Swithin's Lane</p> <p>London EC4N 8AL</p> <p>United Kingdom</p>
<b>Legal advisers to the Company</b>	<p>Addleshaw Goddard LLP</p> <p>One St Peter's Square</p> <p>Manchester M2 3DE</p> <p>United Kingdom</p>
<b>Reporting accountant</b>	<p>RSM UK Corporate Finance LLP</p> <p>25 Farringdon Street</p> <p>London EC4A 4AB</p> <p>United Kingdom</p>
<b>Auditors to the Company</b>	<p>RSM UK Audit LLP</p> <p>Ninth Floor</p> <p>Landmark St Peter's Square</p> <p>1 Oxford Street</p> <p>Manchester M1 4PB</p> <p>United Kingdom</p>
<b>Intermediaries Offer Co-ordinator</b>	<p>Retail Book Limited</p> <p>10 Queen Street Place</p> <p>London EC4R 1AG</p> <p>United Kingdom</p>
<b>Legal advisers to the sponsor and bookrunner</b>	<p>Travers Smith LLP</p> <p>10 Snow Hill</p> <p>London EC1A 2AL</p> <p>United Kingdom</p>
<b>Registrar</b>	<p>MUFG Corporate Markets</p> <p>Central Square</p> <p>29 Wellington Street</p> <p>Leeds LS1 4DL</p> <p>United Kingdom</p>

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS AND OFFER STATISTICS

### Expected timetable of principal events

Latest time and date for receipt of Intermediary orders under the Intermediaries Offer .....	4.30 p.m. on 2 October 2025
Latest time and date for receipt of indications of interest from institutional investors under the Institutional Offer .....	1.00 p.m. on 2 October 2025
Announcement of the Offer Price through a Regulatory Information Service, publication of the Pricing Statement and notification of allocations of Shares <sup>(1)</sup> .....	7.00 a.m. on 3 October 2025
Commencement of conditional dealings in Shares on the London Stock Exchange <sup>(2)(3)</sup> .....	8.00 a.m. on 3 October 2025
Admission and commencement of unconditional dealings in Shares on the London Stock Exchange .....	8.00 a.m. on 8 October 2025
CREST accounts credited in respect of Shares acquired in the Offer in uncertificated form.....	As soon as reasonably practicable on 8 October 2025
Despatch of definitive share certificates (where applicable)	Within 10 Business Days after Admission

*Each of the times and dates in the above timetable is subject to change. Any such change will be publicly announced by the Company through a Regulatory Information Service. References to times are to London time.*

### Notes:

- (1) The Pricing Statement will not automatically be sent to persons who receive this document, but it will (subject to certain restrictions) be available in electronic format on the Company's website at <https://www.thebeautytechgroup.com/>. If the Offer Price is set above or below the Indicative Price Range or the Indicative Price Range is revised such that the value of the Offer differs to that set out in this document, the Company will make an announcement via a Regulatory Information Service and prospective investors may have a right to withdraw their application for Offer Shares. In such circumstances, the Pricing Statement would not be published until the period for exercising such withdrawal rights has ended. The expected date of publication of the Pricing Statement would be extended and the arrangements for withdrawing offers to purchase Offer Shares would be contained in the announcement.
- (2) It should be noted that, if Admission does not occur, all conditional dealings will be of no effect and any such dealings will be at the sole risk of the parties concerned.
- (3) Prospective investors who apply for Sale Shares in the Intermediaries Offer should consult their Intermediary as to when they will be sent documents in respect of any Sale Shares they have been allocated and when they may commence dealing in any such Sale Shares.

## Offer statistics

	Bottom of the Indicative Price Range	Top of the Indicative Price Range
Offer Price (per Share) <sup>(1)</sup>	251 pence	291 pence
Number of Offer Shares in the Offer		
New Shares to be issued by the Company	11,553,785	9,965,636
Up to	Up to	Up to
Sale Shares to be sold by the Selling Shareholders	29,316,398	29,316,398
Number of Shares in issue immediately following Admission	111,553,785	109,965,636
Estimated net proceeds of the Offer receivable by the Company <sup>(2)</sup>	£28.3 million	£28.3 million
Estimated net proceeds of the Offer receivable by the Selling Shareholders <sup>(3)</sup>	Up to £71.7 million	Up to £83.2 million
Estimated market capitalisation of the Company at the Offer Price at Admission <sup>(4)</sup>	£280 million	£320 million

### Notes:

- (1) It is currently expected that the Offer Price will be set within the Indicative Price Range. The Company expects to publish the Pricing Statement containing the Offer Price on or around 3 October 2025. The Pricing Statement will not automatically be sent to persons who receive this document, but it will (subject to certain restrictions) be available in electronic form on the Company's website at <https://www.thebeautytechgroup.com/>. If the Offer Price is set above or below the Indicative Price Range or the Indicative Price Range is revised such that the value of the Offer differs to that set out in this document, the Company will make an announcement via a Regulatory Information Service and prospective investors may have a right to withdraw their application for Shares. In such circumstances, the Pricing Statement would not be published until the period for exercising such withdrawal rights has ended. The expected date of publication of the Pricing Statement would be extended and the arrangements for withdrawing offers to purchase Offer Shares would be contained in the announcement.
- (2) Net proceeds receivable by the Company are stated after deduction of placing commissions payable by the Company. The Company will not receive any proceeds from the sale of the Sale Shares by the Selling Shareholders.
- (3) Net proceeds receivable by the Selling Shareholders are stated after deduction of placing commissions.
- (4) The market capitalisation of the Company at any given time will depend on the market price of the Shares at that time. There can be no assurance that the market price of a Share will equal or exceed the Offer Price.

## PART 1

### MARKET OVERVIEW

*The information in this Part 1 has been provided for background purposes. Unless the source is otherwise stated, the market, economic and industry data in this document constitutes the Directors' estimates, using underlying data from independent third parties. The Company obtained market data and certain industry forecasts used in this document from internal surveys, reports and studies, where appropriate, as well as market research, publicly available information and industry publications, including publications and data compiled by OC&C Strategy Consultants.*

*The Company confirms that all third-party data contained in this document has been accurately reproduced and, so far as the Company is aware and able to ascertain, no facts have been omitted that would render the reproduced information inaccurate or misleading. Where third-party information has been used in this document, the source of such information has been identified.*

*The data compiled by OC&C is based on information supplied by the Group or which is otherwise derived from third-party reports and consumer research. OC&C has not undertaken to confirm the accuracy of any information provided by the Group or contained in any third-party report. The OC&C Report is based on information available as of April 2025. OC&C has not updated, revised or supplemented the contents of the OC&C Report to reflect subsequent developments. To the fullest extent permitted by applicable law or relevant stock exchange rules, OC&C disclaims all liability for loss or damage of whatsoever nature and howsoever arising from the use of the information for investment or other purposes.*

*This Part 1 includes forward-looking statements. These forward-looking statements involve known and unknown risks and uncertainties. Forward-looking statements are sometimes identified by the use of forward-looking terminology such as "believe", "expects", "may", "will", "could", "should", "shall", "risk", "intends", "estimates", "aims", "plans", "predicts", "continues", "assumes", "positioned", "anticipates" "projects", "opportunity" or "targets" or the negative thereof, other variations thereon or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places in this Part 1 and may include statements regarding the development of markets and segments within markets, as well as the behaviour of participants in such markets and segments, including consumers, businesses, governments and other enterprises and organisations.*

*These forward-looking statements and other statements contained in this Part 1 regarding matters that are not historical facts involve predictions and projections. No assurance can be given that such future results will be achieved; actual events or results may differ materially as a result of risks and uncertainties facing the markets and segments covered herein. Such risks and uncertainties could cause actual market and segment results to vary materially from the future results indicated, expressed or implied in such forward-looking statements.*

### INTRODUCTION

The Beauty Tech Group operates in the global at-home beauty devices (**AHBD**) market, a fast-growing area of the global beauty and personal care market. According to Euromonitor International<sup>1</sup>, the total global beauty and personal care market reached £464 billion in 2024, reflecting a 7.2% compound annual growth rate (**CAGR**) between 2020 and 2024 versus 4.4% CAGR between 2010 and 2019. As in many other industries, growing consumer demand has seen increased investment driving technological advancements and increased efficacy. For the beauty and personal care market, this has resulted in developments not only within topical skincare (such as face creams and serums) but also within a broader set of beauty-related treatments (such as portable beauty devices).

The technologies behind portable beauty devices have not been a recent development however, with these technologies having been used in professional clinic settings for decades. Furthermore, certain of these technologies have also been used by consumers in their homes since the early

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<sup>1</sup> Information in this document on the beauty and personal care market is from independent market research carried out by Euromonitor International Limited, Beauty and Personal Care 2025 edition. This information should not be relied upon in making, or refraining from making, any investment decision.



2000s. However, their popularity has grown significantly in the past 10 – 15 years as their increased efficacy versus topical skincare has helped drive consumer awareness and market penetration.

There is a wide range of ‘beauty devices’ available on the market for at-home usage – both electrical (using technologies like heat, sonic, ultrasound, radiofrequency, micro currents or various forms of light therapy) and manual (like face rollers, manual razors or tweezers) with varying use cases, grades of technological advancement and price points. In this document, AHBD are defined as consumer-use electrical tools designed to deliver professional-grade skin and hair treatments at home using advanced technologies such as LED (light emitting diode), RF, micro current, laser and IPL (intense pulsed light) to target key concerns including anti-ageing, skin lifting and toning, acne and hair removal or regrowth.

## THE AHBD MARKET SIZE

OC&C estimates the global AHBD market to be worth<sup>2</sup> approximately £9 billion to £12 billion per annum (*chart 1 below*) in 2024.

As a market with an already established level of awareness of technology within the beauty industry, OC&C estimates that China accounts for the largest individual share of the global AHBD market with an approximate 20 – 30% share of sales (approximately £2.0 – 3.0 billion) in 2024.

Within the global market, data compiled by OC&C estimates that the Group’s largest individual markets by sales, being the US, the UK and Germany, collectively represented approximately 15 – 20% of the global market in 2024, equating to approximately £1.6 – £1.8 billion of retail sales value. Within this, the US led with a market size of approximately £1.0 billion – £1.1 billion (representing approximately 60% of these three geographies), followed by Germany at approximately £0.4 billion – £0.5 billion (representing approximately 25% of these three geographies) and the UK at approximately £0.2 billion – £0.25 billion (representing approximately 15% of these three geographies)<sup>3</sup>.

The balance of the global market is seen in regions like Japan, Korea, Canada, Latin America and Africa which, in aggregate, constituted a 45 – 60% share (approximately £5.5 billion – £7.0 billion) in 2024.

With its international operating model and its multi-language direct to consumer (**D2C**) e-commerce platforms, The Beauty Tech Group sells into<sup>4</sup> 65 individual markets globally and is therefore able to penetrate these large, growing, AHBD markets and has the capability to expand its geographical reach further.

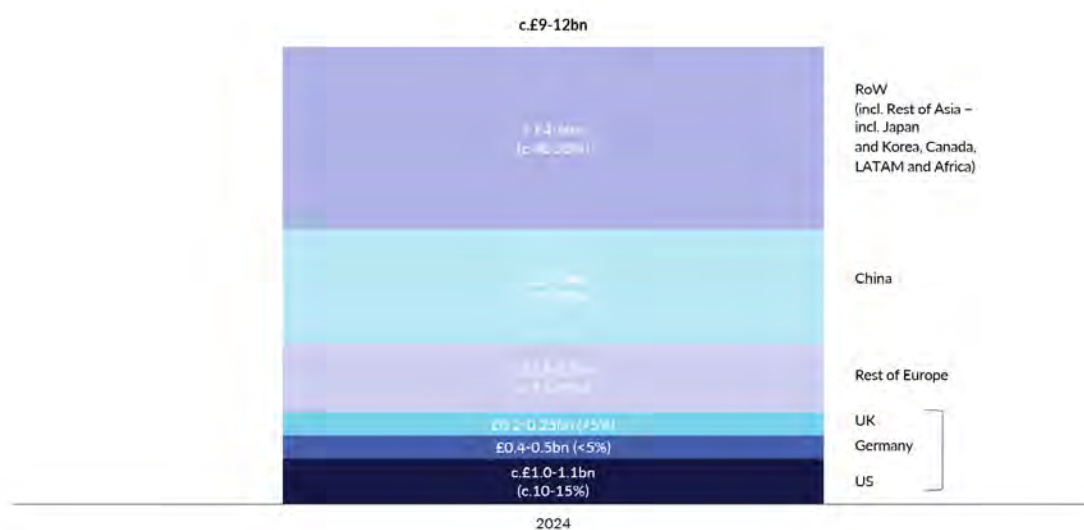
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<sup>2</sup> Defined as retail sales value of AHBD targeting skin and hair concerns and utilising technologies of laser, LED, radio frequency, micro current and IPL.

<sup>3</sup> This view is based on triangulating the Business Research Company’s estimate of AHBD producers’ net sales value reported for the UK, the US and Germany adjusted for (i) an OC&C assumption of a 50% retailer mark-up applied to the 50 – 60% of stated spend made outside of the D2C channel (OC&C consumer survey, April 2025); (ii) applying a blended sales tax rate (20% for UK, 7% for US, 19% for Germany) to all sales; and (iii) an OC&C assumption of between 15 – 30% of sales being attributable to producers not covered by the report (typically smaller, unbranded suppliers selling on online marketplaces).

<sup>4</sup> Defined as over 10 units sold.

Chart 1: The global at-home beauty device market size by geography in 2024



Source: BRC, US Census Bureau, Tax Foundation, Desk Research, OC&C analysis

Notes:

1. Raw market size reported by BRC is based on NSV – this has been adjusted for retailer mark-up applied to purchases outside of D2C and sales tax / VAT
2. Adjusted to account for long tail of smaller players not included in the original bottom-up BRC methodology
3. Assumptions used for adjustments: share of sales outside of D2C UK 47%, DE 58%, US 58%, China 50%, RoW 50%; 50% retailer mark-up across geographies; sales tax / VAT UK 20%, DE 19%, US 7.4%, China 13%, RoW 15%; 15-30% adjustment for long tail of smaller players across geographies

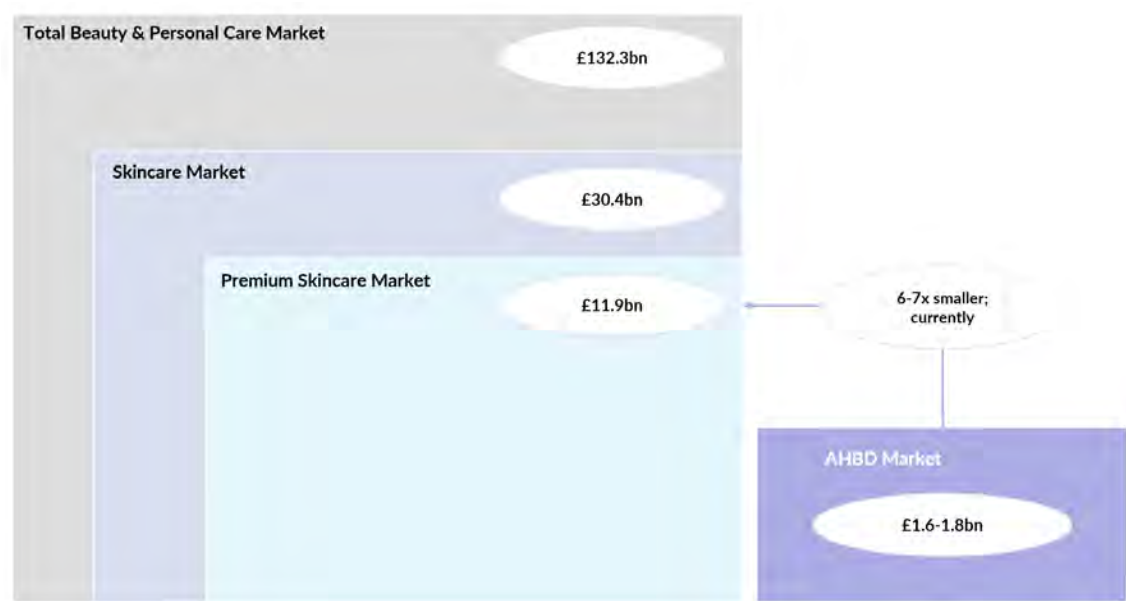
## AHBD IN THE CONTEXT OF THE US, UK AND GERMAN TOTAL BEAUTY & PERSONAL CARE MARKET

In the context of the broader beauty industry, the AHBD market is still a nascent segment but one with an expansive addressable market that is projected to offer substantial growth opportunities.

The total beauty and personal care market across the US, the UK and Germany was valued at approximately £132.3 billion in 2024, with the skincare market comprising approximately £30.4 billion of this and the premium skincare segment comprising approximately £11.9 billion of this. By comparison, the AHBD market's £1.6 – 1.8 billion in these geographies represents just 1% of the total beauty and personal care market and is 6x – 7x smaller than the premium skincare market alone (chart 2 below).

However, the addressable market for AHBD may be far broader than its current size suggests, as it could be considered to include most consumers who engage with beauty and personal care products or services. This vast addressable market highlights the significant potential for AHBD to capture a larger share of the global beauty industry. As consumer trends increasingly favour at-home, non-invasive, technology-driven solutions for convenience and cost-effectiveness, management of the Group believes that the AHBD market is well-positioned to penetrate deeper into this expansive market and is projected to offer significant growth opportunities.

Chart 2: AHBD market size comparison, in the US, UK and Germany in 2024 (£billion)



Source: Euromonitor International Limited, Beauty and Personal Care 2025 edition, retail value RSP incl sales tax, GBP, fixed 2024 exchange rate, current terms, OC&C Market Report, April 2025

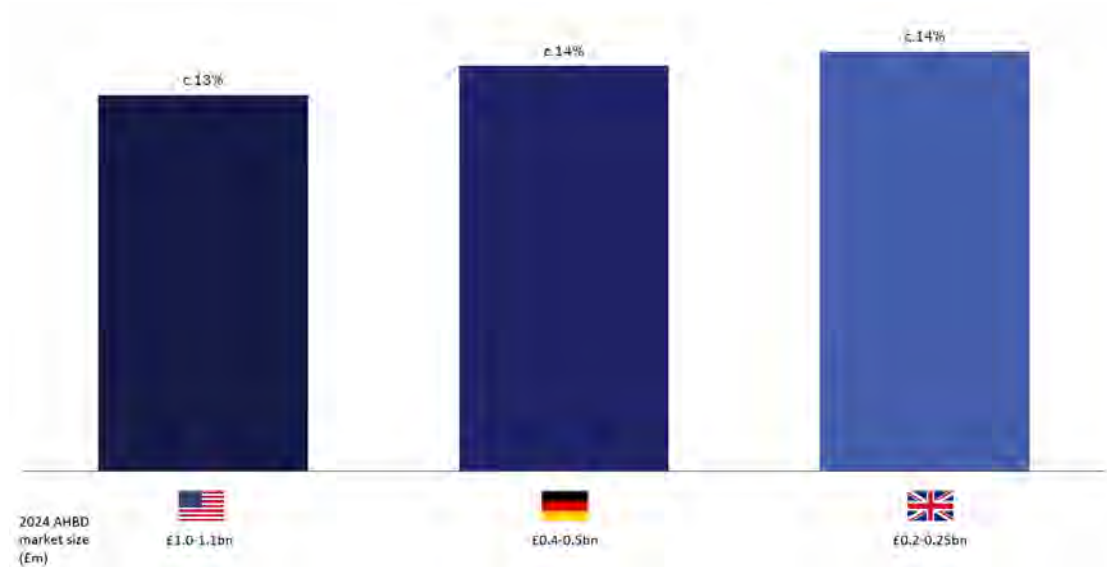
Notes:

Total Beauty & Personal Care Market excludes black market sales and travel retail

**AHBD: HISTORICAL GROWTH AND DEMAND DRIVERS**

The US, UK and German AHBD markets have demonstrated rapid historical growth, supported by compelling demand and supply-side drivers, as evidenced by historical market data. From 2019 to 2024, the market achieved a CAGR of approximately 13% in the US and 14% in both the UK and Germany, reflecting strong consumer adoption across these regions, as set out in chart 3 below.

Chart 3: Historical AHBD market growth rate by geography between 2019 and 2024 (CAGR %)



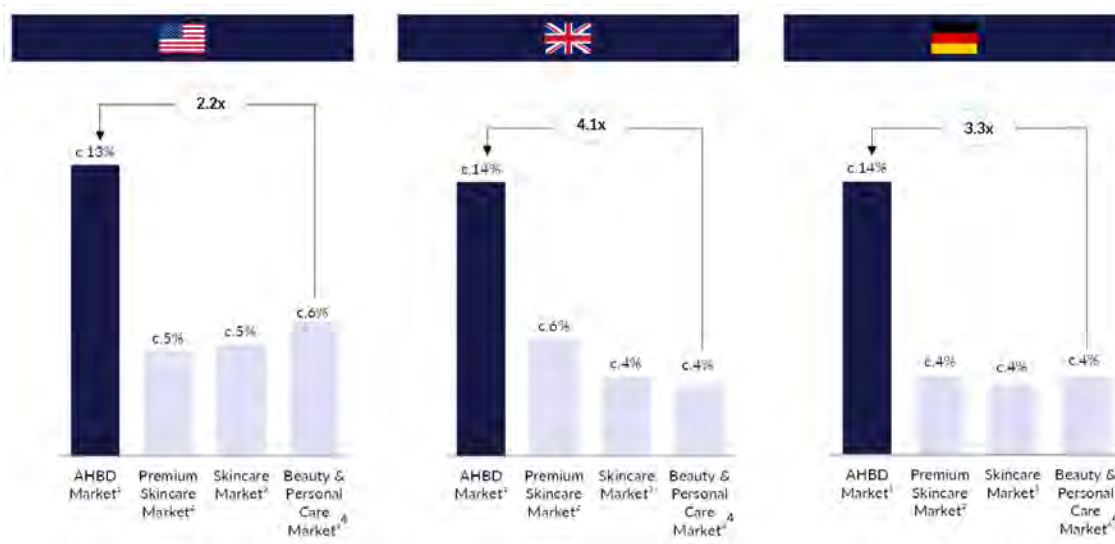
Source: BRC, US Census Bureau, Tax Foundation, Desk Research, OC&C analysis

Notes:

1. Includes laser, LED, RF, micro current, and IPL

Further, as set out in chart 4 below, this growth rate outpaces the broader beauty and personal care market by 2.2x – 4.1x across these regions.

Chart 4: Beauty market segments – historical growth comparison between 2019 and 2024 (CAGR %)



Source: BRC, Euromonitor International Limited (EMI), Beauty and Personal Care 2025 edition, retail value RSP incl sales tax, GBP, fixed 2024 exchange rate, current terms; OC&C analysis

Notes:

1. Includes only relevant AHBD technologies: laser, LED, RF, micro current, and IPL
2. EMI: This is the aggregation of premium facial, body and hand care. The distinction between mass market and premium is normally price and label/positioning and distribution
3. EMI: This is the aggregation of facial care, body care, hand care and skin care sets/kits
4. EMI: This is the aggregation of baby and child-specific products, bath & shower, colour cosmetics, deodorants, depilatories, fragrances, hair care, men's grooming, oral care, skin care and sun care. Black market sales and travel retail are excluded

There are several key demand drivers fuelling this growth including:

- 1 a growing consumer interest in skincare and technology, coupled with the beauty industry's historical resilience to economic downturns;
- 2 a rise in awareness and education around AHBDs driven predominantly by social media, but with significant opportunity for further mainstream adoption; and
- 3 AHBDs are increasingly becoming a regular part of skincare routines, further embedding them in consumer behaviour, further detail on which is set out later in this Part 1.

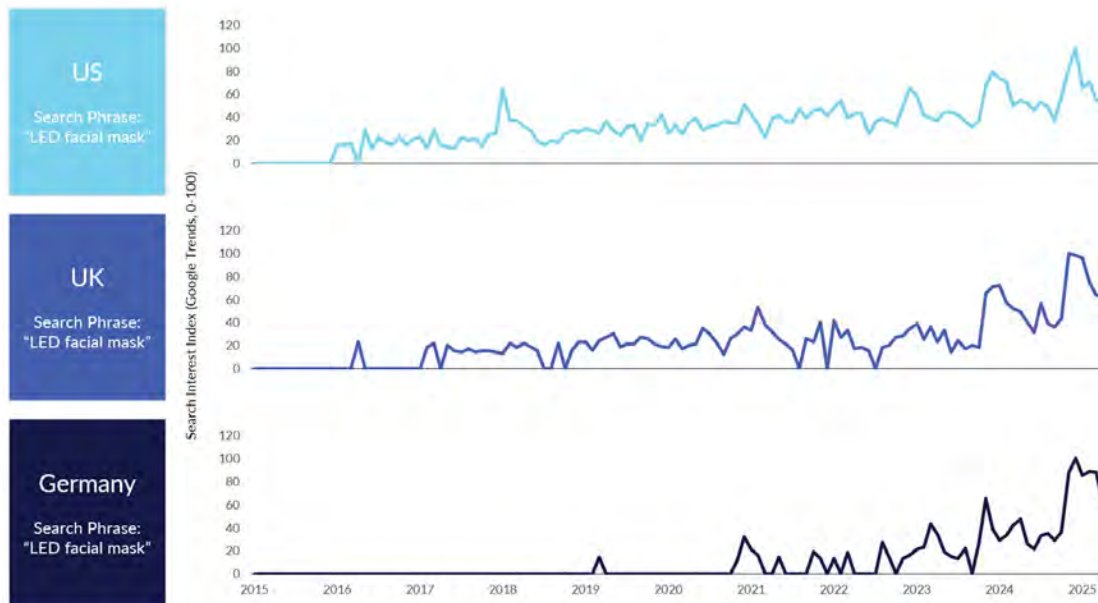
The supply side drivers of the growth in AHBD include:

- 1 social media and influencers play a pivotal role in spreading awareness, amplifying the visibility of AHBD brands; and
- 2 the segment becoming increasingly more regulated, providing consumers with greater comfort and confidence in adopting these devices, which collectively supports the sustained growth trajectory of the AHBD market.

## INDUSTRY CONTEXT

The industry demand for AHBD has been developing for many years now, which can be seen in the increase in Google search trends – for example, the term 'LED face mask' has gradually gained popularity since 2015 in the US and the UK and since around 2020 in Germany. The growth in this search interest across the US, the UK and Germany is set out in chart 5 below.

Chart 5: Search Interest in LED Facial Masks, 2015-2025 (Google Trends Index – US, UK, Germany)

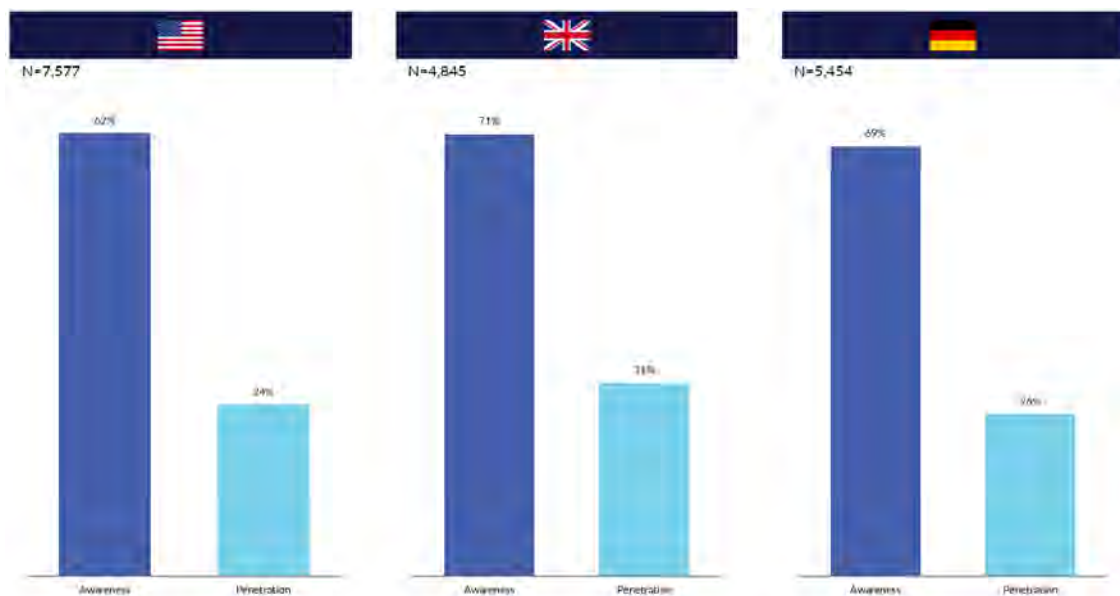


Source: Google Trends (data from 02.04.2025)

Based on consumer surveys conducted by OC&C, awareness of AHBD among female consumers in these markets is now over 60% (71% in the UK, 69% in Germany and 62% in the US) as set out in chart 6 below, with over 20% of women surveyed stating they used at least one of the defined technologies for their skin or hair concerns in the last 12 months (Source: OC&C consumer research, April 2025).

Despite growing awareness for AHBD, on a relative basis, they still achieve lower penetration versus topical skincare as per OC&C's consumer survey, the results of which are set out in charts 6 & 7 below, highlighting a significant growth opportunity for AHBD.

Chart 6: At-Home Beauty Devices Awareness & Penetration (% Adult Women Population)



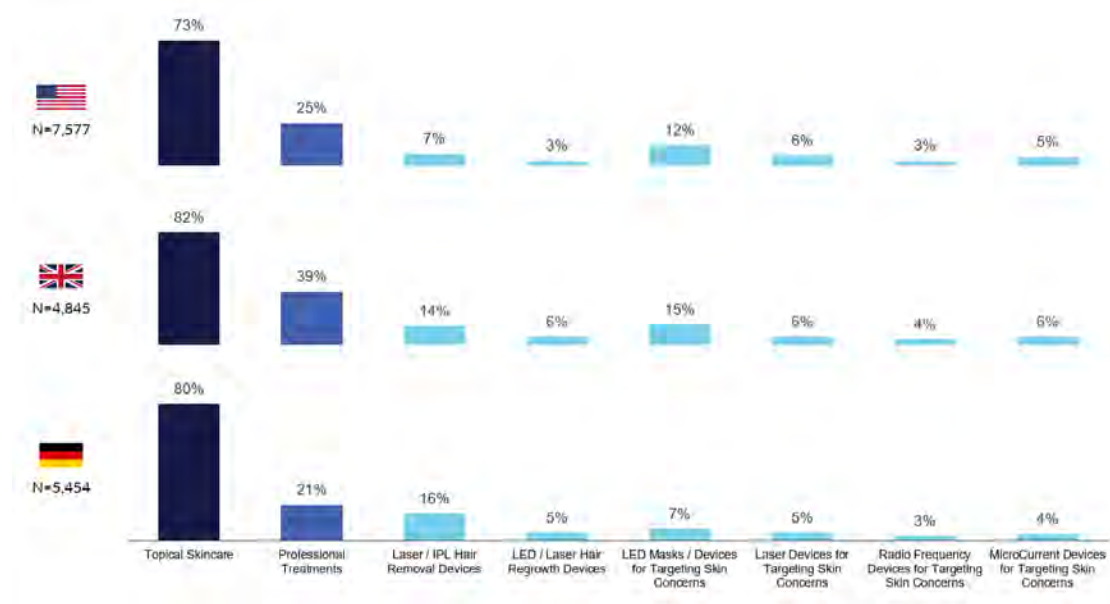
Source: OC&C Consumer Research April 2025, OC&C analysis

Notes:

1. Q: Which of the following types of types of beauty devices technologies to use at home are you aware of?
2. Q: In the last 12 months, have you personally used any of the following types of at-home beauty devices? Please select all that apply.
3. 6 device technologies comprise: laser / IPL hair removal devices, LED / Laser hair regrowth devices, LED masks / devices, RF devices, micro current devices, laser devices



Chart 7: AHBD vs Topical Skincare vs Professional Beauty Treatments usage last 12 months (% Adult Female Population)



Source: OC&C Consumer Research April 2025, OC&C analysis

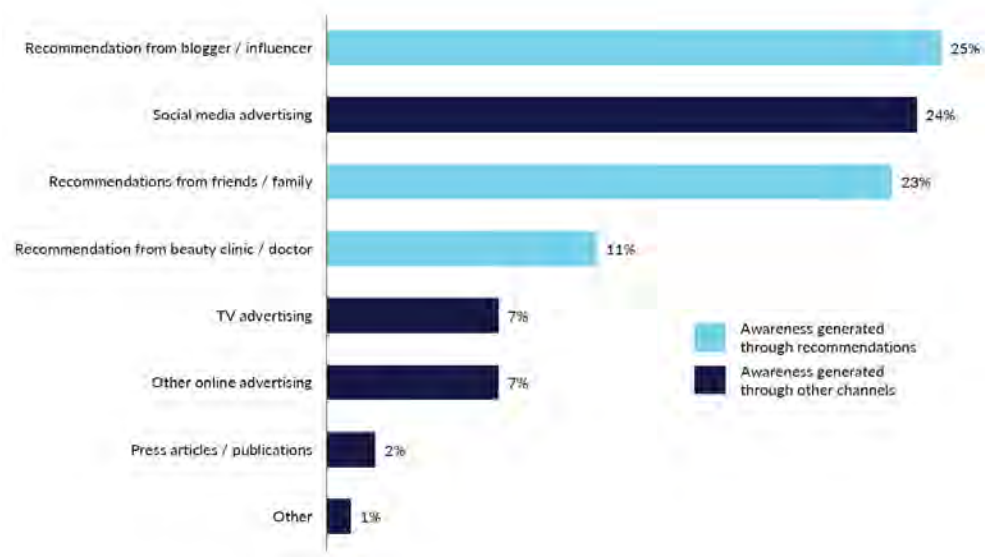
Notes:

1. Q: Which of the following have you done in the last 12 months? Please select all that apply.
2. Q: You mentioned you bought topical skincare products or went for a professional beauty / spa treatment in the last 12 months – how often do you typically use topical skincare products or go for professional beauty / spa treatments?
3. Q: Which of the following types of beauty devices technologies to use at home are you aware of?
4. Q: In the last 12 months, have you personally used any of the following types of at-home beauty devices? Please select all that apply.

### Customer Journey: Awareness

The customer journey for AHBD highlights the significant role of recommendations in driving awareness and adoption, with 59% of consumers surveyed becoming aware of AHBD through various recommendation channels. As detailed in chart 8 below, word of mouth, professional advice and influencer recommendations are particularly influential, collectively shaping consumer perceptions. The results from the surveyed consumers (as per chart 8) notes that the primary source of awareness for AHBD on the last purchase include recommendations from influencers at 25%, social media advertising at 24% and recommendations from friends / family at 23%. These figures underscore the power of personal and digital endorsements in the market.

Chart 8 AHBD Sources of Awareness

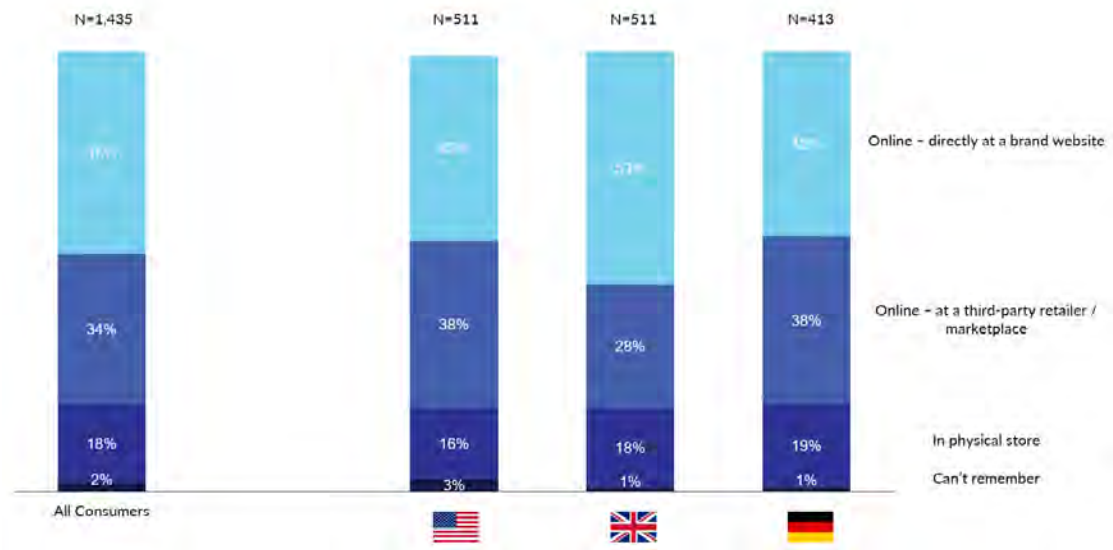


Source: OC&C Consumer Research April 2025, OC&C analysis  
Notes:  
1. Q: How did you first hear about the possibility to use [device type] at home?

Customer Journey: Purchase Channels

As set out in chart 9 below, consumer survey results indicate that online sales channels play a significant role in the market, accounting for over 80% of AHBD purchases across US, UK and German survey respondents, with 46% of their transactions occurring directly via a brand’s website and 34% via third-party retailers / online marketplaces. Whilst the mix between D2C and third-party retailers / marketplaces is marginally different between the US, the UK and Germany, across all three regions, online channels accounted for between 80% and 81% of sales.

Chart 9: Stated Last Purchase Channel of At-Home Beauty Devices (% AHBD Last 12 Months Buyers Respondents)



Source: OC&C Consumer Research April 2025, OC&C analysis  
Notes:  
1. Q: Which of the following have you done in the last 12 months? Please select all that apply.  
2. How did you purchase your [technology type] device?

## Efficacy

As set out in Chart 10 below, OC&C's consumer surveys indicate that consumer perceptions of AHBD efficacy are very positive, with around 90% of users stating their beauty device performs the same or better than topical skincare products and 85% claiming the same when compared against professional treatments. Specifically, 34% of users find AHBD much more effective than topical skincare, 37% say they work somewhat better and 20% believe they are comparable. Against professional treatments, 26% find AHBD much more effective, 32% say they are somewhat better and 28% find them comparable. This strong consumer confidence in AHBD efficacy underscores their potential as an alternative or accompaniment to topical skincare and professional beauty solutions.

Chart 10: Effects of Device vs Topical Skincare & Professional Beauty Treatments



Source: OC&C Consumer Research April 2025, OC&C analysis

Notes:

1. Q: Which of the following have you done in the last 12 months? Please select all that apply.
2. Q: You mentioned you bought topical skincare products or went for a professional beauty / spa treatment in the last 12 months – how often do you typically use topical skincare products or go for professional beauty / spa treatments?
3. Q: In the last 12 months, have you personally used any of the following types of at-home beauty devices? Please select all that apply.
4. Q: Thinking about the topical skincare products you buy / use, how would you rate the effects of using your beauty device purchased in the last 12 months vs the comparable topical products you buy / use to target specific issues?
5. Q: Thinking about the professional beauty treatments you go for; how would you rate the effects of using your beauty device purchased in the last 12 months vs the comparable professional beauty treatments you go for to target specific issues?

## Attractive relative pricing

The OC&C Report also shows that, from a relative cost perspective, AHBD may also present as a lower cost option over a two-year period compared to both professional beauty treatments and topical skincare. The analysis shows that the cost per use of a £314 device (being the average RRP across the Group's CurrentBody Skin and ZIIP Beauty devices in April 2025) is £1.10, compared to £1.00 for topical skincare and £112 for professional services, resulting in a two-year cost of £314 for AHBD versus £700 for topicals and £3,480 for professional services, based on recommended usage frequencies<sup>5</sup>. This cost advantage, combined with high efficacy levels, positions AHBD as an attractive option for consumers seeking effective and affordable beauty solutions.

<sup>5</sup> Topical Care assumes daily application of 0.5ml cream and 0.25ml serum (e.g. Vichy Hyaluronic Acid Serum + Clinique Moisture Surge 72H), with RRP of £36 (cream) and £22.5 (serum), used over a 2-year period (730 days). AHBD cost based on average RRP of £314 across CurrentBody Skin and ZIIP devices, with estimated 260 uses over 2 years; assumed 2.6x week based on OC&C consumer survey. Professional Beauty Services assumes average LED treatment cost of £112 per session (e.g. Dermalux, Lightfusion) and assumed 1 session per month over 2 years (24 total) based on the OC&C consumer survey. Topical care total cost calculated as daily usage over 730 days × £0.96/day = c.£700; AHBD total cost reflects one-off device purchase of £314; Professional services total cost = £112 × 24 sessions × 1.3 per month = £3,480

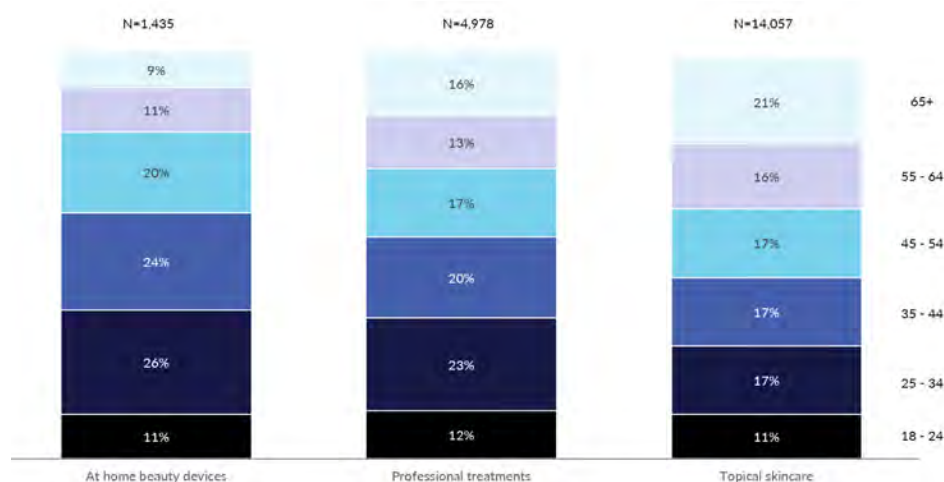
## CONSUMER PERSPECTIVES ACROSS THE US, THE UK AND GERMANY

### Consumer Demographics across the US, the UK and Germany

The OC&C Report notes that consumers purchasing AHBD and professional treatments share similar demographic profiles (younger and more affluent than the population average), with topical skincare users skewing older and less affluent.

Chart 11 below demonstrates how, among AHBD buyers surveyed, approximately 50% are aged 25 – 44 (43% for professional treatments and 34% for topical skincare), 20% are aged 45 – 54 (17% for professional treatments and 17% for topical skincare) and 20% are aged 55+ (29% for professional treatments and 37% for topical skincare).

Chart 11: Consumer Demographics by Type (Demographics by Age (%))



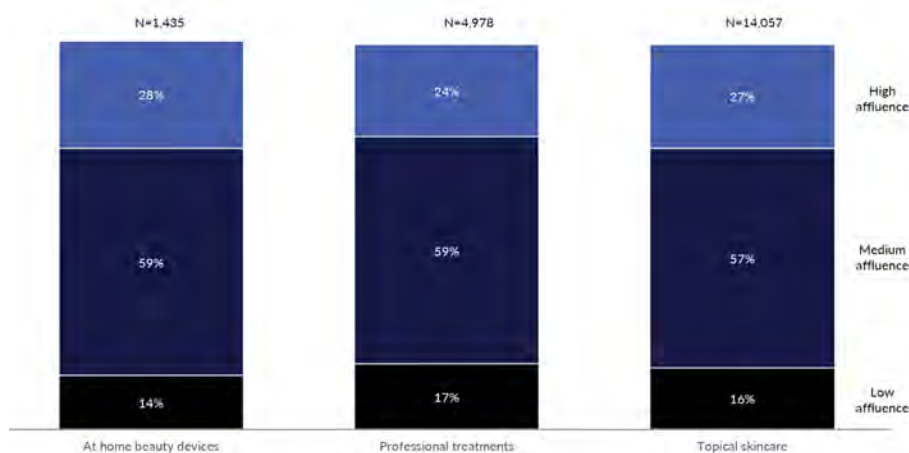
Source: OC&C Consumer Research April 2025, OC&C analysis

Notes:

1. Q: Which of the following have you done in the last 12 months? Please select all that apply.
2. Q: For each type of at-home beauty devices technologies you're aware of, have you purchased any devices using those technologies for at home usage in the last 12 months?
3. Q: How old are you?

In terms of demographics by affluence, the OC&C Report notes that 27% of topical skincare users surveyed fell into the low affluence demographic bracket, compared to 14% of AHBD buyers and 17% of professional treatment users. Conversely, high and medium affluence was a more common demographic among AHBD buyers (87%) and professional treatment users (83%), with topical skincare only buyers at 73%.

Chart 12: Consumer Demographics by Type (Demographics by Affluence (%))



Source: OC&C Consumer Research April 2025, OC&C analysis

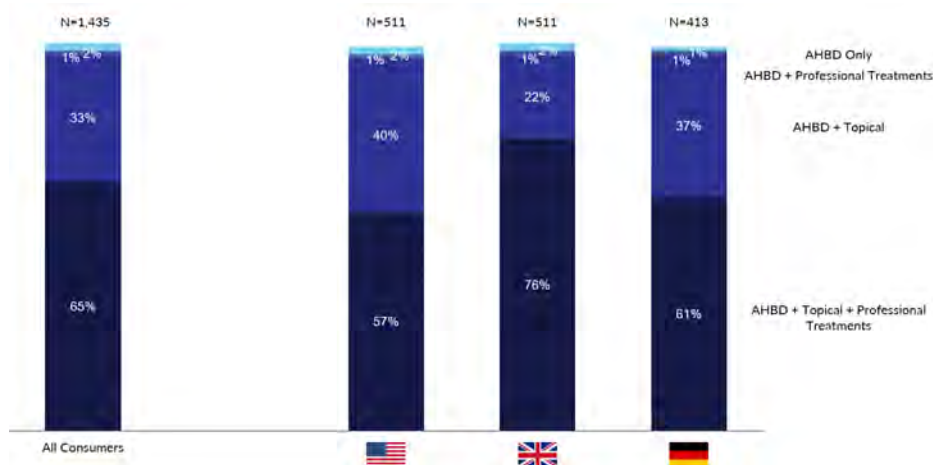
Notes:

1. Affluence bands: US <\$50k, \$50-150k, >\$150k; UK <£30k, £30-100k, >£100k; DE <€18k, €18-60k, >€60k
2. Q: What is your approximate annual household income (before taxes)?

### Usage and usage frequency

As set out in chart 13 below, consumer survey results indicate that buyers of AHBDs frequently integrate the use of their beauty devices with professional treatments and topical skincare products, highlighting an increasingly comprehensive approach to beauty routines. The results shows that 98% of AHBD buyers in the past 12 months surveyed, across the US, the UK and Germany, also bought topical skincare or bought topical skincare and had a professional beauty treatment, with 65% combining AHBD with both topical products and professional treatments.

*Chart 13: At-Home Beauty Devices, Topical Skincare & Professional Treatments (% AHBD Last Twelve Months Buyers)*



Source: OC&C Consumer Research April 2025, OC&C analysis

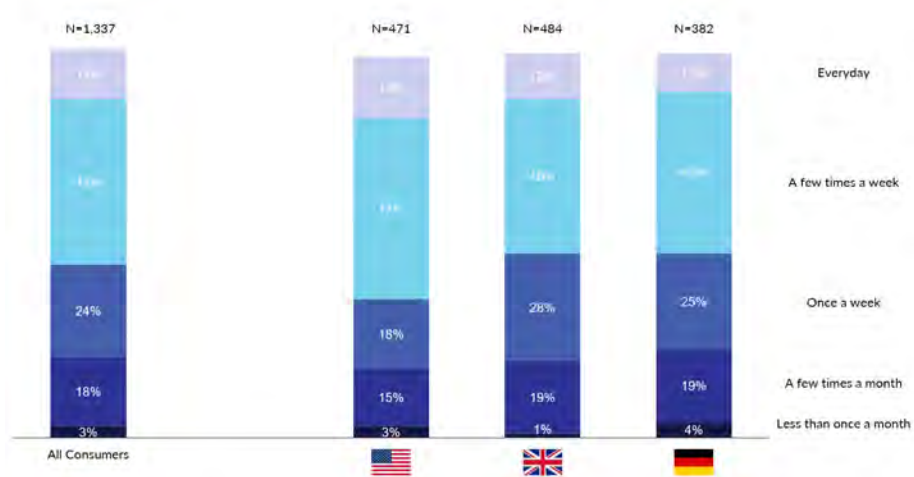
Notes:

1. Q: Which of the following have you done in the last 12 months? Please select all that apply.
2. Q: For each type of at-home beauty devices technologies you're aware of, have you purchased any devices using those technologies for at home usage in the last 12 months?

As further evidence that AHBDs have become part of a user's typical beauty routine, the OC&C Report notes that, based on their consumer survey, approximately 79% of AHBD buyers used their AHBD at least once a week.

Across all consumers tested, on average, 56% used their device daily or a number of times a week, 24% used their device once a week and 18% a few times a month, with only 3% using it less than once a month. This frequent usage underscores the integration of AHBD into regular beauty routines, presenting a strong case for projecting further market adoption and growth. Further details on the results from this consumer survey are set out in chart 14 below.

*Chart 14: Stated Usage Frequency of At-Home Beauty Devices (At-Home Beauty Device Buyers & Users in Last 12 Months)*



Source: OC&C Consumer Research April 2025, OC&C analysis



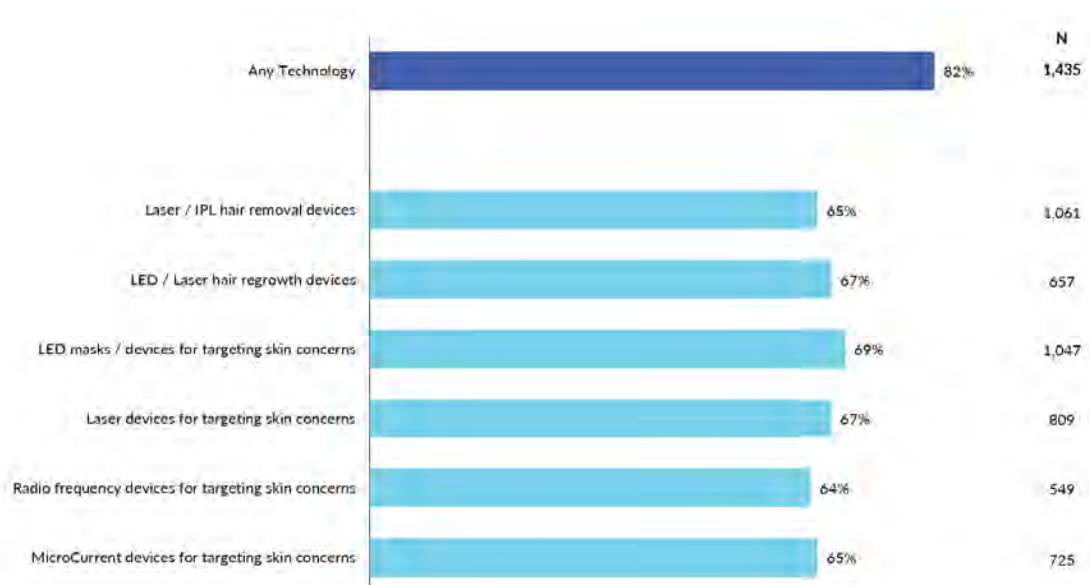
Notes:

1. Q: In the last 12 months, have you personally used any of the following types of at-home beauty devices? Please select all that apply.
2. Q: Thinking about the [device type] of your last purchase; how often do you typically use it?

### Purchase Intent

As set out in chart 15 below, consumer survey results indicate that around 82% of AHBD buyers in the last 12 months said that they are likely or very likely to purchase another AHBD in the next 12 months, signalling strong near term future demand. Among all consumers aware of these beauty technologies, 82% expressed future purchase intent, with specific categories like LED masks/ devices for skin concerns at 69%, LED/laser hair regrowth devices at 67% and laser/IPL hair removal devices at 65%.

Chart 15: Stated Intent of AHBD buyers in the last 12 months saying that they are 'likely' or 'very likely' to Purchase an AHBD in the next 12 months



Source: OC&C Consumer Research April 2025, OC&C analysis

Notes:

1. Q: How likely are you to purchase the following technology devices to use at home in the next 12 months?
2. Respondents were asked to rate their level of purchase likelihood from 1 = very unlikely to 5 = very likely

### COMPETITIVE LANDSCAPE

The UK skincare market has witnessed a notable evolution in consumer preferences, with growing interest in AHBD, such as LED face masks. Internet search demand for AHBDs in the UK has been steadily increasing over the past five years, as evidenced by a significant uptick in Google Trends. Despite this rising demand, the presence of AHBDs among major UK retailers, for example, remains nascent, with only five brands offering such devices at Sephora UK, compared to a much broader range of moisturisers, serums and eye care. This trend can be seen across the US and the German markets too. This disparity highlights an emerging opportunity within the competitive landscape, where the market is poised for growth as consumer adoption of innovative skincare technologies continues to expand.

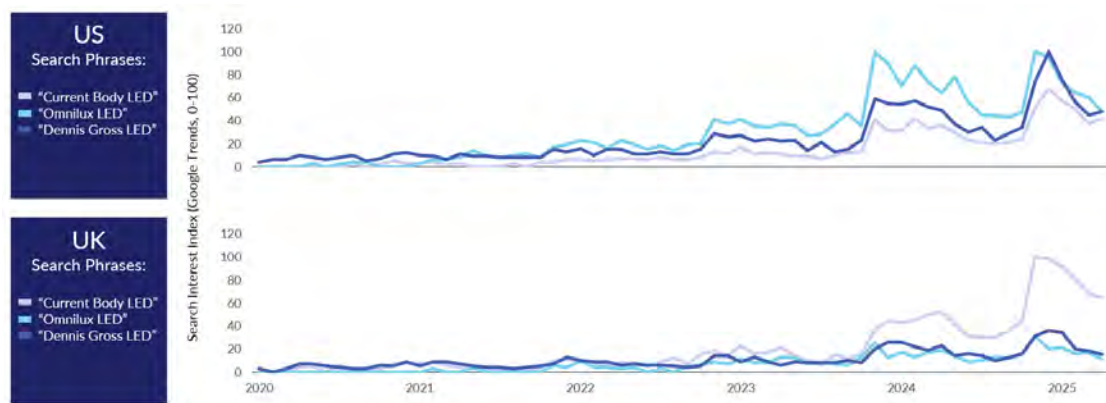
The Beauty Tech Group has three major brands of AHBD: CurrentBody, ZIIP Beauty and Tria Laser (acquired in 2024). Together, they offer comprehensive coverage across all four core AHBD technologies (LED, RF, micro current and laser) addressing both hair and skin concerns and, according to management of the Group, are the only major operator to have coverage across these technologies and concerns.

Accordingly, the Group sees different competitors for each of CurrentBody, ZIIP Beauty and Tria Laser. Across LED light therapy and RF technologies, CurrentBody Skin's key competitors include Shark, Omnilux, Dr Dennis Gross, Hairmax, theradome and TRI Pollar. Across micro current

technology, ZIIP Beauty's key competitors include NuFace and medicube. Across laser / IPL, Tria Laser's key competitors include Lyma, Braun and Ulike

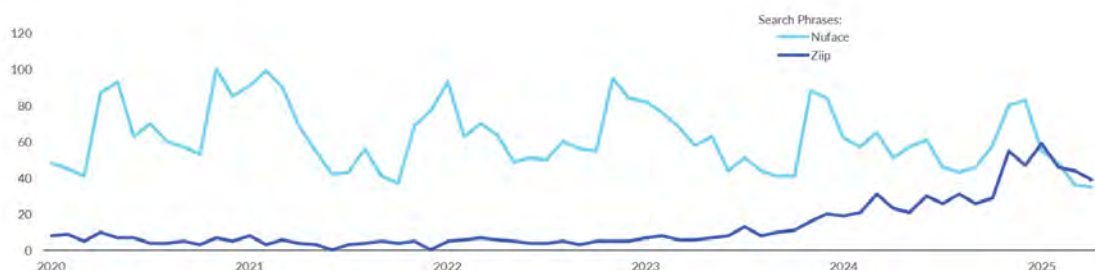
In the LED light therapy segment, CurrentBody Skin demonstrates the highest search popularity in its home UK market, surpassing competitors like Omnilux and Dr. Dennis Gross, as evidenced by Google Trends data from 2020 to 2025 – see Chart 16 below (*Source: OC&C Report*). Similarly, in the micro current technology segment, ZIIP Beauty has been gaining traction in the UK, outpacing NuFace in search interest over the last two years – see Chart 17 below (*Source: OC&C Report; Google Trends*).

**Chart 16: Search Interest in LED Technology Beauty Device Brands, 2020-2025 (Google Trends Index – US, UK)**



Source: Google Trends (data from 08.04.2025)

**Chart 17: Search Interest in Microcurrent Technology Beauty Device Brands<sup>6</sup>, 2020-2025 (Google Trends Index – UK)**



Source: Google Trends (data from 08.04.2025)

The Directors believe that the Beauty Tech Group's brands are among the best-known in the industry – with volume reach of over 162 million across social media platforms covering platforms like Instagram, Youtube, Reddit, X or Facebook. Additionally the Group's brands achieve good consumer ratings with CurrentBody and ZIIP Beauty among the best-rated competitors according to Trustpilot (4.4 and 4.1 average ratings as of April 2025 versus an average rating of 3.9 across an analysed competitive set in the same period<sup>7</sup>) and CurrentBody and Tria Laser are also within the top 10 specialist AHBD brands with the highest prompted awareness in the adult women population (as per OC&C consumer research) – which is true across the US, the UK and Germany.

<sup>6</sup> Medicube not considered due to data pollution from other technologies offered in their portfolio

<sup>7</sup> Competitive set includes competitor products Theradome, Ulike, Lyma, Hairmax, TRI Pollar, Omnilux, Medicube and NuFace

## PART 2

### BUSINESS DESCRIPTION

*The following should be read in conjunction with the other information regarding the Group in this document, including the section headed “Risk Factors”, Part 5 and the Company’s consolidated Historical Financial Information and the related notes included in section B of Part 6 or the Company’s unaudited interim financial information in section C of Part 6. Unless otherwise stated, the financial information relating to the Group set out in this Part 2 has been extracted without material adjustment from the Historical Financial Information in section B of Part 6 or the unaudited interim financial information in section C of Part 6 of this document.*

*This Part 2 includes forward-looking statements that reflect the current view of the Directors and involve risks and uncertainties. The actual results of the Group could differ materially from those contained in any forward-looking statements as a result of factors discussed below and elsewhere in this document.*

#### OVERVIEW

The Beauty Tech Group is a global leader in the rapidly growing at-home beauty technology market. The Group encompasses three distinct, innovative and premium beauty technology brands – CurrentBody Skin, ZIIP Beauty and Tria Laser – under which it develops, manufactures and retails AHBDs using aesthetic technologies which have been used in professional clinics for decades. These technologies include LED light, RF, microcurrent, and laser therapies. The Group sells its products in the UK and internationally via its D2C e-commerce channels and via selected international retailers.

The Group operates in the global AHBD market, which has an estimated value of approximately £9.0 billion – £12.0 billion and is growing rapidly within the £464 billion global beauty and personal care market. OC&C estimates that the Group’s largest individual markets by sales, being the US, the UK and Germany grew by approximately 13% – 14% between 2019 and 2024, significantly outpacing the wider beauty market.

Headquartered in Cheshire, UK and founded as CurrentBody.com Ltd in 2009, by Chief Executive Officer, Laurence Newman and Chief Technology Officer, Andrew Showman, initially selling third-party AHBDs, the Group now sells exclusively own-brand product under its three distinct and premium brands.

The Group operates sales channels and manufacturing and distribution facilities across multiple international locations, including the US, the UK, the EU and Asia, and serves a global customer base. The Group’s supply chain and well-invested, owned and third-party, manufacturing facilities allow for a dual-sourced manufacturing strategy for each of its three brands, helping to de-risk the Group’s manufacturing capabilities and product supply.

The Group’s international expansion has been a key growth driver for the Group and, via its international e-commerce sales channels, the Group’s products are now available in over 90 countries worldwide. For FY24, the US and Canada accounted for 37% of the Group’s revenue, the EU (excluding Ireland) 23%, the UK and Ireland 22%, Asia 14% and the Rest of the World 4%.

In FY24, the Group reported revenue of £101.1 million, adjusted EBITDA of £22.9 million and profit before taxation of £5.2 million. Reflective of the scalability of the Group’s operating platform; the Group moving towards selling exclusively own-brand products and the rapid growth of the beauty technology market, between FY22 and FY24, the Group’s own-brand revenue and adjusted EBITDA grew at a CAGR of 73.6% and 92.9% respectively.

The Directors believe that one of the core drivers of the Group’s growth to date, and a key enabler of future growth, is the rapidly increasing awareness of beauty technology globally. The Group itself has been at the forefront of driving this rise in consumer awareness; investing in brand, product and at-home beauty technology marketing and education via both social and traditional media channels. Through social media, the Group engages with a range of lifestyle influencers and other relevant figures to amplify brand visibility and introduce the beauty technology category to a broader audience. To deepen consumer engagement, the Group collaborates with key opinion leaders (**KOLs**) and key customer leaders (**KCLs**), including doctors, dermatologists, aestheticians and beauty experts, who provide authoritative validation of the technology and efficacy of the Group’s

products to consumers, primarily through online platforms like YouTube. This approach helps ensure that the Group has a number of different revenue generating leads, providing both increased revenue visibility and stability. Further reinforcing its premium positioning, each of the brands pursues marketing relationships with globally-respected publications such as Vogue, GQ and Glamour, enhancing trust and credibility and helping align the brands' premium market position and provide further validation of the Group's products. This marketing strategy drives consumers directly to the Group's 46 e-commerce platforms (of which 37 are in local languages) and helps support the Group's strong online performance metrics. For example, for H1 FY25 the Group's D2C sales represented an average order value of £328, a gross profit per order of £247, a contribution per order of £103 and a 4.3x gross profit return on marketing spend. The Directors believe that, as consumer awareness for AHBD increases, the Group will focus more of its marketing efforts on dedicated KOLs and KCLs for each of its individual brands than on lifestyle influencers.

The Group adopts a tailored go-to-market strategy for its three distinct brands. This strategy aligns with the underlying technology and consumer behaviour associated with each brand:

### ***CurrentBody Skin***

The Group's CurrentBody Skin brand is primarily focused on D2C online channels, leveraging strong digital customer engagement, and driving consumer awareness of LED light therapy and RF technology within the market – which consumers typically discover online. With increasing awareness of the technology, the Directors also expect to see growth in retailer channels, with selected partners, for CurrentBody Skin.

### ***ZIIP Beauty***

ZIIP Beauty, which integrates both device and consumable use, expects to follow a more hybrid model; selling both online, through its international local-language websites and through premium beauty retailer partners, given that the micro current technology sitting within ZIIP Beauty's products acts as a skincare booster, enhancing absorption and efficacy of topical products.

### ***Tria Laser***

Given the existing awareness and acceptance of hair removal technology in the market, Tria Laser, the Group's laser hair removal device, will be primarily focused on high-volume retailer partnerships to position the brand's laser technology as a more effective solution to existing, readily available, IPL-based solutions. The brand also operates 12 Tria e-commerce platforms tailored to various international markets.

The Directors believe that this differentiated approach allows the Group to maximise reach, brand visibility and commercial performance across its three distinct brands.

The Directors believe that, by having a strong online, D2C strategy, particularly for CurrentBody Skin and ZIIP, it is better able to capture and leverage key sales and marketing data to support future marketing initiatives, new product development and further optimise the Group's manufacturing and distribution processes.

The Group has dedicated research and development (**R&D**) teams based in the UK, the US and China. The Group's UK team is responsible for overseeing the Group's new product development strategy – from concept to manufacture – and works closely with the Group's international R&D teams. The Group's R&D teams are also responsible for managing the Group's 27 international patents and registering future patents. The Group's products, which are classified as either electrical or medical devices, are subject to local regulations. The Group has significant experience in working with these local regulators and obtaining approvals for its products. The Group's local R&D teams, with support from the Group's UK headquarters, are responsible for obtaining these regulatory approvals.

With its clinically proven and effective product set, international distribution and sales channels, rich marketing and customer data and a diversified manufacturing base, the business has scaled quickly to become a global leader in the at-home beauty technology sector, offering products in every established beauty technology. The Directors believe that these key attributes of the Group's business model act as significant points of differentiation for the Group.

The following table, which sets out certain financial information on the Group, demonstrates that The Beauty Tech Group's business model and strategy has enabled the Group to become a fast-

growing, highly profitable and cash generative operator in the £132.3 billion global beauty and personal care market.

	Period ended <sup>1</sup>				
	12 months to 31 December 2022 Unaudited	12 months to 31 December 2023 Unaudited	12 months to 31 December 2024 Audited	Six-months ended 30 June 2024 Unaudited	Six-months ended 30 June 2025 Unaudited
(£000)					
Revenue	50,834	73,443	101,124	43,518	55,237
EBITDA <sup>2</sup>	2,286	10,200	18,195	6,303	11,531
Adjusted EBITDA <sup>2</sup>	4,867	11,500	22,929	7,525	13,915
EBIT <sup>2</sup>	(1,350)	6,851	13,828	4,204	8,962

1 The financial information for the 12 months to 31 December 2022 and the 12 months to 31 December 2023 is unaudited and has been extracted without material adjustment from the Group's underlying accounting records. The financial information for the 12 months to 31 December 2024 has been calculated from information extracted from the Historical Financial Information in section B of Part 6 of this document. The financial information for the 6 months to 30 June 2024 and 30 June 2025 is unaudited and has been calculated from information extracted from the unaudited interim financial information in section C of Part 6 of this document.

2 Non IFRS measure which are unaudited

In FY24, the Group employed, on average, 209 FTEs and in H1 2025 the Group employed, on average, 235 FTEs. The Beauty Tech Group is led by an experienced senior management team with deep industry knowledge and long-term ambitions, comprising its co-founder and Chief Executive Officer, Laurence Newman; co-founder and Chief Technology Officer, Andrew Showman; and Chief Financial Officer and Chief Operating Officer, Sam Glynn, who was recruited in 2020.

## HISTORY OF THE GROUP

Founded as CurrentBody.com Ltd in 2009, by Chief Executive Officer, Laurence Newman and Chief Technology Officer, Andrew Showman, the business started as an online marketplace for third-party at-home beauty technologies.

As one of the first businesses to specialise in beauty technology, CurrentBody.com quickly became an authority for consumers, creating an online presence combining original content and the broadest selection of brands available, through which it gained access to unique and proprietary customer data and insight.

Seeing first-hand the rapid technological advances and miniaturisation of well-established beauty technologies from the professional beauty clinic into home use devices and leveraging the consumer intelligence it had acquired through its e-commerce platform, in 2019, the business launched its own AHBD; the LED Series 1 face mask under the CurrentBody Skin brand. Informed by unique insights from customer data and clinical relationships, this product quickly became a best-seller, selling over 11,000 units in its first year after launch.

Following the success of the LED Series 1 face mask, the business pivoted its attention from selling third-party products to the research and development of additional own-brand products. Concurrently, the business built out its own operational and R&D infrastructure which has helped facilitate the rapid international growth of the business to date.

In 2021, e-Complete SPV Limited, an e-commerce investment firm which represented a number of high-net-worth individuals, acquired a majority stake (53%) in the business. The aim of the transaction was to facilitate the business growth and expansion within the beauty technology sector by developing new products.

As the business developed further beauty technology products utilising LED light therapy technology, the Group saw the opportunity to expand its technological capabilities and, in April 2022, acquired ZIIP Beauty, a California, US based company whose beauty technology products utilise micro current technologies, which support skin toning and anti-ageing. Additionally, in 2024, the Group acquired the trade and assets of Tria Laser, another California, US based business out of administration, which had successfully miniaturised their professional hair removal and skin rejuvenation device into a handheld laser capable of delivering improved results versus IPL-based products in the home setting.



The Group has now launched over 25 AHBDs across all established beauty technologies, predominantly LED light therapy products (given CurrentBody Skin is the Group's most mature brand) and, as at the end of 2024, the Group was selling exclusively own-brand products.

To better reflect its expanded focus as an own-brand only group with a diverse portfolio of beauty technology brands offering products in every established beauty technology, in April 2024, the business rebranded as The Beauty Tech Group.

## **INVESTMENT HIGHLIGHTS**

The Directors believe that the Group is well positioned to sustain its profitable growth due to, among other things, the large, growing and international addressable markets in which it currently operates, its premium brand positioning and products and its well-invested operating model and go-to-market strategy. The Directors believe that the Group has a number of competitive strengths and attributes that differentiate it from its competitors and present significant barriers to entry in the market.

### **1 Significant market opportunity**

The Group operates in a global market opportunity which was valued at approximately £9 billion – £12 billion in 2024. The market has strong structural market growth driven by: (1) a growing consumer interest in skincare and technology, coupled with the beauty industry's resilience to economic downturns; (2) rising awareness and education around AHBD, driven predominantly by social media, but with significant opportunity for further mainstream adoption; (3) AHBDs increasingly becoming a regular part of skincare routines; (4) social media and influencers spreading awareness, amplifying the visibility of AHBD brands; and (5) increasing regulation, providing consumers with greater comfort and confidence in adopting these devices.

### **2 Authoritative and trusted brands with proven product capabilities**

The Group is built around three distinct premium, efficacious and trusted at-home beauty technology brands and develops innovative technologies within the beauty technology sector. The Group's products are rigorously tested against the performance of the technologies in a clinical setting, reinforcing the Group's commitment to quality and delivering advanced skin therapies. With a focus on growing awareness and education in the beauty technology sector, the Group is driving category growth and consumer understanding. This, in turn, has helped the Group to grow trust and authority with consumers.

### **3 Tailored go to market strategy for its brands underpinned by an international D2C e-commerce platform driving marketing and consumer insight**

The Group is a digitally native business with over 90% of its FY24 revenue derived from its robust e-commerce platform, which spans over 46 e-commerce platforms (of which 37 are in local languages). Through this model, the Group has scaled rapidly and efficiently, reaching and growing in international markets whilst maintaining control over its brands, product propositions and customers. The model has enabled the Group to become a truly international business, with 78% of its FY24 D2C sales from outside the UK and Ireland.

In addition to its sales capabilities, the Group's e-commerce platforms provide insight on the Group's marketing efficiency as well as helping drive product innovation for each of its three brands. By leveraging rich customer sales data and real-time analytics, the Group is able to gain deep insights into customer behaviours, preferences and emerging trends. This data-driven approach enhances the Group's marketing precision, improves customer engagement and supports a continuous cycle of innovation and informs the Group's new product development strategy.

Furthermore, as awareness of AHBD and beauty technology increases or where the technologies lend themselves to retailer channels, the Group has a tailored retail strategy for each of its brands.

The Directors believe that, as technology continues to reshape the beauty industry, the Group's insight-led model and bespoke go-to-market strategy positions the Group for sustained future growth.

#### **4 Dedicated research & development and regulatory function**

The Group is a leader in at-home beauty technology, built on a foundation of research and development, regulatory expertise and product innovation. The Group's R&D function is based at the Group's UK head office and is supported by specialist teams in the Group's US and China offices.

The Group leverages its powerful e-commerce infrastructure with advanced customer data and marketing analytics to inform product development and drive growth. This insight-led approach enables informed product iteration across its three brands, consumer responsiveness and target market entry.

The Group's product portfolio is underpinned by a growing number of patents and patent pending technologies, reflecting the Group's commitment to innovation and IP protection. The Group maintains strong regulatory capabilities across jurisdictions which manage product regulation and approvals.

#### **5 Well-invested international operations and supply chain**

The Group benefits from a well-invested and de-risked international manufacturing network that underpins its ability to deliver high-quality beauty technology products at scale. With the commencement of manufacturing of the Group's LED products in India in August 2025, the Group has two manufacturing facilities in different geographic locations for each of its CurrentBody Skin and ZIIP branded products. The Group also has a dual manufacturing strategy for its Tria branded products as the brand scales following its relaunch in Q1 2026. Accordingly the Group is strategically building resilience into its operations to help ensure continuity of supply and reduce dependency on any single site or geography. This dual-facility strategy aims to significantly de-risk production whilst enhancing operational flexibility and responsiveness to shifts in demand or global supply chain disruptions.

With a scalable operating model and well-invested infrastructure, the Group is well positioned to continue its profitable growth. Furthermore, the Directors believe that the Group's operational infrastructure, which supports all of the Group's brands, has the capacity to support the Group's long-term growth ambitions.

#### **6 Track record of sustained, attractive, and profitable growth with strong cash flow generation and product margins**

The Group has consistently delivered strong, sustained growth resulting from a clear strategic focus on innovation, own-brand sales and operational discipline. Since the launch of its first own-brand product, the Group has continued to grow its own-brand revenue and profitability year-on-year. Between FY22 and FY24, the Group's own-brand revenue and adjusted EBITDA grew at a CAGR of 73.6% and 92.9%, respectively. In FY22 the Group's own-brand sales comprised approximately 47% of the Group's sales and by H1 FY25, own-brand sales comprised 100% of sales. The business has also demonstrated robust cash conversion, driven by high margin own-brand products and effective working capital management with cash from operating activities (excluding interest) representing 85% of the Group's FY24 adjusted EBITDA. This strong cash flow has supported investment in innovation, international infrastructure and expansion as well as the Group's inorganic growth strategy with the acquisitions of ZIIP Beauty in 2022 which was funded by third-party debt and Tria Laser in 2024 which was funded out of the Group's cash resources.

#### **7 Multiple levers to deliver long-term sustainable growth**

The Directors believe that the Group is uniquely positioned to deliver long-term sustainable growth through multiple levers. The Group operates in the rapidly expanding global beauty technology sector, which is driven by growing consumer demand for high-efficacy, safe and convenient at-home skincare solutions. The Group's strong track-record in driving awareness and consumer education in beauty technology supports the Group's sales growth, authoritative voice in the sector and the premium market positioning of the Group's brands. Alongside this, the Group has a robust pipeline of innovative new products – focused on technology innovation, product iterations and product range extension – across each of its brands, which leverage the Group's customer data, market analytics and market trends to help ensure that the Group remains at the forefront of the rapidly growing sector.

The Group is already seeing accelerated growth in its selective retail channel strategy for CurrentBody Skin, which complements the brand's D2C sales channel, enhancing distribution, brand

visibility and positioning. The Directors believe this sales channel has the potential to grow notably with the launch and maturity of ZIIP Beauty and Tria Laser products.

Furthermore, although the Group's primary focus remains on the significant organic growth opportunity, the Group remains open to strategic opportunities, including potentially in the short term, that align with its vision and enhance its technical or brand capabilities, as demonstrated by the acquisitions and integrations of ZIIP Beauty and Tria Laser.

## **8 Experienced and credible founder-led management team**

The Group's executive management team has considerable experience in the e-commerce and beauty technology space. The Group's co-founder and Chief Executive, Laurence Newman, has more than 25 years' experience in the beauty technology industry, including in e-commerce, retail, business internationalisation and manufacturing. Sam Glynn, Chief Financial Officer and Chief Operating Officer, has significant experience across financial functions, international retail and manufacturing within the health and wellness and beauty industries. He is a qualified Chartered Accountant. The Executive Directors are also supported by a highly experienced non-executive board as well as a senior leadership team, which includes Andrew Showman, the Group's co-founder and Chief Technology Officer, Paddy Clare (commercial / performance marketing), Kat Myer (marketing), Charlotte Waller (retailer partnerships), Ellis Bradbury (products), Emily Wrenshall (supply chain and operations) and Emily Buckwell (communications) as well as the Group's 200+ employees.

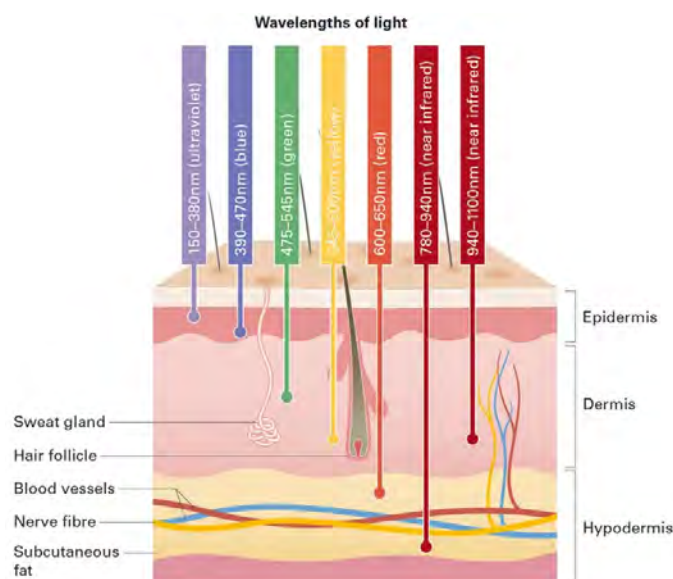
## **BEAUTY TECHNOLOGIES**

The global beauty industry has undergone a transformative shift with the integration of advanced medical-grade technologies into daily consumer skincare routines. Once confined to dermatology clinics and professional salons, these technologies, which centre around LED light therapy, RF, micro current and laser and which have been used in professional settings for more than 30 years, are now accessible to consumers via at-home devices.

### **LED Light Therapy Technology**

LED light therapy has its roots in NASA research from the 1990s, where it was initially used to grow plants in space and then to accelerate wound healing in astronauts. Dermatologists soon recognised its potential for skin health, particularly in treating acne, reducing inflammation and promoting collagen production (anti-aging).

LED light therapy works through a process called photobiomodulation. Specific wavelengths of light, which are measured in nanometres (nm), penetrate the skin at various depths, triggering cellular processes with each wavelength demonstrating distinct biological effects in numerous clinical studies. An illustrative example of how the different light wavelengths penetrate skin is below.<sup>8</sup>



<sup>8</sup> Source: <https://www.newscientist.com/article/2367158-skin-science-and-the-emerging-field-of-low-level-laser-therapy/>

Currently, the most common LED light colours used within beauty technology are red and blue:

**Red light** (around 600–650nm) stimulates fibroblast activity to produce collagen and elastin, improving skin firmness and a reduction in fine lines and wrinkles. The most common wavelength is 633nm, which reaches the dermis to increase the natural cellular energy (**ATP**) to kickstart cell regeneration, collagen, elastin and hyaluronic acid for cell hydration. It is this LED wavelength that is built into the Group's CurrentBody Skin Series 1 and Series 2 LED Face Masks.

Other red LED wavelengths include (i) 640nm, which reaches the dermis to improve cell oxygenation and keep hair follicles in the growth (anagen) phase for higher hair density; and (ii) deep red (660nm), which reaches the dermis to improve blood circulation and cell oxygenation, reducing skin inflammation, irritation and redness.

In addition, red LED wavelengths have been clinically proven to energise hair follicles, reduce inflammation, lower dihydrotestosterone (**DHT**) levels (a hormone known to cause hair thinning and loss) and improve scalp blood flow.

**Blue light** (around 390–470nm) therapy has been clinically proven to have antibacterial properties, making it effective for acne treatment by targeting cutibacterium acnes. It works by emitting a wavelength of light that only reaches 1mm into the epidermis to eliminate bacteria, reduce oil production and minimise shine, blackheads and clogged pores.

Other LED light colours have further specific use:

**Green** (around 475–545nm) reaches up to 2.5mm into the epidermis to decrease the melanocyte cells responsible for dark spots, hyperpigmentation and age spots.

**Yellow** (around 545-600nm) reaches up to 2mm into the dermis to decrease inflammation, oxidative stress and UVB (burning) and UVA (photoaging) sun damage.

**Near-infrared** (around 780-940nm) reaches into the dermis to accelerate cell repair and soothe redness, irritation and build strength for fragile skin conditions.

**Deep near-infrared** (around 940-1100nm) reaches further into the hypodermis (below the dermis) to more effectively stimulate cell repair, wound healing and pain relief.

The effectiveness of LED therapy can be influenced by three critical factors:

### 1 Wavelength Precision

- LED light therapy relies on the delivery of specific wavelength of light to biological tissue.
- Devices that deliver a narrow, precisely centred wavelength activation, will provide improved treatment results.

### 2 Skin Coverage

- For LED light therapy to be effective, the skin must receive an even and consistent dose of light across the entire treatment area.

### 3 Power over time

- Effectiveness is not only determined by wavelength of light but by total energy dose delivered to the skin over the treatment time.
- Dose control is critical: improved results through maintaining a lower energy density over a longer treatment time.

## ***RF Technology***

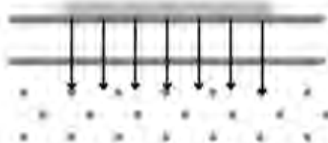
RF microneedling technology has been derived from medical treatments since the 1920s for diathermy, a process that uses RF energy to generate heat for therapeutic effects. In aesthetics, RF became widely adopted in the early 2000s for non-invasive skin tightening and facial contouring. It is commonly used by dermatologists, in clinics, to treat skin laxity, especially in the lower face and neck.

Microneedles create mini wounds in the skin which stimulates the body's healing process. RF then emits controlled electromagnetic waves that heat the dermal layers of the skin to approximately

40 – 45°C. This thermal effect induces collagen remodelling, fibroblast stimulation and elastin regeneration.

Illustrative examples of how RF microneedling works and how electromagnetic waves pass through skin and generate heat in the dermis layer is below:

1. Microneedles create mini wounds in the skin, stimulating the body's healing process



2. RF then uses electromagnetic waves to heat the deep layers of the skin causing the body to release heat shock proteins which bind to damaged cells, building and repairing collagen in the skin



RF devices typically use lower energy outputs and feature built-in temperature controls to prevent burns. Through products such as CurrentBody Skin's RF Radio Frequency Skin Tightening Device, RF technology is now effective, safe and easy to use at home.

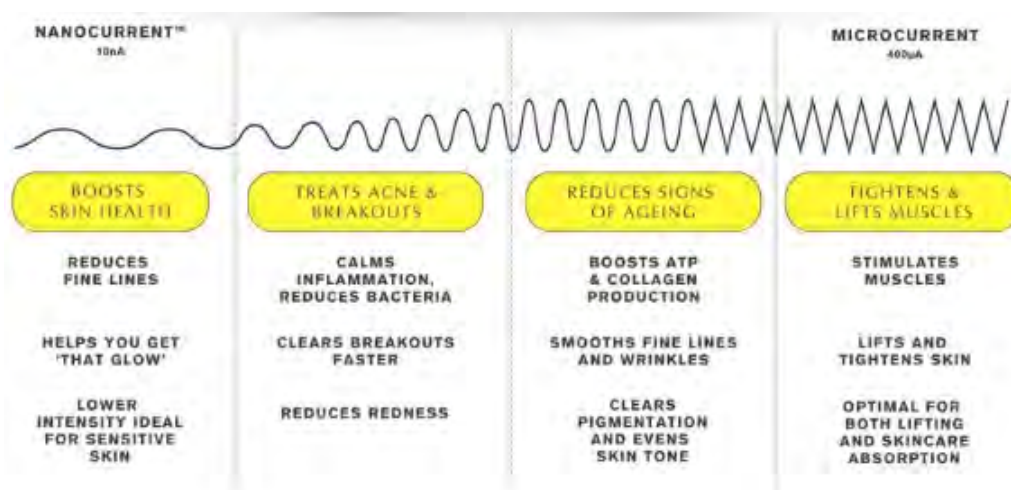
### **Micro current Technology**

Micro current therapy has been used since the 1970s in physical therapy for wound healing and muscle re-education. It was approved by the FDA in the 1980s to treat Bell's Palsy Syndrome and muscle paralysis. Nano current is an evolution of micro current therapy and presents as an ultra-low form of electrical stimulation.

In dermatology, micro current has been explored for increasing ATP (adenosine triphosphate) production, critical for cellular repair and regeneration.

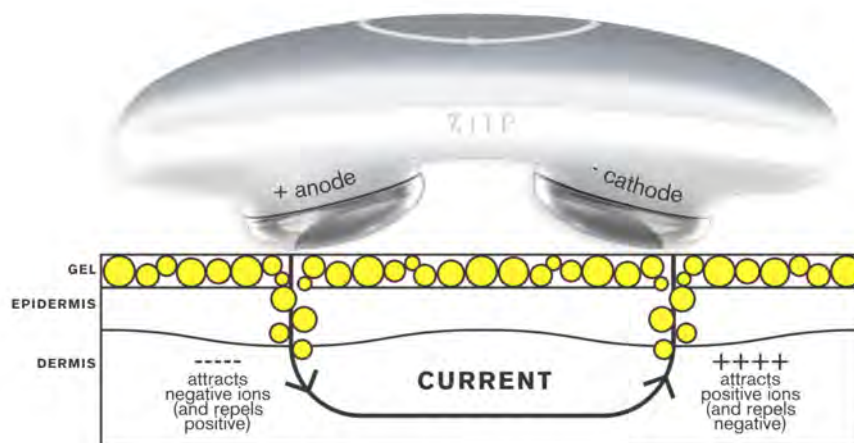
Micro current mimics the body's natural electrical signals to stimulate cellular metabolism. By energising skin cells, micro current promotes collagen synthesis, increases nutrient uptake and boosts circulation. It works at the mitochondrial level, enhancing the skin's ability to repair and regenerate.

An illustrative example of how different forms of electrical stimulation can benefit skin is below.





Additionally, micro current technology acts as a skincare booster, enhancing absorption and efficacy of topical skincare products. An illustrative example of how this works is below.



Today's micro current devices, such as the Group's ZIIP Halo Facial Toning Device (pictured above), are lightweight, ergonomic and designed for daily use.

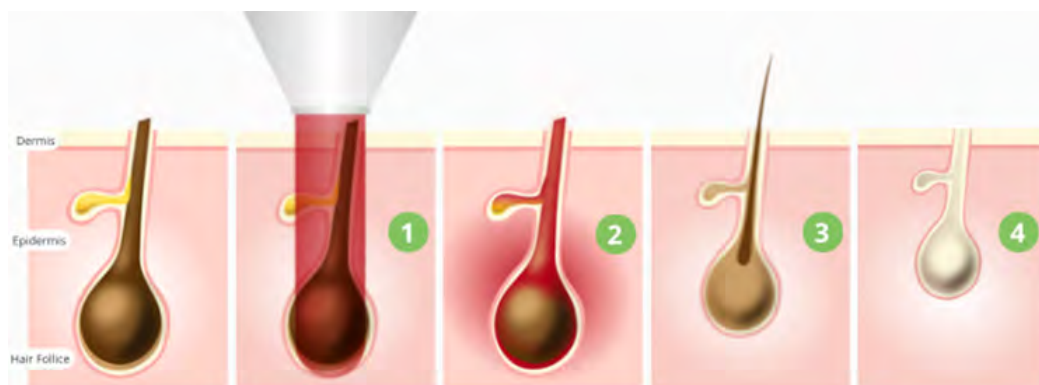
### **Laser Technology**

Laser technology has been at the forefront of dermatological innovation since the 1960s, initially used for vascular lesions and later expanding to skin resurfacing, pigmentation correction and hair removal. Fractional lasers have been extensively used in clinics to improve skin tone, reduce scars and treat wrinkles.

Lasers deliver highly concentrated beams of light that target specific chromophores in the skin (such as melanin or water). This allows for precise treatment of various concerns, from age spots to fine lines.

Although at-home lasers, such as the Group's Tria 4X Hair Removal Laser and Tria SmoothBeauty™ Skin Resurfacing Laser, for which Series 2 products, the first to be designed by the Group, are expected to launch in Q1 2026, operate at significantly lower intensities than their clinical counterparts, they have been proven to offer a safe and effective solution for long-term skincare and hair removal.

An illustrative example of how laser hair removal works is below:



1. *Laser beam targets hair follicle, without damaging skin.*
2. *Laser energy is absorbed by melanin in hair, heating the follicle and disabling it.*
3. *Hair falls out of follicle.*
4. *Hair doesn't regrow, leaving smooth, hairless skin.*

### *The difference between laser and IPL hair removal technology*

Laser hair removal and IPL both target the pigment in hair follicles to reduce hair growth but use different technologies. Laser hair removal uses a single, focused wavelength of light for precise targeting, making it generally more effective and suitable for a wider range of skin tones. Hair removal in a clinical setting is typically done with a laser given its higher level of efficacy. IPL uses a broad spectrum of light, which is less concentrated, covering larger areas but with less precision and typically requiring more sessions for similar results. IPL has historically been a more commonly used technology in at-home devices due to its technological simplicity relative to laser but with recent significant technological advancements in miniaturising laser technology and the significant improvement in results, at-home laser hair removal device sales are expected to grow notably on a global level.



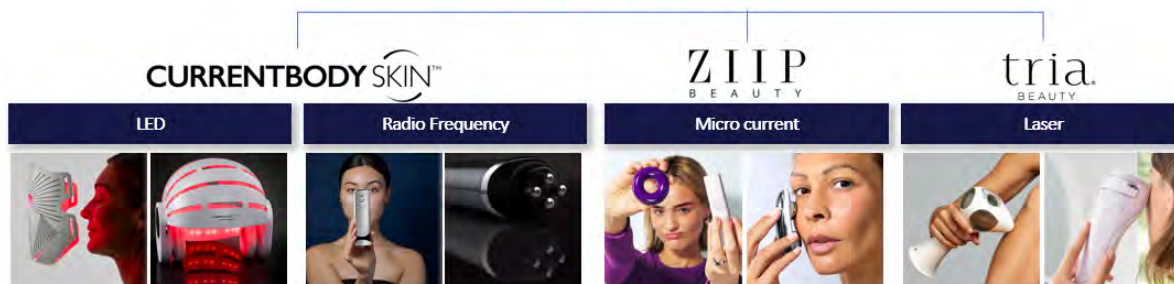
1. *Laser technology can be up to 4x more powerful than IPL and is more precise, delivering improved performance.*
2. *IPL is a broad spectrum light. It is not as powerful and is less precise than Laser. As such, it doesn't go as deep or consistently reach the root.*

### **The future of skincare**

The beauty technology sector has leveraged decades of clinical research to bring professional-grade treatments into the hands of everyday consumers. Technologies like LED, RF, micro current and laser continue to shape this landscape, underpinned by their strong clinical heritage and ongoing innovation. As beauty technology becomes increasingly mainstream, the Directors believe that products, such as those sold by the Group, which utilise these long-established technologies and are grounded in science, efficacy and accessibility are poised to benefit from this change in the beauty sector.

### **THE GROUP'S BRANDS / PRODUCTS**

The Group operates a multi-brand strategy with three distinct brands targeting specific segments of the fast growing at-home beauty market. Under the Group's three distinct brands, CurrentBody Skin, ZIIP Beauty and Tria Laser, the Group has developed a range of premium positioned, safe and efficacious at-home beauty technology products which utilise the four core technologies used within the beauty sector – LED light therapy, RF, micro current and laser.



### ***CurrentBody Skin (LED (anti-aging and hair health) and RF technologies)***

Launched in 2019, CurrentBody Skin is a beauty technology brand renowned for its clinically backed, at-home skincare devices. The brand is focused on products which utilise LED light therapy and RF technology. The brand has garnered international attention for making professional-grade skincare treatments accessible in the home setting.

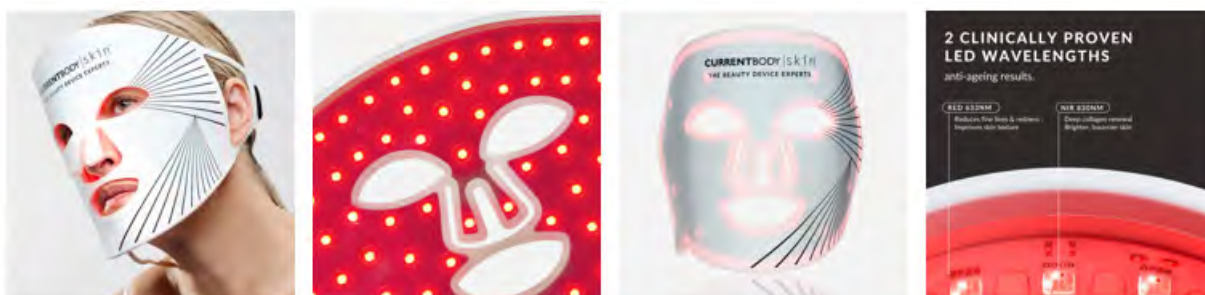
By leveraging approximately 10 years of the Group's market experience and decades of clinical use, the brand launched its first LED light therapy mask in 2019 via the Group's e-commerce platform.

As the brand with the most evolved product-set out of the Group's three brands given the relatively recent acquisitions of ZIIP Beauty and Tria Laser, for FY24, CurrentBody Skin represented 78% of the Group's total sales. However, with ZIIP Beauty products only recently re-launched and Group influenced Tria Laser products launching in Q1 2026, CurrentBody Skin's proportion of overall Group sales is expected to dilute over time as ZIIP Beauty and Tria Laser grow.

### ***LED Light Therapy***

The Group has successfully launched over 15 LED light therapy products under the CurrentBody Skin brand to provide a range of clinical-grade skin treatments across multiple parts of the body.

#### ***LED Face Masks***



One of the brand's bestselling products is its acclaimed red LED mask, which has been purchased across 94 countries. CurrentBody Skin's red LED masks are designed to reduce wrinkles and improve skin firmness using clinically recognised wavelengths: red (633nm) and near-infrared (830nm).

The brand launched its Series 1 red LED light therapy face mask in 2019. The Series 1 mask featured 132 red LED bulbs and has received clearance from international regulatory bodies, including the FDA, for wrinkle reduction.



Following the success of the Series 1 red LED light therapy face mask and the growth it drove in the overall awareness of the beauty technology market, the Group launched its Series 2 red LED light therapy mask in September 2024. The Series 2 mask has since become the brand's bestselling product. The Series 2 mask included numerous product and technological upgrades on the Series 1 mask, demonstrating the Group's strength in technological research and new product development. Those product developments, combined with increased awareness and demand more generally have enabled the Group to increase its unit prices over the period covered by the

historical financial information in Part 6 of this document. For example, the Series 1 face mask retailed at £249 in 2020 with the Series 2 face mask currently retailing at £399.99. Despite this price increase, the Group has seen increased demand for its Series 2 face mask.

Whilst the Series 1 mask featured 132 red LED bulbs incorporated into a rigid mask, the Series 2 mask was upgraded to 236 LEDs which were incorporated into a flexible silicone design for better fit and included an added chin strap for better, full-face coverage. The Series 2 mask also introduced a third light wavelength, deep near-infrared (1072nm), for enhanced results, and included a number of enhancements to the user experience.

The graphic below sets out the key differences between the CurrentBody Skin Series 1 LED Face Mask and the CurrentBody Skin Series 2 LED Face Mask.

*Demonstrable track record of product development: Series 1 vs. Series 2 LED Face Mask*

CURRENTBODY SKIN <sup>™</sup> LED FACE MASK	
	
<b>SERIES 2</b>	<b>SERIES 1</b>
COVERAGE	
236 LED BULBS FOR ANTI-AGEING	132 LED BULBS FOR ANTI-AGEING
BEST-FIT FLEXIBLE SILICONE SHAPE	FLEXIBLE SILICONE SHAPE
MULTIWAY STRAP	SINGLE STRAP
PRECISION	
3 HIGHLY PRECISE LED WAVELENGTHS:	2 HIGHLY PRECISE LED WAVELENGTHS:
<ul style="list-style-type: none"> <li>• RED (633NM)</li> <li>• NEAR-INFRARED (830NM)</li> <li>• DEEP NEAR-INFRARED (1072NM)</li> </ul>	<ul style="list-style-type: none"> <li>• RED (633NM)</li> <li>• NEAR-INFRARED (830NM)</li> </ul>
YOU CAN NOW CHECK YOUR MASK'S PRECISION TESTING WITH VERITACE®	
RESULTS	
REVOLUTIONARY ANTI-AGEING TECHNOLOGY FOR VISIBLE SKIN RENEWAL	NEXT-LEVEL, TARGETED ANTI-AGEING RESULTS

*The Series 2 CurrentBody Skin LED face mask*





Key product features of the Series 2 mask include:

- **Dual Wavelength Technology:** Combines clinically proven red (633nm) and near-infrared (830nm) light wavelengths to stimulate collagen production, reduce the appearance of fine lines and wrinkles and improve overall skin tone and texture.
- **Flexible Medical-Grade Silicone Design:** The device is made from soft, mouldable silicone, allowing for full-face coverage and a comfortable fit, ensuring even light distribution across the treatment area.
- **Clinically Proven Efficacy:** Independent clinical studies have demonstrated significant improvements in skin elasticity, hydration and radiance after regular use, with visible results in as little as 4 weeks, with the efficacy of each Series 2 mask verifiable with the introduction of Veritace® (see below).
- **Non-Invasive and Pain-Free:** Offers a safe, gentle alternative to invasive aesthetic procedures and topical treatments, with no downtime or discomfort.
- **Ease of Use:** Designed for home use with simple 10-minute treatment sessions, supported by an integrated control unit and USB charging functionality.

**Veritace®** – IP-backed proprietary technology providing product validation, efficacy and traceability across light therapy technology

Alongside the launch of the Series 2 face mask, the Group introduced its Veritace® near-field-communication authentication technology. Veritace® is the Group's proprietary LED technology platform and represents the gold standard in at-home light therapy validation. Veritace® underpins the performance, safety and clinical credibility of the Group's latest CurrentBody Skin products and is fully integrated across the brand's R&D and quality assurance processes.

The technology was developed to help ensure the Group's light therapy products deliver precise, clinically validated wavelengths across multiple treatment categories and ensure that every device has been tested, proven and built to deliver effective and consistent performance. As part of this process, each device undergoes rigorous clinical validation and is designed to meet the stringent regulatory standards, including FDA clearance and CE marking, helping ensure consistent treatment efficacy and safety across global markets. Customers who purchase the brand's products with Veritace® are able to see, on their mobile device, every stage of the product's quality testing journey and can verify that the LED frequencies in their individual mask are in line with the clinical studies.

The Directors believe that Veritace® presents as a significant differentiator to CurrentBody's peers.

### **Clinical trials**

The Group has undertaken a number of clinical trials of its CurrentBody Skin LED Light Therapy Masks. These clinical trials demonstrate the beneficial impact and efficacy of both LED light technology as part of a consumer's beauty routine and, critically, the new product development capabilities of the Group, with consumers seeing a significant improvement in results from the CurrentBody Skin Red LED Light Therapy Mask Series 2 when compared to the already favourable results from the CurrentBody Skin Red LED Light Therapy Mask Series 1. Further details on these clinical trials are set out below.



## CurrentBody Skin Red LED Light Therapy Mask Series 1 vs. Series 2

Date	December 2023	December 2024
<b>Summary</b>	<p>The LED Light Therapy Mask: Series 1 was clinically tested over 28 days to assess its effectiveness on multiple skin concerns including wrinkles, redness, oil production, skin plumpness and firmness.</p> <p>Participants aged 35 to 39 with visible skin concerns like wrinkles, redness and uneven skin tone used the mask five times a week. Results were measured at the start (baseline) and after, 14 and 28 days using expert evaluations, self-assessments and objective data.</p>	<p>The LED Light Therapy Mask: Series 2 was clinically tested over 56 days to assess its effectiveness on skin concerns, including dehydration, wrinkles, pigmentation, redness and loss of elasticity and firmness.</p> <p>35 participants aged 33 to 54 with visible skin concerns like pigmentation, wrinkles and redness used the mask five times a week. Results were measured at the start (baseline) and after 14, 28 and 56 days using expert evaluations, self-assessments and objective data.</p>
<b>Results</b>	<ul style="list-style-type: none"> <li>Oil production <b>decreased by 30%</b></li> <li>Wrinkles <b>reduced by 24%</b></li> <li>Skin plumpness <b>increased by 20%</b></li> <li>Skin firmness <b>improved by 16%</b></li> <li>Redness <b>reduced by 13%</b></li> <li>Skin tone and evenness <b>improved by 13%</b></li> </ul>	<ul style="list-style-type: none"> <li>Skin elasticity <b>improved by 57%</b></li> <li>Skin hydration <b>increased by 36%</b></li> <li>Wrinkles <b>reduced by 30%</b></li> <li>Skin tone brightness <b>increased by 27%</b></li> <li>Skin firmness <b>improved by 24%</b></li> <li>Outer-eye wrinkles and nasolabial folds <b>decreased by 26% and 23%</b>, respectively</li> <li>Redness <b>reduced by 19%</b></li> </ul>
<b>Conclusion</b>	<p>The LED Light Therapy Mask: Series 1 delivered proven results across all major skin concerns. Participants saw noticeable improvements in wrinkle reduction, brightness, oil production and skin firmness. Backed by precise skin analysis and positive user feedback, these results highlight the device's effectiveness as an easy and powerful at-home skincare solution.</p>	<p>The LED Light Therapy Mask Series 2 delivered proven results across all major skin concerns. Participants saw noticeable improvements in hydration, wrinkle reduction, brightness and skin firmness. Backed by precise skin analysis and positive user feedback, these results highlight the device's effectiveness as an easy and powerful at-home skincare solution.</p>

## Awards

The CurrentBody Skin red LED light therapy face masks have gone on to win a number of leading industry publication awards:

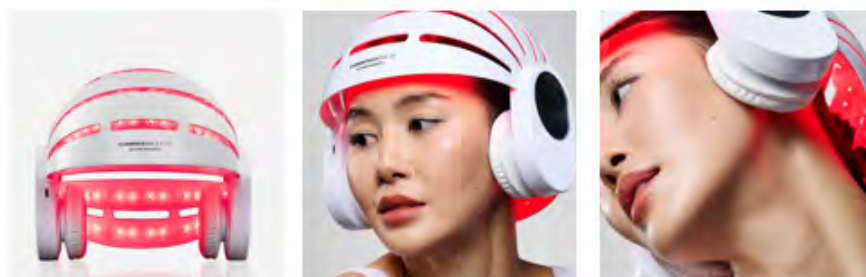


## Further technological use cases

In addition to the red LED light therapy face masks, the brand has also developed a range of anti-blemish masks which utilise blue light therapy to target blemish-causing bacteria and reduce inflammation. The brand released its Series 1 blue LED light therapy mask in March 2024 and, leveraging the R&D behind the Series 2 red LED light therapy mask, in March 2025, launched its enhanced Series 2 blue light therapy mask.



## LED Hair Growth Helmet – Red LED light therapy for fuller, stronger, thicker hair growth



Building on red LED light's clinically proven ability to improve hair condition, density and thickness, CurrentBody Skin launched its LED Hair Growth Helmet in November 2022. The non-invasive

helmet is powered by a spectrum of red light (620-660nm) LEDs which are clinically proven, at these wavelengths, to energise hair follicles, reduce inflammation, lower dihydrotestosterone (a hormone that can contribute to hair loss) and improve scalp blood flow.

Key product features of the LED Hair Growth Helmet include:

- 120 Medical-grade diodes: A total of 120 integrated LEDs and laser diodes ensure full scalp coverage and even light distribution.
- Clinically proven wavelengths: Emits light at the optimal wavelength for hair follicle stimulation and scalp health.
- Hands-free, ergonomic design: Helmet-style structure ensures a comfortable, secure fit for users during each session.
- Automated treatment cycle: Pre-programmes 10-20 minute cycles with built-in timer and safety features.
- Cordless operation: rechargeable battery allows wireless use, increasing convenience and mobility.
- Bluetooth connectivity: the ability to listen to music while using the helmet.

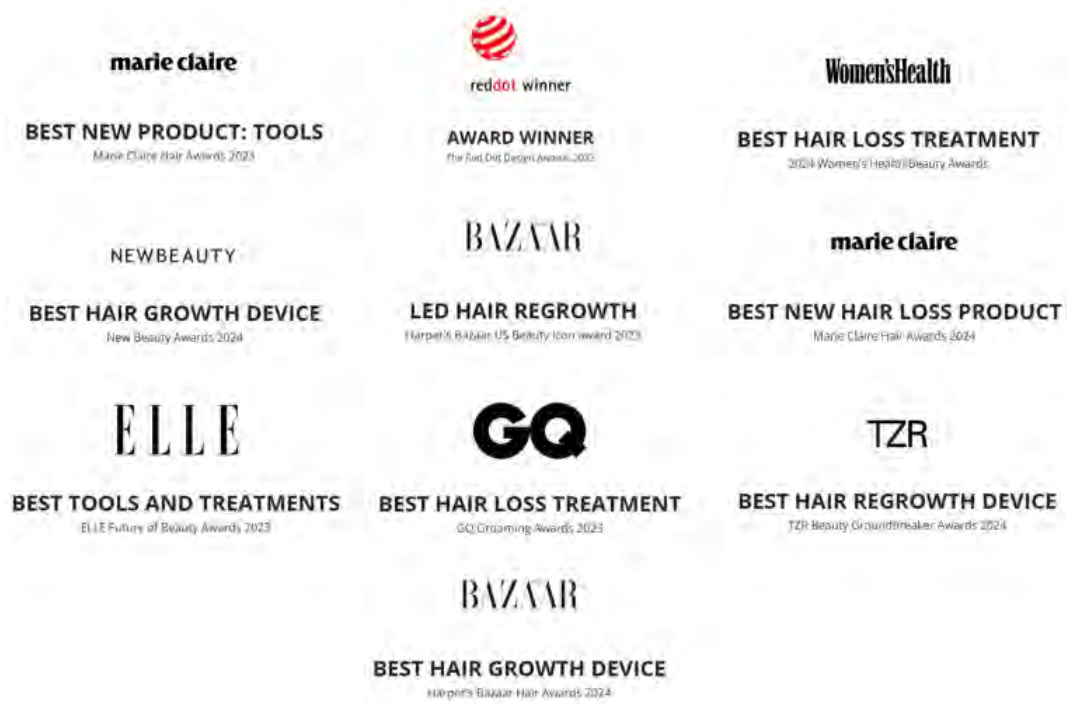
#### ***LED Hair Growth Helmet clinical trials***

The Group has also undertaken clinical trials of its LED Hair Growth Helmet. As demonstrated in the summary of a clinical trial undertaken in December 2023 below, the participants in the clinical trials reported significant improvements in hair growth, hair density and overall scalp health.

<b>Date</b>	<b>December 2023</b>
<b><i>Summary</i></b>	<p>The LED Hair Growth Helmet was clinically tested over 84 days to assess its effectiveness in reducing hair loss, improving hair density and promoting new hair growth.</p> <p>Participants aged 18 to 55 experiencing hair loss and thinning used the device daily. Results were measured at the start (baseline) and after 56 and 84 days using expert evaluations, self-assessments and objective data.</p>
<b><i>Results</i></b>	<ul style="list-style-type: none"> <li>• Hair Growth <b>increased by 128%</b></li> <li>• Hair loss <b>reduced by 72%</b></li> <li>• Scalp oil <b>decreased by 60%</b></li> <li>• Hair density <b>improved by 26%</b></li> <li>• Active hair growth <b>improved by 24%</b></li> <li>• Scalp redness <b>reduced by 23%</b></li> </ul>
<b><i>Conclusion</i></b>	<p>The LED Hair Growth Helmet delivered proven results across key concerns, with participants seeing noticeable improvements in hair growth and density. Backed by precise analysis and positive user feedback, these results highlight the device's effectiveness as an easy and powerful at-home skincare solution.</p>

## Awards

As with the CurrentBody Skin red LED Light Therapy Face Masks, the LED Hair Growth Helmet has won a number of leading industry publication awards:



## Other CurrentBody Skin LED Light Therapy products

The brand has also launched and iterated a range of other products which utilise LEDs as the core technology.

### *Dermalux Flex MD LED Light Therapy Device*

Dermalux Flex MD LED Light Therapy Device



The Dermalux device is an at-home LED treatment designed for use on both the face and body. It is suitable for clinical and at-home applications. The device utilises three wavelengths of light to maximise absorption, targeting blemish-causing bacteria, stimulating collagen and elastin production, and promoting cellular repair. These effects aim to smooth fine lines and wrinkles, brighten the complexion, and strengthen delicate skin. Dermalux has traditionally specialised in clinical-grade products. However, following its collaboration with CurrentBody, a smaller, consumer focused version of the device was developed and is sold exclusively by CurrentBody under the CurrentBody Skin brand.



Examples of the CurrentBody Skin brand's other products are set out below:

**CurrentBody Skin LED Neck & Décolletage Mask: Series 1**



**CurrentBody Skin LED Neck & Décolletage Mask: Series 2**



**CurrentBody Skin LED Eye Perfector**



**CurrentBody Skin LED Lip Perfector**



**CurrentBody Skin Anti-Blemish LED Pen**



**CurrentBody Skin Teeth Whitening Kit**



**CurrentBody Skin LED Hand Perfector**



## ***RF Technology***



Developed by the Group's in-house product development team, the CurrentBody Skin RF Radio Frequency Skin Tightening Device was launched in April 2023 as a non-invasive at-home skin tightening alternative.

The CurrentBody Skin RF Radio Frequency Skin Tightening Device uses tailored technology for safe and effective RF treatments from home. The product's exclusive Skin Sense Technology



continuously measures skin temperature and automatically adjusts to the skin's resistance to keep skin at 43°C, the optimal temperature for maximum collagen production. This allows for safe, effective at-home treatments.

Key product features include:

- Multi-polar RF technology: Ensures consistent energy distribution with minimal discomfort and no downtime.
- Temperature-controlled safety sensors: Monitors skin temperature in real time to maintain optimal performance and safety.
- Ergonomic design: Compact and wireless for convenient use at home, with recommended usage of 5–10 minutes per treatment area, 2–3 times per week.

#### ***Skin RF Radio Frequency Skin Tightening Device clinical trials***

The Group has undertaken clinical trials of its Skin RF Radio Frequency Skin Tightening Device. As demonstrated in the summary of a clinical trial undertaken in September 2023 below, the participants in the clinical trials reported seeing a significant reduction in wrinkles and an improvement in skin tightening.

<b>Date</b>	<b>September 2023</b>
<b>Summary</b>	<p>The Radio Frequency Device was clinically tested over 8 weeks to assess its effectiveness in improving wrinkles and skin tightening.</p> <p>Participants aged 40 to 64 experiencing facial volume loss and signs of ageing used the device on 2-3 areas of the face once a week for 8 weeks. Results were measured at the start (baseline) and after 8 weeks using expert evaluations, self-assessments and objective data.</p>
<b>Results</b>	<ul style="list-style-type: none"> <li>• 97% saw a <b>reduction in wrinkles</b></li> <li>• 89% saw an <b>improvement in skin tightening</b></li> </ul>
<b>Conclusion</b>	<p>The Radio Frequency Device delivered proven results across key concerns, with participants seeing noticeable improvements in skin facial appearance, including wrinkle reduction and skin firming. Backed by precise analysis and positive user feedback, these results highlight the device's effectiveness as an easy and powerful at-home skincare solution.</p>

#### ***Ancillary CurrentBody Skin Products***

To enhance the effectiveness of its products, CurrentBody Skin offer consumable products, such as Hydrogel facemasks and Green Tea Serum. These products are designed to be used in conjunction with LED light therapy to maximise skin hydration and overall results. These products are sold through the Group's international e-commerce platform.



#### ***ZIIP Beauty (Micro current technologies)***

ZIIP Beauty, founded in 2015 by electrical aesthetician Melanie Simon, pioneered at-home skincare devices patented as the only at-home customisable micro current device treating multiple concerns

including skin lifting, toning and rejuvenation – effectively delivering a range of clinic-type treatments from one handheld device.

The Group acquired ZIIP Beauty in 2022. Prior to its acquisition, the Group's management considered that the product design, manufacturing process and routes to market were sub-optimal and so, following the acquisition, the existing ZIIP product (ZIIP GX) was taken off the market, redesigned by the Group's in-house team and relaunched at the end of 2023 as the ZIIP Halo, utilising the Group's marketing and influencer channels.

The ZIIP Halo was brought to market with a reduction in cost price of over 40% versus the original ZIIP GX product by utilising the Group's component sourcing experience, its in-house technology capabilities and its regulatory experience.

When ZIIP was acquired, the products were only marketed in the US with limited retail holding in other regions. Once ZIIP was acquired and the Halo was launched at the end of 2023, the Group's management enhanced the marketing of the products in the EU, the UK and Ireland through KOLs and KCLs, following the CurrentBody Skin marketing strategy (further detail on the Group's marketing strategy is set out later in this Part 2). The Group's management held off on promoting the original ZIIP products in other territories and only actively started marketing in other non-US regions once the ZIIP Halo was launched. By the end of FY24, ZIIP had generated approximately £9.0 million in sales, representing approximately 9% of the Group's FY24 sales.

Since its launch, the ZIIP Halo has gained strong endorsements from celebrities, KOLs, KCLs and magazines such as ELLE, Vogue and Cosmopolitan for delivering professional-grade facials at home.

### **ZIIP Halo**



The ZIIP Halo is powered by different intensities of micro current which works to boost skin health at a cellular level treating a whole range of skin concerns including wrinkles, sagging skin, blemishes, pigmentation and dull texture. In particular, micro current technology acts as a skincare booster, enhancing absorption and efficacy of topical skincare products.

Key product features include:

- App-connected and standalone modes: Offers guided, personalised treatments via the ZIIP mobile app, or a “one-touch” standalone mode for ease of daily use.
- Exclusive “electrical cocktail” treatments: Developed by in-house experts, each waveform sequence is designed to target specific skin concerns such as sagging, pigmentation, acne and dullness.
- Longevity built into the device: ZIIP's library of exclusive treatments can be expanded as new use cases for the technology are developed.
- Compatibility with ZIIP Conductive Gels: Each treatment requires the use of a conductive gel, which also delivers topical skincare benefits in conjunction with the electrical therapy.

The Directors believe that ZIIP's patented technology and customisable treatments via the ZIIP app present as significant differentiators to ZIIP's peers.

### **ZIIP Halo clinical trials**

The Group has undertaken clinical trials of its ZIIP Halo device. As demonstrated in the summary of a clinical trial undertaken in July 2023 below, the participants in the clinical trials reported seeing a visible improvement in wrinkle, skin glow and skin elasticity.

<b>Date</b>	<b>July 2023</b>
<b>Summary</b>	ZIIP Halo was clinically tested over 42 days to assess the benefits in improving skin elasticity, reducing appearance of facial wrinkles, enhancing skin glow and brightness.
<b>Results</b>	<ul style="list-style-type: none"><li>• Reduces appearance of depth of forehead wrinkles by 7%</li><li>• Reduces appearance of area of forehead wrinkles by 20%</li><li>• Reduces appearance of volume of nasolabial fold wrinkles by 16%</li><li>• Reduces appearance of area of nasolabial fold wrinkles by 13%</li><li>• Reduces appearance of length of nasolabial fold wrinkles by 11%</li><li>• Boosts skin glow by 10%</li><li>• Boosts skin radiance by 10%</li><li>• Enhances appearance of skin firmness by 27%</li><li>• Visibly improves skin elasticity for a firmer appearance by 27%</li><li>• Helps skin look bouncier by 20%</li><li>• Visibly improves volume of crow's feet by 20%</li><li>• Visibly improves area of crow's feet by 18%</li></ul>
<b>Conclusion</b>	ZIIP Halo delivered significant results over 42 days showing anti-wrinkle, skin-brightening and skin firmness efficacy. Participants agreed with seeing visible improvement of skin.

### **ZIIP DOT**



Further demonstrating the Group's ability to leverage technologies and launch new, efficacious, beauty technology products, ZIIP Beauty launched the ZIIP DOT in 2025.

The ZIIP DOT utilises micro current electrical stimulation to deliver low-level electrical currents to the skin and underlying muscles, promoting collagen and elastin production, enhancing circulation and improving lymphatic drainage and targeting individual areas of acne blemish and breakouts.

Key product features include:

- Micro current and nano current technology: Stimulates cellular energy (ATP) production to support skin vitality and firmness.
- Conductive gel compatibility: Used with proprietary ZIIP conductive gels, which act as both a medium for current delivery and a topical treatment.
- Compact, rechargeable and ergonomically engineered for daily or weekly use, depending on the chosen treatment regimen.

### **ZIIP DOT clinical trials**

The Group has undertaken clinical trials of its ZIIP DOT device. As demonstrated in the summary of a clinical trial undertaken in September 2021 below, the participants in the clinical trials reported seeing a significant reduction in facial acne.

<b>Date</b>	<b>September 2021</b>
<b>Summary</b>	ZIIP DOT was clinically tested over 12 weeks to investigate benefits on improving mild-moderate facial acne.
<b>Results</b>	<ul style="list-style-type: none"><li>• Reduces appearance of acne by up to 44%</li><li>• Reduces inflammatory lesions by up to 62%</li><li>• Reduces non-inflammatory lesions / comedones by up to 49%</li></ul>
<b>Conclusion</b>	ZIIP DOT is effective at significantly reducing facial acne over 12 weeks.

### **ZIIP conductive gels / consumables**

Whilst consumables represent only a small part of the Group's overall revenue, given the low-level electrical nature of ZIIP's products, they require conductive gel to work effectively. Additionally, as noted above, the micro current technology also enhances absorption and efficacy of topical skincare products. Accordingly, ZIIP has developed its own range of conductive gels and skincare products:



### **Tria Laser (Laser technology)**

The Group's most recent acquisition, Tria Laser, focuses on laser hair removal and skincare solutions, delivering dermatologist-recommended treatments designed for safe and effective home use. Tria's technology is patented to be the only portable laser hair removal device.

Tria Laser, originally founded in 2003 as SpectraGenics, emerged from the vision of the inventors of the LightSheer™, an in-clinic laser hair removal system. Their goal was to miniaturise a large and expensive professional device into handheld, consumer-friendly lasers capable of delivering long-lasting hair removal at home.

This led to the launch of the Tria Hair Removal Laser in Japan in 2005, followed by its FDA-cleared introduction in the US in 2008. The company expanded its product portfolio in 2012 with the Tria SmoothBeauty™ Laser, a then groundbreaking device for at-home anti-aging treatments targeting fine lines, wrinkles and uneven skin texture with laser technology.

Tria's commitment to clinically proven, dermatologist-endorsed technology earned its Hair Removal Laser 4X eight consecutive InStyle Best Hair Removal Device awards and its SmoothBeauty Laser five Best Wrinkle Laser awards. The company also gained recognition for its Skin Perfecting Blue Light device, launched to treat acne.

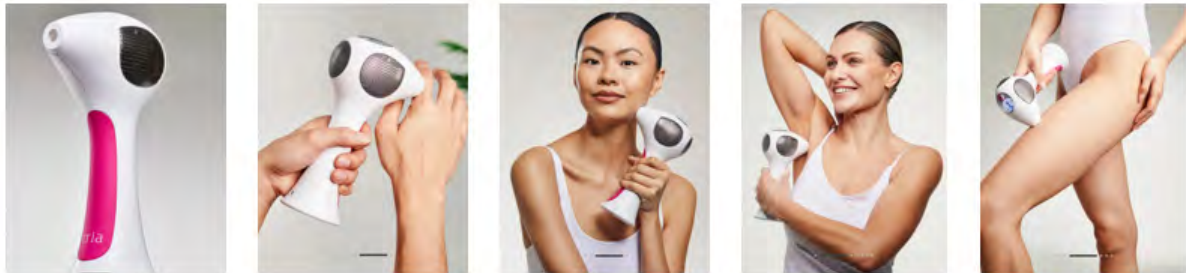
Despite its product capabilities and industry award success, Tria Laser entered administration in 2024. The Directors believe this was due to the lack of investment made in driving awareness and education of the product and its capabilities as well as the high manufacturing cost of the units. At the time the business entered administration, it had raised approximately US \$207 million in external funding across a number of funding rounds and held 23 patents.

The Directors believe that Tria Laser's patented laser technology, which is highly complex and hard to replicate in terms of safety and efficacy, presents as a significant differentiator to Tria Laser's peers.

Since acquiring the brand, IP, trademarks and supplier agreements with manufacturers out of administration for US \$1.3 million, the Group's new product development team has reengineered the Tria suite of products and the Group is investing into marketing channels which promote the awareness of the technology, its safety and efficacy, as the Group has successfully done with CurrentBody Skin and doing so with ZIIP Beauty.

The Series 2 Tria 4X Hair Removal Laser and the Tria SmoothBeauty™ Laser are expected to launch in Q1 2026.

#### ***Tria 4X Hair Removal Laser (current version)***



The Tria 4X Hair Removal Laser is a clinically proven, FDA-cleared and CE-marked at-home laser hair removal device. It leverages non-fractional non-ablative diode laser technology — previously available only in professional dermatology and aesthetic clinics — to offer a convenient, effective and safe solution for long-lasting hair reduction. The device uses selective photothermolysis to target the melanin (pigment) in hair.

Key product features include:

- **Diode Laser Technology:** The Tria 4X is the first and only FDA-cleared laser hair removal device available for home use that utilises the same diode laser technology used by professionals. It targets the hair follicle with a concentrated beam of light, disabling its ability to regrow hair.
- **Precision and Power:** The device features five energy levels, allowing users to customise treatments based on their comfort level and hair type. The highest setting offers up to 4 times more hair-eliminating energy than IPL devices, making it more effective.
- **Digital Interface:** An easy-to-read digital display guides users through treatment levels, battery life and pulse count, ensuring optimal and user-friendly application.
- **Cordless Operation:** Rechargeable lithium battery allows cordless freedom and portability, supporting multiple treatment zones per charge.
- **Skin Sensor Safety:** Integrated safety mechanisms include a built-in skin tone sensor to ensure treatment is only enabled on suitable skin tones, reducing risk of adverse reactions.

The Tria 4X is designed for individuals seeking long-term hair removal without the need for frequent salon visits. It is particularly popular among women aged 25 – 45 who are focused on personal grooming and convenience. The device is suitable for use on the face (below the cheekbones), underarms, legs, arms and bikini line.



### ***Tria 4X Hair Removal Laser clinical trials***

The Group has undertaken clinical trials of its Tria 4X Hair Removal Laser Device in which the device reduced hair count by 73% after two treatments and 100% hair removal after full treatments.<sup>9</sup>

<b>Summary</b>	Tria 4X was clinically tested over 3-8 treatment sessions (dependent on study) to investigate hair removal efficacy.
<b>Results</b>	<ul style="list-style-type: none"><li>• Helps reduce hair count by up to 65% 12 months after a full treatment cycle</li><li>• Reduces hair count by up to 73% after two sessions</li></ul>
<b>Conclusion</b>	Tria 4X is effective at significantly removing hair.

### ***Tria SmoothBeauty™ Skin Resurfacing Laser***



The Tria SmoothBeauty™ Skin Resurfacing Laser is also part of the brand's broader portfolio of light-based skincare technologies.

The Tria SmoothBeauty™ Skin Resurfacing Laser is a non-invasive at-home beauty device designed to improve skin texture and reduce visible signs of aging through clinically proven laser technology. Developed using the same fractional non-ablative laser technology employed by dermatologists, the device targets signs of photoaging, including fine lines, wrinkles and uneven skin tone.

The device works by delivering microscopic columns of laser light deep within the skin's dermal layers, triggering the body's natural healing process. This process promotes collagen and elastin regeneration, leading to smoother, more youthful-looking skin over time.

The device is FDA-cleared for home use and is indicated for use on the entire face (excluding the eyelids), as well as other small, targeted areas.

Key product features include:

- Fractional laser technology: Penetrates below the skin's surface to stimulate natural cell renewal.
- At-home convenience: Enables users to perform treatments in the comfort of their own homes with a recommended treatment cycle of 5 days per week for 12 weeks.
- Safety sensors and adjustable settings: Provides a range of intensity levels for personalised treatment, along with built-in safety mechanisms to ensure appropriate skin contact and safe operation.
- Rechargeable, cordless and ergonomically designed for ease of use.

<sup>9</sup> 31% of subjects in the clinical study reported 100% hair removal

### ***Tria SmoothBeauty™ clinical trials***

The Group has undertaken clinical trials of its Tria SmoothBeauty™ Device in which the device was effective at significantly reducing wrinkles, improving skin texture and skin tone.

<b>Summary</b>	Tria SmoothBeauty™ was assessed in multi-centre clinical studies to investigate anti-wrinkle, skin brightening and skin smoothening benefits.
<b>Results</b>	<ul style="list-style-type: none"><li>• Reduces appearance of eye wrinkles by 0.8 on a 9 point-validated scale</li><li>• Reduces uneven skin tone by 1.0 on a 9 point-validated scale</li><li>• Reduces skin roughness by 2.8 on a 9 point-validated scale</li></ul>
<b>Conclusion</b>	Tria SmoothBeauty™ is effective at significantly reducing periorbital wrinkles, improving skin texture and improving skin tone.

### ***CurrentBody Skin: The Clinic***

The Group opened its flagship clinic, “CurrentBody Skin: The Clinic”, in Alderley Edge, Cheshire, UK in May 2025. This 2,837 square foot clinic spans three floors and features five state-of-the-art treatment rooms, a skin analysis room and dedicated event space. The decision to establish the clinic aligns with the Group’s strategy to drive brand awareness and showcase the synergy between professional treatments and home-use technology. The Group may open a small number of additional clinics selectively, focusing on locations in the UK and internationally that can enhance brand visibility and consumer engagement.

### **THE BEAUTY TECH GROUP’S WELL-INVESTED AND SCALABLE OPERATING MODEL**

The Directors believe that the Group has an integrated and highly scalable operating model designed to deliver sustainable profitable growth and a premium brand positioning. This belief is underpinned by a well-invested and de-risked infrastructure, enabling efficient product development, supply chain resilience and consistent customer satisfaction, at scale. Through its e-commerce platforms and use of social media and digital marketing, the Group is able to capture high-quality, real-time consumer, marketing and product insight, which informs its R&D and new product development pipeline and drives increased precision in its go-to-market strategy, positioning the business to unlock long-term value creation.

### ***A proven marketing strategy driving awareness, education and purchase intent and delivering sustainable profitable growth***

The Group has established a robust marketing strategy designed to drive awareness of both the burgeoning beauty technology sector and its three distinct premium brands. With a global marketing team of over 95 dedicated professionals across its UK headquarters, the US, the EU and the Rest of the World (**RoW**), the Group leverages a multi-channel approach to engage its expansive and growing own-brand customer base, which includes over 174,000 in the US, over 135,000 customers in the UK, over 130,000 in the EU and over 80,000 across RoW since 2020.

The Group tracks sales through the various marketing pathways that drive consumer spending. The Group’s management monitor revenue within these categories and their associated marketing costs. The key marketing pathways and expense type utilised by the Group include:

*Influencers* – comprising fixed fees for promoting products, product gifting or sales commissions monitored via individual and unique discount codes (typically a 10% discount but this does increase for short periods of time during key promotional events). Influencers are classified by the Group’s management into three tiers (top, mid and mini) based on the cumulative revenue they have generated for the brands. This pathway is utilised by all of the Group’s brands. For FY24, the Group engaged nearly 2,700 influencers of which 82 were categorised as a top tier KOLs, 161 were categorised as mid tier KOLs and 2,453 were categorised as mini tier KOLs. Revenue attributable to KOLs has diversified significantly over the period covered by the historical financial information in Part 6 of this document with the top tier KOL tranche representing approximately 74% of total attributable revenue in FY22, falling to approximately 50% by FY24. The balance of attributable revenue to KOLs in FY24 was split broadly evenly between the mid and mini KOL tranches. This strategic decision to diversify the pool of KOLs used by the Group provides it with greater sales visibility and consistency.

In FY22, influencers were identified through manual research, which included reviewing previous product-related content they had produced and analysing the demographics of their follower base. Over the course of the period covered by the historical financial information in Part 6 of this document, the Group noted an increase in influencers proactively reaching out to the brand to express interest in collaboration. Despite this shift, a dedicated internal team continues to actively source and recruit influencers. This team also conducts thorough due diligence to ensure alignment with brand values and campaign objectives. Influencer marketing spend was the largest variable marketing expenditure in FY24.

*Digital* – predominantly Google advertising and other search engine optimisation.

*Publisher* – commissions paid when customers click links within online articles from magazines.

*Brand* – marketing spend associated with sales that come via internet search engines direct to the Group's websites and don't use a code.

In addition, the Group markets on other social media platforms to target specific customer groups.

#### *The customer journey*

The customer journey for each of the Group's brands is carefully orchestrated to guide consumers through distinct phases of awareness, education and product/technology validation. The Group typically initiates this journey by partnering with a bespoke range of lifestyle influencers and other relevant figures in the beauty sector to amplify brand visibility and introduce the beauty technology category to a broad audience. These influencers, active across platforms such as Instagram and TikTok, create relatable and aspirational content that resonates with target demographics, sparking initial interest in the brands' innovative at-home beauty solutions. This awareness phase is critical in positioning the brands as pioneers in the sector and capitalising on the growing consumer demand for accessible, high-quality, safe and efficacious beauty technology.

To deepen consumer engagement, the brands collaborate with KOLs and KOCs, including doctors, dermatologists, aestheticians and beauty experts, who provide authoritative validation of each of the brand's products, technologies and efficacy, primarily through platforms like YouTube. These trusted voices offer in-depth reviews, tutorials and scientific insights, addressing consumer queries and building confidence in the products' performance and safety. This educational content is designed to bridge the gap between curiosity and consideration, ensuring potential customers feel informed and empowered in their decision-making process.

Further reinforcing its premium positioning, where appropriate for the brands, the Group pursues relationships with respected publications such as Vogue, GQ and Glamour. Features and endorsements in these outlets enhance brand credibility and aligns the relevant brands with their premium market proposition.

Together, these third-party validations not only elevate consumer trust but also drive direct searches for the brands online – where the Group invests in Google advertising and other search engine optimisation – contributing to strong customer acquisition metrics. The Group's focus on trusted sources and authoritative endorsements has resulted in exceptional performance indicators. For example, for H1 FY25 the Group's D2C sales represented an average order value of £328, a gross profit per order of £247, a contribution per order of £103 and a 4.3x gross profit return on marketing spend.

The Group's marketing efforts are underpinned by a strong customer satisfaction, high service scores and brand credibility – building consumer trust – as evidenced by the brands' Trustpilot scores (CurrentBody Skin: 4.4 from approximately 21,000 reviews and ZIIP: 4.1 from over 120 reviews) – which serves as a cornerstone for converting consumer interest into purchasing intent.

With Tria Laser having only been acquired by the Group at the end of 2024, and the Series 2 Tria 4X Hair Removal Laser Device and Tria SmoothBeauty™ Laser products due to launch in Q1 2026, it does not currently have a meaningful Trustpilot score.

The Directors believe that, as consumer awareness for AHBD increases, the Group will focus more of its marketing efforts on dedicated KOLs and KOCs for each of its individual brands than on lifestyle influencers.

### **Tailored routes-to-market for each brand**

The Directors believe that, by maintaining three distinct and separate brands, it allows the Group to adapt each brand's positioning based on its core technology more efficiently across markets and retailer channels globally as well as leveraging the existing brand equity built up within each brand over a number of years. In addition, it allows for dedicated and bespoke brand storytelling, marketing partnerships and product innovation whilst leveraging the Group's marketing, sourcing & manufacturing, regulatory, research and new product development teams. The Directors believe that this approach enables a faster and more effective go-to-market strategy.

### ***CurrentBody Skin***

CurrentBody Skin primarily leverages its robust and dedicated, multi-region, e-commerce platform, which serves as a central platform for D2C sales across key international markets. The brand operates 20 D2C websites tailored to various international markets. In FY24, CurrentBody Skin's online sales accounted for 78% of the Group's revenue.

The brand's websites, such as [currentbody.com](https://currentbody.com) and regional variants (e.g. [currentbody.co.uk](https://currentbody.co.uk), [currentbody.de](https://currentbody.de) and [currentbody.com.au](https://currentbody.com.au)), allow consumer to, directly and securely, purchase the brand's range of at-home LED light therapy beauty devices. The Directors believe that this strategy better allows the Group to control branding, customer experience and pricing.

Furthermore, by capturing customer purchases on its own websites, the Group is able to leverage purchasing and customer data to drive repeat CurrentBody Skin purchases, promote cross selling across other LED Light Therapy products and across its ZIIP Beauty and Tria Laser brands as well as feed into its marketing insight and performance and new product development teams.

CBT, the Group's wholly-owned subsidiary in China, represents D2C sales in Asia through its website and other complementary routes. CBT only sell products D2C, including on Chinese marketplaces such as Tmall and Douyin. It is expected that ZIIP Beauty and Tria Laser product will be sold via CBT in due course.

The majority of CurrentBody Skin's sales are via its e-commerce platform. However, whilst this is expected to remain the case going forwards given the awareness and education around the technology is typically delivered online, leading to a strong propensity for consumers to purchase LED light therapy beauty products online, the brand also retails its products via established retail partners.

CurrentBody Skin has a dual-approach to retailers, which includes sales via prestigious retail partners and selective more volume-based retail partners.

By way of example, CurrentBody Skin has a retail partnership with Harrods, the UK luxury department store, as the Directors believe that this aligns with CurrentBody Skin's positioning as a leader in clinically proven, premium LED light therapy technology. The Directors believe that, by placing products in selective, upscale retail environments such as this, it strengthens the brand's credibility and provides access to consumers who value high-end products as well as curated and informed shopping experiences.

In terms of selective, more volume-based retail partners, in FY24, the Group entered into relationships with retailers such as Walmart and Costco in the US. The Directors believe that these channels broaden the brand's consumer reach and enable consumers who prefer to shop through physical retail channels or are not able to shop online to access the brand.

The brand maintains a disciplined approach to its retail strategy to the extent that these partners are not able to sell the brand's products directly via their own e-commerce platforms. The Directors believe this to be important to maintaining brand and pricing ownership. Additionally, the products sold through retailers currently are approximately 80% Series 1 LED red light facemasks, which helps minimise cannibalisation of demand for the Series 2 mask sold via the Group's e-commerce platform.

Whilst CurrentBody Skin retails its products directly via Amazon marketplace and other third-party online marketplaces, to maximise its reach and exposure, this route does not, and is not expected to, drive significant sales (FY24: less than 10% of sales) in the short to medium term given the typical customer journey for each of the Group's products as detailed above.

Over the near term, the Directors expect CurrentBody Skin's percentage of Group sales to dilute following the 2024 re-launch of the ZIIP Beauty brand and the 2026 launch of Tria Laser.

### ***ZIIP Beauty***

From January 2025, ZIIP products were sold exclusively through 14 D2C e-commerce ZIIP sites.

Whilst the brand performs strongly online due to its emphasis on personalised skincare regimens, given ZIIP's micro current technology base – which acts as a skincare booster for enhanced absorption and efficacy of topical skincare product – the Directors believe that the brand naturally compliments and would integrate effectively into premium retail environments alongside topical skincare products, a market estimated to be worth approximately £9 billion in 2024 in the US, the UK and Germany alone.

The Directors believe that this hybrid go-to-market strategy for ZIIP allows the brand to drive increased technological awareness and e-commerce sales whilst highlighting the capabilities of the technology in a retail environment.

### ***Tria Laser***

The Group's Tria brand operates in the area of at-home hair removal, directly contending with IPL-based alternatives, as well as using laser technology for anti-aging. To support consumer trust, education and comparison-based purchasing behaviour, Tria will be primarily focused on retail distribution, sitting alongside traditional IPL products. The Directors believe that, as awareness and acceptance of hair removal devices in the market is high, placement in retail environments will allow consumers to better understand the differences in efficacy between laser and IPL technologies.

Furthermore, the Directors consider that these strategic retail partnerships will be complemented by a targeted digital campaign to drive traffic and support omnichannel purchasing.

Linked to this, Tria Laser's products are also sold exclusively through its dedicated e-commerce website, Trialaser.com, which serves as a central platform for D2C sales across key international markets. The brand operates 12 D2C e-commerce Tria sites.

### ***De-risked operating infrastructure providing international scalability, product validation, efficacy and traceability***

The Group has built a resilient and capital-light global infrastructure which has enabled the business to scale rapidly and sustainably across geographies and channels whilst helping mitigate supply chain and operational risk. Since 2020, the Group has made significant investment into its supply chain, logistics and manufacturing operations to ensure product consistency, reliability and scalability. The Group operates a dual manufacturing strategy which de-risks its manufacturing base and will allow for each brand's products to be manufactured in more than one geographic location.

At the end of FY24, all of the CurrentBody Skin brand's product inputs were sourced from across Asia and manufactured in China under an exclusive, joint venture, manufacturing agreement with a third party based in China. The manufacturing facility is run by this third party solely for the Group.

The Group's relationship with this manufacturer began in April 2021. The Group has its own employed staff who help operate this facility and ensure quality control. The Group employees at the facility also actively work with the third party to identify component suppliers.

In August 2025, the Group commenced the manufacture of CurrentBody Skin LED products in India, at a facility operated by the same Chinese partner. This provides the Group with significant manufacturing diversification. The Group has invested directly into the India manufacturing site and is expected to incur approximately \$336,000 of capital expenditure in FY25. The Group will retain title to some of the equipment at the facility including product moulds, tooling and manufacturing machines, pending the manufacturer's repayment to the Group of the \$336,000 sum. In addition to the operational benefits provided by the Group's dual manufacturing strategy, given that a significant amount of manufacturing effort will go into the production of the Group's LED units at the Indian facility, it is expected that products manufactured there will dictate that India is the country of origin and therefore be subject to Indian origin of goods tariffs.

On 30 July 2025 the Group and this manufacturer recorded their intention that, should the manufacturer voluntarily decide not to continue trading, the manufacturer would give the Group an opportunity to purchase those assets directly related to the manufacture of the CurrentBody Skin



brand's product inputs (including procuring the transfer of employees) prior to offering such an opportunity to any third party, for a price to be agreed between the parties at the relevant time.

On behalf of ZIIP Beauty and Tria Laser, the Group sources components from across Asia and, in the case of ZIIP Beauty, North America too.

The manufacturing facility for the ZIIP products has historically been in California, US – at a facility acquired as part of the Group's acquisition of ZIIP Inc. In FY25, the Group, via a third party, set up a manufacturing facility in China so that products can be co-manufactured. It is intended that US made ZIIP products would be sold to US customers and the China facility will sell to the rest of the world.

Given the high-level technical specifications of Tria Laser's technologies, the business has its own engineers who create product prototypes and specifications in California, US. The brand's products are then manufactured in Thailand by a third party, US-listed, specialist medical device manufacturer. Manufacturing will also be available in the US, or another region, for Tria Laser by this same party as the brand scales.

To underpin the Group's commitment to product excellence and consumer safety, the Group operates rigorous quality control protocols and a robust product testing framework at both pre- and post- manufacturing stages within each of the manufacturing sites. All manufacturers adhere to stringent regulatory compliance standards, undergo regular company audits and meet the required ISO standards.

The Group's global sales are supported by seven distribution warehouses. These are strategically located across the US, the UK, the EU, Asia and Australia. The Group has two US distribution warehouses with one located on the West Coast and one located on the East Coast of the country. Both facilities are operated by the Group. In the UK, the Group operates a warehouse facility in Manchester. In Asia, the Group utilises Hong Kong and China-based warehouses operated by third party logistics providers and uses the same approach in Australia and the EU (the Netherlands). Sales in China, via the Group's subsidiary CBT, also take place on marketplaces such as Tmall and Douyin and are typically fulfilled by these platforms.

The Group engages multiple third-party logistics providers, enabling the Group to transport products or components between its international distribution facilities and provide the Group with cost and capacity flexibility.

These manufacturing sites and global warehouses are supported by three corporate offices located in California, US, Cheshire, UK and Shanghai, China. The Group's Cheshire, UK office is also the Group's headquarters. These corporate offices support the Group's marketing, R&D, IP, finance and HR functions.

The Directors believe that the Group's operational infrastructure, which supports all of its brands, has the capacity to support the Group's long-term growth ambitions.

***Global R&D platform leveraging proprietary data and market intelligence to build on track record of new product development***

The Directors believe that the Group is at the forefront of innovation in the at-home beauty technology sector, driven by a dedicated R&D function that underpins its position as a market leader.

The Group's R&D and new product development is focused across three verticals: (1) technology improvement, where the Group utilises ongoing research and new clinical studies to enhance the efficacy and product safety of beauty technologies; (2) product iteration, where the Group looks to optimise the consumer experience through product iterations; utilising new shapes and/or materials and technological capabilities; and (3) range extensions, where the Group launches new products using current technologies and applying them to different use cases such as LED light for hair regrowth and ZIIP Dot for acne.

The Group's R&D function consists of 21 people globally. In the UK, the R&D function is split across two core teams: the Project Management Team and the Technical Team. The Project Management Team is responsible for market foresight and strategic planning, operating on a structured one-year project cycle to ensure alignment with emerging trends and opportunities. The Technical Team completes the testing and design of the Group's prototype products.

The R&D function is predominantly based at the Group's head office in Manchester, UK. However, following the acquisition of Tria Laser, a small number of engineers are based in the United States. These engineers were instrumental in the original development of the Tria laser device and were re-employed by the Group on the acquisition of Tria Laser. Their role is to design and innovate future Tria branded laser products.

In the initial stage of research, the R&D team conducts ongoing reviews of medical journals and clinical studies to evaluate the potential application of emerging technologies within the beauty industry. In parallel, the team monitors market trends to identify popular products and assess opportunities for enhancement or innovation, leveraging consumer data obtained via its international e-commerce platforms. For instance, recognising the proven efficacy of LED technology, the team explored additional applications through scientific research. This led to the identification of LEDs' potential to improve hair thickness, which in turn initiated the development of a hair regrowth helmet.

Once a promising concept is identified, the R&D team will collaborate with suppliers to source new materials and components and they will develop the specifications required for a new product and test the efficacy of the specification to determine whether the product achieves the required results. The R&D team will then progress the design through to the prototype stage. Prototypes are then rigorously tested in-house to validate functionality, safety and efficacy.

Following successful prototype validation, the focus shifts to refining the product's aesthetic design to ensure it aligns with consumer expectations and the Group's brand standards. An example of this is in the production of the Series 2 version of the LED light therapy face mask. The mask went through multiple iterations of design before being released. The Series 2 mask contains 236 LED lights compared to just 132 in Series 1. Additionally, there is an extra wavelength to the LEDs incorporated in the Series 2 mask, being the deep near-infrared (1072nm).

Following completion of trial production runs and completion of the prototype, regulatory applications are made in parallel with testing and finalisations. Following completion of this, consumer testing is undertaken for marketing claims and future product iterations and then the final product is launched.

The Directors believe that it can take two to three years from the initial development of a product to its launch and that this time and required investment represent significant barriers to entry.

In the short to medium term, the Group expects to launch more than 15 new products and range extensions across CurrentBody Skin, ZIIP Beauty and Tria Laser.

In terms of external research into the technologies used within the beauty industry, the Group is currently engaged in a clinical research study in partnership with the University of Manchester's dermatology department to support exploratory research into novel applications of beauty technology, with a focus on addressing high-growth areas like scalp health and skin rejuvenation. This collaboration aims to support the development of future products through robust scientific research. In addition, the Group works working closely with SGS SA, the Switzerland-based provider of inspection, verification, testing and certification services, and Eurofins, one of the market leaders in the support of clinical studies.

Marketing data also plays a pivotal role in identifying high-potential markets, such as emerging economies like India, where demand for premium beauty technology is increasing. With a proven track record of translating consumer insights into commercially successful products, the Directors believe that the Group is well-positioned to develop a competitive position in this rapidly growing market.

#### *Regulatory Excellence and Compliance*

The Group considers regulatory compliance throughout its product development strategy, ensuring that all products meet safety and efficacy standards across global markets.

As at the end of FY24, the Group employed four in-house regulatory specialists, all with medical backgrounds, who are responsible for identifying and managing the regulatory approvals required for product sales across various jurisdictions. These individuals work closely with the Group's R&D team to navigate the complex landscape of international cosmetic and medical device regulations and liaise with local regulatory agencies to obtain detailed information on the specific requirements applicable in each region. The classification of products, whether as medical devices or electrical goods, determines the nature and extent of regulatory approvals required in each market. On

average, the cost of securing the necessary approvals for a product globally is approximately £150,000 and different jurisdictions classify products differently.

The Group's technical team ensures that all products undergo rigorous testing, proper labelling and material compliance, maintaining consumer trust and market access across its international markets, and has significant experience in obtaining approvals from international regulators.

## **GROWTH STRATEGY**

The Group is focused on delivering advanced, effective and user-friendly skin therapy solutions by utilising well-established beauty technologies that meet evolving consumer needs for at-home use.

The Group's growth strategy is anchored in continuous product innovation, investment in driving the awareness of beauty technologies and the Group's brands, strategic channel development and selective market expansion.

### **1 Investing in core beauty technologies and new product development**

The Group's core growth pillar is centred on developing at-home products which utilise the four core and well-established technologies used in the beauty industry: LED, RF, micro current, and laser. These technologies form the foundation of the Group's current product ecosystem and will drive future product development. The Group's approach includes both iterative refinement of existing devices — enhancing efficacy, maintaining high levels of product safety and optimising the user experience — as well as the exploration of new use-cases and product categories within the broader beauty space. The Directors believe that the Group's commitment to R&D ensures that it stays ahead of technological trends while addressing emerging consumer concerns in non-invasive skin care, skin health and skin rejuvenation.

The Directors also expect that, in addition to the Group's CurrentBody Skin brand, the acquisitions of ZIIP Beauty and Tria Laser present significant organic growth opportunities in the near term given recent and imminent flagship product launches.

For example, since the Group re-launched ZIIP Beauty in July 2023 with the ZIIP Halo product, the brand has come to represent approximately 9% of the Group's total sales in FY24.

The Group expects to launch over 15 new products and range extensions across CurrentBody Skin, ZIIP Beauty and Tria Laser in the short to medium term.

### **2 Driving market awareness and penetration**

The Group's success to date has, in part, been due to the investments made into driving awareness of technology within the beauty sector. As awareness has grown in each of the Group's markets, the Group has experienced significant year on year sales growth with highly attractive customer acquisition metrics.

The Group's growing network of KOLs and KOCs plays a critical role in driving awareness of beauty technology, educating consumers on the benefits and efficacy of the Group's products, building and enhancing brand trust and creating advocacy across digital and social platforms. The Group will continue to scale and refresh this network, as it has successfully done since the launch of its own brand in 2019, ensuring representation across target demographics and geographies to reflect its diverse and international customer base.

### **3 Sales channel optimisation**

The Group is focused on expanding its market reach through selective channel diversification and increased brand visibility. Whilst the Group's e-commerce platform is expected to remain the Group's largest sales channel (over 90% of sales in FY24) in the near term, the Group recognises the importance of having a tailored go-to-market strategy for each of its brands.

In FY24, retailer revenue made up 7% of the Group's total revenue. At the end of FY24, the Group signed new retailer distribution agreements with Sam's Club, Walmart, Costco and QVC US for CurrentBody Skin. The Directors believe that there are a number of further retailer opportunities within each of its brands which will compliment the Group's profitable growth ambitions.

#### **4 Strategic inorganic growth**

Although the Group's primary focus remains on the significant organic growth opportunity, the Group is open to strategic opportunities, including potentially in the short term, that align with its vision and enhance its technical or brand capabilities. These may include selective acquisitions that offer complementary technologies, talent or access to new market segments. Any such initiatives will be carefully evaluated for strategic fit and long-term value creation. The Executive Directors have experience in undertaking strategic acquisitions, extracting synergies and embedding businesses into the Group's operating model. In 2022, the Group acquired ZIIP in the US, reconfigured its products and launched the ZIIP Halo product in 2023 with a significant reduction in unit costs. In 2024, the Group acquired the trade and assets of Tria Laser in the US, a leader in laser hair removal technology, and expects to launch Series 2 products under this brand in Q1 2026.

The Directors believe that, together, these pillars position the Group to scale with efficiency and speed, be at the forefront of responsible product and technological innovation within the industry and continue to build global beauty technology brands with enduring consumer loyalty and sustainable growth potential.

#### **INFORMATION TECHNOLOGY**

The Beauty Tech Group utilises a variety of IT solutions, the majority of which are provided by third party vendors, and which management of the Group believes are sufficient for the current and foreseeable requirements of carrying on the Group's business.

The Group has a dedicated in-house technology team, led by Andrew Showman, co-founder and Chief Technology Officer of the Group.

The Group uses third-party software technology to manage transactions on the Group's platforms, as well as third-party solutions for the Group's content management system, customer relationship management, customer service tools and other back-end systems.

The Group's IT infrastructure is 100% cloud-based, with no on-premise servers. Its Shopify Plus e-commerce platform achieved 99.98% uptime in 2024, with real-time system monitoring provided by Shopify and other core SaaS partners. While a short-term outage of a key cloud platform would impact normal operations, this risk is mitigated through the use of industry-leading providers with published SLAs, geographic redundancy and clear incident communication protocols.

In addition, the Group is implementing enhanced cyber resilience measures in 2025, including 24/7 security operations via Arctic Wolf to monitor for potential threats across its cloud environment, in line with NCSC guidance.

The Group's IT systems and platforms are designed to accommodate significantly higher volumes of website traffic, customers and orders. Performance testing is embedded in every development cycle of the order routing system, with routine load and stress tests and the option to run full end-to-end exercises before peak trading periods.

The Group regularly reviews its current systems and potential additional systems to see if they can provide the business with efficiencies and improved practices and capabilities.

#### **Data security**

The Group seeks to use customer data responsibly and has established clear guidelines in connection with data collection, storage and processing. Data is stored securely in line with the legal frameworks of the relevant jurisdiction, with appropriate controls and regular audits. The Group is transparent about its use of data in its privacy policy and other notifications that it provides to customers as necessary. The Group has established processes in place for ensuring that any collection of new data, or the use of data for a new purpose, is done lawfully and in line with customers' expectations.

The Group maintains continuous security oversight through 24/7 managed detection and response (Arctic Wolf). Daily monitoring of alerts across Google Workspace, Shopify, Brightpearl and Dot On is carried out by the central IT team. All company laptops are protected by endpoint security tools, and employees complete regular security-awareness and phishing-simulation training.

## INTELLECTUAL PROPERTY

The Group relies on intellectual property (IP) rights (registered and unregistered) to protect certain aspects of its business.

The Group owns a number of trade marks, patents and registered designs.

The Group also owns and controls accounts across a number of social media channels in order to increase its strong brand presence and effectively engage with consumers online. In addition, it has a significant web presence and maintains an international domain name portfolio.

The Group relies on a combination of trade mark law, copyright law, trade secrets, non-disclosure and confidentiality agreements and provisions in agreements and other measures to establish and protect its proprietary rights to its platforms, products, processes and IP.

The Group actively polices and asserts its IP portfolio and also has processes in place to manage and mitigate the risk of infringement of third-party rights, both in relation to the design process and product names used and developed by the Group.

## PROPERTY

The following table lists the material properties of the Group as of the date of this document:

<b>Name and Location</b>	<b>Type of Facility</b>	<b>Tenure</b>	<b>Lease Expiry</b>	<b>Approximate floor area (square feet)</b>
Suite 3F1, Floor 1 of Block 15 Glasshouse, Alderley Park, Congleton Road, Nether Alderley, Macclesfield, Cheshire	Lease	Leasehold	26 June 2035	16,107
34 London Road, Alderley Edge, SK9 7DZ	Lease	Leasehold	25 July 2034	2,837
Q17 Crossley Road, Heaton Chapel, Stockport	Lease	Leasehold	31 May 2033	16,466
Unit D6, Stanley Green Business Park, Commercial Avenue, Handforth, Cheshire	Lease	Leasehold	8 August 2026	5,000
4648 Interstate Drive, Cincinnati, Ohio 45246	Lease	Leasehold	1 January 2028	13,600
2495 Estand Way, Pleasant Hill, CA 94523	Lease	Leasehold	30 April 2026	12,170
6256 Preston Court Livermore, California, 94551	Lease	Leasehold	31/12/2025	2,938
Block G, Vanke Center Zuhui, Shanghai 200235, China	Lease	Leasehold	15 January 2027	2,105.96

## INSURANCE

The Group maintains insurance policies across its countries of operation covering a range of risks related to its business, including but not limited to product liability, transit risks and certain customary insurance policies as required by local laws. The Group engages an insurance broker to advise on the necessary types and levels of coverage and reviews its coverage with its broker periodically. The Group maintains the types and amounts of insurance coverage that the Directors believe are consistent with customary industry practices in the countries in which the Group operates.

## REGULATORY MATTERS

The Group is subject to the laws and regulations in the jurisdictions in which it operates covering a wide variety of areas and regimes including but not limited to general consumer protection and product safety, cosmetic product regulations including safety and registration, medical devices



regulation, health and safety, environmental, product labelling, quality and safety, product liability, competition, intellectual property, distance selling, electronic contracts and other communications, online payment services, data protection and privacy, export and import controls, anti-corruption legislation, labour laws, unfair and deceptive practices, distribution, advertising, taxation and economic and other trade prohibitions and sanctions.

The Group's products are subject to a range of regulatory regimes in the UK, the EU, the US, Canada, China, Australia and elsewhere concerning general product safety, cosmetics and medical devices. The specific application and requirements of the relevant regulations will vary from product to product and in each jurisdiction. A non-exhaustive overview of the regulatory requirements for beauty technologies and regulatory bodies by geography is set out in the table below:

<b>Geography</b>	<b>Regulatory bodies</b>	<b>Skincare regulatory requirements</b>	<b>Beauty technology regulatory requirements</b>
<b>United States</b>	<ul style="list-style-type: none"> <li>Food and Drug Administration (FDA)</li> <li>Federal Communications Commission (FCC)</li> </ul>	<ul style="list-style-type: none"> <li>Do not currently need FDA pre-market approval before launching a topical cosmetic product</li> </ul>	<ul style="list-style-type: none"> <li>Classified as class II medical devices, requiring closer regulatory scrutiny</li> </ul>
<b>China</b>	<ul style="list-style-type: none"> <li>The National Medical Products Administration (NMPA)</li> </ul>	<ul style="list-style-type: none"> <li>Most cosmetics fall into non-special use cosmetics (non-SUC), with minimal requirements for approval</li> </ul>	<ul style="list-style-type: none"> <li>Combination of electrical classifications and medical devices, requiring closer regulatory scrutiny</li> </ul>
<b>European Union</b>	<ul style="list-style-type: none"> <li>The European Union Medical Device Regulation (EU_MDR)</li> </ul>	<ul style="list-style-type: none"> <li>EC regulations 1223/2009 require CPNP registration, bans on animal testing, but only limited products with scientific complexity are given special regulatory attention</li> </ul>	<ul style="list-style-type: none"> <li>Combination of electrical classifications and medical devices, requiring closer regulatory scrutiny</li> </ul>
<b>United Kingdom</b>	<ul style="list-style-type: none"> <li>UK Conformity Assessed (UKCA)</li> </ul>	<ul style="list-style-type: none"> <li>UK regulation is aligned to EC 1223/2009</li> </ul>	<ul style="list-style-type: none"> <li>N/A – classified as electrical devices</li> </ul>
<b>RoW</b>	<ul style="list-style-type: none"> <li>Canada: Health Canada</li> <li>Australia: Therapeutic Goods Administration (TGA)</li> </ul>	<ul style="list-style-type: none"> <li>Largely do not require extensive regulatory approval beyond standard product testing and clear labelling</li> </ul>	<ul style="list-style-type: none"> <li>Combination of electrical classifications and medical devices, requiring closer regulatory scrutiny</li> </ul>

#### General product safety

The UK product safety regime is governed by a comprehensive framework of legislation designed to ensure that products placed on the market are safe for consumers. The primary legislation in the UK is the General Product Safety Regulations 2005, which require all products to meet a general standard of safety. Sector-specific regulations may also apply, depending on the nature of the products.

Businesses involved in the manufacture, import and sale of products must ensure compliance with applicable safety standards including appropriate testing and risk assessments, ensuring clear instructions and warnings, ensuring products are correctly labelled and maintaining robust systems for product recalls and withdrawals, if necessary. Enforcement is overseen by regulatory authorities such as Trading Standards and the Office for Product Safety and Standards, with penalties for non-compliance including fines and criminal liability in the case of a successful prosecution. Regulatory authorities also have the powers to request that a business recalls or withdraws its products if they are considered to be unsafe.

The Group takes steps to comply with product safety regulations in the UK by ensuring its products meet the relevant legislative principles, that they are conformity assessed (where required) and appropriately labelled with either the UKCA or CE mark (where applicable) and that they include serial numbers which allow for traceability.

## Cosmetics

The key legislation that applies in the UK in relation to placing cosmetic products on the market is Regulation (EC) No 1223/2009 on Cosmetic Products, as amended post-Brexit by the Product Safety and Metrology etc. (Amendment etc.) (EU Exit) Regulations 2019. Companies placing cosmetic products on the UK market must ensure that products are safe for human use and comply with specific requirements, including ingredient restrictions, labelling obligations, and adherence to good manufacturing practices. A responsible person must be established in the UK to ensure compliance (if the manufacturer of the product is based outside the UK), and each product must undergo a safety assessment by a qualified professional and be marked with a UKCA or CE mark (where applicable) before being placed on the market.

Cosmetic products must also be notified to the UK's Office for Product Safety and Standards via the Submit Cosmetic Product Notification (SCPN) portal. Non-compliance may result in enforcement action by Trading Standards, including product recalls or withdrawals, fines, or criminal prosecution.

The Group's products are marketed, packaged and labelled in accordance with applicable cosmetic product regulations, including but not limited to Assimilated Regulation (EC) No 1223/2009 on Cosmetic Products. The Group also takes steps to comply with the requirements of cosmetics regulations in the UK by ensuring that a Product Information File is retained in relation to each of the Group's products and is available for inspection by a relevant enforcement authority. Notifications have also been made to the Office for Product Safety and Standards for the Group's cosmetic products which are available to consumers.

## The position in the EU

Similar regulatory regimes exist in the EU in relation to general product safety, cosmetics and medical devices. Key legislation in the EU relating to these regimes include: (i) Regulation (EU) 2023/988 on general product safety; (ii) Regulation (EC) No 1223/2009; and (iii) Regulation (EU) 2017/745 on medical devices. The Group has an in-house regulatory product compliance team consisting of four employees and one of this team is predominantly focused on medical devices regulations and EU general product safety compliance.

## Consumer marketing regulations

The Group is subject to certain laws and regulations that govern its consumer marketing practices. This includes the Digital Markets, Competition and Consumers Act 2024 (**DMCC**) and the UK Code of Non-broadcast Advertising and Direct & Promotional Marketing (**CAP Code**). As the Group carries on business in the UK, the consumer protection requirements in the DMCC are applicable. The CAP Code will apply to marketing materials that are targeted at UK consumers. There is a further code that governs broadcast advertising, although the Group does not use broadcasting methods to advertise its products. These regulations also apply to marketing materials that are published by third parties on the Group's behalf, for example influencers. The key overarching rules under the DMCC and CAP Code relate to not misleading consumers and ensuring that the marketer is able to substantiate any claims that it makes with documentary evidence. The products that the Group advertises are health and beauty products. Health and beauty claims (amongst other claims, for example green claims) are subject to a higher bar when considering if a claim misleads or if the documentary evidence is sufficient to substantiate it. The Group (with support from its in-house compliance function) has developed processes and controls to ensure that any new product claims which are made are truthful, accurate and fully substantiated with the support of product clinical testing and/or published scientific literature. The type of claims made are also region specific and tailored depending on how the device is regulated in a particular territory or region.

## Data protection regulations

The Group's activities involving the use of personal data (including personal data relating to employees, candidates, customers, suppliers and other business contacts) are subject to data protection and e-privacy laws and regulations. The GDPR and the UK Data Protection Act 2018 (and, post Brexit, the UK GDPR) significantly changed the data protection landscape in the EU and the UK, strengthening the rights of individuals, imposing stricter controls over the processing of personal data, by both controllers and processors of personal data, and imposing stricter sanctions with substantial administrative fines and potential claims for damages from individuals for breach of data protection laws. In addition to the legislation, there is a significant amount of regulator guidance, some of which is statutory, and enforcement activity. The GDPR/the UK GDPR requires the Group to comply with seven key principles, namely: (1) processing must be lawful, fair and

transparent; (2) personal data must be collected for specific, explicit and legitimate purposes and not further processed in a manner incompatible with those purposes; (3) personal data must be adequate, relevant and limited to what is necessary in relation to the purpose of processing; (4) personal data must be accurate and up to date; (5) personal data must not be retained for longer than necessary to achieve the processing purpose; (6) personal data must be appropriately secured and protected against unauthorised or unlawful processing and against accidental loss, destruction or damage; and (7) the Group must be able to demonstrate its compliance with the foregoing principles. Data protection laws also mandate reporting of data breaches (security incidents) to regulators unless the data breach is unlikely to result in any risk (e.g. financial loss or distress or both) to affected individuals whose personal data has been compromised, and to the affected individuals themselves if there is a high risk to them. In addition, individuals have numerous rights under the GDPR/the UK GDPR and they tend to be more aware of them, given updated guidance on the Information Commissioner's Office's (ICO) website (amongst others). There is also a stringent regime where undertaking marketing activities and additional obligations set out under the Privacy and Electronic Communications Regulations 2003 which require processing, in some cases, only where consent is given and, in particular, in relation to the operation of websites, apps and social media sites which involve the use of cookies, pixels or similar express consent requirements. This, together with personalisation and analytics, is a key focus of the ICO and indeed the Competition and Markets Authority, which have both issued a joint statement on online design, and the ICO has commenced a series of enforcement in relation to cookie notices and pop ups.

## EMPLOYEES

The Group places great emphasis on building opportunities and skills for people to learn and grow.

In addition to the two Executive Directors, as at the date of this document, the Group employed over 240 part and full time employees across its functions and markets. Of these, approximately 170 employees are based in the UK, with approximately 40 employees in the US, approximately 20 employees in China and six employees in India. The Group also indirectly engages two employees in Japan, one employee in Australia and one employee in Spain via an employer of record.

The Directors expect the Group's headcount to continue to increase to support its growth ambitions.

The average monthly number of employees (including directors) during the year by segment, calculated on a post-acquisition basis, are presented below:

	Period ended			
	16 months to 31 January 2023	11 months to 31 December 2023	12 months to 31 December 2024	Six-months ended 30 June 2025
The United States	7	17	41	42
The United Kingdom	92	124	146	172
The European Union	—	—	—	—
Asia	—	14	21	20
Rest of World	—	—	—	—

The average monthly number of employees (including directors) during the year across the Group are presented below:

	Period ended			
	16 months to 31 January 2023	11 months to 31 December 2023	12 months to 31 December 2024	Six-months ended 30 June 2025
<b>Total</b>	96	150	209	235

The Group complies with its obligations under Part 1 of the Pensions Act 2008 (automatic enrolment) by enrolling UK eligible employees into the National Employment Savings Trust and paying contributions in line with the statutory minimum.

## **CORPORATE RESPONSIBILITY AND SUSTAINABILITY**

### *Social*

The Group is committed to fostering positive social impact through inclusive practices and engagement. The Group's initiatives focus on promoting diversity and equality and ensuring ethical labour practices across its operations and, where possible, the operations of its partners. The Group aims to empower individuals and contribute to sustainable societal growth, aligning its business objectives with the well-being of its stakeholders.

### *Environment and sustainable practices*

The Group, like many companies, impacts on the environment in a variety of ways. The Group's manufacturers use raw materials which include non-natural products. The Directors regularly look at ways to increase its use of recyclable and recycled materials within its packaging as well as ensuring the Group's products are capable of having a long and useful life. There is currently recycling in place at each of the Group's international offices.

## **CAPITAL ALLOCATION AND DIVIDEND POLICY**

### *Capital allocation policy*

The Group is committed to a disciplined capital allocation strategy that supports its long-term growth objectives while maintaining a strong financial position. Given its strong balance sheet, high cash generation and continued growth ambitions, the Group intends to allocate capital in the following priority order:

#### **1 Organic growth investment**

The Group will prioritise reinvestment in the business to drive sustainable, long-term growth. This includes investment in marketing and customer acquisition, new product development, technology, operational enhancements and infrastructure to support expansion.

#### **2 Capital structure optimisation**

The Group aims to maintain a prudent and efficient balance sheet, enabling capital flexibility. The Group aims to maintain a net cash position at its financial year end.

#### **3 Strategic mergers & acquisitions**

The Group may pursue selective acquisitions that enhance its market position, expand its product offering or technological capabilities or deliver operational synergies. Any acquisitions will be subject to stringent financial and / or strategic criteria to ensure value creation for stakeholders.

#### **4 Return of capital to shareholders**

The Group will review its dividend policy on an ongoing basis to ensure it remains aligned with the Group's growth strategy and market conditions. In the event that the Directors believe the Group has generated excess cash which cannot be utilised in the short or medium term, they will consider a return of value to Shareholders through dividends and/or share buybacks. However, following Admission, the Company does not expect to declare or pay any dividends at this time.

The ability of the Company to pay dividends is dependent on a number of factors and there is no assurance that the Company will pay dividends or, if a dividend is paid, what the amount of such dividend will be.

## PART 3

### DIRECTORS, SENIOR MANAGEMENT AND CORPORATE GOVERNANCE

#### 1 Directors

The business address for each of the Directors is Glasshouse, Block 1s1 Congleton Road, Nether Alderley, Macclesfield, Cheshire, England, SK10 4ZE.

Name	Position	Age	Date appointed to the Group	Date appointed to the Company
Elaine O'Donnell	Independent Non-Executive Chair	55	1 May 2025	23 September 2025
Laurence Newman	Chief Executive Officer	51	29 January 2009	10 September 2025
Sam Glynn	Chief Financial Officer and Chief Operating Officer	37	7 April 2020	10 September 2025
Simon Cooper	Senior Independent Non-Executive Director	53	1 March 2017	23 September 2025
Seonna Anderson	Independent Non-Executive Director	59	1 September 2025	23 September 2025

The management experience and expertise of each of the Directors is set out below.

#### ***Elaine O'Donnell***

Elaine was appointed as a director of Topco on 1 May 2025 and would be appointed as Chair of the Company in advance of Admission. Elaine is a Chartered Accountant with 20 years' experience as a professional services executive and she holds a B.A. (Joint Hons) in Accountancy and Law. Having joined Ernst & Young LLP in 1997, Elaine specialised in Corporate Finance, Mergers and Acquisitions and was a Partner from 2005 until 2012. In her executive career she worked with clients across a wide range of market capitalisations, industry sectors and ownership structures.

Elaine now has a NED portfolio career. She is the Senior Independent Director and Chair of the Audit and Risk Committee for both On the Beach Group plc and The Gym Group plc and Non-Executive Director and Chair of the Audit and Risk Committee for sThree plc. Elaine's previous appointments include Games Workshop plc, where she held various Non-Executive roles including Chair of the Board. Elaine was also a Non-Executive Director and Audit Committee Chair of Studio Retail Group plc and Chair of the Board of Alliance Fund Managers (AFM), a wholly owned subsidiary of MSIF.

#### ***Laurence Newman***

Laurence graduated from Manchester University in Business and began selling professional aesthetic devices. His previous experience includes Marketing Manager for Medical Innovations from 2000 – 2005, Director of Newlands Clinical Trials from 1999 – 2013 and, prior to founding the Group, he was the Sales and Marketing Director at Dr Newmans Clinic. He has over 25 years' experience in the health and beauty industry and set up CurrentBody.com after recognising the growth potential in home use beauty devices.

#### ***Sam Glynn***

Sam joined the Group in 2021 as Chief Financial Officer and Chief Operating Officer. He is an ICAEW Chartered Accountant and brings over a decade of retail finance experience. Sam has overseen the financial and operational strategy of the Group during a period of rapid growth, steering significant milestones such as the acquisitions of Tria Laser and ZIIP Beauty and the Group's dual manufacturing strategy.

#### ***Simon Cooper***

Simon is the founder and former Chief Executive Officer of On the Beach where he transitioned to Founder-Director-NED in June 2023. Simon led the business through its IPO in 2015 and its entry



into the FTSE 250 in 2018. Simon also founded On the Piste Ltd in 1996 and sold the business to TUI in 2008. He is currently the Chair of Nuco Travel (ski and snowboard tour company) and Fearless Adventures. Simon joined the Group in 2017 to assist with the development of strategy and internationalisation of the web platform and now acts as a Non-executive Director.

### **Seonna Anderson**

Seonna has spent the majority of her career at NEXT plc, which she joined as a Finance Manager in 1997. In 2014, Seonna was appointed as Company Secretary to NEXT plc and in 2017 was appointed Central Finance Director & Company Secretary, a role she held until 2023, before returning to the position of Company Secretary in 2024. During her time at NEXT, the company transformed significantly, shifting from having a majority of profits generated by retail stores in 2004 to a majority of profits from UK and International online sales today.

In her various roles at NEXT, Seonna gained extensive experience in corporate governance, financial management and listed company reporting. Specifically, as Central Finance Director & Company Secretary, Seonna was responsible for a broad portfolio, including Group Accounting, Tax, Pensions, Internal Audit, Ethical Auditing (Code of Practice), Insurance and Company Secretariat. Working closely with NEXT's CFO, she was also a leading figure in developing and maintaining NEXT's robust governance framework and external financial and narrative reporting.

Seonna has also played a key role in NEXT's capital markets activity and strategic acquisitions, including NEXT's investment in Reiss and its acquisition of Joules out of administration. From 2023 to 2024, Seonna served as Chief Financial Officer of Joules, where she led the post-acquisition integration of finance and legal functions, helping to restore the brand to profitability and financial stability.

A Fellow of the Chartered Certified Accountants (FCCA), Seonna holds a BA (Hons) in Accounting and Finance from the University of Lancaster.

## **2 Senior Manager**

The following table sets out certain information with respect to the Senior Manager as at the date of this document. The Senior Manager, together with the Executive Directors, is responsible for managing the Group's day to day operations.

The business address for the Senior Manager is Glasshouse, Block 1s1 Congleton Road, Nether Alderley, Macclesfield, Cheshire, England, SK10 4ZE.

<b>Name</b>	<b>Position</b>	<b>Age</b>	<b>Date appointed</b>
Andrew Showman	Chief Technology Officer	45	29 January 2009

The management experience and expertise of the Senior Manager is set out below.

### **Andrew Showman**

Andrew is Chief Technology Officer and co-founded The Beauty Tech Group in 2009 with Laurence Newman. Andrew led the expansion to over 40 localised country-specific websites across three brands and has overseen the Group's technology strategy, international platform development, customer experience and digital product innovation. Andrew is a successful entrepreneur with over 20 years' e-commerce experience. Andrew graduated from the University of Leeds in 2002, where he earned a BSc in Mathematics. He founded UK Digital Cameras in 2002 and grew it into a multimillion-pound business, earning a spot in the Sunday Times Tech Track 100 in 2007.

## **3 Corporate Governance**

The Board is committed to the highest standards of corporate governance. As at the date of this document, the Company is an unlisted company and, as such, is not required to, and does not, comply with the principles and provisions of the UK Corporate Governance Code. In the event of, and following, Admission, other than as noted below, the Company will ensure that it complies, and intends to continue to comply, with the relevant principles and provisions of the UK Corporate Governance Code.

In the event of, and following, Admission, the Company would report to its shareholders on its compliance with the UK Corporate Governance Code in accordance with the UK Listing Rules.

As envisaged by the UK Corporate Governance Code, in the event of, and on or prior to, Admission, the Board would establish four committees: an Audit and Risk Committee, a Remuneration Committee, a Nomination Committee and a Disclosure Committee. If the need should arise, the Board may establish additional committees as appropriate.

The UK Corporate Governance Code recommends that at least half the board of directors of a UK listed company, excluding the chair, should comprise non-executive directors determined by the board of directors to be independent in character and judgement and free from relationships or circumstances which may affect, or could appear to affect, the director's judgement (**Independent Non-Executive Directors**). The Board consists of the Chair, two Independent Non-Executive Directors and the two Executive Directors.

The Company regards all of the Non-Executive Directors as "independent", in each case within the meaning of the UK Corporate Governance Code, and free from any business or other relationship that could materially interfere with the exercise of their independent judgement. However, given that one of the Non-Executive Directors, Simon Cooper, has been a non-executive director of The Beauty Tech Group Limited, one of the UK subsidiaries in Topco's Group, since 1 March 2017 and a non-executive director of Topco since 5 November 2021, he will have served as a non-executive director for nine years in March 2026. As such, the Board intends to keep this under review in the context of the overall Board composition and the provisions of the UK Corporate Governance Code. With this in mind, it is currently expected that an additional independent non-executive director will be added to the Board before March 2026. The Board considers that this is an appropriate plan for an orderly phasing of Board succession, alongside ensuring the right size, experience and composition for the Board of an agile and entrepreneurially led business.

The UK Corporate Governance Code recommends that the board of directors of a UK listed company should appoint one of its Independent Non-Executive Directors to be the senior independent director (**SID**) to provide a sounding board for the chair and to serve as an intermediary for the other directors when necessary. The SID should be available to shareholders if they have concerns which contact through the normal channels of the chair or the executive directors has failed to resolve, or for which such channel of communication is inappropriate. The Company's SID would be Simon Cooper.

The UK Corporate Governance Code further recommends that directors should be subject to annual re-election. The Company intends to comply with this recommendation.

### **Audit and Risk Committee**

The Audit and Risk Committee would assist the Board in discharging its responsibilities with regard to financial reporting, external and internal audits and controls, including reviewing the Company's annual and half-yearly financial statements, making recommendations on the appointment, reappointment and removal of the external auditor, monitoring the independence of the external auditor, reviewing the objectivity and effectiveness of the audit process and reviewing the scope of the audit and non-audit work undertaken by the external auditor.

The terms of reference of the Audit and Risk Committee would cover such issues as membership and the frequency of meetings, as mentioned above, together with requirements for the quorum for and the right to attend meetings, reporting responsibilities and the authority of the Audit and Risk Committee to carry out its duties.

The UK Corporate Governance Code, as it would apply to the Company from Admission, recommends that the Audit and Risk Committee comprises at least two members who are both Independent Non-Executive Directors and includes one member with recent and relevant financial experience. The chair of the Board should not be a member of the Audit and Risk Committee. The Board considers that the Company would, from Admission, comply with the requirement of the UK Corporate Governance Code in that regard.

The Audit and Risk Committee would be made up of a minimum of two members, both of whom would be Independent Non-Executive Directors, and would include one member with recent and relevant financial experience. The Audit and Risk Committee would be chaired by Seonna Anderson.

The Audit and Risk Committee would meet at least four times a year and otherwise as the chair shall require and as requested by the internal or external auditor.

### **Remuneration Committee**

The Remuneration Committee would assist the Board in determining its responsibilities in relation to remuneration, including making recommendations to the Board on the Company's policy on remuneration, determining the individual remuneration packages, including pension rights and any compensation payments of each of the Company's Chief Executive Officer, Chief Financial Officer and Chief Operating Officer, their direct reports including the Chief Technical Officer, the Company Secretary and the chair of the Board and the senior management team. The Remuneration Committee would also be responsible for considering and making recommendations to the Board with regard to the design and targets in relation to share plans and equity incentive plans and reviewing the ongoing appropriateness and relevance of the remuneration policies of the Group.

The terms of reference of the Remuneration Committee would cover such issues as membership and the frequency of meetings, as mentioned above, together with requirements for the quorum for and the right to attend meetings, reporting responsibilities and the authority of the Remuneration Committee to carry out its duties.

The UK Corporate Governance Code, as it would apply to the Company from Admission, recommends that the Remuneration Committee comprises at least two members who are both Independent Non-Executive Directors. The chair of the Board should not be a member of the Remuneration Committee if they were not "independent" on appointment and, in any case, should not chair the Remuneration Committee. The chair of the Remuneration Committee should have served on a remuneration committee for at least 12 months. The Board considers that the Company would, from Admission, comply with the requirement of the UK Corporate Governance Code in that regard.

The Remuneration Committee would be made up of a minimum of two members, both of whom would be Independent Non-Executive Directors. The Remuneration Committee would be chaired by Simon Cooper.

The Remuneration Committee would meet at least three times a year and otherwise as the chair shall require.

### **Nomination Committee**

The Nomination Committee would assist the Board in reviewing the structure, composition and make-up of the Board and any committees of the Board, succession planning, evaluating the balance of skills, experience, independence and knowledge on the Board and leading the process for board appointments and making recommendations to the Board on such matters. It would also be responsible for assisting with any evaluation process to assess the overall and individual performance of the Board and its committees and reviewing the policies on diversity and progress on achieving objectives under those policies.

The terms of reference of the Nomination Committee would cover such issues as membership and the frequency of meetings, as mentioned above, together with requirements for the quorum for and the right to attend meetings, reporting responsibilities and the authority of the Nomination Committee to carry out its duties.

The UK Corporate Governance Code recommends that a majority of the members of the Nomination Committee should be Independent Non-Executive Directors. The Board considers that the Company would, from Admission, comply with the requirement of the UK Corporate Governance Code in that regard.

The Nomination Committee would be made up of a minimum of two members, a majority of whom would be Independent Non-Executive Directors. The Nomination Committee would be chaired by Elaine O'Donnell.

The Nomination Committee would meet at least once per financial year of the Company and otherwise as the chair shall require.

### **Disclosure Committee**

The Board would, from Admission, establish the Disclosure Committee to ensure timely and accurate disclosure of all information that is required to be disclosed to the market to meet the legal and regulatory obligations and requirements arising from the listing of the Company's securities on

the London Stock Exchange, including the Disclosure Guidance and Transparency Rules, the UK Listing Rules and the UK Market Abuse Regulation.

The Disclosure Committee would, with effect from Admission, meet at such times as shall be necessary or appropriate, as determined by the chair of the Disclosure Committee or, in their absence, by any other member of the Disclosure Committee. The Disclosure Committee would need to have at least three members.

The initial members of the Disclosure Committee would be the chair of the Audit and Risk Committee, the Chief Executive Officer, the Chief Financial Officer and Chief Operating Officer and the Company's General Counsel and Company Secretary. The Disclosure Committee would, from Admission, be chaired by Seonna Anderson.

### **Share dealing**

The Company intends to adopt, in the event of and with effect from Admission, a code of securities dealings in relation to the Shares and a policy with respect to entry into transactions with persons related to the Company which would aid compliance with the UK Market Abuse Regulation and would apply to the Directors and other relevant employees of the Company.

## **PART 4**

### **SELECTED FINANCIAL INFORMATION**

*The following review of the Group's financial condition and operating results sets out selected historical financial information for the Group as at and for the financial period ended 31 January 2023, the financial period ended 31 December 2023, the financial year ended 31 December 2024 and the six months ended 30 June 2025, in each case, prepared in accordance with IFRS. The information has been extracted without material adjustment from the Historical Financial Information in section B of Part 6 of this document or the unaudited interim financial information in section C of Part 6 of this document.*

*Additionally, in order to present coterminous financial period ends, certain alternative performance measures have been presented in this Part 4. The financial information for the 12 months to 31 December 2022 and the 12 months to 31 December 2023 is unaudited and has been extracted without material adjustment from the Group's underlying accounting records.*

*The selected historical financial information should be read in conjunction with the information referred to above and in Part 5 and Part 6 of this document. Investors are advised to read the whole of this document and not rely on the information summarised in this Part 4.*



## Consolidated Statement of Profit and Loss and Other Comprehensive Income

	16 month period ended 31 January 2023 £'000 Audited	11 month period ended 31 December 2023 £'000 Audited	Year ended 31 December 2024 £'000 Audited	Six months ended 30 June 2024 £'000 Unaudited	Six months ended 30 June 2025 £'000 Unaudited
<b>Revenue</b>	64,557	68,289	101,124	43,518	55,237
Cost of sales	(40,907)	(34,717)	(43,722)	(20,629)	(21,654)
<b>Gross profit</b>	<b>23,650</b>	<b>33,572</b>	<b>57,402</b>	<b>22,889</b>	<b>33,583</b>
Administrative expenses	(22,138)	(28,141)	(42,463)	(17,469)	(22,447)
Share-based payment expense	(2,188)	(1,095)	(836)	(430)	(582)
Exceptional administrative expenses	(2,250)	(928)	(1,545)	(789)	(1,501)
Other operating income	4	—	23	6	210
<b>Operating (loss)/profit</b>	<b>(2,922)</b>	<b>3,408</b>	<b>12,581</b>	<b>4,207</b>	<b>9,263</b>
Share of profit of joint venture	1,131	133	—	—	—
Fair value gain on remeasurement of joint venture	—	4,287	—	—	—
(Loss)/gain included in fair value on remeasurement of contingent consideration	—	(1,788)	1,135	—	—
Fair value (loss)/gain on foreign exchange forward contracts	—	—	112	(3)	(301)
Finance costs	(7,357)	(6,855)	(8,631)	(4,164)	(3,964)
<b>(Loss)/profit before tax</b>	<b>(9,148)</b>	<b>(815)</b>	<b>5,197</b>	<b>40</b>	<b>4,998</b>
Tax credit/(charge) on loss	58	(669)	(3,447)	(824)	(2,196)
<b>(Loss)/profit for the period/year</b>	<b>(9,090)</b>	<b>(1,484)</b>	<b>1,750</b>	<b>(784)</b>	<b>2,802</b>
<b>Other comprehensive expense:</b>					
Foreign exchange losses	—	(109)	(26)	(41)	83
<b>Other comprehensive income/ (expense), net of tax</b>	<b>—</b>	<b>(109)</b>	<b>(26)</b>	<b>(41)</b>	<b>83</b>
<b>Total comprehensive (loss)/profit for the period/year</b>	<b>(9,090)</b>	<b>(1,593)</b>	<b>1,724</b>	<b>(825)</b>	<b>2,885</b>
<b>Earnings per share</b>					
Basic EPS	(£15.30)	(£2.52)	£2.60	(£1.25)	£4.36

All activities of the Group are from continuing operations. All the profit for the period is attributable to the equity holders of the Company.

All items of other comprehensive income will subsequently be reclassified to profit or loss.

## Consolidated Statement of Financial Position

	31 January 2023 £'000 Audited	31 December 2023 £'000 Audited	31 December 2024 £'000 Audited	30 June 2025 £'000 Unaudited
<b>Assets</b>				
<b>Non-current assets</b>				
Property, plant and equipment	225	628	1,368	2,848
Right-of-use assets	336	1,841	1,822	3,640
Intangible assets	50,986	57,110	53,618	52,867
Investments	700	—	—	—
Deferred tax assets	—	—	284	284
<b>Total non-current assets</b>	<b>52,247</b>	<b>59,579</b>	<b>57,092</b>	<b>59,639</b>
<b>Current assets</b>				
Inventories	10,219	14,024	17,078	22,653
Trade and other receivables	5,647	5,930	16,749	13,943
Cash and cash equivalents	5,740	12,021	14,528	8,593
<b>Total current assets</b>	<b>21,606</b>	<b>31,975</b>	<b>48,355</b>	<b>45,189</b>
<b>Total assets</b>	<b>73,853</b>	<b>91,554</b>	<b>105,447</b>	<b>104,828</b>
<b>Liabilities and Equity</b>				
<b>Current liabilities</b>				
Trade and other payables	13,358	13,743	20,947	12,704
Lease liabilities	144	243	297	347
Tax liability	143	1,307	3,955	2,942
Borrowings	—	4,874	71	5,000
Provisions	—	772	2,155	2,898
<b>Total current liabilities</b>	<b>13,645</b>	<b>20,939</b>	<b>27,425</b>	<b>23,891</b>
<b>Non-current liabilities</b>				
Lease liabilities	254	1,745	1,753	3,636
Borrowings	60,898	66,731	72,825	70,480
Contingent consideration	546	3,406	2,620	2,525
Deferred tax liabilities	4,818	4,307	3,838	3,843
<b>Total non-current liabilities</b>	<b>66,516</b>	<b>76,189</b>	<b>81,036</b>	<b>80,484</b>
<b>Total liabilities</b>	<b>80,161</b>	<b>97,128</b>	<b>108,461</b>	<b>104,375</b>
<b>Net (liabilities)/assets</b>	<b>(6,308)</b>	<b>(5,574)</b>	<b>(3,014)</b>	<b>453</b>

**Consolidated Statement of Financial Position (continued)**

	<b>31 January 2023 £'000 Audited</b>	<b>31 December 2023 £'000 Audited</b>	<b>31 December 2024 £'000 Audited</b>	<b>30 June 2025 £'000 Unaudited</b>
<b>Equity</b>				
Share capital	6	7	7	7
Share premium	588	1,819	1,819	1,819
Foreign currency translation reserve	—	(109)	(135)	(52)
Share-based payment reserve	2,188	3,283	4,119	4,701
Retained earnings	(9,090)	(10,574)	(8,824)	(6,022)
<b>Total (deficit)/equity</b>	<b>(6,308)</b>	<b>(5,574)</b>	<b>(3,014)</b>	<b>453</b>

## Consolidated Statement of Cash Flows

	16 month period ended 31 January 2023 £'000 Audited	11 month period ended 31 December 2023 £'000 Audited	Year ended 31 December 2024 £'000 Audited	Six months ended 30 June 2024 £'000 Unaudited	Six months ended 30 June 2025 £'000 Unaudited
<b>Cash flows from operating activities</b>					
(Loss)/profit for the period/year	(9,090)	(1,484)	1,750	(784)	2,802
<i>Adjustments for:</i>					
Depreciation of property, plant and equipment	91	133	183	92	118
Amortisation of right of use assets	174	301	335	160	256
Amortisation of intangible assets	3,598	3,158	3,849	1,847	2,195
Impairment loss on goodwill	—	1,271	3,600	—	—
Share of results of joint venture	(1,131)	(133)	—	—	—
Fair value gain on remeasurement of joint venture	—	(4,287)	—	—	—
Loss on disposal of intangible assets	5	—	3	—	—
Fair value (loss)/gain on foreign exchange forward contracts	—	—	(112)	3	301
Share-based payment expense	2,188	1,095	836	430	582
Finance costs	7,357	6,855	8,631	4,164	3,964
Foreign exchange loss/(gain)	157	(291)	408	29	881
Interest paid on borrowings	(1,479)	(1,190)	(2,503)	(1,302)	(950)
Taxation	(58)	669	3,447	824	2,196
	1,812	6,097	20,427	5,463	12,345
Increase in inventories	(872)	(1,016)	(3,019)	(1,881)	(6,008)
(Increase)/decrease in trade and other receivables	(4,031)	122	(7,983)	(1,093)	1,490
Increase/(decrease) in trade and other payables	6,933	(31)	6,224	(1,619)	(8,759)
Increase/(decrease) in provisions	—	774	1,381	182	750
<b>Cash generated from / (used in) operations</b>	<b>3,842</b>	<b>5,946</b>	<b>17,030</b>	<b>1,052</b>	<b>(182)</b>
Taxation paid	—	(4)	(1,552)	(193)	(3,208)
<b>Net cash flows from / (used in) operating activities</b>	<b>3,842</b>	<b>5,942</b>	<b>15,478</b>	<b>859</b>	<b>(3,390)</b>
<b>Cash flows from investing activities</b>					
Purchases of property, plant and equipment	(94)	(510)	(919)	(94)	(1,625)
Purchase of intangible assets	(1,978)	(1,974)	(3,952)	(1,594)	(1,662)
Purchase of subsidiary undertaking, net of cash acquired	(29,843)	1,099	—	—	—
Advances to Directors	—	—	(2,750)	(2,750)	—
<b>Net cash used in investing activities</b>	<b>(31,915)</b>	<b>(1,385)</b>	<b>(7,621)</b>	<b>(4,438)</b>	<b>(3,287)</b>
<b>Cash flows from financing activities</b>					
Issue of ordinary shares	594	—	—	—	—
Issue of preference shares	15,836	247	—	—	—
Repayments of lease liabilities	(112)	(216)	(254)	(122)	(123)
Interest paid on lease liabilities	(49)	(174)	(193)	(93)	(158)
Drawdown of bank loans	22,244	—	13,540	4,743	25,000
Proceeds from loan notes	10,235	1,606	—	—	—
Repayment of bank loans	(14,778)	(33)	(18,035)	(6,095)	(12,838)
Repayment of loan notes	—	—	—	—	(9,258)
Repayment of preference shares	—	—	—	—	(1,000)
<b>Net cash flows from/(used in) financing activities</b>	<b>33,970</b>	<b>1,430</b>	<b>(4,942)</b>	<b>(1,567)</b>	<b>1,623</b>

	16 month period ended 31 January 2023 £'000 Audited	11 month period ended 31 December 2023 £'000 Audited	Year ended 31 December 2024 £'000 Audited	Six months ended 30 June 2024 £'000 Unaudited	Six months ended 30 June 2025 £'000 Unaudited
Net (decrease)/increase in cash and cash equivalents	5,897	5,987	2,915	(5,146)	(5,054)
Cash and cash equivalents at beginning of year/period	—	5,740	12,021	12,021	14,528
Foreign exchange (losses)/gains	(157)	294	(408)	(29)	(881)
Cash and cash equivalents at end of year/period	<u>5,740</u>	<u>12,021</u>	<u>14,528</u>	<u>6,846</u>	<u>8,593</u>

### Alternative Performance Measures

As the Historical Financial Information does not provide for coterminous financial period ends or consistent time periods within each financial year, to assist recipients of this document in comparing the Group's historical financial performance on a coterminous financial period basis, certain alternative performance measures have been presented in this document, asset out below.

£'000	Year ended 31 December 2022 Unaudited	Year ended 31 December 2023 Unaudited	Year ended 31 December 2024 Audited
Revenue	50,834	73,443	101,124
EBITDA*	2,286	10,200	18,195
Adjusted EBITDA*	4,867	11,500	22,929
EBIT*	(1,350)	6,851	13,828

\*Non IFRS measures which are unaudited

The financial information for the 12 months to 31 December 2022 and the 12 months to 31 December 2023 is unaudited and has been extracted without material adjustment from the Group's underlying accounting records. The financial information for the 12 months to 31 December 2024 has been extracted without material adjustment from the Historical Financial Information in section B of Part 6 of this document.



## PART 5

### OPERATING AND FINANCIAL REVIEW

*This Part 5 should be read in conjunction with the section of this document headed “Presentation of Financial and Other Information” and with Part 1, Part 2 and Part 6 of this document. Unless stated otherwise, the financial information considered in this Part 5 is extracted from the Historical Financial Information in section B of Part 6 of this document or the unaudited interim financial information in section C of Part 6 of this document or, in respect of information for the year ended 31 December 2022 and the year ended 31 December 2023, from the Group’s underlying accounting records.*

*The following discussion of the Group’s results of operations and financial condition contains forward-looking statements. The Group’s actual results could differ materially from those that it discusses in those forward-looking statements. Factors that could cause or contribute to such differences include those discussed below and elsewhere in this document, particularly under the section of this document headed “Risk Factors” and in paragraph 12 of the section headed “Presentation of Financial and Other Information”. In addition, certain industry issues also affect the Group’s results of operations and are described in Part 1 of this document.*

#### 1 Overview

The Beauty Tech Group is a global leader in the rapidly growing at-home beauty technology market. The Group encompasses three distinct, innovative and premium beauty technology brands – CurrentBody Skin, ZIIP Beauty and Tria Laser – under which it develops, manufactures and retails AHBDs using aesthetic technologies which have been used in professional clinics for decades. The Group retails its products in the UK and internationally via its D2C e-commerce channels and via selected international retailers.

Founded as CurrentBody.com Ltd in 2009, by Chief Executive Officer, Laurence Newman and Chief Technology Officer, Andrew Showman, selling third-party AHBDs, the Group now sells exclusively own-brand product under its three distinct and premium brands.

As a proportion of the Group’s sales, own-brand products represented 47% of sales in FY22 and have grown to represent 87% in FY24 and 100% in H1 FY25. This growth has been driven predominantly by the CurrentBody Skin brand as it is the Group’s most mature brand.

To better reflect its expanded focus as an own-brand only retailer with a diverse portfolio of beauty technology brands offering products in every established beauty technology, in April 2024, the business rebranded as The Beauty Tech Group.

The Group adopts a tailored go-to-market strategy for its three distinct brands. This strategy aligns with the underlying technology and consumer behaviour associated with each brand:

#### **CurrentBody Skin**

The Group’s CurrentBody Skin brand is primarily focused on D2C online channels, leveraging strong digital customer engagement, and driven by the need to drive awareness of LED light therapy and radio frequency technology within the market – which consumers typically discover online. With increasing awareness of the technology, the Directors expect to see growth in retailer channels, with selected partners, for CurrentBody Skin.

#### **ZIIP Beauty**

ZIIP Beauty, which integrates both device and consumable use, expects to follow a more hybrid model; selling both online, through its international local-language websites and through premium beauty retailer partners, given that the micro current technology sitting within ZIIP Beauty’s products acts as a skincare booster, enhancing absorption and efficacy of topical products.

#### **Tria Laser**

Given the existing awareness and acceptance of hair removal technology in the market, Tria Laser, the Group’s laser hair removal device, will be primarily focused on high-volume retailer partnerships to position the brand’s laser technology as a more effective solution to existing, readily available,

IPL-based solutions. The brand also operates 12 Tria e-commerce platforms tailored to various international markets.

The Directors believe that this differentiated approach allows the Group to maximise reach, brand visibility and commercial performance across its three distinct brands.

The Directors believe that, by having a strong online, D2C strategy, particularly for CurrentBody Skin and ZIIP, it is better able to capture and leverage key sales and marketing data to support future marketing initiatives, new product development and further optimise the Group's manufacturing and distribution processes.

The Group's international expansion has been a key growth driver for the Group and, via its international e-commerce sales channels, the Group's products are now available in over 90 countries worldwide. For FY24, the US and Canada accounted for 37% of the Group's revenue, the EU (excluding Ireland) 23%, the UK and Ireland 22%, Asia 14% and the Rest of the World 4%.

In FY24, the Group reported net revenue of £101.1 million, adjusted EBITDA of £22.9 million and profit before taxation of £5.2 million. Reflective of the scalability of the Group's operating platform, the Group moving towards selling exclusively own-brand products and the rapid growth of the beauty technology market, between FY22 and FY24, the Group's own-brand revenue and adjusted EBITDA grew at a CAGR of 73.6% and 92.9% respectively.

The Group's co-founder and Chief Executive, Laurence Newman, has more than 25 years' experience in the beauty technology industry, including in e-commerce, retailer, business internationalisation and manufacturing. Sam Glynn, Chief Financial Officer and Chief Operating Officer, has significant experience across financial functions, international retail and manufacturing within the health and wellness and beauty industries.

The Executive Directors are also supported by a highly experienced non-executive board as well as a senior leadership team, which includes Andrew Showman, the Group's co-founder and Chief Technology Officer, Paddy Clare (commercial / performance marketing), Kat Myer (marketing), Charlotte Waller (retailer partnerships), Ellis Bradbury (products), Emily Wrenshall (supply chain and operations) and Emily Buckwell (communications) as well as the Group's 200+ employees.

## **2 Current trading and outlook**

### **Current trading**

In the six months to 30 June 2025, the Group reported revenue of £55.2 million, adjusted EBITDA of £13.9 million and a profit before taxation of £5.0 million. This represented growth on the six-month period to 30 June 2024 of 27%, 85% and 12,395% respectively.

In line with the Group's diverse geographic revenue mix, the Group continued to see strong trading across the US, the UK and the EU in H1 2025.

Looking ahead, management are encouraged by the continued international growth opportunity for each of the Group's brands, including the Q1 2026 launch of the Tria 4X Hair Removal Laser device into the global hair removal market, the launch of the Tria SmoothBeauty™ Laser and the forthcoming launches of new beauty technology products from both CurrentBody Skin and ZIIP Beauty.

Additionally, the Group continues to be excited about the retailer channel opportunity for each of the three brands in accordance with their tailored routes to market.

To further support the Group's diversified, international operations and supply chain, the Group's LED light therapy products have recently commenced manufacture at a new facility in India, in addition to the existing facility in China.

The Group has continued to trade well in the early part of H2 FY25 and the Board believes that the Group is well positioned ahead of the important Q4 trading period.

### **Outlook**

At a Group level, The Beauty Tech Group expects revenue for FY25 to comprise own-brand sales only and currently anticipates that this will result in growth in average order values on FY24 of between 15% and 20%. Retail sales as a percentage of Group sales are expected to be broadly consistent with FY24.

For the CurrentBody Skin brand, the Directors currently expect low double digit order volume growth in FY25. With the Group strategically stopping the sale of lower margin third party products at the end of FY24. In the medium term, at a Group level, the Directors expect D2C sales to be the core driver of growth across its brands, with CurrentBody Skin's current high growth rate declining over time as the business scales and with ZIIP maintaining its percentage of Group revenue. Whilst new products are expected to be launched under the Tria brand in Q1 2026, the Directors currently anticipate more meaningful sales from this brand beyond the short to medium term.

In terms of sales channel mix in the medium term, the Directors anticipate a steady expansion in retail sales, predominantly via ZIIP Beauty, with retail sales for CurrentBody Skin maturing at around 3% to 5% of Group sales.

The Group expects to deliver a gross profit margin in line with H1 25 in the short to medium term.

The Group expects wage and salary costs to increase from approximately 6.5% of sales to 8% in FY25 and to between 8% and 10% in the medium term. This reflects strategic hiring to support the growth of the Group's brands. Whilst this is expected to impact margins in the near-term, the Group anticipates improved efficiency and operating leverage as revenues grow in the medium to longer term.

Marketing costs as a percentage of sales are expected to remain flat as a percentage of Group sales in the short to medium term (approximately 17% of Group sales in FY24).

Reflecting the conversion of loan notes and preference shares into ordinary shares from Admission and the use of net proceeds from any initial public offering (IPO) to pay down the Group's bank loans, the Group does not expect material finance costs following Admission. Furthermore, the Group expects any interest income beyond FY25 to be dependent on the cash balance and prevailing interest rate environment at the time.

From a tax perspective, the Group anticipates a tax rate broadly in line with the UK corporate tax rate, with a higher effective rate for FY25 relating to transaction/IPO expenses and disallowable interest costs which are not expected to re-occur post IPO.

The Group's capex spend in FY24 represented approximately 3.8% of Group sales (excluding acquisitions). The Group is anticipating its new, enlarged office space and CurrentBody Skin: The Clinic to add approximately £2m to its fixed asset spend in FY25. The Group expects total annual depreciation and amortisation to remain broadly flat as a percentage of Group sales. Additionally, the Group's net working capital (calculated as inventory and receivables less payables) as a percentage of sales is expected to remain broadly flat.

### 3 Key factors affecting the Group's results of operations

This section discusses key factors that the Directors believe have had a material effect on the Group's results of operations and financial condition during the periods under review, as well as those that are reasonably likely to have a material effect on its results of operations and financial condition in the future.

#### Sales performance

Sales performance is a critical driver of the Group's results of operations, influenced by customer demand, market trends and pricing strategies. The Group has a strong track record of consistent annual growth in sales having achieved positive sales growth in each of the past three financial years.

£'000	16 months to 31 January 2023 Audited	11 months to 31 December 2023 Audited	12 months to 31 December 2024 Audited	6 months to 30 June 2024 Unaudited	6 months to 30 June 2025 Unaudited
Revenue	64,557	68,289	101,124	43,518	55,237

As the Historical Financial Information does not provide for coterminous financial period ends or consistent time periods within each financial year, to assist recipients of this document in comparing the Group's revenue and revenue growth on a coterminous financial period basis, the below information has been included. The revenue for the 12 months to 31 December 2022 and the 12 months to 31 December 2023 is unaudited and has been extracted without material adjustment

from the Group's underlying accounting records. The revenue for the 12 months to 31 December 2024 has been extracted without material adjustment from the Historical Financial Information in section B of Part 6 of this document.

<b>£'000</b>	<b>Year ended 31 December 2022 Unaudited</b>	<b>Year ended 31 December 2023 Unaudited</b>	<b>Year ended 31 December 2024 Audited</b>
Revenue	50,834	73,443	101,124
% growth		44.5%	37.7%

#### *Growth in own-brand sales*

Over the period under review, there has been a strategic focus by the Group's management on premiumisation through the Group's own-brand products and bringing new products and technologies to market, supported by a marketing strategy focused on influencers and increasing consumer understanding of the Group's products and technologies within them.

The Group's revenue is primarily derived from the online sale of AHBD products, with a significant and growing portion attributable to own-brand products over the period under review. The launch of own-brand AHBD products under the Group's CurrentBody Skin brand has been a significant driver of revenue and EBITDA growth during the period under review.

The overall proportion of own-brand sales as a percentage of total revenue has increased over the period under review, reflecting successful brand-building and marketing initiatives within, primarily, the CurrentBody Skin brand given the relatively recent acquisitions of ZIIP Beauty and Tria Laser and the recent and forthcoming re-launch of products under those two brands. Own-brand sales accounted for approximately 87% of total revenue in FY24, up from approximately 47% in FY22. In H1 FY25, own-brand sales accounted for 100% of total revenue, reflecting the successful execution of the Group's strategy to become an exclusively own-brand beauty technology group. With the Group's own-brand AHBD products benefiting from higher gross margins compared to third-party products due to greater control over pricing, production and branding, this shift has positively impacted the Group's profitability.

As the brand with the most evolved product-set out of the Group's three brands, for FY24, CurrentBody Skin represented 78% of the Group's total sales. However, with ZIIP Beauty and Tria Laser products only recently re-launched, CurrentBody Skin's proportion of overall Group sales is expected to dilute over time as ZIIP Beauty and Tria Laser grow.

Over the period under review, the Group's sales have been driven by website traffic, conversion rates, order volumes and average order values. Growth in these metrics has been supported by targeted marketing campaigns, investment into the user experience on the Group's e-commerce platforms and an expanding customer base.

The Group has been able to increase its average unit prices over the period covered by the historical financial information in Part 6 of this document as a result of new product developments combined with increased awareness and demand more generally. For example, the Series 1 face mask retailed at £249 in 2020 with the Series 2 face mask currently retailing at £399.99. Despite this price increase, the Group has seen increased demand and order volumes, particularly for its Series 2 face mask.

For the 12 months to 31 December 2024, total D2C order volumes grew by approximately 25,000, when compared to the 12 months to 31 December 2023, to approximately 369,000. The majority of this growth came from the CurrentBody Skin brand which represented approximately 63% of D2C order volumes in FY24 (approximately 41% in the 12 months to 31 December 2023) but also from ZIIP Beauty which represented approximately 18% (approximately 10% in the 12 months to 31 December 2023) with the balance coming from third party volumes which were strategically reduced significantly year on year.

Linked to this volume growth and supported by the Group's focus on own-brand sales, the Group saw its average order value increase from £223 in the 12 months to 31 December 2022 to £276 in FY24 across its D2C sales, which has helped to drive Group sales growth and profit margins.

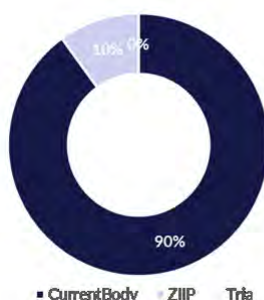
The Group's retail revenue increased in late FY24 (total retail sales of £5.4 million in FY24) following agreements with three major US retailers to distribute the Group's CurrentBody Skin LED

products. As set out in Part 2 of this document, with ZIIP Beauty's and Tria Laser's distinct routes to market, the Group expects the proportion of retail sales as a proportion of the Group's total sales to increase. Whilst the Group is taking a measured and disciplined approach to further retail expansion, retail revenue is expected to remain broadly flat year-on-year, with medium-term growth potential as the Group continues to execute on its strategy.

#### *Sales mix by brand*

The Beauty Tech Group's own-brand product ranges are split across three brands: CurrentBody Skin, ZIIP Beauty and Tria Laser. Each brand comprises differently priced products. Changes in product mix could impact revenues generated by the Group.

Noting that the assets of Tria Laser was not acquired by the Group until H2 FY24 and with no new products launched since, the FY24 revenue split by brand (excluding third-party sales) was as follows:



#### *Third party sales*

During the period under review, the Group sold third-party products through its e-commerce platforms. However, in early FY24, the Group made the decision to cease the purchase of third-party products as management believed it was incongruent with the Group's premium own-brand strategy and the margins on those products were lower than own-brand products. By 31 December 2024, the Group had sold or written off its remaining third-party inventory. The contribution to revenue of third-party products decreased as a percentage of revenue to 13% in FY24 from 53% in FY22.

#### *Geographical sales mix*

The table below sets out the Group's sales by geography and includes sales from own-brand products, third-party products and own-brand products sold to retail.

#### **Total Sales by Geography**

£'000	16 months to 31 January 2023 Audited	11 months to 31 December 2023 Audited	12 months to 31 December 2024 Audited	6 months to 30 June 2024 Unaudited	6 months to 30 June 2025 Unaudited
<b>Revenue</b>	<b>64,557</b>	<b>68,289</b>	<b>101,124</b>	<b>43,518</b>	<b>55,237</b>
% growth		5.8%	48.1%	–	26.9%
— US and Canada	17,301	20,377	37,217	14,944	24,079
% growth		17.8%	82.6%	–	61.1%
— UK and Ireland	14,634	12,081	22,679	10,012	10,977
% growth		(17.4)%	87.7%	–	9.6%
— Rest of Europe	10,756	11,816	22,925	9,816	11,791
% growth		9.9%	94.0%	–	20.1%
— Asia	17,010	20,702	13,779	6,812	6,118
% growth		21.7%	(33.4)%	–	(10.2)%
— Rest of World	4,856	3,312	4,525	1,934	2,272
% growth		(31.8)%	36.6%	–	17.5%



The table below sets out the Group's sales by geography, as per the table above, but excludes third-party sales which, as noted above, are no longer sold by the Group. This information is unaudited and has been extracted without material adjustment from the Group's underlying accounting records.

### Own-brand Sales by Geography

£'000	16 months to 31 January 2023 Unaudited	11 months to 31 December 2023 Unaudited	12 months to 31 December 2024 Unaudited	6 months to 30 June 2024 Unaudited	6 months to 30 June 2025 Unaudited
<b>Own-brand Revenue</b>	<b>30,632</b>	<b>46,397</b>	<b>88,052</b>	<b>35,930</b>	<b>55,199</b>
% growth		51.5%	89.8%	–	53.6%
— US and Canada	7,513	13,538	33,180	12,778	24,067
% growth		80.2%	145.1%	–	88.3%
— UK and Ireland	4,882	6,458	18,803	7,837	10,966
% growth		(32.3)%	191.2%	–	39.9%
— Rest of Europe	3,922	6,102	19,016	7,418	11,778
% growth		55.6%	211.6%	–	58.8%
— Asia	13,455	18,731	13,056	6,362	6,116
% growth		39.2%	(30.3)%	–	(3.9)%
— Rest of World	859	1,567	3,997	1,535	2,272
% growth		82.4%	155.0%	–	48.0%

The Group's international expansion has been a key growth driver for the Group and, via its international e-commerce sales channels, the Group's products are now available in over 90 countries worldwide.

The Group has a diverse geographic revenue mix to reflect its global market presence, with significant sales across the US, the UK, the EU and Asia. The sales seen from those international revenue streams demonstrate both the Group's resilience and the international appeal of both the Group's brands and beauty technology as an industry. Having a diverse geographic revenue mix also helps the Group mitigate risks from regional economic fluctuations whilst allowing it to capitalise on the market opportunity.

The US and Canada was the Group's highest revenue generating region in FY22 and FY24, with sales increasing by 83% in FY24. Despite this strong growth, the region's share of total Group revenue remained stable year on year, as other markets experienced similarly robust growth. The UK and the EU also emerged as key sales contributors, each delivering year on year growth rates comparable to or exceeding those of the US.

Revenue from Asia, largely via the Group's subsidiary, CBT, declined in FY24, predominantly due to the more challenging economic and consumer backdrop in China, though the region return to growth in H1 2025. The Board considers that the Group's continued overall growth demonstrates the benefits of its geographic diversification.

To assist recipients of this document in comparing the Group's geographical sales mix on a coterminous financial period basis, the table below sets out the Group's sales by geography and includes sales from own-brand products, third-party products and own-brand products sold to retail.

The financial information for the 12 months to 31 December 2022 and the 12 months to 31 December 2023 is unaudited and has been extracted without material adjustment from the Group's underlying accounting records. The financial information for the 12 months to 31 December 2024 has been calculated from information extracted from the Historical Financial Information in section B of Part 6 of this document.

## Total Sales by Geography - coterminous financial period basis

£'000	12 months to 31 December 2022 Unaudited	12 months to 31 December 2023 Unaudited	12 months to 31 December 2024 Audited
<b>Revenue</b>	<b>50,834</b>	<b>73,443</b>	<b>101,124</b>
% growth		44.5%	37.7%
— US and Canada	13,523	21,856	37,236
% growth		61.6%	70.4%
— UK and Ireland	10,795	13,263	22,674
% growth		22.9%	71.0%
— Rest of Europe	7,966	12,703	22,926
% growth		59.5%	80.5%
— Asia	14,759	22,050	13,763
% growth		49.4%	(37.6)%
— Rest of World	3,791	3,570	4,525
% growth		(5.8)%	(26.8)%

The table below sets out the Group's sales by geography, as per the table above, but excludes third-party sales which, as noted above, are no longer sold by the Group. This information is unaudited and has been extracted without material adjustment from the Group's underlying accounting records.

## Own-brand Sales by Geography – coterminous financial period basis

£'000	12 months to 31 December 2022 Unaudited	12 months to 31 December 2023 Unaudited	12 months to 31 December 2024 Audited
<b>Own-brand Revenue</b>	<b>24,429</b>	<b>49,380</b>	<b>88,052</b>
% growth		102.1%	78.3%
— US and Canada	6,499	14,695	33,199
% growth		126.1%	125.9%
— UK and Ireland	5,188	8,918	18,799
% growth		71.9%	110.8%
— Rest of Europe	3,828	8,541	19,017
% growth		123.1%	122.7%
— Asia	7,093	14,826	13,040
% growth		109.0%	(12.0)%
— Rest of World	1,822	2,400	3,997
% growth		31.8%	66.5%

As set out above, own-brand revenue has grown strongly across the US and Canada (126% in the 12 months to 31 December 2024), the UK and Ireland (111% in the 12 months to 31 December 2024), the Rest of Europe (123% in the 12 months to 31 December 2024) and the Rest of World (67% in the 12 months to 31 December 2024).

Additionally, for the six months to 30 June 2025, own-brand revenue grew 88% in the US and Canada, 40% in the UK and Ireland, 59% in the Rest of Europe and 48% in the Rest of World.

The Group faces emerging risks due to recently imposed tariffs on imports into the US. Whilst the final outcome of this geopolitical event remains uncertain, there is a risk that it could have a detrimental impact on the Group's trading in the region. Given the Group's geographic diversification of sales and the robust margins on own-brand products, the Group is currently proposing to absorb those tariffs into its cost base and not look to increase the prices of its products, though the Group has a strong track record of increasing prices, particularly on newly launched products.

## New own-brand product development

New own-brand product development is a cornerstone of the Group's growth strategy, enabling it to maximise sales opportunities as the number of use cases for the core technologies used within the beauty sector increases and in order to maintain its competitive edge. The Group makes notable investment in research, design and innovation to expand its product portfolio. Additionally, a significant majority of the Group's own-brand products require regulatory approval in the jurisdictions in which they are sold which can take considerable time and expense but providing an attractive and robust barrier to entry into the market. The Group has significant experience in launching new products into international markets and sees this as a competitive strength.

- **Investment in research, design, clinical trials and innovation:** Expenditure on new product development, including research, design, prototyping, testing and clinical trials, is a notable component of the Group's operating costs. The Group estimates that external costs alone can range from £200,000 to £250,000 to bring a new own-brand product to market with regulatory approvals, again providing a barrier to entry into the market. Internal resource and investment costs can be significant too. These investments have driven the successful September 2024 launch of the CurrentBody Skin Series 2 LED light therapy mask, the August 2023 launch of the blue LED light therapy mask and the November 2022 launch of the CurrentBody Skin LED Hair Growth Helmet, among many others, which have contributed to revenue diversification, growth and enhanced brand appeal. More recently, the Group has launched AHBD products under its ZIIP Beauty brands and expects to launch Series 2 versions of its Tria Laser products in Q1 2026. Given the timing of the ZIIP product launches its performance is not fully reflected in the period under review.
- **Time to market and scalability:** The Group's ability to continually develop and launch effective new products is critical to capturing the significant market opportunity. However, delays in product development, unsuccessful clinical trials or product launches or prolonged regulatory approval processes could adversely impact revenue and profitability. The Group mitigates those risks through a disciplined product development process, regular market testing and KOC and KOL feedback.

## Seasonality of the Group's sales

Historically, the Group's sales have exhibited seasonal trends, with monthly sales in November and December experiencing sales rates which are higher than the average sales rate in other months. This is driven by major global shopping events like Black Friday and Cyber Monday as well it being the lead up to Christmas. Additionally, Singles Day in November, which is especially popular in Asia, can be a further boost to sales in this period.

For H1 FY24, sales represented approximately 43% of FY24 total sales.

For H1 FY24, adjusted EBITDA represented approximately 33% of FY24 adjusted EBITDA. This slightly lower H1 weighting reflects the fixed costs within the business spread across the financial year and the H2 weighting of sales.

## Input material prices and cost of freight

The Group's cost structure is influenced by input material prices and the cost of freight, which are critical components of the cost of goods sold (**COGS**) for its products and impact the Group's gross margins and overall profitability.

- **Input material prices:** The Group's products require FDA level quality components, including electronic parts, sensors, batteries and specialised materials (e.g. medical-grade plastics or silicone). The prices of those inputs are subject to volatility due to factors such as commodity market fluctuations, supply chain constraints and geopolitical events. The Group mitigates those risks through bulk purchasing and diversification of sourcing regions. Additionally, the Group's focus on own-brand products allows for greater control over production processes, enabling cost optimisation through design efficiencies and material substitution where feasible.
- **Cost of freight:** As an international online retailer, the Group incurs significant freight and logistics costs to transport raw materials to manufacturing facilities and finished products to warehouses and customers. Freight costs are influenced by global air and shipping rates, fuel prices and third-party logistics provider charges. During the period under review, freight costs

rose in FY23 due to global supply chain disruptions, which temporarily pressured gross margins. Those freight costs subsequently reversed but the Group has nevertheless implemented strategies to manage freight costs, including consolidating freight and partnering with reliable logistics providers to secure competitive rates. However, disruptions such as airport / port congestion or fuel price spikes remain a risk to cost stability. The Group utilises a combination of air freight and sea freight.

- **Impact on profitability:** Fluctuations in input material prices and freight costs directly affect the Group's gross margin and operating profitability. The Group focuses on operational efficiencies, such as lean inventory management and more localised sourcing where possible, to reduce exposure to cost volatility. Through its new product development programme and the launch of more technically advanced products, the Group is also able to put up prices, particularly with the launch of new products, as it has done over the review period without impacting sales growth.

### Variable marketing costs

Marketing expenditure is a pivotal driver of the Group's sales performance and market penetration. The Group invests significantly in marketing to build brand awareness, drive customer acquisition and increase market penetration. The Group uses a multi-channel marketing strategy that includes influencers, KOCs, KOLs, digital advertising, publisher partnerships and brand investment.

- **Influencers, KOCs and KOLs:** The Group collaborates with influencers, KOCs and KOLs, including doctors, dermatologists, aestheticians and beauty experts, who provide authoritative validation of each of the brands' products, technologies and efficacy, primarily through platforms like YouTube. In FY24, the Group utilised nearly 2,700 influencers, KOCs and KOLs. Expenditure on influencers, KOCs and KOLs includes fixed fees (where payments are made directly to influencers for promoting the Group's products), product gifting (the cost of providing complimentary products to influencers) and sales commissions (a variable commission paid on each sale generated using an influencer's unique discount (typically a 10% discount but this does increase for short periods of time during key promotional events) code) and, together, those represented a majority of the Group's variable marketing expenditure in FY24. The Group carefully selects influencers based on audience alignment and engagement metrics to maximise return on investment (**ROI**).
- **Digital advertising:** The Group allocates marketing spend to digital channels, such as pay-per-click (**PPC**) advertising and search engine optimisation and marketing. Those efforts are aimed at positioning the Group's brands prominently among top search results for relevant product-related queries. The Group monitors key performance indicators such as customer acquisition cost (**CAC**) and return on advertising spend (**ROAS**) to optimise marketing spend efficiency.
- **Publisher partnerships:** The Group partners with beauty and lifestyle publishers, including online magazines and blogs, to feature its products through editorial content, reviews and advertorials. Those partnerships enhance brand visibility and provide third-party validation, which is particularly effective in building consumer trust in the AHBD category. Costs associated with publisher partnerships vary based on the scale and reach of the media outlets.
- **Direct brand investment:** To establish itself as a premium brand in the AHBD market, the Group invests in brand-building activities, including high-quality content creation (e.g. video tutorials and product demonstrations), social media engagement and public relations campaigns. Those initiatives aim to foster long-term customer loyalty and differentiate the Group's products in the market. While brand investment entails higher upfront costs, it contributes to sustained awareness and customer retention over time.
- **Marketing efficiency and challenges:** The Group's marketing strategy is data-driven, with a focus on optimising spend across channels to achieve strong ROI. However, rising competition for digital advertising space and increasing influencer costs have driven higher marketing expenses in recent periods. The Group mitigates these pressures by leveraging data analytics to refine targeting and prioritising high-impact channels.

- The balance of the Group's variable marketing spend in FY24 included costs associated with PR agency costs, commissions and marketing on specific platforms to target specific customer groups.

### **Operational efficiency and capital expenditure**

The Group has a dual manufacturing strategy which de-risks its manufacturing base and will allow for each brand's products to be manufactured in more than one geographic location. The Group's CurrentBody Skin (LED and RF technologies) branded product were sourced from across Asia and manufactured in China and India under an exclusive, joint venture, manufacturing agreement with a third party based in China. The manufacturing facility is run by this third party solely for the Group.

The Group's relationship with this manufacturer began in April 2021. The Group has its own employed staff who help operate this facility and ensure quality control. The Group employees at the facility also actively work with the third party to identify component suppliers.

In August 2025, the Group commenced the manufacture of CurrentBody Skin LED products in India, at a facility operated by the same Chinese partner. This provides the Group with significant manufacturing diversification. The Group has invested directly into the Indian manufacturing site and is expected to incur approximately \$336,000 of capital expenditure in FY25. Given the significant level of manufacturing input required at the facility, it is expected that products manufactured there will dictate that India is the country of origin and therefore be subject to Indian origin of goods tariffs.

On behalf of ZIIP Beauty and Tria Laser, the Group sources components from across Asia and, in the case of ZIIP Beauty, North America too.

The manufacturing facility for the ZIIP products has historically been in California, US – at a facility acquired as part of the Group's acquisition of ZIIP Inc. In FY25, the Group, via a third party, set up a manufacturing facility in China so that products can be co-manufactured. It is intended that US made ZIIP products would be sold to US customers and the China facility will sell to the rest of the world.

Given the high-level technical specifications of Tria Laser's technologies, the business has its own engineers who create product prototypes and specifications in California, US. The brand's products are then manufactured in Thailand by a third party, US-listed, specialist medical device manufacturer. The Group will seek to extend this relationship into another country where this partner operates or seek alternative manufacturing partners for Tria Laser as the brand scales.

The Group's products are distributed from seven warehouses, located across the United States, UK, the EU, Asia and Australia. In the US and the UK, the Group operates its own warehousing and fulfilment with a third-party logistics provider fulfilling orders across the EU, Asia and Australasia from their own warehouses. The Group engages multiple third-party logistics providers, enabling the Group to transport products or components between its international distribution facilities and provide the Group with cost and capacity flexibility.

As it has done in the UK and the US, as the Group grows sales in a particular region, it aims to adopt an in-house approach to warehousing and fulfilment. The Group's products are typically shipped to its warehouses using air freight rather than sea freight to facilitate delivery speed and avoid reliance on global shipping markets which can be subject to pricing volatility. Products are then typically delivered to customers 'in territory' resulting in shorter delivery timeframes.

Any loss of operational efficiency, for example manufacturing efficiency, or any loss in capacity which could cause delays in distribution, could have an adverse effect on the Group's results of operations. The Group manages its operational activities by monitoring performance across a range of measures, taking remedial action where needed and identifying strategies to improve efficiency over time.

Over the period under review, the Group has invested into its manufacturing capability and capacity across all of the technologies used within its products. The Directors believe that the Group has the capacity to support its long-term growth ambitions.



### **Foreign exchange rates**

Whilst the Group's financial statements are expressed in pounds sterling, the Group trades in a number of different currencies, but primarily US Dollars, pounds sterling and Euros. The Group's supply chain is predominantly settled in US Dollars and therefore changes in US Dollars rates are the most sensitive to the Group's performance. The Directors consider that the Group is naturally hedged through sales in US Dollars, pounds sterling and Euros covering costs that the Group incurs in those currencies.

In an attempt to reduce the impact of currency fluctuations and the volatility of returns that may result from the Group's currency exposure, the Group does and may continue to seek to hedge its short-term and medium-term currency risks with a combination of short-term currency purchased options, interest-bearing deposits in the currency in which expenses are expected to be incurred and foreign exchange currency forward contracts. There can be no assurance that such hedging will be fully effective or beneficial in protecting the Group from adverse foreign currency exchange rate movements. Therefore, the Group's financial results could be adversely affected by changes in foreign currency exchange rates.

### **Macroeconomic conditions**

As a consumer-focused business, the Group relies on consumer discretionary spending and thus the Group's revenue and results of operations are also influenced by macroeconomic conditions. Adverse developments in macroeconomic conditions which result in the lower availability of credit, higher interest rates and tax rates, increased unemployment, higher consumer debt levels, lower consumer confidence, lower wage and salary levels or inflation, or the public perception that any of these may occur, could impact the level of demand for the Group's products as well as average order values. The Directors believe that the Group has demonstrated credible resilience during periods of downturn, seeing continued growth in its own-brand products as well as sustained product margins.

## **4 Key performance indicators**

The Directors consider that the following items are the key indicators (**KPIs**) of the Group's financial and operational performance. These KPIs are used by the Group to help evaluate growth trends, establish budgets and assess operational performance and efficiencies.

- Revenue (at a Group level and across certain geographic regions)
- Gross profit
- Adjusted EBITDA
- Free cash flow
- Net cash flow
- Net cash
- Cash and cash equivalents

£'000	16 months to 31 Jan 2023 Audited	11 months to 31 Dec 2023 Audited	12 months to 31 Dec 2024 Audited	6 months to 30 June 2024 Unaudited	6 months to 30 June 2025 Unaudited
Revenue					
— US and Canada	17,301	20,377	37,217	14,944	24,079
— UK and Ireland	14,634	12,081	22,679	10,012	10,977
— Rest of Europe	10,756	11,816	22,925	9,816	11,791
— Asia	17,010	20,703	13,778	6,812	6,118
— Rest of World	4,856	3,312	4,525	1,934	2,272
<b>Total</b>	<b>64,557</b>	<b>68,289</b>	<b>101,124</b>	<b>43,518</b>	<b>55,237</b>
Gross profit	23,650	33,572	57,402	22,889	33,583
Adjusted EBITDA (unaudited)	6,510	10,427	22,929	7,525	13,915
Free cash flow (unaudited)	4,989	4,040	11,912	(58)	(3,599)
Net increase in cash	5,897	5,987	2,915	(5,146)	(5,054)
	<b>As at 31 Jan 2023 Audited</b>	<b>As at 31 December 2023 Audited</b>	<b>As at 31 December 2024 Audited</b>	<b>As at 30 June 2024 Unaudited</b>	<b>As at 30 June 2025 Unaudited</b>
Cash and cash equivalents	5,740	12,021	14,528	6,846	8,593

These KPIs are explained in more detail on pages 29 to 30 of this document. Other than adjusted EBITDA and free cash flow, each of these KPIs is calculated under IFRS. Going forwards, the Directors will also consider Net Cash (considered as cash and cash equivalents and borrowings under IFRS (excluding IFRS 16 lease liabilities)) as a KPI. For the period covered by the historical financial information in Part 6 of this document, Net Cash is distorted by the presence of bank loans, loan notes and preference shares on the balance sheet and so has not historically been a KPI.

Adjusted EBITDA and free cash flow, as defined and presented in this document, may not be comparable to similarly titled measures presented by other companies as there are no generally accepted principles governing the calculation of this measure and criteria on which this measure is based can vary from company to company. Even though adjusted EBITDA and free cash flow are used by management to assess the Group's financial results and these types of measures are commonly used by investors, they have important limitations as analytical tools, and investors should not consider them in isolation or as substitutes for analysis of the Group's position or results as reported under IFRS.

## 5 Description of key income statement line items

### Revenue

The Group is required to apportion revenue earned from customers to performance obligations and determine the appropriate timing method of revenue recognition using the 5-step model. Under IFRS 15, revenue is recognised once control of the promised goods or service is transferred to the customer and when the performance obligations have been satisfied.

All of the Group's revenue, which excludes value added tax and is shown net of any discounts allowed, represents the value of services provided by the Group from its principal activity, being the online retailing and wholesale distribution of beauty devices.

In the case of goods sold through online retailing where the customer has opted for delivery or click and collect, revenue is recognised when the performance obligation of transferring the goods to the customer has been satisfied, which is at a point in time when control of the goods has transferred to the customer. This is generally when the customer has taken undisputed delivery of the goods. There is limited judgement needed in identifying the point control passes; once physical delivery of the products to the agreed location has occurred, the Group no longer has physical possession, usually will have a present right to payment and retains none of the significant risks and rewards of the goods in question. Transactions are settled by advance payment via credit card, debit card or credit account.

In the case of goods sold to other businesses via wholesale distribution channels, revenue is recognised when the Group has satisfied the performance obligation of transferring the goods to the customer upon delivery. Payment terms are generally 30-60 days with no right of return.

The Group's product revenue is based on fixed price contracts and therefore the amount of revenue to be earned from each contract is determined by reference to those fixed prices. Therefore, there is no judgement involved in allocating the contract price to each unit as there is a fixed unit price for each product sold.

The goods sold by the Group include warranties and a returns policy, which require the Group to either replace, mend or accept the return of a defective product if the goods fail to comply with agreed-upon specifications. In accordance with IFRS 15, such warranties and returns are not accounted for as separate performance obligations, and hence no revenue is allocated to them. Instead, a provision is made for the costs of satisfying the warranties and processing returns in accordance with IAS 37.

### **Cost of sales**

Cost of sales consists of the direct costs associated with the production, carriage and warehousing of the Group's products. The principal elements of cost of sales are:

- product costs, which include materials, packaging and sub-contractors (being costs related to purchases of externally produced products);
- import duty;
- staff costs relating to production and warehouse employees; and
- carriage in and carriage out costs (relating to arranging for the delivery of raw materials and finished goods to the Group's premises and the delivery of finished goods to the end customer).

### **Administrative expenses**

Administrative expenses consist of the costs not already captured within cost of sales and includes administrative expenses (including any exceptional administrative expenses), executive, marketing and sales staff costs and related costs; rates and utilities relating to the Group's sites; professional fees; certain research and development expenses; online marketplace fees; advertising costs that are not required to be deducted from revenue; and insurance and travel costs. Depreciation, amortisation, losses on disposal of intangible fixed assets and any impairments are also reflected within administrative expenses. The majority of the Group's depreciation and amortisation can typically be attributed to brand and product amortisation as well as website development costs.

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the end of the reporting period. All differences are taken to the statement of profit or loss (within administrative expenses).

### **Finance costs**

Finance costs consist of interest charged on bank loans, loan notes, preference shares and lease liabilities and are charged to the Consolidated Statement of Profit and Loss and Other Comprehensive Income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Finance costs also reflect the unwinding of discount on contingent consideration linked to the Group's acquisition of ZIIP Inc.

### **Taxation**

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity, respectively.

The current tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Group operates and generates taxable income.

Deferred tax assets and liabilities are recognised where the carrying amount of an asset or liability in the Consolidated Statement of Financial Position differs from its tax base, except for differences arising on:

- the initial recognition of goodwill;
- the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting or taxable profit; and
- investments in subsidiaries and joint arrangements where the Group is able to control the timing of the reversal of the difference and it is probable that the difference will not reverse in the foreseeable future.

Recognition of deferred tax assets is restricted to those instances where it is probable that taxable profit will be available against which the difference can be utilised.

The amount of the asset or liability is determined using tax rates that have been enacted or substantively enacted by the reporting date and are expected to apply when the deferred tax liabilities are settled.

When there is uncertainty concerning the Group's filing position regarding the tax bases of assets or liabilities, the taxability of certain transactions or other tax-related assumptions, then the Group:

- considers whether uncertain tax treatments should be considered separately, or together as a group, based on which approach provides better predictions of the resolution; and
- determines if it is probable that the tax authorities will accept the uncertain tax treatment; and if it is not probable that the uncertain tax treatment will be accepted, measure the tax uncertainty based on the most likely amount or expected value, depending on whichever method better predicts the resolution of the uncertainty. This measurement is required to be based on the assumption that each of the tax authorities will examine amounts they have a right to examine and have full knowledge of all related information when making those examinations.

Deferred tax assets and liabilities are offset when the Group has a legally enforceable right to offset current tax assets and liabilities, and the deferred tax assets and liabilities relate to taxes levied by the same tax authority on either:

- the same taxable group company, or
- different Group entities which intend either to settle current tax assets and liabilities on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

### **Foreign currency transactions and balances**

Transactions entered into by Group entities in a currency other than the currency of the primary economic environment in which they operate (their functional currency) are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the reporting date. Exchange differences arising on the retranslation of unsettled monetary assets and liabilities are recognised immediately in profit or loss, except for foreign currency borrowings qualifying as a hedge of a net investment in a foreign operation, in which case exchange differences are recognised in other comprehensive income and accumulated in the foreign exchange reserve along with the exchange differences arising on the retranslation of the foreign operation.

Exchange gains and losses arising on the retranslation of monetary financial assets are treated as a separate component of the change in fair value and recognised in profit or loss. Exchange gains and losses on non-monetary OCI financial assets form part of the overall gain or loss in other comprehensive income recognised in respect of that financial instrument.

On consolidation, the results of overseas operations are translated into GBP at exchange rates approximating to those ruling when the transactions took place (average rates for the period are used where appropriate). All assets and liabilities of overseas operations are translated at the exchange rate ruling at the reporting date, except for goodwill and fair value adjustments arising on the acquisition of those operations, which are translated at the exchange rates prevailing at the date of acquisition. Exchange differences arising on translating the opening net assets at opening rates and the results of overseas operations at actual rates are recognised in other comprehensive income and accumulated in the foreign exchange reserve.

Exchange differences recognised in profit or loss in Group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the overseas operation concerned are reclassified to other comprehensive income and accumulated in the foreign exchange reserve on consolidation.

## 6 Results of operations

The table below presents the Group's results of operations for the periods indicated and has been extracted without material adjustment from the Historical Financial Information set out in section B of Part 6 of this document or the interim financial information set out in section C of Part 6 of this document.

£'000	16 months to 31 January 2023 Audited	11 months to 31 December 2023 Audited	12 months to 31 December 2024 Audited	6 months to 30 June 2024 Unaudited	6 months to 30 June 2025 Unaudited
<b>Revenue</b>	<b>64,557</b>	<b>68,289</b>	<b>101,124</b>	<b>43,518</b>	<b>55,237</b>
Cost of sales	(40,907)	(34,717)	(43,722)	(20,629)	(21,654)
<b>Gross profit</b>	<b>23,650</b>	<b>33,572</b>	<b>57,402</b>	<b>22,889</b>	<b>33,583</b>
Administrative expenses	(22,138)	(28,141)	(42,463)	(17,469)	(22,447)
Share-based payment expense	(2,188)	(1,095)	(836)	(430)	(582)
Exceptional administrative expenses	(2,250)	(928)	(1,545)	(789)	(1,501)
Other operating income	4	—	23	6	210
<b>Operating (loss)/profit</b>	<b>(2,922)</b>	<b>3,408</b>	<b>12,581</b>	<b>4,207</b>	<b>9,263</b>
Share of profit of joint venture	1,131	133	—	(3)	(301)
Fair value gain on remeasurement of joint venture	—	4,287	—	—	—
Loss included in fair value on remeasurement of contingent consideration	—	(1,788)	1,135	—	—
Fair value gain on foreign exchange forward contracts	—	—	112	—	—
Finance costs	(7,357)	(6,855)	(8,631)	(4,164)	(3,964)
<b>(Loss)/profit before taxation</b>	<b>(9,148)</b>	<b>(815)</b>	<b>5,197</b>	<b>40</b>	<b>4,998</b>
Tax credit/(charge) on loss	58	(669)	(3,447)	(824)	(2,196)
<b>(Loss)/profit for the period/year</b>	<b>(9,090)</b>	<b>(1,484)</b>	<b>1,750</b>	<b>(784)</b>	<b>2,802</b>
<b>Other comprehensive expense:</b>					
Foreign exchange losses	—	(109)	(26)	(41)	83
<b>Other comprehensive expense, net of tax</b>	<b>—</b>	<b>(109)</b>	<b>(26)</b>	<b>(41)</b>	<b>83</b>
<b>Total comprehensive loss/profit for the period/year</b>	<b>(9,090)</b>	<b>(1,593)</b>	<b>1,724</b>	<b>(825)</b>	<b>2,885</b>

### Results of operations for the six months ended 30 June 2025 compared to the six months ended 30 June 2024

#### Revenue

Revenue increased by £11.7 million to £55.2 million in H1 FY25, compared to £43.5 million in H1 FY24. This growth was principally driven by continued momentum in the Group's CurrentBody Skin



brand, supported by both an increase in the volume of higher-value own-brand units sold and a favourable shift in product mix away from lower-margin third-party sales. Notably, H1 FY24 included £7.6 million of third-party product revenue, while H1 FY25 included effectively none, meaning the Group added £19.3 million of own-brand revenue period-on-period. As a result, own-brand revenue now accounts for 100% of sales, significantly enhancing average selling prices, average order values and gross margin performance.

CurrentBody Skin's LED products are the most mature technology for the Group and they were the key driver in growth over the period with the increase being a result of greater product offerings (specifically the Series 2 red LED light therapy mask which launched in September 2024), price increases and rise in demand across all key geographies, particularly in the US and Canada which saw sales grow by £9.1 million. Overall CurrentBody Skin sales increased by approximately 56% (£17.5 million) to £49.1 million in H1 FY25.

The Group's sales growth was further enhanced by the acquisition of ZIIP Inc. in April 2022 and the launch and growth of the ZIIP Halo device in June 2023. The growth was driven by an increase in the number of units sold over the period. ZIIP sales increased by approximately 25% (£1.1 million) to £5.5 million in H1 FY25.

### **Cost of sales**

Cost of sales increased by £1.0 million in the period, from £20.6 million in H1 FY24 to £21.7 million in H1 FY25. This was principally a result of H1 FY25 mix of sales being entirely own brand (H1 FY24 third party sales were £7.6m), which has higher selling price and lower cost of sales.

### **Gross profit**

The Group's gross profit increased by £10.7 million in the period, from £22.9 million in H1 FY24 to £33.6 million in H1 FY25. This was predominantly due to a significant change in the sales mix between higher margin own brand sales (both increasing) versus third-party sales (decreasing) as well as new own-brand CurrentBody Skin LED products (specifically the Series 2 red LED light therapy mask which launched in September 2024) at higher margins being released.

In addition, products sold under the ZIIP Beauty brand increased gross profit in H1 FY25 following its redesign using more readily available inputs which reduced the average cost.

CurrentBody Skin gross profit increased by £9.8 million from £19.8 million in H1 FY24 to £29.7 million in H1 FY25. ZIIP Beauty gross profit increased by £1.0 million from £2.6 million in H1 FY23 to £3.6 million in H1 FY24.

### **Administrative expenses**

During the period, administrative expenses increased by £5.0 million, from £17.5 million in H1 FY24 to £22.5 million in H1 FY25. This was principally a result of (1) variable marketing spend in the year which grew in line with sales and (2) an increase in headcount, as the Group invested into staff to support the significant growth of the business.

### **Exceptional administrative expenses**

Exceptional administrative expenses increased by £0.7 million, from £0.8 million in H1 FY24 to £1.5 million in H1 FY25. This was principally a result of deal fees relating to corporate actions including IPO costs.

### **Operating profit**

The Group's operating profit increased by £5.1 million in the period, from £4.2 million in H1 FY24 to £9.3 million in H1 FY25. This was principally a result of continued growth in revenue and higher margin own-brand sales, including sales of the Series 2 red LED light therapy mask which launched in September 2024.

### **Finance costs**

The Group's finance costs decreased by £0.2 million, from £4.2 million in H1 FY24 to £4.0 million in H1 FY25. This was principally a result of reduced usage of the Group's working capital facility in H1 FY25.

## Taxation

Taxation for the Group increased by £1.4 million in the period, from £0.8 million in H1 FY24 to £2.2 million in H1 FY25. This higher tax amount was principally a result of increased profit and represents the best estimate of the average annual effective tax rate expected to apply for FY25, applied to the pre-tax income of H1 FY25.

## Total comprehensive profit

The Group's total comprehensive profit for the period increased by £3.7 million, from £(0.8) million in H1 FY24 to £2.9 million in H1 FY25. This was principally due to increased sales combined with a greater weighting of own-brand, higher margin sales in the period which drove an improved profit.

## EBITDA/Adjusted EBITDA

The Group calculates EBITDA and adjusted EBITDA for H1 FY24 and H1 FY25 as follows:

£'000	6 months to 30 June 2024	6 months to 30 June 2025
Profit before tax	40	4,998
Finance costs	4,164	3,964
Depreciation of property, plant and equipment	92	118
Amortisation of right of use assets	160	256
Amortisation of intangible assets	1,847	2,195
<b>EBITDA</b>	<b>6,303</b>	<b>11,531</b>
Fair value gain on foreign exchange forward contracts	3	301
Exceptional administrative expenses	789	1,501
Share-based payments	430	582
<b>Adjusted EBITDA</b>	<b>7,525</b>	<b>13,915</b>

The Group's adjusted EBITDA for H1 FY25 increased by £6.4 million, from £7.5 million in H1 FY24 to £13.9 million in H1 FY25. This was principally due to increased sales combined with a greater weighting of higher margin own-brand sales in the period, including the Series 2 red LED light therapy mask which launched in September 2024, which drove increased profits.

## Results of operations for FY24 compared to FY23

### Revenue

Revenue increased by £32.8 million in the period, to £101.1 million in FY24 from £68.3 million in FY23. This was principally driven by the Group's CurrentBody Skin brand sales growth which can be attributed to both an increase in the number of higher value, own brand, units sold and the mix of products moving away from lower value, third-party unit sales to higher value, own brand products, thereby increasing the average selling price and order value of products sold. CurrentBody Skin brand sales increased by approximately 95% (£38.5 million) in FY24, the vast majority of which was from D2C sales.

CurrentBody Skin's LED products are the most mature technology for the Group and they were the key driver in growth over the period with the increase being a result of greater product offerings, price increases and rise in demand. In September 2023, the price of the LED Series 1 mask was increased to £299.99 from £279.99 and in September 2024, the LED Series 2 mask was launched with a higher sales price (£399.99). The new product and price increase of the LED mask had a significant influence in revenue growth within own-brand products.

Revenue growth within the LED product category in FY24 was driven not only by the redevelopment of existing products, such as the launch of the Series 2 LED mask, but also by the introduction of new product innovations within the LED technology category. Notably, the Blue LED Light therapy product which launched in August 2023. Those new product introductions had a full-year impact in FY24, contributing to the overall revenue increase.

In addition to the success of new launches, the broader LED product range under the CurrentBody Skin brand experienced revenue growth across all products during the period.

The Group's sales growth was further enhanced by the acquisition of ZIIP Inc. Sales under the ZIIP Beauty brand increased by approximately 55% (£3.2 million) in FY24 to £9.0 million. FY24 benefited from a full 12 months' trading of the ZIIP Halo which launched in June 2023. The growth was driven by an increase in the number of units sold.

Retail revenue increased in late FY24 following agreements with three major US wholesalers (Sam's Club, Costco and QVC USA) to distribute its own-brand LED products, primarily the Series 1 Red LED light therapy mask. Retail revenue is captured in the CurrentBody Skin sales figures mentioned above.

Whilst management made the decision to cease the purchase of third-party products in early FY24, the Group continued to sell third-party products during FY24. This amounted to £13.1 million for FY24. Third party revenue is not expected to reoccur going forwards.

The increase also reflects the 12 month trading period in FY24 when compared with the 11 month trading period in FY23.

#### *Alternative performance measures – revenue*

	Year ended 31 December 2023 Unaudited	Year ended 31 December 2024 Audited
<b>£'000</b>		
Revenue	73,443	101,124
Growth %	44.5%	37.7%

The Group's revenue in the 12 month period to 31 December 2024 increased by £27.7 million, from £73.4 million in the 12 month period to 31 December 2023 to £101.1 million in the 12 month period to 31 December 2024. This was principally due to the same reasons as for FY23 to FY24 as set out above.

#### **Cost of sales**

Cost of sales increased by £9.0 million in the period, from £34.7 million in FY23 to £43.7 million in FY24. This was principally a result of continued growth in revenue and the associated costs of these sales including the production, storage, distribution, duty and any returns of the Group's products. The increase also reflects the 12 month trading period in FY24 when compared with the 11 month trading period in FY23.

#### **Gross profit**

The Group's gross profit increased by £23.8 million in the period, from £33.6 million in FY23 to £57.4 million in FY24. This was predominantly due to a significant change in the sales mix between higher margin own brand sales and retail sales (both increasing) versus third-party sales (decreasing) as well as new own-brand Current Body Skin LED products at higher margins being released. The increase also reflects the 12 month trading period in FY24 when compared with the 11 month trading period in FY23.

In addition, products sold under the ZIIP Beauty brand increased gross profit in FY24. The key driver of this improvement was the redesign of pre-acquisition product offerings as management were able to redesign the micro current device (launched as the ZIIP Halo) using more readily available inputs, reducing the average cost.

CurrentBody Skin gross profit increased by £23.9 million from £26.3 million in FY23 to £50.3 million in FY24. ZIIP Beauty gross profit increased by £2.4 million from £3.0 million in FY23 to £5.3 million in FY24.

#### **Administrative expenses**

During the period, administrative expenses increased by £14.3 million, from £28.1 million in FY23 to £42.5 million in FY24. This was principally a result of (1) an increase in headcount, as the Group required more staff to support the significant growth of the business, (2) an increase in the cost of inventories recognised as an expense, (3) an increase in office and rent costs and (4) third party e-

commerce transaction costs linked to sales volume growth. The increase also reflects impairment losses on goodwill linked to the Group's CBT subsidiary in China, costs relating to travel, website expenses and research and development expenses.

The increase also reflects the 12 month trading period in FY24 when compared with the 11 month trading period in FY23.

#### **Exceptional administrative expenses**

Exceptional administrative expenses increased by £0.6 million, from £0.9 million in FY23 to £1.5 million in FY24. This was principally a result of deal fees relating to corporate actions.

#### **Operating profit**

The Group's operating profit increased by £9.2 million in the period, from £3.4 million in FY23 to £12.6 million in FY24. This was principally a result of continued growth in revenue and higher margin own-brand sales. The increase also reflects the 12 month trading period in FY24 when compared with the 11 month trading period in FY23.

#### **Finance costs**

The Group's finance costs increased by £1.8 million, from £6.9 million in FY23 to £8.6 million in FY24. This was principally a result of accrued interest costs on the Group's bank loans, loan notes and preference shares.

The increase also reflects the 12 month trading period in FY24 when compared with the 11 month trading period in FY23.

#### **Taxation**

Taxation for the Group increased by £2.8 million in the period, from £0.7 million in FY23 to £3.4 million in FY24. This higher tax amount was principally a result of increased profit and an increase in expenses not deductible for tax purposes. The tax as a percentage of profit before tax increased due to an increase in the effective corporation tax rate from 23.94% for FY23 to 25.0%.

On 1 April 2023, the main rate of corporation tax increased to 25% from the previous rate of 19%. The tax rate applied of 23.94% during the 11 month period ended 31 December 2023 represents a blended rate to account for the two rates which were in effect throughout the period. The increase also reflects the 12 month trading period in FY24 when compared with the 11 month trading period in FY23.

#### **Total comprehensive profit**

The Group's total comprehensive profit for the period/year increased by £3.3 million, from £(1.6) million in FY23 to £1.7 million in FY24. This was principally due to increased sales combined with a greater weighting of own-brand, higher margin sales in the period which drove an improved profit.

The increase also reflects the 12 month trading period in FY24 when compared with the 11 month trading period in FY23.

### EBITDA/Adjusted EBITDA

The Group calculates EBITDA and adjusted EBITDA for FY23 and FY24 as follows:

£'000	11 months to 31 December 2023	12 months to 31 December 2024
(Loss)/profit before tax	(815)	5,197
Finance costs	6,855	8,631
Depreciation of property, plant and equipment	133	183
Amortisation of right of use assets	301	335
Amortisation of intangible assets	3,158	3,849
<b>EBITDA</b>	<b>9,632</b>	<b>18,195</b>
Fair value gain on remeasurement of joint venture	(4,287)	—
Gain/(loss) included in fair value on remeasurement of contingent consideration	1,788	(1,135)
Fair value gain on foreign exchange forward contracts	—	(112)
Exceptional administrative expenses	928	1,545
Impairment loss on goodwill	1,271	3,600
Share-based payments	1,095	836
<b>Adjusted EBITDA</b>	<b>10,427</b>	<b>22,929</b>

The Group's adjusted EBITDA for FY24 increased by £12.5 million, from £10.4 million in FY23 to £22.9 million in FY24. This was principally due to increased sales combined with a greater weighting of own-brand, higher margin sales in the period which drove increased profits.

### Alternative performance measures – EBITDA/Adjusted EBITDA

£'000	Year ended 31 December 2023 Unaudited	Year ended 31 December 2024 Unaudited
EBITDA	10,200	18,195
Growth %	346.21%	78.38%
Adjusted EBITDA	11,500	22,929
Growth %	136.30%	99.38%

The Group's adjusted EBITDA in the 12 month period to 31 December 2024 increased by £11.4 million, from £11.5 million in the 12 month period to 31 December 2023 to £22.9 million in the 12 month period to 31 December 2024. This was principally due to the same operating reasons as for FY23 to FY24 as set out above.

### Results of operations for FY23 compared to FY22

#### Revenue

Revenue increased by £3.7 million in the period, to £68.3 million in FY23 from £64.6 million in FY22. This was principally driven by the Group's CurrentBody Skin brand sales growth which can be attributed to both an increase in the number of higher value, own brand, units sold and the mix of products moving away from lower value, third party unit sales to higher value, own brand products thereby increasing the average selling price and order value of products sold. The size of the increase also reflects the 11 month trading period in FY23 when compared with the 16 month trading period in FY22. CurrentBody Skin brand sales increased by approximately 46% (£12.7 million) to £40.6 million in FY23.

CurrentBody Skin's LED products are the most mature technology for the Group and they were the key driver in growth over the period with the increase being a result of greater product offerings, price increases and rise in demand.

The Group's sales growth was further enhanced by the acquisition of ZIIP Inc. in April 2022 and the launch of the ZIIP Halo device in June 2023. ZIIP sales increased by approximately 111% (£3.1 million) to £5.8 million in FY23.



Third-party sales decreased by approximately 35% (£12.0 million) to £21.9 million in FY23 as the Group looked to focus on growth in own-brand sales.

#### *Alternative performance measures – Revenue*

	Year ended 31 December 2022 Unaudited	Year ended 31 December 2023 Unaudited
<b>£'000</b>		
Revenue	50,834	73,443
Growth %	—	44.5%

The Group's revenue in the 12 month period to 31 December 2023 increased by £22.6 million, from £50.8 million in the 12 month period to 31 December 2022 to £73.4 million in the 12 month period to 31 December 2024. This was principally due to the same operating reasons as for FY22 to FY23 as set out above.

#### **Cost of sales**

Cost of sales decreased by £6.2 million in the period, from £40.9 million in FY22 to £34.7 million in FY23. This was principally a result of FY22 representing a 16 month trading period and FY23 representing an 11 month trading period as well as an increase in own brand sales which had a higher selling price and lower cost of sales versus third-party sale.

#### **Gross profit**

The Group's gross profit increased by £9.9 million in the period, from £23.7 million in FY22 to £33.6 million in FY23. This was predominantly due to a change in the sales mix between higher margin own brand sales (increasing) versus third-party sales (decreasing) as well as new own-brand Current Body Skin LED products at higher margins being released. This increase was despite FY22 representing a 16 month trading period and FY23 representing an 11 month trading period.

#### **Administrative expenses**

During the period, administrative expenses increased by £6.0 million, from £22.1 million in FY22 to £28.1 million in FY23. This was principally a result of (1) an increase in headcount, as the Group required more staff to support the significant growth of the business, (2) an increase in office and rent costs and (2) third party e-commerce transaction costs linked to sales volume growth. The increase also reflects costs relating to travel, website expenses and research and development expenses. The size of the increase reflects the significant growth in the Group despite representing a 16 month trading period and FY23 representing an 11 month trading period. The cost of inventories recognised as an expense decreased by £6.2 million predominantly as a result of these different length trading periods.

#### **Exceptional administrative expenses**

During the period, exceptional administrative expenses decreased by £1.3 million, from £2.3 million in FY22 to £0.9 million in FY23. This was principally a result of higher transaction related professional fees in FY22 linked to the acquisition of ZIIP Inc. and other corporate events. This decrease also reflects FY22 representing a 16 month trading period and FY23 representing an 11 month trading period.

#### **Operating profit**

The Group's operating profit increased by £6.3 million in the period, from a £2.9 million loss in FY22 to a £3.4 million profit in FY23. This was principally a result of continued growth in revenue and higher margin own-brand sales. This size of the increase also reflects the significant growth in the Group despite FY22 representing a 16 month trading period and FY23 representing an 11 month trading period.

## Finance costs

The Group's finance costs decreased by £0.5 million in the period, from £7.4 million in FY22 to £6.9 million in FY23. This was principally a result of FY22 representing a 16 month trading period and FY23 representing an 11 month trading period and the accrued interest on bank loans, loan notes and preference shares in those periods.

## Taxation

The Group's taxation changed from a credit of £0.06 million in FY22 to a tax charge of £0.7 million in FY23. This was principally a result of the Group generating higher taxable income in FY23 despite FY22 representing a 16 month trading period and FY23 representing an 11 month trading period. For FY22 the effective tax rate was 19% and for FY23 this was 23.94%. On 1 April 2023, the main rate of corporation tax increased to 25% from the previous rate of 19%. The tax rate applied of 23.94% during the 11 month period ended 31 December 2023 represents a blended rate to account for the two rates which were in effect throughout the period.

## Total comprehensive loss/profit

The Group's total comprehensive loss for the year improved by £7.5 million, from a loss of £9.1 million in FY22 to a loss of £1.6 million in FY23. This was principally due to increased sales combined with a greater weighting of own-brand, higher margin sales in the period which drove improved profitability. The size of the increase reflects the significant growth in the Group despite FY22 representing a 16 month trading period and FY23 representing an 11 month trading period.

## EBITDA/Adjusted EBITDA

The Group calculates EBITDA and adjusted EBITDA for FY22 and FY23 as follows:

	16 months to 31 January 2023	11 months to 31 December 2023
(Loss) before tax	(9,148)	(815)
Finance costs	7,357	6,855
Depreciation of property, plant and equipment	91	133
Amortisation of right of use assets	174	301
Amortisation of intangible assets	3,598	3,158
<b>EBITDA</b>	<b>2,072</b>	<b>9,632</b>
Fair value gain on remeasurement of joint venture	—	(4,287)
Gain included in fair value on remeasurement of contingent consideration	—	1,788
Fair value gain on foreign exchange forward contracts	—	—
Exceptional administrative expenses	2,250	928
Impairment loss on goodwill	—	1,271
Share-based payments	2,188	1,095
<b>Adjusted EBITDA</b>	<b>6,510</b>	<b>10,427</b>

The Group's adjusted EBITDA for FY23 increased by £3.9 million, from £6.5 million in FY22 to £10.4 million in FY23. This was principally due to increased sales combined with a greater weighting of own-brand, higher margin sales in the period which drove increased profits.

## Alternative performance measures – EBITDA/Adjusted EBITDA

£'000	Year ended 31 December 2022 Unaudited	Year ended 31 December 2023 Unaudited
EBITDA	2,286	10,200
Growth %	—	346.2%
Adjusted EBITDA	4,867	11,500
Growth %	—	136.3%

The Group's adjusted EBITDA in the 12 month period to 31 December 2023 increased by £6.6 million, from £4.9 million in the 12 month period to 31 December 2022 to £11.5 million in the 12 month period to 31 December 2023. This was principally due to the same operating related reasons as for FY22 to FY23 as set out above.

## 7 Liquidity and capital resources

The Group's liquidity requirements arise primarily from its growth strategy and the need to make interest payments on its indebtedness and meet the working capital requirements of the business. The Group's principal sources of liquidity have been its cash flow from operating activities.

### Cash flows

The table below represents a summary of the Group's cash flows for the periods indicated:

£'000	16 months to 31 January 2023 Audited	11 months to 31 December 2023 Audited	12 months to 31 December 2024 Audited	6 months to 30 June 2024 Unaudited	6 months to 30 June 2025 Unaudited
Net cash flows from / (used in) operating activities	3,842	5,942	15,478	859	(3,390)
Net cash used in investing activities	(31,915)	(1,385)	(7,621)	(4,438)	(3,287)
Net cash (used in)/generated from financing activities	33,970	1,430	(4,942)	(1,567)	1,623
Net increase/(decrease) in cash and cash equivalents	5,897	5,987	2,915	(5,146)	(5,054)
Cash and cash equivalents at beginning of period	—	5,740	12,021	12,021	14,528
Foreign exchange (losses) / gains	(157)	294	(408)	(29)	(881)
<b>Cash and cash equivalents at end of period</b>	<b>5,740</b>	<b>12,021</b>	<b>14,528</b>	<b>6,846</b>	<b>8,593</b>

#### *Net cash from operations*

The Group's net cash flow from operations increased from £3.8 million in FY22 to £5.9 million in FY23. This was principally driven by growth in profit for the period despite FY22 representing a 16 month trading period and FY23 representing an 11 month trading period though with lower finance costs (relating to the Group's bank debt, loan notes and preference shares) reflecting the shorter trading period in FY23 versus FY22.

The Group's net cash flow from operations increased from £5.9 million in FY23 to £15.5 million in FY24. This was principally driven by growth in profit for the period and the add back of non-operating cash items such as the higher finance costs associated with the Group's bank debt, loan notes and preference shares, and the higher taxation resulting from the increased taxable profits in FY24 as well as non-cash items, which impact reported profit, such as the impairment loss on goodwill (£3.6 million) in FY24. The increase also reflects the 12 month trading period in FY24 when compared with the 11 month trading period in FY23.

The Group's net cash (used in)/generated from operations decreased from £0.9 million in H1 FY24 to £(3.4) million in H1 FY25. This reflects the seasonal nature of the business, where H1 is typically a period of significant investment in inventory ahead of the key Q4 trading period, during which approximately 40% of annual revenue is generated. As a result, operating cash flow in H1 is expected to be negative, with a strong rebound in H2 as sales are realised and cash conversion improves. The decrease in H1 FY25 was also impacted by (1) increased stock purchases in preparation for peak trading, (2) a larger decrease in trade and other payables, and (3) higher tax payments made during the period in comparison to prior year as a result of the increased profitability of 2024.

### *Net cash from investing activities*

Net cash used in investing activities reduced from £(31.9) million in FY22 to £(1.4) million in FY23. The £31.9 million in FY22 was, principally linked to the corporate restructuring and incorporation of Project Glow Topco Limited in FY22 as part of eComplete SPV Limited's investment in the business. A transaction of this nature did not reoccur in FY23, as such, net cash used in investing activities in FY23 was substantially lower than in FY22. The period on period difference also reflects FY22 representing a 16 month trading period and FY23 representing an 11 month trading period

Net cash used in investing activities increased from £(1.4) million in FY23 to £(7.6) million in FY24, which was principally driven by the acquisition of Tria Laser in FY24 and advances made to certain directors linked to the repurchase of their loan notes of which £2.15 million was subsequently repaid with the balance of £600,000 to be repaid on Admission. The increase also reflects the 12 month trading period in FY24 when compared with the 11 month trading period in FY23.

Net cash used in investing activities decreased from £(4.4) million in H1 FY24 to £(3.3) million in H1 FY25. This was principally driven by the advance to directors in H1 FY24 of £2.75m.

### *Net cash from financing activities*

Net cash from financing activities reduced from £34.0 million in FY22 to £1.4 million in FY23. The £34.0 million in FY22 was principally linked to the corporate restructuring and incorporation of Project Glow Topco Limited in FY22 as part of eComplete SPV Limited's investment in the business. This included the creation of loan notes and preference shares in the Group. A transaction of this nature did not reoccur in FY23, as such, net cash from / (used in) financing activities in FY23 was substantially lower than in FY22. FY23 also included the payment to the Group of £1.6 million from the Group's previous joint venture partner in China, Thakral.

Whilst the Group reported net cash from financing activities in FY23 of £1.4 million, for FY24, it reported net cash flows used in financing activities of £(4.9) million. This was principally driven by the repayment of a £4.9 million working capital facility the Group previously had in place since the acquisition of ZIIP Inc. in 2022.

Net cash used in/generated from financing activities changed from £(1.6) million in H1 FY24 to £1.6 million in H1 FY25. This was principally driven by the £25.0 million drawdown on the Group's debt facilities in H1 FY25 (versus a £4.7 million drawdown in H1 FY24) which was used to repay bank loans totalling £12.8 million (versus a £6.1 million repayment in H1 FY24), loan notes totalling £9.3 million and preference shares totalling £1.0 million. This debt restructuring reduced the Group's finance costs.

## **8 Commitments and contingent liabilities**

In April 2022, the Group acquired ZIIP Inc., which included contingent consideration of \$6.5 million. At the date of acquisition, this was recognised with a 20% probability for the \$4.5 million settlement, resulting in a \$0.61 million (£0.48 million) recognition. As of 31 January 2023, there was no revision to the payment estimate, but adjustments for the time value of money and foreign exchange movements were recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income. By 31 December 2023, the probability increased to 65% for \$2 million and 80% for \$2.5 million, raising the financial liability to \$2.68 million (£2.11 million). On 31 December 2024, the payment estimate was revised, with only £2.5 million out of the total contingent consideration of \$6.5 million now considered probable, reducing the liability to \$1.65 million (£1.32 million). This reflects that two of the three conditions linked to the contingent consideration, which had to be met by April 2025, were not met.

Included within contingent consideration is £1,300,000 in relation to the acquisition of CBT At-HomeBeauty Holdings PTE. This payment is triggered by a liquidity event. The Directors anticipate that this amount will be converted into equity as part of a reorganisation immediately prior to Admission.

## **9 Capital expenditure**

The Group has relatively low capital expenditure requirements. The most significant elements of the Group's capital expenditure during the period under review were the CurrentBody Skin: The Clinic, and product development.

£'000	16 months to 31 January 2023 Unaudited	11 months to 31 December 2023 Unaudited	12 months to 31 December 2024 Unaudited	6 months to 30 June 2024 Unaudited	6 months to 30 June 2025 Unaudited
Capital expenditure in relation to the clinic, warehouse and other ( <i>tangibles</i> )	94	510	919	94	1,625
Capital expenditure in relation to Tria, product development and other ( <i>intangibles</i> )	1,978	1,974	3,952	1,594	1,662

Going forwards, the Directors do not expect the Group to have material capital expenditure.

## 10 Off balance sheet arrangements

As at 30 June 2025, the Group had no material off balance sheet arrangements or funding arrangements that would be classified as a contingent liability under IFRS.

## 11 Quantitative and qualitative disclosures about market risk

The Group's exposures to market risk are discussed in more detail in note 25 to the Historical Financial Information in section B of Part 6 of this document. This discussion does not address other risks to which the Group is exposed in the ordinary course of business, such as operational risks. See the section of this document headed "Risk Factors".

## 12 Critical accounting policies and estimates

In the application of its accounting policies, the Group is required to make judgements, estimates and assumptions that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and other factors that the Group considers to be relevant. Actual results may differ from these estimates. The Group's significant accounting policies are set out in Note 2 and Note 3 to the Historical Financial Information in section B of Part 6 of this document.



**PART 6**

**HISTORICAL FINANCIAL INFORMATION OF THE GROUP**

**SECTION A – ACCOUNTANTS’ REPORT ON THE HISTORICAL FINANCIAL INFORMATION**



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The Directors  
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24 September 2025

To the Directors of The Beauty Tech Group plc (the “Company”),

**Project Glow Topco Limited (“Topco”) and its subsidiary undertakings (the “Group”)**

We report on the historical financial information of the Group set out in section B of Part 6 (the “Historical Financial Information”) of the prospectus dated 24 September 2025 of the Company (the “Prospectus”).

**Opinion**

In our opinion, the Historical Financial Information gives, for the purposes of the Prospectus, a true and fair view of the state of affairs of the Group as at 31 January 2023, 31 December 2023 and 31 December 2024 and of its results, cash flows and changes in equity for the sixteen month period ended 31 January 2023, the eleven month period ended 31 December 2023 and the year ended 31 December 2024 in accordance with UK-adopted international accounting standards.

**Responsibilities**

The Directors of the Company (the “Directors”) are responsible for preparing the Historical Financial Information in accordance with UK-adopted international accounting standards.

It is our responsibility to form an opinion on the Historical Financial Information and to report our opinion to you.

Save for any responsibility arising under Prospectus Regulation Rule 5.3.5R(2)(f) to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Item 1.3 of Annex 1 of the UK version of Commission Delegated Regulation (EU) 2019/980 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council, consenting to its inclusion in the Prospectus.

**Basis of preparation**

The Historical Financial Information has been prepared for inclusion in the Prospectus on the basis of the accounting policies set out at note 2 to the Historical Financial Information.

This report is required by Item 18.3.1 of Annex 1 of the UK version of Commission Delegated Regulation (EU) 2019/980 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council and is given for the purpose of complying with that item and for no other purpose.

**Basis of opinion**

We conducted our work in accordance with Standards for Investment Reporting issued by the Financial Reporting Council in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

**Conclusions relating to going concern**

We have not identified any material uncertainties related to events or conditions that, individually or collectively, may cast significant doubt on the ability of Topco to continue as a going concern for a period of at least twelve months from the date of the Prospectus. We conclude that the Directors' use of the going concern basis of accounting in the preparation of the Historical Financial Information is appropriate.

**Declaration**

For the purposes of Prospectus Regulation Rule 5.3.2R(2)(f) we are responsible for this report as part of the Prospectus and declare that, to the best of our knowledge, the information contained in this report is in accordance with the facts and that this report makes no omission likely to affect its import. This declaration is included in the Prospectus in compliance with Item 1.2 of Annex 1 of the UK version of Commission Delegated Regulation (EU) 2019/980 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council.

Yours faithfully

**RSM UK Corporate Finance LLP**

Regulated by the Institute of Chartered Accountants in England and Wales

## **SECTION B – HISTORICAL FINANCIAL INFORMATION OF THE GROUP**

**CONSOLIDATED HISTORICAL INFORMATION AS AT AND FOR THE FINANCIAL PERIOD  
ENDED 31 JANUARY 2023, THE FINANCIAL PERIOD ENDED 31 DECEMBER 2023, THE  
FINANCIAL YEAR ENDED 31 DECEMBER 2024**

## Project Glow Topco Limited

### Consolidated Statement of Profit and Loss and Other Comprehensive Income For the periods ended 31 January 2023, 31 December 2023 and 31 December 2024

		16 month period ended 31 January 2023 £'000	11 month period ended 31 December 2023 £'000	Year ended 31 December 2024 £'000
	Note			
Revenue	4	64,557	68,289	101,124
Cost of sales		(40,907)	(34,717)	(43,722)
<b>Gross profit</b>		<b>23,650</b>	<b>33,572</b>	<b>57,402</b>
Administrative expenses	5	(22,138)	(28,141)	(42,463)
Share-based payment expense	33	(2,188)	(1,095)	(836)
Exceptional administrative expenses	6	(2,250)	(928)	(1,545)
Other operating income	7	4	—	23
<b>Operating (loss)/profit</b>		<b>(2,922)</b>	<b>3,408</b>	<b>12,581</b>
Share of profit of joint venture	15	1,131	133	—
Fair value gain on remeasurement of joint venture	15	—	4,287	—
(Loss)/gain included in fair value on remeasurement of contingent consideration	21	—	(1,788)	1,135
Fair value gain on foreign exchange forward contracts	17	—	—	112
Finance costs	9	(7,357)	(6,855)	(8,631)
<b>(Loss)/profit before tax</b>		<b>(9,148)</b>	<b>(815)</b>	<b>5,197</b>
Tax credit/(charge) on loss	10	58	(669)	(3,447)
<b>(Loss)/profit for the period/year</b>		<b>(9,090)</b>	<b>(1,484)</b>	<b>1,750</b>
<b>Other comprehensive expense:</b>				
Foreign exchange losses		—	(109)	(26)
<b>Other comprehensive expense, net of tax</b>		<b>—</b>	<b>(109)</b>	<b>(26)</b>
<b>Total comprehensive (loss)/profit for the period/year</b>		<b>(9,090)</b>	<b>(1,593)</b>	<b>1,724</b>
<b>Earnings per share</b>				
<i>Basic EPS</i>	11	(£15.30)	(£2.52)	£2.60

All activities of the Group are from continuing operations. All the profit for the period is attributable to the equity holders of the Topco.

All items of other comprehensive income will subsequently be reclassified to profit or loss.

The accompanying notes are an integral part of the Historical Financial Information.

## Project Glow Topco Limited

### Consolidated Statement of Financial Position As at 31 January 2023, 31 December 2023 and 31 December 2024

	Note	31 January 2023 £'000	31 December 2023 £'000	31 December 2024 £'000
<b>Assets</b>				
<b>Non-current assets</b>				
Property, plant and equipment	12	225	628	1,368
Right-of-use assets	13	336	1,841	1,822
Intangible assets	14	50,986	57,110	53,618
Investments	15	700	—	—
Deferred tax assets	22	—	—	284
<b>Total non-current assets</b>		<b>52,247</b>	<b>59,579</b>	<b>57,092</b>
<b>Current assets</b>				
Inventories	16	10,219	14,024	17,078
Trade and other receivables	17	5,647	5,930	16,749
Cash and cash equivalents	32	5,740	12,021	14,528
<b>Total current assets</b>		<b>21,606</b>	<b>31,975</b>	<b>48,355</b>
<b>Total assets</b>		<b>73,853</b>	<b>91,554</b>	<b>105,447</b>
<b>Liabilities and Equity</b>				
<b>Current liabilities</b>				
Trade and other payables	18	13,358	13,743	20,947
Lease liabilities	13	144	243	297
Tax liability		143	1,307	3,955
Borrowings	19	—	4,874	71
Provisions	20	—	772	2,155
<b>Total current liabilities</b>		<b>13,645</b>	<b>20,939</b>	<b>27,425</b>
<b>Non-current liabilities</b>				
Lease liabilities	13	254	1,745	1,753
Borrowings	19	60,898	66,731	72,825
Contingent consideration	21	546	3,406	2,620
Deferred tax liabilities	22	4,818	4,307	3,838
<b>Total non-current liabilities</b>		<b>66,516</b>	<b>76,189</b>	<b>81,036</b>
<b>Total liabilities</b>		<b>80,161</b>	<b>97,128</b>	<b>108,461</b>
<b>Net liabilities</b>		<b>(6,308)</b>	<b>(5,574)</b>	<b>(3,014)</b>
<b>Equity</b>				
Share capital	23	6	7	7
Share premium	24	588	1,819	1,819
Foreign currency translation reserve	24	—	(109)	(135)
Share-based payment reserve	24	2,188	3,283	4,119
Retained earnings	24	(9,090)	(10,574)	(8,824)
<b>Total deficit</b>		<b>(6,308)</b>	<b>(5,574)</b>	<b>(3,014)</b>

The accompanying notes are an integral part of the Historical Financial Information.



## Project Glow Topco Limited

### Consolidated Statement of Cash Flows

For the periods ended 31 January 2023, 31 December 2023 and 31 December 2024

		16 month period ended 31 January 2023 £'000	11 month period ended 31 December 2023 £'000	Year ended 31 December 2024 £'000
	Note			
<b>Cash flows from operating activities</b>				
(Loss)/profit for the period/year		(9,090)	(1,484)	1,750
<i>Adjustments for:</i>				
Depreciation of property, plant and equipment	12	91	133	183
Amortisation of right of use assets	13	174	301	335
Amortisation of intangible assets	14	3,598	3,158	3,849
Impairment loss on goodwill	14	—	1,271	3,600
Share of results of joint venture	15	(1,131)	(133)	—
Fair value gain on remeasurement of joint venture	15	—	(4,287)	—
Loss on disposal of intangible assets		5	—	3
Share-based payment expense	33	2,188	1,095	836
Fair value gain on foreign exchange forward contracts	17	—	—	(112)
Finance costs	9	7,357	6,855	8,631
Foreign exchange loss/(gain)		157	(291)	408
Interest paid on borrowings		(1,479)	(1,190)	(2,503)
Taxation	10	(58)	669	3,447
		1,812	6,097	20,427
Increase in inventories		(872)	(1,016)	(3,019)
(Increase)/decrease in trade and other receivables		(4,031)	122	(7,983)
Increase/(decrease) in trade and other payables		6,933	(31)	6,224
Increase in provisions		—	774	1,381
		3,842	5,946	17,030
<b>Cash generated from operations</b>				
Taxation paid		—	(4)	(1,552)
<b>Net cash flows from operating activities</b>		3,842	5,942	15,478
<b>Cash flows from investing activities</b>				
Purchases of property, plant and equipment	12	(94)	(510)	(919)
Purchase of intangible assets	14	(1,978)	(1,974)	(3,952)
Purchase of subsidiary undertaking, net of cash acquired		(29,843)	1,099	—
Advances to Directors		—	—	(2,750)
<b>Net cash used in investing activities</b>		(31,915)	(1,385)	(7,621)
<b>Cash flows from financing activities</b>				
Issue of ordinary shares		594	—	—
Issue of preference shares		15,836	247	—
Repayments of lease liabilities		(112)	(216)	(254)
Interest paid on lease liabilities		(49)	(174)	(193)
Drawdown of bank loans		22,244	—	13,540
Proceeds from loan notes		10,235	1,606	—
Repayment of bank loans		(14,778)	(33)	(18,035)
<b>Net cash flows from/(used in) financing activities</b>		33,970	1,430	(4,942)
<b>Net increase in cash and cash equivalents</b>		5,897	5,987	2,915
<b>Cash and cash equivalents at beginning of year</b>		—	5,740	12,021
Foreign exchange (losses)/gains		(157)	294	(408)
<b>Cash and cash equivalents at end of year</b>		5,740	12,021	14,528

The accompanying notes are an integral part of the Historical Financial Information.

## Project Glow Topco Limited

### Consolidated Statement of Changes in Equity For the periods ended 31 January 2023, 31 December 2023 and 31 December 2024

	Share capital £'000	Share premium account £'000	Foreign currency translation reserve £'000	Share- based payment reserve £'000	Retained earnings £'000	Total deficit £'000
<b>At 11 October 2021</b>	—	—	—	—	—	—
<b>Comprehensive expense for the period</b>						
Loss for the period	—	—	—	—	(9,090)	(9,090)
<b>Total comprehensive expense for the period</b>	—	—	—	—	(9,090)	(9,090)
<b>Contributions by and distributions to owners</b>						
Shares issued during the period	6	588	—	—	—	594
Share-based payment (Note 33)	—	—	—	2,188	—	2,188
<b>Total transactions with owners</b>	6	588	—	2,188	—	2,782
<b>At 31 January 2023</b>	<b>6</b>	<b>588</b>	<b>—</b>	<b>2,188</b>	<b>(9,090)</b>	<b>(6,308)</b>
<b>Comprehensive expense for the period</b>						
Loss for the period	—	—	—	—	(1,484)	(1,484)
Other comprehensive loss	—	—	(109)	—	—	(109)
<b>Total comprehensive expense for the period</b>	—	—	(109)	—	(1,484)	(1,593)
<b>Contributions by and distributions to owners</b>						
Shares issued during the period	1	1,231	—	—	—	1,232
Share-based payment (Note 33)	—	—	—	1,095	—	1,095
<b>Total transactions with owners</b>	1	1,231	—	1,095	—	2,327
<b>At 31 December 2023</b>	<b>7</b>	<b>1,819</b>	<b>(109)</b>	<b>3,283</b>	<b>(10,574)</b>	<b>(5,574)</b>
<b>At 31 December 2023</b>	<b>7</b>	<b>1,819</b>	<b>(109)</b>	<b>3,283</b>	<b>(10,574)</b>	<b>(5,574)</b>
<b>Comprehensive income for the year</b>						
Profit for the year	—	—	—	—	1,750	1,750
Other comprehensive loss	—	—	(26)	—	—	(26)
<b>Total comprehensive income for the year</b>	—	—	(26)	—	1,750	1,724
<b>Contributions by and distributions to owners</b>						
Share-based payment (Note 33)	—	—	—	836	—	836
<b>Total transactions with owners</b>	—	—	—	836	—	836
<b>At 31 December 2024</b>	<b>7</b>	<b>1,819</b>	<b>(135)</b>	<b>4,119</b>	<b>(8,824)</b>	<b>(3,014)</b>

The accompanying notes are an integral part of the Historical Financial Information.

# Project Glow Topco Limited

## Notes to the Historical Financial Information

For the periods ended 31 January 2023, 31 December 2023 and 31 December 2024

### 1 General information

Project Glow Topco Limited ("the Topco"), with the company number 13671831, is a private company limited by shares. It is incorporated, domiciled and registered in England and Wales under the Companies Act 2006. The Topco's registered office is C/O Alter Domus (UK) Limited 10th Floor, 30 St Mary Axe, London, United Kingdom, EC3A 8BF.

Project Glow Topco Limited was incorporated on 11 October 2021. The principal activity of the Topco and its subsidiaries and subsidiary undertakings (together, "the Group") is the online retailing and wholesale distribution of beauty devices.

A full list of subsidiaries is detailed in note 15.

### 2 Accounting policies

#### ***Basis of preparation***

The Historical Financial Information is presented for the 16 month period ended 31 January 2023, the 11 month period ended 31 December 2023, and the year ended 31 December 2024.

The Historical Financial Information has been prepared in accordance with UK-adopted International Accounting Standards. The Historical Financial Information has been prepared under the historical cost convention unless specifically stated otherwise. The accounting framework adopted is that to be applied in the next statutory financial statements for the year ending 31 December 2025.

The Historical Financial Information is the consolidated financial information of the Group.

The Historical Financial Information is presented in GBP and rounded to the nearest thousand, unless otherwise stated.

#### ***Basis of consolidation***

The Historical Financial Information has been prepared under IFRS 10 *Consolidated Financial Statements*. The acquisitions during the 16 month period ended 31 January 2023, the 11 month period ended 31 December 2023, and the year ended 31 December 2024 have been accounted for under IFRS 3 *Business Combinations*.

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

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. The results of subsidiaries acquired or disposed of during the year are included in the consolidated financial statements from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the individual financial statements of subsidiaries to bring their accounting policies into line with those used by the Group.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

#### ***Changes in accounting policies***

##### ***a) New standards, interpretations and amendments not yet effective***

There are a number of standards, amendments to standards, and interpretations which have been issued by the IASB that are effective in future accounting periods that the Group has decided not to adopt early.

The following amendments are effective for the period beginning 1 January 2026:

- Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 Financial Instruments and IFRS 7)
- Contracts Referencing Nature-dependent Electricity (Amendments to IFRS 9 and IFRS 7)

The following standards and amendments are effective for the annual reporting period beginning 1 January 2027:

- IFRS 18 Presentation and Disclosure in Financial Statements
- IFRS 19 Subsidiaries without Public Accountability: Disclosures

The Group is currently assessing the impact of these new accounting standards and amendments. The Group does not expect any other standards issued by the IASB, but not yet effective, to have a material impact on the Group.

### ***Segmental reporting***

A business segment is a Group of assets and operations engaged in providing products or services that are subject to risks and returns that differ from other segments. The Directors have reviewed the various business activities undertaken by the Group. The Group is organised around three operating segments: CurrentBody, Third Party and ZIIP. Each segment contributes distinct revenues, expenses, assets and liabilities. The chief operating decision makers, who are best placed to evaluate the entity's operating results, have ratified this segmentation to assess performance and to allocate resources effectively. Therefore, the Group's operations are reported across these three business segments.

### ***Going concern***

The Historical Financial Information has been prepared on a going concern basis which the Directors consider to be appropriate for the following reasons:

At 31 December 2024, the Group had net liabilities of £3,014k (31 December 2023 – £5,574k and 31 January 2023 – £6,308k), net current assets of £20,930k (31 December 2023 – £11,036k and 31 January 2023 – £7,961k) including cash at bank of £14,528k (31 December 2023 – £12,021k and 31 January 2023 – £5,740k). Group net liabilities include £81,036k (31 December 2023 – £76,189k and 31 January 2023 – £66,516k) amounts payable after one year.

The global economy, cost of living increase and the war in Ukraine have had a limited impact on the Group's going concern. The business has mitigated the risks by diversifying globally by territory as well as having a varied portfolio of product categories across electronic beauty devices.

Subsequent to 31 December 2024, a baseline 10% tariff on almost all foreign imports to the US has been introduced, with significantly higher tariffs being imposed on imports from some countries, most notably China. The UK and other governments are responding by seeking to negotiate trade deals, whilst other nations have imposed their own retaliatory tariffs. Faced with uncertainty the Directors have taken prompt steps to reduce the Group's exposure to the US tariffs. Furthermore, the Directors have modelled the impact of different scenarios on Group performance and stress testing shows that the Group can withstand significant increased import tariff costs. The board consider themselves to be in a strong position to withstand these future uncertainties.

As part of their going concern review, the Directors have followed the guidelines published by the Financial Reporting Council entitled "Guidance on the Going Concern Basis of Accounting and Reporting on Solvency and Liquidity Risks". The Directors have prepared detailed financial forecasts and cash flows looking 12 months ahead from the date this document is approved. In drawing up these forecasts, the Directors have made assumptions based upon their view of the current and future economic conditions that will prevail over the forecast period.

The Group has successfully completed a refinancing arrangement with Santander, securing new facilities comprising Loan A of £15 million at an interest rate of 3.25% plus base rate per annum and Loan B of £10 million at an interest rate of 3.75% plus base rate per annum, both repayable over a three-year term. Additionally, a Trade Finance facility has been established at

a rate of 2% plus base rate per annum. The proceeds from these facilities have been used to repay a significant portion of the Group's outstanding loan notes and preference shares, thereby improving the Group's liquidity position and reducing financial risk.

The Topco and its subsidiaries have sufficient financial resources, together with forecast future cash flows to continue operations with the existing facilities in place. The Topco has received written confirmation of financial support from other Group companies as required. As a consequence, the Directors believe that the Topco is well placed to manage its business risks successfully.

#### ***Revenue recognition from contracts with customers***

The Group is required to apportion revenue earned from customers to performance obligations and determine the appropriate timing method of revenue recognition using the 5-step model. Under IFRS 15, revenue is recognised once control of the promised goods or service is transferred to the customer and when the performance obligations have been satisfied.

All of the Group's revenue, which excludes value added tax and is shown net of any discounts allowed, represents the value of services provided by the Group from its principal activity, being the online retailing and wholesale distribution of beauty devices.

In the case of goods sold through online retailing where the customer has opted for delivery or click and collect, revenue is recognised when the performance obligation of transferring the goods to the customer has been satisfied, which is at a point in time when control of the goods has transferred to the customer. This is generally when the customer has taken undisputed delivery of the goods. There is limited judgement needed in identifying the point control passes; once physical delivery of the products to the agreed location has occurred, the Group no longer has physical possession, usually will have a present right to payment and retains none of the significant risks and rewards of the goods in question. Transactions are settled by advance payment via credit card, debit card or credit account.

In the case of goods sold to other businesses via wholesale distribution channels, revenue is recognised when the Group has satisfied the performance obligation of transferring the goods to the customer upon delivery. Payment terms are generally 30-60 days with no right of return.

The Group's product revenue is based on fixed price contracts and therefore the amount of revenue to be earned from each contract is determined by reference to those fixed prices. Therefore, there is no judgement involved in allocating the contract price to each unit as there is a fixed unit price for each product sold.

The goods sold by the Group include warranties and a returns policy, which require the Group to either replace, mend, or accept the return of a defective product if the goods fail to comply with agreed-upon specifications. In accordance with IFRS 15, such warranties and returns are not accounted for as separate performance obligations, and hence no revenue is allocated to them. Instead, a provision is made for the costs of satisfying the warranties and processing returns in accordance with IAS 37.

#### ***Share-based payment***

##### ***Equity-settled***

Where shares are awarded to employees that constitute the definition of a share-based payment arrangement, the fair value of the shares at the date of grant is charged to profit or loss in the Consolidated Statement of Profit and Loss and Other Comprehensive Income over the vesting period.

Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the growth shares granted. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

The fair value of the award also takes into account non-vesting conditions. These are either factors beyond the control of either party (such as a target based on an index) or factors which are within the control of one or other of the parties (such as the Group keeping the scheme open or the employee maintaining any contributions required by the scheme).

**Exceptional items**

The Group presents exceptional items on the face of the Consolidated Statement of Profit and Loss and Other Comprehensive Income. These are transactions that fall within the ordinary activities of the Group but are presented separately due to their size or incidence. This allows to better understand the elements of financial performance for the period, facilitating comparison with prior periods and assessing trends in financial performance more readily.

**Foreign currency transactions and balances***Transactions and balances*

Transactions entered into by Group entities in a currency other than the currency of the primary economic environment in which they operate (their functional currency) are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the reporting date. Exchange differences arising on the retranslation of unsettled monetary assets and liabilities are recognised immediately in profit or loss, except for foreign currency borrowings qualifying as a hedge of a net investment in a foreign operation, in which case exchange differences are recognised in other comprehensive income and accumulated in the foreign exchange reserve along with the exchange differences arising on the retranslation of the foreign operation.

Exchange gains and losses arising on the retranslation of monetary financial assets are treated as a separate component of the change in fair value and recognised in profit or loss.

On consolidation, the results of overseas operations are translated into GBP at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations, including goodwill arising on the acquisition of those operations, are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised in other comprehensive income and accumulated in the foreign exchange reserve.

Exchange differences recognised in profit or loss in Group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the overseas operation concerned are reclassified to other comprehensive income and accumulated in the foreign exchange reserve on consolidation.

**Post-retirement benefits***Defined contribution pension plan*

The Group operates a defined contribution plan for its employees. The assets of the plan are held separately from those of the Group in independently administered funds.

The contributions are recognised as an expense in the Consolidated Statement of Profit and Loss and Other Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the Consolidated Statement of Financial Position.

**Finance costs**

Finance costs consist of interest charged on borrowings and are charged to the Consolidated Statement of Profit and Loss and Other Comprehensive Income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount.

**Taxation**

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity, respectively.

The current tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Group operates and generates taxable income.



Deferred tax assets and liabilities are recognised where the carrying amount of an asset or liability in the Consolidated Statement of Financial Position differs from its tax base, except for differences arising on:

- the initial recognition of goodwill;
- the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting or taxable profit, and
- investments in subsidiaries and joint arrangements where the Group is able to control the timing of the reversal of the difference and it is probable that the difference will not reverse in the foreseeable future.

Recognition of deferred tax assets is restricted to those instances where it is probable that taxable profit will be available against which the difference can be utilised.

The amount of the asset or liability is determined using tax rates that have been enacted or substantively enacted by the reporting date in the jurisdiction where profits attributable to the assets are to be realised and are expected to apply when the deferred tax liabilities are settled.

When there is uncertainty concerning the Group's filing position regarding the tax bases of assets or liabilities, the taxability of certain transactions or other tax-related assumptions, then the Group:

- considers whether uncertain tax treatments should be considered separately, or together as a group, based on which approach provides better predictions of the resolution;
- determines if it is probable that the tax authorities will accept the uncertain tax treatment; and
- if it is not probable that the uncertain tax treatment will be accepted, measure the tax uncertainty based on the most likely amount or expected value, depending on whichever method better predicts the resolution of the uncertainty. This measurement is required to be based on the assumption that each of the tax authorities will examine amounts they have a right to examine and have full knowledge of all related information when making those examinations.

Deferred tax assets and liabilities are offset when the Group has a legally enforceable right to offset current tax assets and liabilities, and the deferred tax assets and liabilities relate to taxes levied by the same tax authority on either:

- the same taxable group company, or
- different Group entities which intend either to settle current tax assets and liabilities on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

### **Goodwill**

Goodwill represents the excess of the cost of a business combination over the Group's interest in the fair value of identifiable assets, liabilities and contingent liabilities acquired.

Cost comprises the fair value of assets given, liabilities assumed and equity instruments issued, plus the amount of any non-controlling interests in the acquiree plus, if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree.

Goodwill is capitalised as an intangible asset that is not amortised but instead tested annually for impairment. Any impairment in carrying value is charged to the Consolidated Statement of Profit and Loss and Other Comprehensive Income.

### ***Business combinations***

The consolidated Historical Financial Information incorporate the results of business combinations using the acquisition method. In the Consolidated Statement of Financial Position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated Statement of Profit and Loss and Other Comprehensive Income from the date on which control is obtained. They are deconsolidated from the date on which control ceases.

Goodwill represents the excess of the consideration transferred in a business combination over the Group's interest in the fair value of identifiable assets, liabilities and contingent liabilities acquired.

Cost comprises the fair value of assets given, liabilities assumed and equity instruments issued, plus, if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree. Contingent consideration is included in the acquisition cost at its fair value and is classified as a financial liability, re-measured subsequently through profit or loss to fair value. In determining the fair value of contingent consideration, the amounts expected to be payable in the future are discounted to their present value as at the date of acquisition, if the impact is considered material. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Direct costs of acquisition are recognised immediately as an expense.

### ***Investments in joint ventures***

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. The Group determines joint control based on several factors, including percentage ownership, typically requiring a significant ownership stake, such as 50%, to ensure shared decision-making power.

The Group was party to a joint arrangement during the 16 month period ended 31 January 2023 and classified its interests in joint arrangements as a joint venture as the Group had rights to only the net assets of the joint arrangement by virtue of its 50% in the joint venture.

Joint ventures are initially recognised in the Consolidated Statement of Financial Position at cost. Subsequently joint ventures are accounted for using the equity method, where the Group's share of post-acquisition profits and losses and other comprehensive income is recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income (except for losses in excess of the Group's investment in the joint venture unless there is an obligation to make good those losses).

The nature of risks associated with the Group's interests in joint ventures includes exposure to market fluctuations, operational challenges, and financial performance of the joint venture. Changes in these risks are monitored regularly, and the Group assesses its exposure to ensure appropriate risk management strategies are in place.

Profits and losses arising on transactions between the Group and its joint ventures are recognised only to the extent of unrelated investors' interests in the joint venture. The investor's share in the joint venture's profits and losses resulting from these transactions is eliminated against the carrying value of the joint ventures.

Any premium paid for a joint venture above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the joint venture. Where there is objective evidence that the investment in a joint venture has been impaired, the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

### ***Intangible assets other than goodwill***

#### ***Research and development***

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if the Group can demonstrate all of the following conditions:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- its intention to complete the intangible asset and use or sell it;
- its ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- its ability to measure reliably the expenditure attributable to the intangible asset during its development.

The capitalised development costs are subsequently amortised on a straight-line basis over their useful economic lives, being the period over which the Group expects to benefit from selling the products developed.

If it is not possible to distinguish between the research phase and the development phase of an internal project, the expenditure is treated as if it were all incurred in the research phase only. The Directors consider this to be a cautious approach.

In the research phase of an internal project, it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research has been recognised as an expense in the Consolidated Statement of Profit and Loss and Other Comprehensive Income when it is incurred.

The amortisation expense is included within administrative expenses the Consolidated Statement of Profit and Loss and Other Comprehensive Income.

#### ***Externally acquired intangible assets***

Externally acquired intangible assets are initially recognised at cost and subsequently amortised on a straight-line basis over their useful economic lives.

Intangible assets are recognised on business combinations if they are separable from the acquired entity or give rise to other contractual/legal rights. The amounts ascribed to such intangibles are arrived at by using appropriate valuation techniques.

Amortisation is calculated on a straight-line basis over the estimate useful life of the asset as follows:

<b>Category</b>	<b>Amortisation %</b>	<b>Remaining useful life</b>
Patents and licences	10%	4 to 10 years
Product development	50%	1 to 2 years
Website costs	20%	1 to 5 years
Intellectual property	20%	2 to 3 years
Brand	10%	8 to 10 years

The amortisation expense is included within administrative expenses in the Consolidated Statement of Profit and Loss and Other Comprehensive Income.

#### ***Property, plant and equipment***

Property, plant and equipment is carried at cost less accumulated depreciation and impairment losses, if any. Cost includes initial cost and subsequent expenditures that are directly attributable to the related asset when it is probable that future economic benefits associated

with the item will flow to the Group and the cost of the item can be measured reliably. All other repair and maintenance costs are charged to Consolidated Statement of Profit and Loss and Other Comprehensive Income during the year they are incurred.

Depreciation is provided on items of property, plant and equipment so as to write off their carrying value over their expected useful economic lives on a straight-line basis.

Depreciation is provided on the following basis:

Leasehold property Improvements	– 10% straight line
Plant and equipment	– 20% – 25% straight line
Fixtures and fittings	– 20% straight line
Computer equipment	– 20% – 33% straight line
Assets under construction	– Not depreciated until brought into use

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate. If there is an indication of a significant change since the last reporting date, the recoverable amount of the asset in its current condition is estimated in order to determine the extent of the impairment loss, if any. The recoverable amount of an asset is the greater of its value in use and its fair value less cost of disposal. An impairment loss is recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income, wherever the carrying amount of the asset exceeds its recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income.

## **Leases**

### *Identifying Leases*

The Group accounts for a contract, or a portion of a contract, as a lease when it conveys the right to use an asset for a period of time in exchange for consideration. Leases are those contracts that satisfy the following criteria:

- there is an identified asset;
- the Group obtains substantially all the economic benefits from use of the asset; and
- the Group has the right to direct use of the asset.

The Group considers whether the supplier has substantive substitution rights. If the supplier does have those rights, the contract is not identified as giving rise to a lease.

In determining whether the Group obtains substantially all the economic benefits from use of the asset, the Group considers only the economic benefits that arise from the use of the asset, not those incidental to legal ownership or other potential benefits.

In determining whether the Group has the right to direct use of the asset, the Group considers whether it directs how and for what purpose the asset is used throughout the period of use. If there are no significant decisions to be made because they are pre-determined due to the nature of the asset, the Group considers whether it was involved in the design of the asset in a way that predetermines how and for what purpose the asset will be used throughout the period of use. If the contract or portion of a contract does not satisfy these criteria, the Group applies other applicable IFRSs rather than IFRS 16.

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- leases of low value assets; and
- leases with a term of 12 months or less.

### *Lease measurement*

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the Group's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an

index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favour of the Group if it is reasonably certain to exercise that option;
- any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of the termination option being exercised.

Right-of-use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- lease payments made at or before commencement of the lease;
- initial direct costs incurred; and
- the amount of any provision recognised where the Group is contractually required to dismantle, remove or restore the leased asset (typically leasehold dilapidations).

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

When the Group revises its estimate of the term of any lease (because, for example, it reassesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted using a revised discount rate. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised, except the discount rate remains unchanged. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term. If the carrying amount of the right-of-use asset is adjusted to zero, any further reduction is recognised in profit or loss.

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 for an amount that is not commensurate with the standalone price for the additional rights-of-use obtained), 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; and
- 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 assets 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.

#### ***Impairment of non-financial assets***

At each reporting date, the Group reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the

asset is estimated to determine the extent of the impairment loss (if any). Goodwill is reviewed for impairment at least annually. An impairment loss is recognised wherever the carrying amount of the asset exceeds its recoverable amount. Where the asset does not generate cash flows that are independent from other assets, the group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

The recoverable amount of an asset is the greater of its value in use and its fair value less cost of disposal. Impairment losses are recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income. An impairment loss recognised for goodwill is not reversed in a subsequent period.

### ***Inventories***

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversal of impairment losses are also recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income.

### ***Trade receivables***

Trade receivables are amounts due from customers for services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Under IFRS 9, the Group must use an impairment model to assess the recoverable amount of loans and receivables. The impairment model requires the recognition of impairment provisions based on expected credit losses (ECL) rather than incurred credit losses as is the case under IAS 39. It applies to financial assets classified at amortised cost such as long and short-term receivables. There is no material change in the loss allowance for these instruments. For trade receivables, which are reported net, such losses are recorded on a separate losses account with the loss being recognised within operating expenses in the Consolidated Statement of Profit and Loss and Other Comprehensive Income.

### ***Cash and cash equivalents***

Cash is represented by cash in hand. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

### ***Trade payables***

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.



### ***Provisions for liabilities***

Provisions are made where an event has taken place that gives the Group a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

For warranty provisions, expected costs are recognised at the date of sale of the beauty devices, based on the best estimate of the expenditure needed to settle the Group's obligation. The provisions are calculated based on management's best estimate using historical data and anticipated future claims, ensuring accuracy in line with IAS 37.

Provisions are charged as an expense to the Consolidated Statement of Profit and Loss and Other Comprehensive Income in the year that the Group becomes aware of the obligation and are measured at the best estimate at the Statement of Financial Position date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Consolidated Statement of Financial Position.

### ***Financial instruments***

Financial instruments are recognised when the Group becomes a party to the contractual provisions of the instrument.

### ***Financial assets***

Financial assets include the following items:

- Trade receivables, amounts owed by group undertakings and other short-term receivables, which are initially recognised at fair value and subsequently carried at amortised cost.
- Foreign exchange forward contracts
- Cash and cash equivalents.

### ***Initial measurement***

A financial asset is initially measured at fair value plus, for an item not at fair value through profit or loss (FVTPL), transaction costs directly attributable to its acquisition or issue. Trade receivables without a significant financing component are initially recognised at their transaction amount.

### ***Subsequent measurement***

Assets classified as at amortised cost are subsequently measured using the effective interest method. The effective interest rate is the rate that exactly discounts the future cash receipts through the life of the instrument to the net carrying amount on initial recognition. Interest income is recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income.

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit and loss (FVTPL). Further, financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply.

Assets in this category are measured at fair value with gains or losses recognised in profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The Group measures loss allowances at an amount equal to lifetime expected credit loss (ECL) for trade receivables, with ECL being losses that arise from possible default events over the expected life of the financial instrument. ECLs are a probability weighted estimate of credit losses, measured as the present value of cash shortfalls, discounted at the effective interest rate of the financial asset.

Lifetime ECLs are the ECLs from all possible default events over the expected life of the financial instrument and are based on quantitative and qualitative information, based on historical experience and forward-looking information. ECL losses are recognised through profit or loss within the Consolidated Statement of Profit and Loss and Other Comprehensive Income.

#### *Definition of default*

For internal credit risk management purposes, the Group considers a financial asset not recoverable if the customer balance owing is 180 days past due and information obtained from the customer and other external factors indicate that the customer is unlikely to pay its creditors in full.

#### *Credit-impaired financial assets*

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired include observable data about the following events:

- a) significant financial difficulty of the issuer or the counterparty;
- b) a breach of contract, such as a default or past due event;
- c) the lender(s) of the debtor, for economic or contractual reasons relating to the debtor's financial difficulty, having granted to the debtor a concession(s) that the lender(s) would not otherwise consider;
- d) it is becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and

the disappearance of an active market for that financial asset because of financial difficulties.

#### *Write-off policy*

The Group derecognises a financial asset when there is information indicating that the debtor should be fully impaired, and a 100% loss allowance is recognised.

#### *Derecognition of financial assets*

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or the Group transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership are transferred, or in which the Group neither transfers nor retains substantially all the risks and rewards of ownership and does not retain control of the financial asset.

#### ***Financial liabilities and equity***

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

#### *Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Topco are recognised at the proceeds received, net of direct issue costs.

#### *Financial liabilities*

Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'.

#### *Other financial liabilities*

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

#### *Derecognition of financial liabilities*

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

### **3 Critical accounting judgements and key sources of estimation uncertainty**

In preparing the Historical Financial Information, management has made judgements, estimates and assumptions that affect the application of the Group's accounting policies and the reported amount of assets, liabilities, income and expenses. The outcome may differ from these estimates.

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

#### **Critical judgements in applying the Group's accounting policies**

##### *Capitalisation of internal development costs*

Expenditure incurred on internal development projects is capitalised as an intangible asset to the extent that the technical, commercial and financial feasibility can be demonstrated by the Group. Estimates of the amount of the internal staff development time allocated to each project are reviewed on an ongoing basis by the Directors.

##### *Determination of lease terms*

Management calculated the lease term for each lease to be from the date of initial application (being the date of incorporation of the Topco) or the lease commencement date for leases signed after the incorporation date, to the agreed lease expiration date as stated within the signed lease agreements. Management is not reasonably certain that the leases will be extended past these dates.

##### *Identification of separable intangible assets on business acquisitions*

The Group exercises critical judgement in identifying separable intangible assets during business acquisitions, which involves determining whether intangible assets can be separated from the acquired entity or arise from contractual or other legal rights. Management evaluates these assets to ensure they are recognised separately from goodwill, considering factors such as trademarks, patents, and customer relationships. This assessment impacts the financial statements, influencing both the Consolidated Statement of Financial Position and future amortisation expenses.

##### *Contingent consideration*

Contingent consideration in relation to a business combination is recognised as an adjustment to Consolidated Statement of Profit and Loss and Other Comprehensive Income when the Directors consider that settlement is probable and can be reliably measured.

#### **Key sources of estimation uncertainty**

##### *Share-based payment (Fair value of C and D Ordinary shares)*

The fair value of the C and D Ordinary shares granted under the equity settled share based payment arrangement was determined using the Monte Carlo valuation model which involves significant estimates in the assumptions applied. See note 33 for further details.

##### *Goodwill*

Goodwill is allocated to the cash generating units (CGUs), that are expected to benefit from the business combination from which goodwill was recognised. Other intangible assets arising

on acquisition, such as brand names and intellectual property are also allocated to the same CGUs. The Group performs annual impairment tests on the carrying value of its goodwill. The impairment test assesses the recoverable amount of a cash generating unit (CGU) against the goodwill carrying amount for that CGU. The recoverable amount of a CGU is the greater of its value in use and its fair value less costs of disposal. This assessment requires estimates and assumptions to be made in respect of cash flow forecasts, terminal value and discount rates. To the extent that estimates and assumptions made in this calculation change, the results of the impairment may also change. The Group has recognised an impairment of £3,600k for the year ended 31 December 2024 (11 month period ended 31 December 2023 – £1,271k and 16 month period ended 31 January 2023 – £Nil). See note 14 for further details.

#### *Expected credit losses*

The Group estimates the expected credit losses on trade and other receivables by assessing the likelihood of the balances being settled in the future. The assessment requires estimates and assumptions to be made in respect of the discount rate, net assets value, future trading prospects including net present value of cashflows and future enterprise valuation of each receivable with a balance due to the Group. The expected credit loss recognised is a function of management's judgement and estimate of the probable outcomes for each receivable at each reporting date. To the extent that estimates and assumptions in the calculation change, the results of the expected credit loss may also change. An expected credit loss impairment of £Nil has been recognised in the year to 31 December 2024 (11 month period ended 31 December 2023 – £Nil and 16 month period ended 31 January 2023 – £Nil).

#### *Inventory provisioning*

Consideration has been given by the Directors to the level of provision against stocks. In determining the provision required, the Directors have used historical experience and their knowledge of the industry. A 2% change in the estimated provision would impact the impairment of inventory expense recognised by circa £356k. For periods ended 31 December 2024, the impairment of inventory expense recognised was £711k (31 December 2023 – £266k and 31 January 2023 – £299k).

#### *Useful economic life of intangible fixed assets*

The useful economic lives of intangible fixed assets must be estimated by the Directors to determine the period over which they are amortised. A change in the estimated useful life by one year would result in a change of £1,402k to the amortisation charged to the Consolidated Statement of Profit and Loss and Other Comprehensive Income. The net book value of these fixed assets is £19,600k as at 31 December 2024 (31 December 2023 – £19,492k and 31 January 2023 – £20,702k).

#### *Warranty provision*

Warranty provisions represent management's best estimate of the costs expected to arise from fulfilling warranty obligations. A 1% change in the estimated costs would impact the warranty provision recognised by circa £1,011k as at 31 December 2024. These provisions are based on historical data and anticipated future claims related to sale of beauty devices. Management assesses these obligations collectively due to their similar nature and consistent application across products. In line with IAS 37, the Group ensures that the provisions reflect the most accurate estimate of the expenditure required to settle these obligations, considering relevant risks and uncertainties.

## **4 Segmental reporting**

*Description of the types of products and services from which each reportable segment derives its revenues*

- Currentbody – Own brand beauty technology products primarily sold through its e-commerce platforms and marketplaces globally, including LED masks, radiofrequency devices, and facial cleansing tools.
- Third Party – Distributions and resale of beauty devices and accessories from external brands via the CurrentBody website, acting as a retailer of third-party brands alongside its own range.

- ZIIP – Manufacturing and selling premium microcurrent facial devices and skincare products under the ZIIP brand, marketed primarily through its own e-commerce platforms and marketplaces globally.

*Disaggregation of revenue from contracts with customers*

The Group has disaggregated revenue into various categories in the following tables, based on segments and geographical location, which is intended to depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors.

<b>Year ended 31 December 2024</b>	<b>Current-body £'000</b>	<b>Third Party £'000</b>	<b>ZIIP £'000</b>	<b>Total £'000</b>
Revenue	79,071	13,072	8,981	101,124
Cost of Sales	(28,811)	(11,267)	(3,644)	(43,722)
<b>Gross Profit</b>	<b>50,260</b>	<b>1,805</b>	<b>5,337</b>	<b>57,402</b>
Administrative expenses				(42,463)
Share-based payment expense				(836)
Exceptional administrative expenses				(1,545)
Other operating income				23
(Loss)/gain included in fair value on remeasurement of contingent consideration				1,135
Fair value gain on foreign exchange forward contracts				112
Finance costs				(8,631)
<b>Profit before tax</b>				<b>5,197</b>

<b>Period ended 31 December 2023</b>	<b>Current-body £'000</b>	<b>Third Party £'000</b>	<b>ZIIP £'000</b>	<b>Total £'000</b>
Revenue	40,595	21,892	5,802	68,289
Cost of Sales	(14,257)	(17,640)	(2,820)	(34,717)
<b>Gross Profit</b>	<b>26,338</b>	<b>4,252</b>	<b>2,982</b>	<b>33,572</b>
Administrative expenses				(28,141)
Share-based payment expense				(1,095)
Exceptional administrative expenses				(928)
Share of profit of joint venture				133
Fair value gain on remeasurement of joint venture				4,287
(Loss)/gain included in fair value on remeasurement of contingent consideration				(1,788)
Finance costs				(6,855)
<b>Loss before tax</b>				<b>(815)</b>

<b>Period ended 31 January 2023</b>	<b>Current-body £'000</b>	<b>Third Party £'000</b>	<b>ZIIP £'000</b>	<b>Total £'000</b>
Revenue	27,883	33,925	2,749	64,557
Cost of Sales	(11,951)	(27,426)	(1,530)	(40,907)
<b>Gross Profit</b>	<b>15,932</b>	<b>6,499</b>	<b>1,219</b>	<b>23,650</b>
Administrative expenses				(22,138)
Share-based payment expense				(2,188)
Exceptional administrative expenses				(2,250)
Other operating income				4
Share of profit of joint venture				1,131
Finance costs				(7,357)
<b>Loss before tax</b>				<b>(9,148)</b>

	<b>16 month period ended 31 January 2023 £'000</b>	<b>11 month period ended 31 December 2023 £'000</b>	<b>Year ended 31 December 2024 £'000</b>
<b>Revenue by geographical location:</b>			
United Kingdom and Ireland	14,634	12,081	22,679
USA and Canada	17,301	20,377	37,217
Rest of Europe	10,756	11,816	22,925
Asia	17,010	20,703	13,778
Rest of the World	4,856	3,312	4,525
	<b>64,557</b>	<b>68,289</b>	<b>101,124</b>

## 5 Expenses by nature

	<b>16 month period ended 31 January 2023 £'000</b>	<b>11 month period ended 31 December 2023 £'000</b>	<b>Year ended 31 December 2024 £'000</b>
Depreciation of property, plant and equipment	91	133	183
Amortisation of right of use assets	174	301	335
Amortisation of intangible assets	3,598	3,158	3,849
Impairment loss on goodwill	—	1,271	3,600
Research and development expenses	90	52	81
Loss on disposal of intangible fixed assets	5	—	3
Cost of inventories recognised as an expense	40,907	34,717	43,722
Foreign exchange	157	(291)	408
Impairment of inventory	299	266	711



## 6 Exceptional administrative expenses

	16 month period ended 31 January 2023 £'000	11 month period ended 31 December 2023 £'000	Year ended 31 December 2024 £'000
Deal fees	2,001	673	1,275
Office relocation costs	30	134	—
Legal disputes	136	121	270
Board hiring fees	83	—	—
	<b>2,250</b>	<b>928</b>	<b>1,545</b>

Deal fees relate to the acquisition of ZIIP Inc, the acquisition of CBT At-Home Beauty Holdings PTE, expenses associated with exploring a private equity acquisition and IPO related costs.

Office relocation costs relate to the transfer costs associated with moving to new US and UK warehouses.

Legal dispute costs relate to trademark and misrepresentation disputes.

Board hiring fees relate to the hiring of new chair and board fees attributable to non-trading items.

## 7 Other operating income

	16 month period ended 31 January 2023 £'000	11 month period ended 31 December 2023 £'000	Year ended 31 December 2024 £'000
Sundry income	4	-	23

## 8 Employee benefit expenses

The aggregate employee benefit expenses were as follows:

	16 month period ended 31 January 2023 £'000	11 month period ended 31 December 2023 £'000	Year ended 31 December 2024 £'000
Wages and salaries	4,311	5,566	10,193
Social security costs	421	571	1,297
Costs of defined contribution scheme	121	148	243
Share-based payment expense (Note 33)	2,188	1,095	836
	<b>7,041</b>	<b>7,380</b>	<b>12,569</b>

Employee benefit expenses were £nil for the period ended 31 December 2024 (11 month period ended 31 December 2023 – £95k and 16 month period ended 31 January 2023 – £21k) recognised within exceptional items in the Consolidated Statement of Profit and Loss and Other Comprehensive Income.

The payroll costs disclosed above include staff costs relating to the development of software of £1,858k for the year ended 31 December 2024 (11 month period ended 31 December 2023

– £1,141k and 16 month period ended 31 January 2023 – £423k) were capitalised in intangible assets.

The average number of employees was as follows:

	16 month period ended 31 January 2023 Number	11 month period ended 31 December 2023 Number	Year ended 31 December 2024 Number
Marketing	23	41	55
Customer service	23	25	34
Developmental	3	6	8
Finance	6	7	9
Operational	38	66	98
Directors	4	4	4
	<b>96</b>	<b>150</b>	<b>209</b>

## 9 Finance costs

	16 month period ended 31 January 2023 £'000	11 month period ended 31 December 2023 £'000	Year ended 31 December 2024 £'000
Interest on bank loans	2,131	2,160	2,700
Interest on loan notes	1,881	2,186	2,737
Interest on preference shares	3,239	2,280	2,851
Interest on lease liabilities	49	174	193
Unwinding of discount on contingent consideration	57	55	150
	<b>7,357</b>	<b>6,855</b>	<b>8,631</b>

## 10 Taxation

	16 month period ended 31 January 2023 £'000	11 month period ended 31 December 2023 £'000	Year ended 31 December 2024 £'000
<b>UK corporation tax</b>			
Current tax on income for the period	624	1,340	4,050
Adjustment in respect of prior period	(281)	(109)	17
Foreign tax	—	(64)	133
<b>Total current tax</b>	<b>343</b>	<b>1,167</b>	<b>4,200</b>
<b>Deferred tax</b>			
Origination and reversal of temporary timing differences	(315)	(474)	(757)
Adjustment in respect of prior period	(86)	(24)	4
<b>Total deferred tax</b>	<b>(401)</b>	<b>(498)</b>	<b>(753)</b>
<b>Tax (credit)/charge on loss</b>	<b>(58)</b>	<b>669</b>	<b>3,447</b>

The reasons for the difference between the actual tax (credit)/charge for the period/year and the effective standard rate of corporation tax applied to profits for the year are as follows:

	16 month period ended 31 January 2023 £'000	11 month period ended 31 December 2023 £'000	Year ended 31 December 2024 £'000
(Loss)/profit before tax	<b>(9,148)</b>	<b>(815)</b>	<b>5,197</b>
Corporation tax at standard/effective rate of 25% (11 month period ended 31 December 2023 – 23.94% and 16 month period ended 31 January 2023 – 19.00%)	(1,738)	(195)	1,299
<i>Effects of:</i>			
Expenses not deductible for tax purposes	2,321	2,369	3,202
Income not taxable	(89)	(116)	(964)
Research and development tax credit	(61)	—	—
Remeasurement of deferred tax for changes in tax rates	(48)	—	—
Fixed asset differences	(485)	(272)	95
Adjustments in respect of prior years	—	(133)	21
Deferred tax not recognised	42	(964)	(206)
Changes in tax rate	—	(20)	—
<b>Total tax (credit)/charge for the period</b>	<b>(58)</b>	<b>669</b>	<b>3,447</b>

#### Factors that may affect future tax charges

On 1 April 2023, the main rate of corporation tax increased to 25% from the previous rate of 19%. The tax rate applied of 23.94% during the 11 month period ended 31 December 2023 represents a blended rate to account for the two rates which were in effect throughout the period. The deferred taxation balances have been measured using 25%, which is the enacted rate applicable in the reporting periods when the timing differences reverse.

## 11 Earnings per share

Basic earnings per share is based on the profit after tax for the year and the weighted average number of shares in issue during the year. All classes of shares in issue have equal rights and are being treated as one class of share.

	16 month period ended 31 January 2023 £'000	11 month period ended 31 December 2023 £'000	Year ended 31 December 2024 £'000
<i>Earnings</i>			
(Loss)/profit attributable to equity holders of the Group	(9,090)	(1,593)	1,724
<i>Number of shares</i>			
Weighted average number of shares in issue during the period/year ('000)	594	633	662
<b>Earnings per share</b>			
Basic	(£15.30)	(£2.52)	£2.60

Diluted earnings per share is the same as Basic earnings per share detailed above.

## 12 Property, plant and equipment

	Leasehold improvements £'000	Plant and Equipment £'000	Fixtures and Fittings £'000	Computer Equipment £'000	Assets under construction £'000	Total £'000
<i>Cost</i>						
At 11 October 2021	—	—	—	—	—	—
Additions	—	—	54	40	—	94
Business combinations	36	1	145	40	—	222
Disposals	—	—	(4)	—	—	(4)
At 31 January 2023	36	1	195	80	—	312
Additions	43	5	404	58	—	510
Business combinations	—	—	—	32	—	32
Foreign exchange	—	—	(7)	—	—	(7)
At 31 December 2023	79	6	592	170	—	847
Additions	—	1	79	72	767	919
Correction to presentation	—	—	(35)	—	—	(35)
Foreign exchange	—	—	5	—	—	5
At 31 December 2024	79	7	641	242	767	1,736
<i>Depreciation and impairment</i>						
At 11 October 2021	—	—	—	—	—	—
Charge for the period	5	1	59	26	—	91
Disposals	—	—	(4)	—	—	(4)
At 31 January 2023	5	1	55	26	—	87
Charge for the period	8	1	100	24	—	133
Foreign exchange	—	—	(2)	1	—	(1)
At 31 December 2023	13	2	153	51	—	219
Charge for the period	8	1	138	36	—	183
Correction to presentation	—	—	(35)	—	—	(35)
Foreign exchange	—	—	1	—	—	1
At 31 December 2024	21	3	257	87	—	368
<i>Net book value</i>						
At 31 January 2023	31	—	140	54	—	225
At 31 December 2023	66	4	439	119	—	628
At 31 December 2024	58	4	384	155	767	1,368

### 13 Right-of-use assets and lease liabilities

#### Right-of-use assets

	<b>Land and buildings £'000</b>
<i>Cost</i>	
At 11 October 2021	—
Business combinations	510
At 31 January 2023	510
Additions	1,860
Business combinations	19
Modifications and amendments	(23)
Disposals	(87)
Foreign exchange	(37)
At 31 December 2023	2,242
Additions	309
Foreign exchange	7
At 31 December 2024	<b>2,558</b>
<i>Amortisation</i>	
At 11 October 2021	—
Charge for the period	174
At 31 January 2023	174
Charge for the period	301
Disposals	(74)
At 31 December 2023	401
Charge for the year	335
At 31 December 2024	<b>736</b>
<b>Net book value</b>	
At 31 January 2023	<b>336</b>
At 31 December 2023	<b>1,841</b>
At 31 December 2024	<b>1,822</b>



*Nature of leasing activities (in the capacity as lessee)*

The Group leases a number of properties in the jurisdictions from which it operates. In some jurisdictions it is customary for lease contracts to provide for payments to increase each year by inflation or and in others to be reset periodically to market rental rates. In some jurisdictions, for property leases the periodic rent is fixed over the lease term. Leases to which the Group is committed but have not yet commenced at period/year end are not considered to be material. There are no covenants or unusual extension options associated with these leases. The table below provides a detailed breakdown of the number of leases by geographical location, reflecting the jurisdictions in which the Group operates:

	16 month period ended 31 January 2023 Number	11 month period ended 31 December 2023 Number	Year ended 31 December 2024 Number
United Kingdom	2	3	4
United States of America	2	3	1
China	—	1	—
	<u>          </u>	<u>          </u>	<u>          </u>

**Lease liabilities**

	<b>Total £'000</b>
At 11 October 2021	—
Business combinations	510
Interest expense	49
Lease payments	(161)
At 31 January 2023	<b>398</b>
Additions	1,848
Business combinations	19
Modifications and amendments	(24)
Interest expense	174
Lease payments	(390)
Foreign exchange	(37)
At 31 December 2023	<b>1,988</b>
Additions	309
Interest expense	193
Lease payments	(447)
Foreign exchange	7
At 31 December 2024	<b>2,050</b>

	16 month period ended 31 January 2023 £'000	11 month period ended 31 December 2023 £'000	Year ended 31 December 2024 £'000
<b>Analysed as:</b>			
Non-current	254	1,745	1,753
Current	144	243	297
	<b>398</b>	<b>1,988</b>	<b>2,050</b>
Expense relating to short-term leases recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income	<b>3</b>	<b>7</b>	<b>12</b>

## 14 Intangible assets

	Goodwill £'000	Patents and licences £'000	Product development £'000	Website cost £'000	Intellectual property £'000	Brand £'000	Total £'000
<i>Cost</i>							
At 11 October 2021	—	—	—	—	—	—	—
Additions	—	11	806	1,161	—	—	1,978
Business combinations	30,284	36	395	1,343	1,069	19,484	52,611
Disposals	—	—	—	(158)	—	—	(158)
At 31 January 2023	30,284	47	1,201	2,346	1,069	19,484	54,431
Additions	—	36	1,400	538	—	—	1,974
Business combinations	8,605	—	—	—	—	—	8,605
Foreign exchange	—	—	(21)	(9)	—	—	(30)
At 31 December 2023	38,889	83	2,580	2,875	1,069	19,484	64,980
Additions	—	43	2,020	872	—	1,017	3,952
Foreign exchange	—	—	24	4	—	19	47
Disposals	—	—	(3)	—	—	—	(3)
At 31 December 2024	38,889	126	4,621	3,751	1,069	20,520	68,976
<i>Amortisation and impairment</i>							
At 11 October 2021	—	—	—	—	—	—	—
Amortisation charge for the period	—	6	525	537	160	2,370	3,598
Disposals	—	—	—	(153)	—	—	(153)
At 31 January 2023	—	6	525	384	160	2,370	3,445
Amortisation charge for the period	—	6	662	508	196	1,786	3,158
Impairment	1,271	—	—	—	—	—	1,271
Foreign exchange	—	—	(4)	—	—	—	(4)
At 31 December 2023	1,271	12	1,183	892	356	4,156	7,870
Amortisation charge for the period	—	10	1,061	616	214	1,948	3,849
Impairment	3,600	—	—	—	—	—	3,600
Foreign exchange	—	—	6	33	—	—	39
At 31 December 2024	4,871	22	2,250	1,541	570	6,104	15,358
<i>Net book value</i>							
At 31 January 2023	<b>30,284</b>	<b>41</b>	<b>676</b>	<b>1,962</b>	<b>909</b>	<b>17,114</b>	<b>50,986</b>
At 31 December 2023	<b>37,618</b>	<b>71</b>	<b>1,397</b>	<b>1,983</b>	<b>713</b>	<b>15,328</b>	<b>57,110</b>
At 31 December 2024	<b>34,018</b>	<b>104</b>	<b>2,371</b>	<b>2,210</b>	<b>499</b>	<b>14,416</b>	<b>53,618</b>

Amortisation charge is recognised in administrative expenses in the Consolidated Statement of Profit and Loss and Other Comprehensive Income.

In September 2024, the Group acquired the Tria brand name for a consideration of \$1,300k, having the remaining useful life of 10 years. The carrying value of the Tria brand as at 31 December 2024 is £1,036k.

#### *Goodwill Impairment review*

Goodwill is tested for impairment at each of the reporting date on the basis of value in use calculations. The use of this method requires the estimation of future cash flows, including application of terminal value, and the determination of a pre-tax discount in order to calculate the present value of the cash flows. The carrying amount of goodwill is allocated to the CGUs as follows:

	<b>31 January 2023 £'000</b>	<b>31 December 2023 £'000</b>	<b>31 December 2024 £'000</b>
The Beauty Tech Group Limited	26.957	26.957	26.957
ZIIP Inc.	3,327	3,327	3,327
CBT At-Home Beauty Holdings PTE	—	7,334	3,734
	<b>30,284</b>	<b>37,618</b>	<b>34,018</b>

At 31 December 2024, following the impairment review, management concluded that CBT AT-Home Beauty Holdings PTE has suffered an impairment loss of £3,600k (11 month period ended 31 December 2023 – £1,271k and 16 month period ended 31 January 2023 – £Nil), reflecting its loss-making performance during the year.

The calculation of value in use for all the above CGUs is most sensitive to the following assumptions:

- *Pre-tax discount rate*

Pre-tax discount rate based on a weighted average cost of capital (WACC) of 19.9% (11 month period ended 31 December 2023 – 18.6% and 16 month period ended 31 January 2023 – 17.5%) applied to the cash flow projections used in the value in use calculations.

- *Performance in the market*

Reflects how management believes that the CGU will perform over the five year-period from 31 December 2024 and is used to calculate the value in use of the CGUs.

CGU specific operating assumptions are applicable to the forecasted cash flows for the years 2025 to 2029 and relate to revenue forecasts and underlying profit margins in each of the operating CGUs. The value ascribed to each assumption will vary between CGUs as the forecasts are built up from the underlying business units within each CGU group. These assumptions are based upon a combination of past experience of observable trends and expectations of future changes in the market.

## 15 Investments

	<b>Investments in joint ventures £'000</b>
<i>Cost</i>	
At 11 October 2021	—
Share of profits for the period	700
At 31 January 2023	700
Share of retained profits for the period	133
Fair value gain on remeasurement on acquisition date	4,287
Acquisition of subsidiary	(4,985)
Foreign exchange	(135)
At 31 December 2023	—
Share of profits for the period	—
At 31 December 2024	—

The Group had a 50% interest in Joint Venture, CBT At-Home Beauty Holdings PTE. On 22 June 2023, the Group acquired an additional 50% of the ordinary share capital of joint venture CBT At-Home Beauty Holdings PTE, resulting in the entity registered in Singapore, becoming a wholly owned Subsidiary.

Summarised financial information in relation to the joint venture is presented below:

	<b>16 month period ended 31 January 2023 £'000</b>	<b>11 month period ended 31 December 2023 £'000</b>	<b>Year ended 31 December 2024 £'000</b>
Current assets	3,585	—	—
Non-current assets	2	—	—
Current liabilities	(984)	—	—
Non-current liabilities	(765)	—	—
Net assets	1,838	—	—
Group share of net assets	919	—	—
Revenue	12,702	5,471	—
Depreciation and amortisation	(61)	—	—
Interest expense	(164)	—	—
Tax expense	(306)	(130)	—
Profit for the period/year	2,283	242	—
Total comprehensive income	2,283	242	—

## Group subsidiaries

Details of the Group subsidiaries are as follows:

Name of subsidiary	Country of incorporation and principal place of business	Class of Share	Proportion of ownership interest and voting rights held by the Group		
			31 January 2023	31 December 2023	31 December 2024
Project Glow Midco Limited	United Kingdom <sup>(1)</sup>	Ordinary	100%	100%	100%
Project Glow Bidco Limited*	United Kingdom <sup>(1)</sup>	Ordinary	100%	100%	100%
The Beauty Tech Group Limited*	United Kingdom <sup>(2)</sup>	Ordinary	100%	100%	100%
Aesthete Holding Corporation*	USA <sup>(3)</sup>	Ordinary	100%	100%	100%
ZIIP Inc. *	USA <sup>(4)</sup>	Ordinary	100%	100%	100%
The Beauty Tech Group B.V (formerly Currentbody B.V)*	Netherlands <sup>(5)</sup>	Ordinary	100%	100%	100%
The Beauty Tech Group LLC (formerly Currentbody LLC)*	USA <sup>(6)</sup>	Ordinary	100%	100%	100%
Glow Services HK Limited (formerly Currentbody.com HK Limited)*	Hong Kong <sup>(7)</sup>	Ordinary	100%	100%	100%
CBT At-Home Beauty Holdings PTE*	Singapore <sup>(8)</sup>	Ordinary	50%	100%	100%
CBT At-Home Beauty (Shanghai) Ltd*	China <sup>(9)</sup>	Ordinary	50%	100%	100%
The Beauty Tech Group Japan Godo Kaisha*	Japan <sup>(10)</sup>	Ordinary	—	—	100%
CURRENTBODY SKIN LTD*	United Kingdom <sup>(11)</sup>	Ordinary	—	—	100%
Tria Laser Inc*	USA <sup>(2)</sup>	Ordinary	—	—	100%

\* indirectly held

Tria Laser Inc was incorporated on 27 November 2024 and remained dormant for the rest of 2024.

Registered office addresses:

- 1 C/O Alter Domus (Uk) Limited, 10th Floor, 30 St Mary Axe, London, EC3A8BF, United Kingdom
- 2 Glasshouse, Block 1s1 Congleton Road, Nether Alderley, Macclesfield, Cheshire, SK10 4ZE
- 3 251 Little Falls Drive, City of Wilmington, DE 19808, United States of America
- 4 D2, 2495 Estand Way, Pleasant Hill, CA 94523, United States of America
- 5 St.-Jacobsstraat 123, 3511 BP, Utrecht
- 6 3411 Silverside Road Wilmington, DE 19810, United States of America
- 7 22/F., 3 Lockhart Road, Wanchai, Hong Kong
- 8 20 Upper Circular Road, #03-06 The Riverwalk, Singapore 058416
- 9 5/F Xinyan Building B 65 Guiqing Road, Shanghai, 200233, PRC
- 10 #9F Tokyo Akasaka Horitsu jimusho nai, Shiroyama Trust Tower, 4-3-1, Toranomon, Minato-ku, Tokyo-to, Japan, 105-0001
- 11 Glasshouse Alderley Park Congleton Road, Nether Alderley, Macclesfield, England, SK10 4ZE



## 16 Inventories

	31 January 2023 £'000	31 December 2023 £'000	31 December 2024 £'000
Raw materials and consumables	—	484	1,852
Finished goods and goods for resale	10,219	13,540	15,226
	<b>10,219</b>	<b>14,024</b>	<b>17,078</b>

## 17 Trade and other receivables

	31 January 2023 £'000	31 December 2023 £'000	31 December 2024 £'000
Trade receivables at amortised cost	2,133	1,700	3,882
Less: expected credit loss provision	—	—	—
<b>Trade receivables at amortised cost – net</b>	<b>2,133</b>	<b>1,700</b>	<b>3,882</b>
Amounts owed by joint ventures	883	—	—
Amounts owed by related parties	—	—	28
Foreign exchange forward contracts (Note 25)	—	—	112
Other receivables	2,237	3,074	11,391
Prepayments	394	1,156	1,336
<b>Total trade and other receivables</b>	<b>5,647</b>	<b>5,930</b>	<b>16,749</b>

The carrying value of trade and other receivables classified at amortised cost approximates fair value.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses using a lifetime expected credit loss provision for trade and other receivables. The expected loss rates are based on the Group's historical credit losses. The historic loss rates are then adjusted for current and forward-looking information on macro-economic factors affecting the Group's customers.

Trade receivables have been reviewed under the ECL impairment model. As at 31 December 2024, the Group's ECL provision for trade receivables was immaterial and therefore not recognised (31 December 2023 and 31 January 2023 – also immaterial).

Foreign exchange forward contracts are primarily U.S. Dollars forward contracts which are used to hedge exchange risk arising from the Group's inventory purchases (note 25). These are not designated as hedging instruments.

## 18 Trade and other payables

	31 January 2023 £'000	31 December 2023 £'000	31 December 2024 £'000
Trade payables	7,954	7,976	10,952
Taxation and social security	548	2,148	4,001
Accrued expenses	1,829	2,353	5,454
Other payables	3,027	1,266	540
<b>Total trade and other payables</b>	<b>13,358</b>	<b>13,743</b>	<b>20,947</b>

## 19 Borrowings

	31 January 2023 £'000	31 December 2023 £'000	31 December 2024 £'000
<b>Amounts falling due within 1 year:</b>			
Bank loans	—	4,874	71
	<b>—</b>	<b>4,874</b>	<b>71</b>
<b>Amounts falling due within 2 – 5 years:</b>			
Bank loans	14,947	11,010	11,515
Loan notes	22,505	27,289	30,026
Preference shares	23,446	28,432	31,284
	<b>60,898</b>	<b>66,731</b>	<b>72,825</b>
	<b>60,898</b>	<b>71,605</b>	<b>72,896</b>

### Preference shares

Details of the preference shares are disclosed in note 23.

### Loan notes

Loan notes are secured by fixed charges over the assets of Group companies.

#### *10% fixed rate secured loan notes 2027*

On 5 November 2021, the Group issued £19,999,999 10% fixed rate loan notes. The loan notes attract interest at 10% per annum and are repayable on 5 November 2027. Interest shall be compounded annually and is payable in full on the repayment of the outstanding loan amount. At 31 December 2024, interest of £7,019k had accrued (31 December 2023 – £4,556k and 31 January 2023 – £2,505k) and is included within the balance of £27,019k (31 December 2023 – £24,556k and 31 January 2023 – £22,505k) due in respect of these loan notes.

#### *10% fixed rate secured loan notes 2028*

On 22 June 2023, the Group issued £2,597,808 10% fixed rate loan notes. The loan notes attract interest at 10% per annum and are repayable on 22 June 2028. Interest shall be compounded annually and is payable in full on the repayment of the outstanding loan amount. At 31 December 2024, interest of £409k had accrued (31 December 2023 – £135k and 31 January 2023 – £Nil) and is included within the balance of £3,007k (31 December 2023 – £2,733k and 31 January 2023 – £Nil) due in respect of these loan notes.

### Bank loans

Bank loans are secured by way of a fixed and floating charge over the assets of the Group.

Included within bank loans is a loan of £11,515k (31 December 2023 – £11,319k and 31 January 2023 – £10,656k) charged at the Central Bank Rate plus 10.5% per annum. The loan is due for repayment on the earlier of November 2026, or upon the occurrence of a change of listing of the Topco, a change of control, or the sale of all or substantially all of the assets of the Group. The loan agreement contains financial covenants, including minimum net debt to EBITDA ratio and a minimum amount of cash. The covenant deadlines are quarterly, and there have been no breaches reported. The loan has been repaid in April 2025.

## 20 Provisions

	Returns and warranty provision £'000
At 11 October 2021	—
Charged to profit or loss	—
At 31 January 2023	—
Charged to profit or loss	772
At 31 December 2023	772
Charged to profit or loss	1,383
At 31 December 2024	<b>2,155</b>

The Group provides a 24-month warranty on certain products sold during the reporting period. The warranty covers defects in materials and manufacture under normal use and is recognised as a provision in the financial statements based on the Group's past experience and expected costs of fulfilling these obligations. Warranty provisions represent management's best estimate of the costs expected to arise from fulfilling warranty obligations, based on historical data and anticipated future claims. These obligations are assessed collectively due to their similar nature across products. The provisions reflect the most accurate estimate of the expenditure required, considering relevant risks and uncertainties, like product rate returns and repairs or replacement costs. No expected reimbursements are currently recognised, and no asset has been recorded for any potential reimbursement.

## 21 Contingent consideration

The movement for the contingent consideration is as follows:

	31 January 2023 £'000	31 December 2023 £'000	31 December 2024 £'000
Opening balance	—	546	3,406
Acquisition of subsidiary	476	1,300	—
Unwinding of discount	57	55	150
Remeasurement	—	1,788	(1,135)
Foreign exchange	13	(283)	199
<b>Closing balance</b>	<b>546</b>	<b>3,406</b>	<b>2,620</b>

At 31 December 2024, contingent consideration includes £1,320k and £1,300k in relation to the acquisition of ZIIP Inc. and the acquisition of CBT At-Home Beauty Holdings PTE respectively.

Details for each contingent consideration is disclosed in note 26.

## 22 Deferred tax

The movement on the deferred tax account is as shown below:

	<b>Liability £'000</b>
At 11 October 2021	—
Credited to profit or loss	(401)
Acquisition of subsidiary	5,138
Other	81
At 31 January 2023	4,818
Credited to profit or loss	(498)
Arising on acquisition	(13)
At 31 December 2023	4,307
Credited to profit or loss	(753)
At 31 December 2024	<b>3,554</b>

The deferred taxation balance is made up as follows:

	<b>31 January 2023 £'000</b>	<b>31 December 2023 £'000</b>	<b>31 December 2024 £'000</b>
<i>Asset</i>			
Accelerated capital allowances	—	—	78
Other temporary and deductible differences	—	—	206
	—	—	<b>284</b>
<i>Liability</i>			
Accelerated capital allowances	(4,819)	(4,309)	(3,838)
Other temporary and deductible differences	1	2	—
	<b>(4,818)</b>	<b>(4,307)</b>	<b>(3,838)</b>
<b>Net liability</b>	<b>(4,818)</b>	<b>(4,307)</b>	<b>(3,554)</b>

## 23 Share capital

### Shares classified as equity

	<b>31 January 2023 Number</b>	<b>31 December 2023 Number</b>	<b>31 December 2024 Number</b>
<b>Authorised, allotted, issued and fully paid:</b>			
Ordinary A shares of £0.01 each	320,334	320,334	320,334
Ordinary B shares of £0.01 each	63,466	63,466	63,466
Ordinary B2 shares of £0.01 each	—	61,667	61,667
Ordinary C shares of £0.01 each	141,200	141,200	141,200
Ordinary D shares of £0.01 each	69,000	75,000	75,000
	<b>594,000</b>	<b>661,667</b>	<b>661,667</b>

	£'000	£'000	£'000
<b>Authorised, allotted, issued and fully paid:</b>			
Ordinary A shares of £0.01 each	3	3	3
Ordinary B shares of £0.01 each	1	1	1
Ordinary B2 shares of £0.01 each	—	1	1
Ordinary C shares of £0.01 each	1	1	1
Ordinary D shares of £0.01 each	1	1	1
	<b>6</b>	<b>7</b>	<b>7</b>

#### Shares classified as debt

	31 January 2023 Number	31 December 2023 Number	31 December 2024 Number
<b>Authorised, allotted, issued and fully paid:</b>			
A Preference shares of £0.01 each	15,971,623	15,971,623	15,971,623
B Preference shares of £0.01 each	4,864,141	4,864,141	4,864,141
C Preference shares of £0.01 each	—	2,706,366	2,706,366
	<b>20,835,764</b>	<b>23,542,130</b>	<b>23,542,130</b>

	£'000	£'000	£'000
<b>Authorised, allotted, issued and fully paid:</b>			
A Preference shares of £0.01 each	160	160	160
B Preference shares of £0.01 each	48	48	48
C Preference shares of £0.01 each	—	27	27
	<b>208</b>	<b>235</b>	<b>235</b>

#### Shares classified as equity

	Number	Number	Number
<b>Ordinary A shares of £0.01 each</b>			
At beginning of the period/year	—	320,334	320,334
Shares issued in the period/year	320,334	—	—
<b>At end of the period/year</b>	<b>320,334</b>	<b>320,334</b>	<b>320,334</b>

	£'000	£'000	£'000
<b>Ordinary A shares of £0.01 each</b>			
At beginning of the period/year	—	3	3
Shares issued in the period/year	3	—	—
<b>At end of the period/year</b>	<b>3</b>	<b>3</b>	<b>3</b>

	31 January 2023 Number	31 December 2023 Number	31 December 2024 Number
<b>Ordinary B shares of £0.01 each</b>			
At beginning of the period/year	—	63,466	63,466
Shares issued in the period/year	63,466	—	—
<b>At end of the period/year</b>	<b>63,466</b>	<b>63,466</b>	<b>63,466</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
<b>Ordinary B shares of £0.01 each</b>			
At beginning of the period/year	—	1	1
Shares issued in the period/year	1	—	—
<b>At end of the period/year</b>	<b>1</b>	<b>1</b>	<b>1</b>
	<b>Number</b>	<b>Number</b>	<b>Number</b>
<b>Ordinary B2 shares of £0.01 each</b>			
At beginning of the period/year	—	—	61,667
Shares issued in the period/year	—	61,667	—
<b>At end of the period/year</b>	<b>—</b>	<b>61,667</b>	<b>61,667</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
<b>Ordinary B2 shares of £0.01 each</b>			
At beginning of the period/year	—	—	1
Shares issued in the period/year	—	1	—
<b>At end of the period/year</b>	<b>—</b>	<b>1</b>	<b>1</b>
	<b>31 January 2023 Number</b>	<b>31 December 2023 Number</b>	<b>31 December 2024 Number</b>
<b>Ordinary C shares of £0.01 each</b>			
At beginning of the period/year	—	141,200	141,200
Shares issued in the period/year	141,200	—	—
<b>At end of the period/year</b>	<b>141,200</b>	<b>141,200</b>	<b>141,200</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
<b>Ordinary C shares of £0.01 each</b>			
At beginning of the period/year	—	1	1
Shares issued in the period/year	1	—	—
<b>At end of the period/year</b>	<b>1</b>	<b>1</b>	<b>1</b>



	Number	Number	Number
<b>Ordinary D shares of £0.01 each</b>			
At beginning of the period/year	—	69,000	75,000
Shares issued in the period/year	69,000	6,000	—
<b>At end of the period/year</b>	<b>69,000</b>	<b>75,000</b>	<b>75,000</b>
	£'000	£'000	£'000
<b>Ordinary D shares of £0.01 each</b>			
At beginning of the period/year	—	1	1
Shares issued in the period/year	1	—	—
<b>At end of the period/year</b>	<b>1</b>	<b>1</b>	<b>1</b>
<b>Shares classified as debt</b>			
	31 January 2023 Number	31 December 2023 Number	31 December 2024 Number
<b>A Preference shares of £0.01 each</b>			
At beginning of the period/year	—	15,971,623	15,971,623
Shares issued in the period/year	15,971,623	—	—
<b>At end of the period/year</b>	<b>15,971,623</b>	<b>15,971,623</b>	<b>15,971,623</b>
	£'000	£'000	£'000
<b>A Preference shares of £0.01 each</b>			
At beginning of the period/year	—	160	160
Shares issued in the period/year	160	—	—
<b>At end of the period/year</b>	<b>160</b>	<b>160</b>	<b>160</b>
	Number	Number	Number
<b>B Preference shares of £0.01 each</b>			
At beginning of the period/year	—	4,864,141	4,864,141
Shares issued in the period/year	4,864,141	—	—
<b>At end of the period/year</b>	<b>4,864,141</b>	<b>4,864,141</b>	<b>4,864,141</b>
	£'000	£'000	£'000
<b>B Preference shares of £0.01 each</b>			
At beginning of the period/year	—	48	48
Shares issued in the period/year	48	—	—
<b>At end of the period/year</b>	<b>48</b>	<b>48</b>	<b>48</b>

	31 January 2023 Number	31 December 2023 Number	31 December 2024 Number
<b>C Preference shares of £0.01 each</b>			
At beginning of the period/year	—	—	2,706,366
Shares issued in the period/year	—	2,706,366	—
<b>At end of the period/year</b>	<b>—</b>	<b>2,706,366</b>	<b>2,706,366</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
<b>C Preference shares of £0.01 each</b>			
At beginning of the period/year	—	—	27
Shares issued in the period/year	—	27	—
<b>At end of the period/year</b>	<b>—</b>	<b>27</b>	<b>27</b>

Ordinary A, B, B2, C and D shares are non-redeemable and rank *pari passu* with respect to rights to receive dividends and a return of capital. The A, B, B2 and C Ordinary shares also have voting rights, each share entitling the holder to one vote. Capital may only be distributed to the Ordinary shareholders once amounts due to holders of the preference shares have been settled.

A, B and C classes of preference shares are redeemable. These shares do not entitle the holder to voting rights, but do carry a fixed preferential cumulative dividend of 10% per annum.

The preference shares are redeemable on 26 October 2027 and carry a coupon rate of 10% per annum payable on redemption. The preference share dividend is compounded annually. At 31 December 2024, total dividends of £7,741k had accrued (31 December 2023 – £4,890k and 31 January 2023 – £2,610k) and are included within the balance of £31,284k (31 December 2023 – £28,432k and 31 January 2023 – £23,446k) due in respect of preference shares, shown within Borrowings – see note 19.

## 24 Reserves

The Group and Topco's reserves are as follows:

### Share capital

Share capital represents the nominal value of shares that have been issued.

### Share premium

Share premium represents the amount subscribed for share capital in excess of nominal value net of transaction costs.

### Foreign currency translation reserve

Foreign currency translation reserve represents the accumulated gains/losses arising on retranslating the net assets of overseas operations into GBP.

### Share-based payment reserve

The share based payment reserve represents the share based payment expense in respect of equity instruments issued to employees of the group under an equity settled share based remuneration scheme.

### Retained earnings

Retained earnings represent cumulative profits or losses net of dividends paid and other adjustments.

## 25 Financial instruments – risk management

The Group is exposed through its operations to the following financial risks:

- credit risk;
- interest rate risk;
- other market price risk;
- foreign exchange risk;
- liquidity risk; and
- capital risk.

In common with other businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

### *Principal financial instruments*

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

- Trade and other receivables
- Foreign exchange forward contracts
- Cash and cash equivalents
- Trade and other payables
- Accrued expenses
- Bank loans
- Lease liabilities
- Loan notes
- Preference shares

The Group's financial instruments are categorised as follows:

### **Financial assets – Amortised cost**

	31 January 2023 £'000	31 December 2023 £'000	31 December 2024 £'000
Net trade receivables	2,133	1,700	3,882
Amounts owed by joint ventures	883	—	—
Amounts owed by related parties	—	—	28
Other receivables	2,237	3,074	11,391
Cash and cash equivalents	5,740	12,021	14,528
<b>Total financial assets held at amortised cost</b>	<b>10,993</b>	<b>16,795</b>	<b>29,829</b>

## Financial liabilities – Amortised cost

	31 January 2023 £'000	31 December 2023 £'000	31 December 2024 £'000
Trade payables	7,954	7,976	10,952
Other payables	3,027	1,266	540
Accrued expenses	1,829	2,353	5,454
Bank loans	14,947	15,884	11,586
Lease liabilities	398	1,988	2,050
Loan notes	22,505	27,289	30,026
Preference shares	23,446	28,432	31,284
<b>Total financial liabilities held at amortised cost</b>	<b>74,106</b>	<b>85,188</b>	<b>91,892</b>

### Fair value of financial instruments

Financial instruments not measured at fair value include cash and cash equivalents, trade and other receivables, trade and other payables, bank loans, lease liabilities, loan notes and preference shares.

Due to their short-term nature, the carrying value of cash and cash equivalents, trade and other receivables, and trade and other payables approximates their fair value.

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, and based on the lowest level input that is significant to the fair value measurement as a whole:

	31 January 2023 £'000	31 December 2023 £'000	31 December 2024 £'000
<b>Financial assets measured at fair value</b>			
<i>(Level 2: significant observable inputs)</i>			
Foreign exchange forward contracts	—	—	112

Foreign forward contracts are classified as Level 2. The Group enters into these derivative financial instruments with various counterparties, principally financial institutions with investment grade credit ratings. These contracts are valued using valuation techniques, which employ the use of market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, and yield curves of the respective currencies.

	31 January 2023 £'000	31 December 2023 £'000	31 December 2024 £'000
<b>Financial liabilities measured at fair value</b>			
<i>(Level 3: significant unobservable inputs)</i>			
Contingent consideration	546	3,406	2,620

The contingent consideration in relation to the acquisition of ZIIP Inc. and CBT At-Home Beauty Holdings PTE (see note 26) have been measured at fair value. The valuation is based on unobservable inputs and hence is a Level 3 valuation. The inputs included are projected revenues, probability of achieving the two individual earn-outs, and the discount rate. The

discount rate utilised in the calculation of these fair value measurements was 10%, which is the Group's incremental borrowing rate (IBR). In determining the IBR, management considered investors' return on loan notes, interest on preference shares, and general interest rates when borrowing. The fair value is determined considering the expected payment, discounted to present value using the IBR. The expected payment has been determined separately in respect of the two individual earn-outs, taking into account the anticipated revenue levels. A 2% change in the discount rate would impact the contingent consideration recognised by circa £50k. See note 21 for detailed movement in the contingent consideration.

There have been no transfers between Level 1 and Level 2 of the fair value hierarchy during the 16-month period ended 31 January 2023, the 11-month period ended 31 December 2023, and the year ended 31 December 2024.

#### *General objectives, policies and processes*

The Board has overall responsibility for the determination of the Group's risk management objectives and policies. Whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Group's centralised finance function from which the Board receives regular updates.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility. Further details regarding these policies are set out below:

#### *Credit risk*

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group is mainly exposed to credit risk from its operating activities (primarily for accounts receivable). The Group recognises expected credit losses based on past experience of losses arising, the current position and forward-looking information where it is available. The Group's experience with such customers has been characterised by prompt payment consistently received.

Under the general approach under IFRS 9 there is an assessment of whether there has been a significant increase in the credit risk since initial recognition. If there has been a significant increase in credit risk, then the loss allowance is calculated based on lifetime expected credit losses. If not, then the loss allowance is based on 12 month expected credit losses. This determination is made at the end of each financial period. There have been no significant increases in credit risk during the year or since initial recognition.

Thus, the basis of the loss allowance for a specific financial asset could change year on year. For trade receivables which do not contain a significant financing component, the loss allowance is determined as the lifetime expected credit losses of the instruments. For financial assets other than trade receivables, the general approach under IFRS 9 is followed.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses using a lifetime expected credit loss provision for trade receivables. To measure expected credit losses on a collective basis, trade receivables are grouped based on similar credit risk and aging. The expected credit losses are based on the Group's historical credit losses which are then adjusted for current and forward-looking information on macroeconomic factors affecting the Group's customers.

Credit risk also arises from cash and cash equivalents and deposits with banks and financial institutions. The concentration of credit risk is managed by monitoring the credit quality of customers and financial institutions. The Group assesses the concentration of credit risk by evaluating the geographical distribution of its receivables and the credit ratings of its banking partners.

#### *Market risk*

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting similar financial

instruments traded in the market. Market price risks include interest rate risk, currency risk and other price risk.

#### *Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to cash flow interest rate risk from long-term borrowings at variable rate. Management determines the concentration of interest rate risk by analysing the proportion of variable rate borrowings in the Group's debt portfolio. The exposure is quantified by assessing the sensitivity of financial results to changes in interest rates.

At the reporting date, the interest rate profile of the Group's interest-bearing financial instruments was as disclosed in notes 19.

#### *Sensitivity analysis*

A change of 100 basis points in interest rates at the period end date would have increased/ (decreased) loss by the amounts shown below, which are not considered material to the financial statements. This calculation assumes that the change occurred at the reporting date and had been applied to risk exposures existing at that date. This analysis assumes that all other variables, remain constant and considers the effect of financial instruments with variable interest rates, financial instruments at fair value through profit or loss or available for sale with fixed interest rates and the fixed rate element of interest rate swaps.

#### **Impact on loss after tax and net assets**

	<b>16 month period ended 31 January 2023 £'000</b>	<b>11 month period ended 31 December 2023 £'000</b>	<b>Year ended 31 December 2024 £'000</b>
Increase	(145)	(143)	(101)
Decrease	145	143	101

#### *Other price risk*

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. There are no financial assets subject to market rate price fluctuations. The Group evaluates the concentration of other market price risk by reviewing its financial instruments subject to market price fluctuations. Currently, the Group's exposure to other price risk is considered minimal.

#### *Foreign exchange risk*

Foreign exchange risk is the risk that movements in exchange rates affect the profitability of the business. Most of the Group's foreign currency transactions are conducted in U.S. Dollars ("USD") or Euro ("EUR"). Exposures to currency exchange rates arise from overseas sales and purchases, which are primarily denominated in USD or EUR. The Group holds bank accounts in foreign currencies to help mitigate the foreign exchange risk. The Group assesses the concentration of foreign exchange risk by analysing the proportion of foreign currency transactions and balances, and monitors exchange rate movements closely to ensure adequate funds are maintained in appropriate currencies to meet known liabilities.



The Group's exposure to foreign currency risk at the end of the respective reporting period was as follows:

	31 January 2023 £'000	31 December 2023 £'000	31 December 2024 £'000
GBP – net (liabilities) / assets	(10,296)	(9,432)	(15,146)
EUR – net assets / (liabilities)	1,335	2,838	5,059
USD – net assets / (liabilities)	2,608	784	4,269
Others – net assets / (liabilities)	45	236	2,804
	<u>(6,308)</u>	<u>(5,574)</u>	<u>(3,014)</u>

Net assets include the monetary assets and liabilities of subsidiaries denominated in foreign currency.

The Group is exposed to foreign currency risk on the relationship between the functional currencies of the parent and its subsidiary companies and the other currencies in which the Group's material assets and liabilities are denominated. The table below summaries the effect on reserves had the functional currencies of the Group weakened or strengthened against these other currencies, with all other variables held constant.

10% strengthening of functional currency	31 January 2023 £'000	31 December 2023 £'000	31 December 2024 £'000
GBP – net (liabilities) / assets	(399)	(386)	(1,213)
EUR – net assets / (liabilities)	133	284	506
USD – net assets / (liabilities)	261	78	427
Others – net assets / (liabilities)	5	24	280

10% weakening of functional currency	31 January 2023 £'000	31 December 2023 £'000	31 December 2024 £'000
GBP – net assets / (liabilities)	399	386	1,213
EUR – net (liabilities) / assets	(133)	(284)	(506)
USD – net (liabilities) / assets	(261)	(78)	(427)
Others – net (liabilities) / assets	(5)	(24)	(280)

The impact of a change of 10 percent has been selected as this has been considered reasonable given the current level of exchange rates and the volatility observed both on a historical basis and market expectations for future movements. The sensitivities above would all affect the profit and loss of the Group.

#### *Liquidity risk*

Liquidity risk arises from the Group's management of working capital and the finance charges and principal repayments on its debt instruments. Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

Liquidity risk arises from the Group's management of working capital and its ability to repay debt and related finance charges when they fall due.

The concentration of liquidity risk is determined by reviewing the maturity profile of financial liabilities and the availability of liquid assets. The Group's policy is to ensure that it will always have sufficient liquid assets to allow it to meet its liabilities when they become due.

The following table sets out the contractual maturities (representing undiscounted contractual cash flows) of financial liabilities:

	Due within 1 year £'000	Due between 1 and 5 years £'000	Due more than 5 years £'000	Total £'000
<b>31 December 2024</b>				
Trade payables	10,952	—	—	10,952
Other payables	540	—	—	540
Accrued expenses	5,454	—	—	5,454
Contingent consideration	—	2,620	—	2,620
Bank loans	11,586	—	—	11,586
Lease liabilities	551	1,886	1,113	3,550
Loans notes	—	30,026	—	30,026
Preference shares	—	31,284	—	31,284
	<b>29,083</b>	<b>65,816</b>	<b>1,113</b>	<b>96,012</b>
	Due within 1 year £'000	Due between 1 and 5 years £'000	Due more than 5 years £'000	Total £'000
<b>31 December 2023</b>				
Trade payables	7,976	—	—	7,976
Other payables	1,266	—	—	1,266
Accrued expenses	2,353	—	—	2,353
Contingent consideration	—	3,406	—	3,406
Bank loans	4,874	11,010	—	15,884
Lease liabilities	431	1,458	882	2,771
Loans notes	—	27,289	—	27,289
Preference shares	—	28,432	—	28,432
	<b>16,900</b>	<b>71,595</b>	<b>882</b>	<b>89,377</b>
	Due within 1 year £'000	Due between 1 and 5 years £'000	Due more than 5 years £'000	Total £'000
<b>31 January 2023</b>				
Trade payables	7,954	—	—	7,954
Other payables	3,027	—	—	3,027
Accrued expenses	1,829	—	—	1,829
Contingent consideration	—	546	—	546
Bank loans	—	14,947	—	14,947
Lease liabilities	174	254	—	428
Loans notes	—	22,505	—	22,505
Preference shares	—	23,446	—	23,446
	<b>12,984</b>	<b>61,698</b>	<b>—</b>	<b>74,682</b>

#### *Capital risk management*

The Group's primary objectives with respect to its capital management are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital and to have sufficient cash resources to fund the research, development and operations.

Management reviews its capital management approach on an ongoing basis and evaluates the concentration of capital risk by analysing the balance between debt and equity financing. The exposure is quantified by monitoring compliance with financial covenants and maintaining an optimal capital structure. There were no changes in the Group's approach to capital management in the year ended 31 December 2024. The Group is subject to bank loan covenants under its debt agreement, see borrowings (note 19). There were no breaches of covenants during the year ended 31 December 2024, the 11 month period ended 31 December 2023, and the 16 month period ended 31 January 2023.

The capital structure of the Group consists of net debt and equity of the Group.

	31 January 2023 £'000	31 December 2023 £'000	31 December 2024 £'000
Bank loans	14,947	15,884	11,586
Lease liabilities	398	1,988	2,050
Loan notes	22,505	27,289	30,026
Preference shares	23,446	28,432	31,284
<b>Net debt</b>	<b>61,296</b>	<b>73,593</b>	<b>74,946</b>
<b>Total deficit</b>	<b>(6,308)</b>	<b>(5,574)</b>	<b>(3,014)</b>

## 26 Business combinations

On 22 June 2023, the Group acquired an additional 50% of the ordinary share capital of CBT At-Home Beauty Holdings PTE, resulting in the entity registered in Singapore, becoming a wholly owned subsidiary. CBT At-Home Beauty Holdings PTE is a holding company which holds 100% of the share capital of CBT At-Home Beauty (Shanghai) Ltd, a company registered in Shanghai, whose trade is the retail of at-home beauty devices. The primary reason for this business combination was to strategically gain entry into the Chinese market, which is notoriously challenging to access. This acquisition is expected to enhance the Group's presence in China, providing a platform for growth and expansion in one of the world's largest consumer markets.

Details of the fair value of identifiable assets and liabilities acquired purchase consideration and goodwill are as follows:

	Recognised values on acquisition £'000
<b>Acquiree's net assets at the acquisition date:</b>	
Property, plant and equipment	32
Right of use assets	19
Inventories	2,753
Receivables	1,289
Cash at bank and in hand	1,099
Deferred taxation	13
Creditors	(3,821)
Lease liabilities	(19)
<b>Net identifiable assets</b>	<b>1,365</b>
<b>Total cost of business combination:</b>	
Goodwill	8,605

	<b>£'000</b>
<b>Consideration</b>	
Investment in CBT At-Home Beauty Holdings PTE	4,985
Ordinary B2 shares	1,226
C Preference shares	2,459
Contingent consideration	1,300
<b>Total consideration</b>	<b>9,970</b>
For cash flow purposes the amounts are disclosed as follows:	
Cash consideration	—
Cash and cash equivalents acquired	(1,099)
<b>Net cash inflow</b>	<b>(1,099)</b>

Acquisition costs of £505k arose as a result of the transaction. These have been recognised as part of separately disclosed costs in the Consolidated Statement of Profit and Loss and Other Comprehensive Income.

The contingent consideration of £1,300k depends on the occurrence of a 'Share Sale or a Listing' of the Group's shares in the United Kingdom. Additionally, the payment is subject to achieving specific revenue conditions. The conditions stipulate that the gross revenue of CBT At-Home Beauty Holdings PTE for the 12-month period commencing 1 January 2023 must either be at least 105% of the gross revenue for the 12-month period starting 1 January 2022 or reach RMB 100,000,000, whichever is lower. The Directors reasonably expect these conditions to be satisfied, and as such, a financial liability has been recognised in these financial statements (see note 21). The potential outcomes for this contingent consideration are not unlimited, and the criteria for payment are clearly outlined in the agreement.

The main factor leading to the recognition of goodwill is the value of the expected synergies arising from the acquisition.

The goodwill recognised will not be deductible for tax purposes.

The CBT At-Home Beauty Holdings PTE contributed £7,257k to Group revenues and £293k to Group profit since the date of acquisition to the 11 month period ended 31 December 2023. If the acquisition had occurred on 1 February 2023, Group revenue would have increased by £5,250k and Group loss for the period would have reduced by £349k.

On 27 April 2022, the Group incorporated Aesthete Holding Corporation as a wholly owned subsidiary which acquired 100% of the issued capital of ZIIP Inc. for consideration of £5,315k. By acquiring ZIIP Inc., a leader in Nanocurrent and Microcurrent facial toning devices, the Group aims to capture significant market share in facial treatments, enhancing its product offerings and strengthening its position in the beauty technology sector.

Details of the fair value of identifiable assets and liabilities acquired purchase consideration and goodwill are as follows:

	<b>Recognised values on acquisition £'000</b>
<b>Acquiree's net assets at the acquisition date:</b>	
Intangible assets	2,695
Right of use assets	91
Inventories	246
Receivables	56
Cash at bank and in hand	460
Creditors	(871)
Lease liabilities	(91)
Deferred taxation	(598)
Net identifiable assets	<b>1,988</b>
<b>Total cost of business combination:</b>	
Goodwill	<b>3,327</b>
<b>Consideration</b>	<b>£'000</b>
Cash	4,839
Contingent consideration	476
<b>Total consideration</b>	<b>5,315</b>
For cash flow purposes the amounts are disclosed as follows:	
Cash consideration	4,839
Cash and cash equivalents acquired	(460)
<b>Net cash outflow</b>	<b>4,379</b>

In the acquisition of ZIIP, the Group recognised the brand and intellectual property with a fair value of £1,325k and £1,069k, respectively. This valuation is based on management's assessment of the price that would be paid for these assets in an orderly transaction between market participants at the acquisition date. The royalty relief model was employed to estimate the profitable cash flows generated from the brand's products being developed and sold. For the brand, the valuation reflects 30% of the awareness and revenue of the Currentbody brand, acknowledging the distressed purchase due to issues with awareness, cash flow, and product challenges. The intellectual property valuation accounts for 3%, recognising the brand's intrinsic 'know-how' in the product, while noting the substantial work required for product redevelopment and manufacturing.

The contingent consideration for acquiring ZIIP Inc. is recognised at a fair value of £476k as of the acquisition date, reflecting potential earnout payments to the sellers based on specific milestones. These payments, totalling up to \$6,500,000, depend on the commercialisation of new devices and achieving revenue targets. The sellers will receive \$2,000,000 if the return rate for new devices is below 6% within any six-month trailing period, another \$2,000,000 if ZIIP Inc.'s revenue reaches \$15,000,000 in any twelve-month trailing period, and \$2,500,000 if the revenue hits \$25,000,000 in any twelve-month trailing period. The fair value of this contingent consideration has been calculated using a probability-weighted approach and discounted to present value in USD. The agreement clearly outlines the criteria for payment, and the Directors have assessed the likelihood of these conditions being met, recognising the provision accordingly.

The main factor leading to the recognition of goodwill was the presence of certain intangible assets, such as the assembled workforce of the acquired entity, which do not qualify for separate recognition.

The goodwill recognised will not be deductible for tax purposes.

The Aesthete Holding Corporation contributed £2,674k to Group revenues and (£23k) to Group profit since the date of acquisition to the 16 month period ended 31 January 2023. If the acquisition had occurred on 11 October 2021, Group revenue would have increased by £1,865k and Group loss for the period would have increased by £88k.

On 5 November 2021, the Group acquired 100% of the issued capital of The Beauty Tech Group Limited for consideration of £42,046k. The Topco was incorporated specifically to facilitate this acquisition, positioning the Group to leverage The Beauty Tech Group Limited's established market presence. This is expected to enhance the Group's capabilities and expand its reach within the beauty technology sector.

Details of the fair value of identifiable assets and liabilities acquired purchase consideration and goodwill are as follows:

	<b>Recognised values on acquisition £'000</b>
<b>Acquiree's net assets at the acquisition date:</b>	
Intangible assets	19,530
Property, plant and equipment	226
Right of use assets	419
Inventories	9,101
Receivables	1,559
Cash at bank and in hand	1,817
Borrowings	(6,838)
Creditors	(5,447)
Lease liabilities	(419)
Provisions	(431)
Deferred taxation	(4,428)
Net identifiable assets	<b>15,089</b>
<b>Total cost of business combination:</b>	
Goodwill	<b>26,957</b>
<b>Consideration</b>	<b>£'000</b>
Cash	27,281
Loan notes	9,765
Redeemable preference shares	5,000
<b>Total consideration</b>	<b>42,046</b>
For cash flow purposes the amounts are disclosed as follows:	
Cash consideration	27,281
Cash and cash equivalents acquired	(1,817)
<b>Net cash outflow</b>	<b>25,464</b>

The Group recognised the Currentbody brand with a fair value of £18,159k. This valuation reflects management's assessment of the price that would be paid for the acquired assets in an orderly transaction between market participants at the acquisition date. To determine this



value, management used a royalty relief model, which estimates the profitable cash flows generated from the brand's products being developed and sold.

Acquisition costs of £1,035k arose as a result of the transaction. These have been recognised as part of separately disclosed costs in the Consolidated Statement of Profit and Loss and Other Comprehensive Income.

The main factors leading to the recognition of goodwill are:

- the value of the expected synergies arising from the acquisition; and
- the presence of certain intangible assets, such as the assembled workforce of the acquired entity, which do not qualify for separate recognition.

The goodwill recognised will not be deductible for tax purposes.

The Beauty Tech Group Limited contributed £62,575k to Group revenues and £3,291 to Group profit since the date of acquisition to the 16 month period ended 31 January 2023. If the acquisition had occurred on 11 October 2021, Group revenue would have increased by £3,414k and Group loss for the period would have increased by £882k.

## **27 Related parties**

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

McGrath Consultants Limited, a company related by common directorship, has made transactions during the period with a Group company. Purchases of £Nil (11 months period ended 31 December 2023 – £14k and 16 months period ended 31 January 2023 – £73k) have been made and there is no outstanding balance at 31 December 2024 (31 December 2023 – £Nil and 31 January 2023 – £10k) included within trade payables.

EComplete Growth Limited, a company related by common directorship, has made transactions during the period with a Group company. Purchases of £434k (11 months period ended 31 December 2023 – £1,255k and 16 months period ended 31 January 2023 – £2,212k) have been made and there is a balance outstanding of £45k at 31 December 2024 (31 December 2023 – £30k and 31 January 2023 – £279k) included within trade payables.

EComplete SPV Limited are a related party by virtue of their investment in Project Glow Topco Limited. Loan notes with a principal value of £13,881k (31 December 2023 – £13,881k and 31 January 2023 – £13,881k) issued by the Group are held by EComplete SPV Limited. Interest is payable at 10% on the loan notes. During the year ended 31 December 2024, interest of £1,709k (11 months period ended 31 December 2023 – £1,423k and 16 months period ended 31 January 2023 – £1,420k) was accrued in relation to the loan notes resulting in a balance due to EComplete SPV Limited at 31 December 2024 of £18,753k (31 December 2023 – £17,044k and 31 January 2023 – £15,620k). This balance is included within loan notes (note 19).

L Newman, A Showman, M Smith, D Hughes, Tower Pension Trustees and S Cooper are all related parties by virtue of their shareholdings in Project Glow Topco Limited. Loan notes with a principal value of £6,119k (31 December 2023 – £6,119k and 31 January 2023 – £6,119k) issued by the Group are held by management. Interest is payable at 10% on the loan notes. During the year ended 31 December 2024, interest of £753k (11 months period ended 31 December 2023 – £627k and 16 months period ended 31 January 2023 – £626k) was accrued in relation to the loan notes resulting in a balance due to management at 31 December 2024 of £8,266k (31 December 2023 – £7,513k and 31 January 2023 – £6,885k). This balance is included within loan notes (note 19).

Thakral Lifestyle PTE. Ltd are a related party by virtue of their investment in Project Glow Topco Limited. Loan notes with a principal value of £2,598k (31 December 2023 – £2,598k and 31 January 2023 – £Nil) issued by the Group are held by Thakral Lifestyle PTE. Ltd. Interest is payable at 10% on the loan notes. During the year ended 31 December 2024, interest of £274k (11 months period ended 31 December 2023 – £135k and 16 months period ended 31 January 2023 – £Nil) was accrued in relation to the loan notes resulting in a balance due to Thakral Lifestyle PTE. Ltd at 31 December 2024 of £3,007k (31 December

2023 – £2,733k and 31 January 2023 – £Nil). This balance is included within loan notes (note 19).

Preference shares with a principal value of £15,972k (31 December 2023 – £15,972k and 31 January 2023 – £15,972k) issued by the Group are held by EComplete SPV Limited. Interest is payable at 10% on the preference shares. During the year ended 31 December 2024, interest of £1,967k (11 months period ended 31 December 2023 – £1,638k and 16 months period ended 31 January 2023 – £2,001k) was accrued in relation to the preference shares resulting in a balance due to EComplete SPV Limited at 31 December 2024 of £21,577k (31 December 2023 – £19,610k and 31 January 2023 – £17,972k). This balance is included within preference shares (note 19).

Preference shares with a principal value of £4,864k (31 December 2023 – £4,864k and 31 January 2023 – £4,864k) issued by the Group are held by management. Interest is payable at 10% on the preference shares. During the year ended 31 December 2024, interest of £599k (11 months period ended 31 December 2023 – £499k and 16 months period ended 31 January 2023 – £609k) was accrued in relation to the preference shares resulting in a balance due to management at 31 December 2024 of £6,571k (31 December 2023 – £5,972k and 31 January 2023 – £5,473k). This balance is included within preference shares (note 19).

Preference shares with a principal value of £2,706k (31 December 2023 – £2,706k and 31 January 2023 – £Nil) issued by the Group are held by Thakral Lifestyle PTE. Ltd. Interest is payable at 10% on the preference shares. During the year ended 31 December 2024, interest of £286k (11 months period ended 31 December 2023 – £143k and 16 months period ended 31 January 2023 – £Nil) was accrued in relation to the preference shares resulting in a balance due to Thakral Lifestyle PTE. Ltd at 31 December 2024 of £3,135k (31 December 2023 – £2,850k and 31 January 2023 – £Nil). This balance is included within preference shares (note 19).

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group. Key management personnel include the Directors of the Topco, the remuneration for whom is detailed below:

	<b>16 month period ended 31 January 2023 £'000</b>	<b>11 month period ended 31 December 2023 £'000</b>	<b>Year ended 31 December 2024 £'000</b>
Short-term employee benefits	746	848	2,259
Post-employment benefits	5	4	4
Share-based payment (Note 33)	2,188	1,095	836
	<b>2,939</b>	<b>1,947</b>	<b>3,099</b>

#### *Transactions with Directors*

The following advances and credits to Directors subsisted during the year ended 31 December 2024, the 11 months period ended 31 December 2023, and the 16 months period ended 31 January 2023:

	<b>Amounts owed to Directors</b>		
	<b>31 January 2023 £'000</b>	<b>31 December 2023 £'000</b>	<b>31 December 2024 £'000</b>
A Showman	49	—	—
L M Newman	12	7	2,157
S Glynn	—	—	600

	Amounts advanced		
	31 January 2023 £'000	31 December 2023 £'000	31 December 2024 £'000
A Showman	—	49	—
L M Newman	13	3	2,150
S Glynn	10	—	600
	<u>          </u>	<u>          </u>	<u>          </u>

	Amounts advanced		
	31 January 2023 £'000	31 December 2023 £'000	31 December 2024 £'000
A Showman	49	—	—
L M Newman	1	8	—
S Glynn	10	—	—
	<u>          </u>	<u>          </u>	<u>          </u>

No interest is charged on the balances and transactions above. All advances and credits to Directors were made in the usual course of business.

There are no other transactions and balances with related parties which have not been disclosed above.

## 28 Financial commitments, guarantees and contingent liabilities

In April 2022, the Group acquired ZIIP Inc, which included contingent consideration of \$6.5 million. At the date of acquisition, this was recognised with a 20% probability for the \$4.5 million settlement, resulting in a \$0.61 million (£0.48 million) recognition. As of 31 January 2023, there was no revision to the payment estimate, but adjustments for the time value of money and foreign exchange movements were recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income. By 31 December 2023, the probability increased to 65% for \$2 million and 80% for \$2.5 million, raising the financial liability to \$2.68 million (£2.11 million). On 31 December 2024, the payment estimate was revised, with only £2.5 million out of the total contingent consideration of \$6.5 million now considered probable, reducing the liability to \$1.65 million (£1.32 million). Adjustments for the time value of money and foreign exchange movements were recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income. For detailed movement in the contingent consideration, refer to note 21.

## 29 Defined contribution schemes

The Group operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Group in an independently administered fund. The pension cost charge represents contributions payable by the Group to the fund and amounted to £243k for the year ended 31 December 2024 (11 months period ended 31 December 2023 – £148k and 16 months period ended 31 January 2023 – £121k). Contributions totalling £9k were payable to the fund at 31 December 2024 (31 December 2023 – £37k and 31 January 2023 – £13k) and are included in trade and other payables.

## 30 Controlling party

EComplete SPV Limited, a company incorporated in the United Kingdom, is the immediate parent company of Project Glow Topco Limited. The Directors consider EComplete SPV Limited to be the ultimate parent undertaking.

### 31 Events after the reporting date

In April 2025, the Group completed a refinancing arrangement with Santander, securing new facilities comprising Loan A of £15 million at an interest rate of 3.25% plus base rate per annum and Loan B of £10 million at an interest rate of 3.75% plus base rate per annum, both repayable over a three-year term. Additionally, a Trade Finance facility has been entered into at a rate of 2% plus base rate per annum. The proceeds from these facilities have been used to repay a significant portion of the Group's outstanding loan notes and preference shares. The new facility agreement includes three financial covenants: the ratio of gross senior borrowings to EBITDA, a debt service cover ratio, and a minimum annual amount of Capex spend.

Subsequent to the reporting period, the Group has incurred additional costs related to its preparations for a potential Initial Public Offering (IPO). These expenses primarily relate to advisory, legal, financial reporting, and other professional services engaged to support the IPO readiness process. These costs represent significant post-reporting period activities that align with the Group's strategic direction and ongoing efforts to position itself for potential future listing.

Prior to Admission, the Company (The Beauty Tech Group plc) will undertake a reorganisation of its share capital, which would take effect after the date of this document. The reorganisation is summarised in paragraph 3 of Part 11 of this document and would result in Topco and eComplete SPV Limited each redesignating their existing classes of ordinary share and preference share into single classes of ordinary share, the Company holding the entire share capital of Topco and eComplete SPV Limited and the principal amount of the Group's Loan Notes (together with all accrued but unpaid interest thereon) converting into ordinary shares in the Company.

### 32 Notes supporting the Consolidated Statement of Cash Flows

Cash and cash equivalents for purposes of the cash flow statement comprise:

	31 January 2023 £'000	31 December 2023 £'000	31 December 2024 £'000
Cash at bank and in hand	5,740	12,021	14,528

There are no significant amounts of cash and cash equivalents that are held by the Group that are not available to the Group.

Movements in the Group's liabilities arising from financing activities have been analysed below:

#### 31 January 2023

	Lease liabilities £'000	Non-current borrowings £'000	Current borrowings £'000	Total £'000
At incorporation	—	—	—	—
Cash flows	(161)	34,131	—	33,970
<i>Non cash flows</i>				
Acquired with subsidiary	510	6,838	—	7,348
Issued to acquire subsidiaries	—	14,765	—	14,765
Other movement*	49	5,164	—	5,213
<b>At 31 January 2023</b>	<b>398</b>	<b>60,898</b>	<b>—</b>	<b>61,296</b>

**31 December 2023**

	<b>Lease liabilities £'000</b>	<b>Non-current borrowings £'000</b>	<b>Current borrowings £'000</b>	<b>Total £'000</b>
At 1 February 2023	398	60,898	—	61,296
Cash flows	(390)	1,820	—	1,430
<i>Non cash flows</i>				
Acquired with subsidiary	19	—	—	19
Issued to acquire subsidiary	—	2,459	—	2,459
Foreign exchange	(37)	—	—	(37)
Other movement*	1,998	1,554	4,874	8,426
<b>At 31 December 2023</b>	<b>1,988</b>	<b>66,731</b>	<b>4,874</b>	<b>73,593</b>

**31 December 2024**

	<b>Lease liabilities £'000</b>	<b>Non-current borrowings £'000</b>	<b>Current borrowings £'000</b>	<b>Total £'000</b>
At 1 January 2024	1,988	66,731	4,874	73,593
Cash flows	(447)	308	(4,803)	(4,942)
<i>Non cash flows</i>				
Foreign exchange	7	—	—	7
Other movement*	502	5,786	—	6,288
<b>At 31 December 2024</b>	<b>2,050</b>	<b>72,825</b>	<b>71</b>	<b>74,946</b>

\* Other movements relate to the new lease agreements, modification and amendments to existing lease agreements, interest accrual and movement from non-current borrowings to current borrowings.

**33 Share-based payment**

During the 16 month period ended 31 January 2023, certain employees purchased C Ordinary and D Ordinary shares in the Group. The shares were issued by the Topco to certain employees of the Group. The shares are treated as equity settled share-based payment arrangement.

The C Ordinary shares vest on a number of criteria over a graded variable period following issue. The vesting conditions include the requirement for employees to continue in employment for either a specified period or until an exit event.

The D Ordinary shares vest on a number of criteria over a graded variable period following issue. The vesting conditions include the requirement for employees to continue in employment for either a specified period or until an exit event. Some D Ordinary shares include EBITDA related vesting conditions.

Please refer to the Articles of Association of the Topco for further details of the vesting conditions attached to C Ordinary and D Ordinary shares.

The fair value of the growth shares granted is determined using the Monte-Carlo simulation model. The model is internationally recognised as being appropriate to value similar employee share schemes, and it was deemed that this approach would result in a materially accurate estimate of the fair value. The followings assumptions were used:

- Risk-free rate 0.44% to 4.78%
- Volatility 44.29% to 53.05%
- Dividend Yield 0.00%

The total share-based payment charge for the year ended 31 December 2024 was £836k (11 months period ended 31 December 2023 – £1,095k and 16 months period ended 31 January 2023 – £2,188k).



## SECTION C – UNAUDITED INTERIM FINANCIAL INFORMATION OF THE GROUP

### Project Glow Topco Limited

#### Interim Consolidated Statement of Profit and Loss and Other Comprehensive Income For the six months ended 30 June 2025

	Note	30 June 2024 £'000	30 June 2025 £'000
Revenue	4	43,518	55,237
Cost of sales		(20,629)	(21,654)
<b>Gross profit</b>		<b>22,889</b>	<b>33,583</b>
Administrative expenses	6	(17,469)	(22,447)
Share-based payment expense		(430)	(582)
Exceptional administrative expenses	7	(789)	(1,501)
Other operating income		6	210
<b>Operating profit</b>		<b>4,207</b>	<b>9,263</b>
Fair value loss on foreign exchange forward contracts	17	(3)	(301)
Finance costs	8	(4,164)	(3,964)
<b>Profit before tax</b>		<b>40</b>	<b>4,998</b>
Tax charge on loss	9	(824)	(2,196)
<b>(Loss)/profit for the period</b>		<b>(784)</b>	<b>2,802</b>
<b>Other comprehensive (expense)/income:</b>			
Foreign exchange (losses)/gains		(41)	83
<b>Other comprehensive (expense)/ income, net of tax</b>		<b>(41)</b>	<b>83</b>
<b>Total comprehensive (loss)/profit for the period</b>		<b>(825)</b>	<b>2,885</b>
<b>Earnings per share</b>			
<i>Basic EPS</i>	10	(1.25)	4.36

All activities of the Group are from continuing operations. All the profit for the period is attributable to the equity holders of the Topco.

All items of other comprehensive income will subsequently be reclassified to profit or loss.

The accompanying notes are an integral part of the Interim Condensed Consolidated Financial Statements.

**Project Glow Topco Limited**  
**Interim Consolidated Statement of Financial Position**  
**As at 30 June 2025**

	Note	31 December 2024 £'000	30 June 2025 £'000
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment		1,368	2,848
Right-of-use assets	11	1,822	3,640
Intangible assets		53,618	52,867
Deferred tax assets		284	284
<b>Total non-current assets</b>		<b>57,092</b>	<b>59,639</b>
<b>Current assets</b>			
Inventories	12	17,078	22,653
Trade and other receivables	13	16,749	13,943
Cash and cash equivalents	21	14,528	8,593
<b>Total current assets</b>		<b>48,355</b>	<b>45,189</b>
<b>Total assets</b>		<b>105,447</b>	<b>104,828</b>
<b>Liabilities and Equity</b>			
<b>Current liabilities</b>			
Trade and other payables	14	20,947	12,704
Lease liabilities	11	297	347
Tax liability		3,955	2,942
Borrowings	15	71	5,000
Provisions		2,155	2,898
<b>Total current liabilities</b>		<b>27,425</b>	<b>23,891</b>
<b>Non-current liabilities</b>			
Lease liabilities	11	1,753	3,636
Borrowings	15	72,825	70,480
Contingent consideration	16	2,620	2,525
Deferred tax liabilities	9	3,838	3,843
<b>Total non-current liabilities</b>		<b>81,036</b>	<b>80,484</b>
<b>Total liabilities</b>		<b>108,461</b>	<b>104,375</b>
<b>Net (liabilities)/assets</b>		<b>(3,014)</b>	<b>453</b>
<b>Equity</b>			
Share capital		7	7
Share premium		1,819	1,819
Foreign currency translation reserve		(135)	(52)
Share-based payment reserve		4,119	4,701
Retained earnings		(8,824)	(6,022)
<b>Total (deficit)/equity</b>		<b>(3,014)</b>	<b>453</b>

The accompanying notes are an integral part of the Interim Condensed Consolidated Financial Statements.

**Project Glow Topco Limited**  
**Interim Consolidated Statement of Cash Flows**  
**For the six months ended 30 June 2025**

	Note	30 June 2024 £'000	30 June 2025 £'000
<b>Cash flows from operating activities</b>			
(Loss)/profit for the period		(784)	2,802
<i>Adjustments for:</i>			
Depreciation of property, plant and equipment		92	118
Amortisation of right of use assets	11	160	256
Amortisation of intangible assets		1,847	2,195
Fair value loss on foreign exchange forward contracts		3	301
Share-based payment expense		430	582
Finance costs	8	4,164	3,964
Foreign exchange loss		29	881
Interest paid on borrowings		(1,302)	(950)
Taxation	9	824	2,196
		5,463	12,345
Increase in inventories		(1,881)	(6,008)
(Increase)/decrease in trade and other receivables		(1,093)	1,490
Decrease in trade and other payables		(1,619)	(8,759)
Increase in provisions		182	750
<b>Cash generated from/(used in) operations</b>		1,052	(182)
Taxation paid		(193)	(3,208)
<b>Net cash flows from/(used in) operating activities</b>		859	(3,390)
<b>Cash flows from/(used in) investing activities</b>			
Purchases of property, plant and equipment		(94)	(1,625)
Purchase of intangible assets		(1,594)	(1,662)
Advances to Directors		(2,750)	—
<b>Net cash used in investing activities</b>		(4,438)	(3,287)
<b>Cash flows from financing activities</b>			
Repayments of lease liabilities	11	(122)	(123)
Interest paid on lease liabilities	11	(93)	(158)
Drawdown of bank loans		4,743	25,000
Repayment of bank loans		(6,095)	(12,838)
Repayment of loan notes		—	(9,258)
Repayment of preference shares		—	(1,000)
<b>Net cash (used in)/generated from financing activities</b>		(1,567)	1,623
<b>Net decrease in cash and cash equivalents</b>		(5,146)	(5,054)
<b>Cash and cash equivalents at beginning of the period</b>		12,021	14,528
Foreign exchange losses		(29)	(881)
<b>Cash and cash equivalents at end of the period</b>		6,846	8,593

The accompanying notes are an integral part of the Interim Condensed Consolidated Financial Statements.

**Project Glow Topco Limited**  
**Interim Consolidated Statement of Changes in Equity**  
**For the six months ended 30 June 2025**

	Share capital £'000	Share premium account £'000	Foreign currency translation reserve £'000	Share-based payment reserve £'000	Retained earnings £'000	Total deficit £'000
<b>At 1 January 2024</b>	7	1,819	(109)	3,283	(10,574)	(5,574)
<b>Comprehensive expense for the period</b>						
Loss for the period	—	—	—	—	(784)	(784)
Other comprehensive loss	—	—	(41)	—	—	(41)
<b>Total comprehensive expense for the period</b>	—	—	(41)	—	(784)	(825)
<b>Contributions by and distributions to owners</b>						
Share-based payment	—	—	—	430	—	430
<b>Total transactions with owners</b>	—	—	—	430	—	430
<b>At 30 June 2024</b>	7	1,819	(150)	3,713	(11,358)	(5,969)
<b>At 1 January 2025</b>	7	1,819	(135)	4,119	(8,824)	(3,014)
<b>Comprehensive income for the period</b>						
Profit for the period	—	—	—	—	2,802	2,802
Other comprehensive income	—	—	83	—	—	83
<b>Total comprehensive income for the period</b>	—	—	83	—	2,802	2,885
<b>Contributions by and distributions to owners</b>						
Share-based payment	—	—	—	582	—	582
<b>Total transactions with owners</b>	—	—	—	582	—	582
<b>At 30 June 2025</b>	7	1,819	(52)	4,701	(6,022)	453

The accompanying notes are an integral part of the Interim Condensed Consolidated Financial Statements.

**Project Glow Topco Limited**  
**Notes to the Interim Condensed Consolidated Financial Statements**  
**For the six months ended 30 June 2025**

**1 General information**

Project Glow Topco Limited ("the Topco"), with the company number 13671831, is a private company limited by shares. It is incorporated, domiciled and registered in England and Wales under the Companies Act 2006. The Topco's registered office is C/O Alter Domus (Uk) Limited 10th Floor, 30 St Mary Axe, London, United Kingdom, EC3A 8BF.

Project Glow Topco Limited was incorporated on 11 October 2021. The principal activity of the Topco and its subsidiaries and subsidiary undertakings (together, "the Group") is the online retailing and wholesale distribution of beauty devices.

**2 Accounting policies**

***Basis of preparation***

These Interim Condensed Consolidated Financial Statements have been prepared in accordance with IAS 34 *Interim Financial Reporting* ("IAS 34"). They do not include all disclosures that would otherwise be required in a complete set of financial statements and should be read in conjunction with the Historical Financial Information.

The Interim Condensed Consolidated Financial Statements are presented in GBP and rounded to the nearest thousand, unless otherwise stated.

The Group has applied the same accounting policies and methods of computation in its Interim Condensed Consolidated Financial Statements as in the Historical Financial Information, except for the following amendments which apply for the first time in 2025. However, not all are expected to impact the Group as they are either not relevant to the Group's activities or require accounting which is consistent with the Group's current accounting policies.

***Changes in accounting policies***

The following new amendments are effective for the period beginning 1 January 2025:

- Lack of Exchangeability (Amendment to IAS 21 *The Effects of Changes in Foreign Exchange Rates*)

***Lack of exchangeability (Amendments to IAS 21 *The Effects of Changes in Foreign Exchange Rates*)***

On 15 August 2023, the IASB issued Lack of Exchangeability which amended IAS 21 *The Effects of Changes in Foreign Exchange Rates* ("the Amendments").

These Amendments are applicable for annual reporting periods beginning on or after 1 January 2025. The Amendments introduce requirements to assess when a currency is exchangeable into another currency and when it is not. The Amendments require an entity to estimate the spot exchange rate when it concludes that a currency is not exchangeable into another currency. The Amendments also introduce additional disclosure requirements when an entity estimates a spot exchange rate because a currency is not exchangeable into another currency.

IAS 21, prior to the Amendments, did not include explicit requirements for the determination of the exchange rate when a currency is not exchangeable into another currency, which led to diversity in practice.

When applying the Amendments, an entity is not permitted to restate comparative information.

These Amendments have had no material effect on the Interim Condensed Consolidated Financial Statements.

***Going concern***

The Interim Condensed Consolidated Financial Statements has been prepared on a going concern basis which the Directors consider to be appropriate for the following reasons:

At the period end, the Group had net assets of £453k (31 December 2024 – net liabilities of £3,014k), net current assets of £21,298k (31 December 2024 – £20,930k) including cash at bank of £8,593k (31 December 2024 – £14,528k). Group net assets include £80,484k (31 December 2024 – £81,036k) amounts payable after one year.

The global economy, cost of living increase and the war in Ukraine have had a limited impact on the Group's going concern. The business has mitigated the risks by diversifying globally by territory as well as having a varied portfolio of product categories across electronic beauty devices.

During the period, a baseline 10% tariff on almost all foreign imports to the US has been introduced, with significantly higher tariffs being imposed on imports from some countries, most notably China. The UK and other governments are responding by seeking to negotiate trade deals, whilst other nations have imposed their own retaliatory tariffs. Faced with uncertainty the Directors have taken prompt steps to reduce the groups exposure to the US tariffs. Furthermore, the Directors have modelled the impact of different scenarios on Group performance and stress testing shows that the Group can withstand significant increased import tariff costs. The board consider themselves to be in a strong position to withstand these future uncertainties.

As part of their going concern review, the Directors have followed the guidelines published by the Financial Reporting Council entitled "Guidance on the Going Concern Basis of Accounting and Reporting on Solvency and Liquidity Risks". The Directors have prepared detailed financial forecasts and cash flows looking 12 months ahead from the date the Interim Condensed Consolidated Financial Statements are prepared. In drawing up these forecasts, the Directors have made assumptions based upon their view of the current and future economic conditions that will prevail over the forecast period.

The Group has successfully completed a refinancing arrangement with Santander, securing new facilities comprising Loan A of £15 million at an interest rate of 3.25% plus base rate per annum and Loan B of £10 million at an interest rate of 3.75% plus base rate per annum, both repayable over a three-year term. Additionally, a Trade Finance facility has been established at a rate of 2% plus base rate per annum. The proceeds from these facilities have been used to repay a significant portion of the Group's outstanding loan notes and preference shares, thereby improving the Group's liquidity position and reducing financial risk.

The Topco and its subsidiaries have sufficient financial resources, together with forecast future cash flows to continue operations with the existing facilities in place. The Topco has received written confirmation of financial support from other Group companies as required. As a consequence, the Directors believe that the Topco is well placed to manage its business risks successfully.

### **3 Critical accounting judgements and key sources of estimation uncertainty**

In preparing the Interim Condensed Consolidated Financial Statements, management has made judgements, estimates and assumptions that affect the application of the Group's accounting policies and the reported amount of assets, liabilities, income and expenses. The outcome may differ from these estimates.

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

#### **Critical judgements in applying the Group's accounting policies**

##### *Capitalisation of internal development costs*

Expenditure incurred on internal development projects is capitalised as an intangible asset to the extent that the technical, commercial and financial feasibility can be demonstrated by the Group. Estimates of the amount of the internal staff development time allocated to each project are reviewed on an ongoing basis by the Directors.



#### *Determination of lease terms*

Management calculated the lease term for each lease to be from the date of initial application (being the date of incorporation of the Topco) or the lease commencement date for leases signed after the incorporation date, to the agreed lease expiration date as stated within the signed lease agreements. Management is not reasonably certain that the leases will be extended past these dates.

#### *Contingent consideration*

Contingent consideration in relation to a business combination is recognised as an adjustment to Interim Consolidated Statement of Profit and Loss and Other Comprehensive Income when the Directors consider that settlement is probable and can be reliably measured.

#### **Key sources of estimation uncertainty**

##### *Share-based payment (Fair value of C and D Ordinary shares)*

The fair value of the C and D Ordinary shares granted under the equity settled share based payment arrangement was determined using the Monte Carlo valuation model. The model is internationally recognised as being appropriate to value similar employee share schemes, and it was deemed that this approach would result in a materially accurate estimate of the fair value. The followings assumptions were used:

- Risk-free rate 0.44% to 4.78%
- Volatility 44.29% to 53.05%
- Dividend Yield 0.00%

The total share-based payment charge for the period ended 30 June 2025 was £582k (30 June 2024 – £430k).

##### *Expected credit losses ("ECL")*

The Group estimates the expected credit losses on trade and other receivables by assessing the likelihood of the balances being settled in the future. The assessment requires estimates and assumptions to be made in respect of the discount rate, net assets value, future trading prospects including net present value of cashflows and future enterprise valuation of each receivable with a balance due to the Group. The expected credit loss recognised is a function of management's judgement and estimate of the probable outcomes for each receivable at each reporting date. To the extent that estimates and assumptions in the calculation change, the results of the expected credit loss may also change. An expected credit loss impairment of £Nil has been recognised in the current period (30 June 2024 – £Nil).

##### *Inventory provisioning*

Consideration has been given by the Directors to the level of provision against stocks. In determining the provision required, the Directors have used historical experience and their knowledge of the industry. A 2% change in the estimated provision would impact the impairment of inventory expense recognised by circa £468k. During the period ended 30 June 2025, the impairment of inventory expense recognised was £763k (30 June 2024 – £711k).

##### *Useful economic life of intangible fixed assets*

The useful economic lives of intangible fixed assets must be estimated by the Directors to determine the period over which they are amortised. A change in the estimated useful life by one year would result in a change of £575k to the amortisation charged to the Consolidated Statement of Profit and Loss and Other Comprehensive Income.

##### *Warranty provision*

Warranty provisions represent management's best estimate of the costs expected to arise from fulfilling warranty obligations. A 1% change in the estimated costs would impact the warranty provision recognised by circa £552k. These provisions are based on historical data and anticipated future claims related to sale of beauty devices. Management assesses these obligations collectively due to their similar nature and consistent application across products. In line with IAS 37, the Group ensures that the provisions reflect the most accurate estimate of

the expenditure required to settle these obligations, considering relevant risks and uncertainties.

#### 4 Segmental reporting

*Description of the types of products and services from which each reportable segment derives its revenues*

- Currentbody – Own brand beauty technology products primarily sold through its e-commerce platforms and marketplaces globally, including LED masks, radiofrequency devices, and facial cleansing tools.
- Third Party – Distributions and resale of beauty devices and accessories from external brands via the CurrentBody website, acting as a retailer of third-party brands alongside its own range.
- ZIIP – Manufacturing and selling premium microcurrent facial devices and skincare products under the ZIIP brand, marketed primarily through its own e-commerce platforms and marketplaces globally.
- Tria – Selling advanced laser beauty devices for at-home use, primarily focused on hair removal. Products are marketed globally through e-commerce platforms and online marketplaces.

*Disaggregation of revenue from contracts with customers*

The Group has disaggregated revenue into various categories in the following tables, based on segments and geographical location, which is intended to depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors.

30 June 2024	Curentbody £'000	Third Party £'000	ZIIP £'000	Total £'000
Revenue	31,520	7,588	4,410	43,518
Cost of Sales	(11,696)	(7,108)	(1,825)	(20,629)
<b>Gross Profit</b>	19,824	480	2,585	22,889
Administrative expenses				(17,469)
Share-based payment expense				(430)
Exceptional administrative expenses				(789)
Other operating income				6
Fair value loss on foreign exchange forward contracts				(3)
Finance costs				(4,164)
<b>Profit before tax</b>				40

30 June 2025	Curentbody £'000	Third Party £'000	ZIIP £'000	Tria £'000	Total £'000
Revenue	49,064	38	5,528	607	55,237
Cost of Sales	(19,401)	(50)	(1,922)	(281)	(21,654)
<b>Gross Profit</b>	29,663	(12)	3,606	326	33,583
Administrative expenses					(22,447)
Share-based payment expense					(582)
Exceptional administrative expenses					(1,501)
Other operating income					210
Fair value loss on foreign exchange forward contracts					(301)
Finance costs					(3,964)
<b>Profit before tax</b>					4,998

	30 June 2024 £'000	30 June 2025 £'000
<b>Revenue by geographical location:</b>		
United Kingdom and Ireland	10,012	10,977
USA and Canada	14,944	24,079
Asia	6,812	6,118
Rest of Europe	9,816	11,791
Rest of the World	1,934	2,272
	<u>43,518</u>	<u>55,237</u>

## 5 Seasonal business

The Group experiences a significant degree of seasonality, with a substantial portion of its annual revenue generated during the fourth quarter of the year. In particular, sales volumes peak in November and December, driven primarily by increased consumer spending associated with Black Friday, Cyber Monday, and the holiday shopping season leading up to Christmas. As a result, financial performance in these months is typically stronger than in other periods of the year. This seasonal concentration of revenue may impact comparability between quarterly results and should be considered when evaluating the overall performance of the business.

Revenue for the 12 months ended 30 June 2025 totalled £112,843k (30 June 2024 – £77,685k) and cost of sales of £44,748k (30 June 2024 – £40,377k).

## 6 Expenses by nature

	30 June 2024 £'000	30 June 2025 £'000
Depreciation of property, plant and equipment	92	118
Amortisation of right of use assets	160	256
Amortisation of intangible assets	1,847	2,195
Research and development expenses	28	13
Foreign exchange	29	881
	<u>2,156</u>	<u>3,463</u>

## 7 Exceptional administrative expenses

	30 June 2024 £'000	30 June 2025 £'000
Deal fees	672	1,169
Office relocation costs	—	47
Legal disputes	117	281
Redundancy costs	—	4
	<u>789</u>	<u>1,501</u>

Deal fees incurred during the current period relate to expenses associated with exploring a private equity acquisition and IPO related costs. In the prior period, they related to the acquisition of ZIIP Inc, the acquisition of CBT At-Home Beauty Holdings PTE, and expenses associated with exploring a private equity acquisition.

Office relocation costs relate to the transfer costs associated with moving to new US and UK warehouses.

Legal dispute costs relate to trademark and misrepresentation disputes.

Redundancy costs incurred in the current period relate to one off restructuring personnel costs.

## 8 Finance costs

	30 June 2024 £'000	30 June 2025 £'000
Interest on bank loans	1,242	950
Interest on loan notes	1,368	1,290
Interest on preference shares	1,426	1,546
Interest on lease liabilities	93	158
Unwinding of discount on contingent consideration	35	20
	<u>4,164</u>	<u>3,964</u>

## 9 Taxation

Tax is charged at 25% for the six months ended 30 June 2025 (30 June 2024 – 25%) representing the best estimate of the average annual effective tax rate expected to apply for the full year, applied to the pre-tax income of the six months period.

## 10 Earnings per share

Basic earnings per share is based on the profit after tax for the year and the weighted average number of shares in issue during the year. All classes of shares in issue have equal rights and are being treated as one class of share.

	30 June 2024 £'000	30 June 2025 £'000
<i>Earnings</i>		
(Loss)/profit attributable to equity holders of the Group	<u>(825)</u>	<u>2,885</u>
<i>Number of shares</i>		
Weighted average number of shares in issue during the period	<u>662</u>	<u>662</u>
<b>Earnings per share</b>		
Basic	<u>(1.25)</u>	<u>4.36</u>

Diluted earnings per share is the same as Basic earnings per share detailed above.

## 11 Right-of-use assets and lease liabilities

Following is a reconciliation of changes in the balances of right-of-use assets and lease liabilities:

### Right-of-use assets

	Land and buildings £'000
At 31 December 2024	1,822
Additions	2,157
Charge for the period	(256)
Foreign exchange	(83)
<b>At 30 June 2025</b>	<u><b>3,640</b></u>

The table below provides a detailed breakdown of the number of leases by geographical location, reflecting the jurisdictions in which the Group operates:

	<b>31 December 2024 Number</b>	<b>30 June 2025 Number</b>
United Kingdom	4	5
United States of America	1	2
China	—	1
	<b>=====</b>	<b>=====</b>

#### **Lease liabilities**

	<b>Total £'000</b>
At 31 December 2024	2,050
Additions	2,143
Interest expense	158
Lease payments	(281)
Foreign exchange	(87)
<b>At 30 June 2025</b>	<b>3,983</b>
	<b>=====</b>

	<b>31 December 2024 £'000</b>	<b>30 June 2025 £'000</b>
<b>Analysed as:</b>		
Non-current	1,753	3,636
Current	297	347
	<b>2,050</b>	<b>3,983</b>
	<b>=====</b>	<b>=====</b>

## **12 Inventories**

	<b>31 December 2024 £'000</b>	<b>30 June 2025 £'000</b>
Raw materials and consumables	1,852	2,074
Finished goods and goods for resale	15,226	20,579
	<b>17,078</b>	<b>22,653</b>
	<b>=====</b>	<b>=====</b>

### 13 Trade and other receivables

	31 December 2024 £'000	30 June 2025 £'000
Trade receivables at amortised cost	3,882	1,267
Less: expected credit loss provision	—	—
<b>Trade receivables at amortised cost – net</b>	<b>3,882</b>	<b>1,267</b>
Amounts owed by related parties	28	55
Foreign exchange forward contracts (Note 17)	112	—
Other receivables	11,391	10,820
Prepayments	1,336	1,801
<b>Total trade and other receivables</b>	<b>16,749</b>	<b>13,943</b>

Trade receivables have been reviewed under the ECL impairment model. As at 30 June 2025, the Group's ECL provision for trade receivables was immaterial and therefore not recognised (31 December 2024 – also immaterial).

### 14 Trade and other payables

	31 December 2024 £'000	30 June 2025 £'000
Trade payables	10,952	6,339
Foreign exchange forward contracts (Note 17)	—	301
Taxation and social security	4,001	1,627
Accrued expenses	5,454	1,822
Other payables	540	2,615
<b>Total trade and other payables</b>	<b>20,947</b>	<b>12,704</b>

### 15 Borrowings

	Total £'000
At 31 December 2024	72,896
Bank loans secured	25,000
Bank loans repaid	(12,838)
Loan notes repaid	(11,414)
Preference shares repaid	(1,000)
Interest accrued	3,786
Interest paid	(950)
<b>At 30 June 2025</b>	<b>75,480</b>

	31 December 2024 £'000	30 June 2025 £'000
<b>Analysed as:</b>		
Non-current	72,825	<b>70,480</b>
Current	71	<b>5,000</b>
	<b>72,896</b>	<b>75,480</b>



In April 2025, the Group successfully completed a refinancing arrangement with Santander. This secured new facilities comprising Loan A of £15 million at an interest rate of 3.25% plus base rate per annum, and Loan B of £10 million at an interest rate of 3.75% plus base rate per annum. Loan A is repayable in equal quarterly instalments until April 2028 while Loan B is due for repayment in April 2028 as a single bullet payment. As at 30 June 2025, the outstanding amounts are £13,750k for Loan A (31 December 2024 – £Nil) and £10,000k for Loan B (31 December 2024 – £Nil).

The proceeds from these facilities have been used to repay the existing bank loan, a significant portion of loan notes, and part of the preference shares outstanding as of 31 December 2024. The new facility agreement with Santander includes three financial covenants: the ratio of gross senior borrowings to EBITDA, a debt service cover ratio, and a minimum annual amount of Capex spend. These covenants are assessed quarterly, and no breaches have been reported.

Additionally, a Trade Finance facility has also been established with Santander at a rate of 2% plus base rate per annum. The Group has not utilised any amount from this facility during the period.

## 16 Contingent consideration

The movement for the contingent consideration is as follows:

	<b>Total £'000</b>
At 31 December 2024	2,620
Unwinding of discount	20
Foreign exchange	(115)
<b>At 30 June 2025</b>	<b>2,525</b>

## 17 Financial instruments – fair value

Financial instruments not measured at fair value include cash and cash equivalents, trade and other receivables, trade and other payables, bank loans, lease liabilities, loan notes and preference shares.

Due to their short-term nature, the carrying value of cash and cash equivalents, trade and other receivables, and trade and other payables approximates their fair value.

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, and based on the lowest level input that is significant to the fair value measurement as a whole:

	<b>31 December 2024 £'000</b>	<b>30 June 2025 £'000</b>
<b>Financial assets measured at fair value</b>		
<i>(Level 2: significant observable inputs)</i>		
Foreign exchange forward contracts	112	—
<b>Financial liabilities measured at fair value</b>		
<i>(Level 2: significant observable inputs)</i>		
Foreign exchange forward contracts	—	301
<i>(Level 3: significant unobservable inputs)</i>		
Contingent consideration	2,620	2,525
	<b>2,620</b>	<b>2,826</b>

Foreign forward contracts are classified as Level 2. The Group enters into these derivative financial instruments with various counterparties, principally financial institutions with investment grade credit ratings. These contracts are valued using valuation techniques, which employ the use of market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, and yield curves of the respective currencies.

The contingent consideration in relation to the acquisition of ZIIP Inc. and CBT At-Home Beauty Holdings PTE (see note 16) have been measured at fair value. The valuation is based on unobservable inputs and hence is a Level 3 valuation. The inputs included are projected revenues, probability of achieving the two individual earn-outs, and the discount rate. The discount rate utilised in the calculation of these fair value measurements was 10%, which is the Group's incremental borrowing rate (IBR). In determining the IBR, management considered investors' return on loan notes, interest on preference shares, and general interest rates when borrowing. The fair value is determined considering the expected payment, discounted to present value using the IBR. The expected payment has been determined separately in respect of the two individual earn-outs, taking into account the anticipated revenue levels. A 2% change in the discount rate would impact the contingent consideration recognised by circa £57k.

There have been no transfers between Level 1 and Level 2 of the fair value hierarchy during the six months ended 30 June 2025 and the year ended 31 December 2024.

## **18 Related parties**

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

EComplete Growth Limited, a company related by common directorship, has made transactions during the period with a Group company. Purchases of £342k (30 June 2024 – £287k) have been made and there is a balance outstanding of £35k at 30 June 2025 (31 December 2024 – £45k) included within trade payables (note 14).

EComplete SPV Limited are a related party by virtue of their investment in Project Glow Topco Limited. Loan notes with a principal value of £13,881k (31 December 2024 – £13,881k) issued by the Group are held by EComplete SPV Limited. Interest is payable at 10% on the loan notes. During the period, interest of £827k (30 June 2024 – £855k) was accrued in relation to the loan notes resulting in a balance due to EComplete SPV Limited at 30 June 2025 of £19,580k (31 December 2024 – £18,753k). This balance is included within loan notes (note 15).

L Newman, A Showman, M Smith, D Hughes, Tower Pension Trustees and 8 Cooper are all related parties by virtue of their shareholdings in Project Glow Topco Limited. Loan notes with a principal value of £6,119k (31 December 2024 – £6,119k) issued by the Group are held by management. Interest is payable at 10% on the loan notes. During the period, interest of £330k (30 June 2024 – £377k) was accrued in relation to the loan notes resulting in a balance due to management at 30 June 2025 of £8,596k (31 December 2024 – £8,266k). This balance is included within loan notes (note 15).

Thakral Lifestyle PTE. Ltd are a related party by virtue of their investment in Project Glow Topco Limited. Loan notes with a principal value of £2,598k (31 December 2024 – £2,598k) issued by the Group are held by Thakral Lifestyle PTE. Ltd. Interest is payable at 10% on the loan notes. During the period, interest of £132k (30 June 2024 – £137k) was accrued in relation to the loan notes resulting in a balance due to Thakral Lifestyle PTE. Ltd at 30 June 2025 of £3,139k (31 December 2024 – £3,007k). This balance is included within loan notes (note 15).

Preference shares with a principal value of £15,972k (31 December 2024 – £15,972k) issued by the Group are held by EComplete SPV Limited. Interest is payable at 10% on the preference shares. During the period, interest of £1,061k (30 June 2024 – £983k) was accrued in relation to the preference shares resulting in a balance due to EComplete SPV Limited at 30 June 2025 of £22,638k (31 December 2024 – £21,577k). This balance is included within preference shares (note 15).

Preference shares with a principal value of £4,864k (31 December 2024 – £4,864k) issued by the Group are held by management. Interest is payable at 10% on the preference shares. During the period, interest of £329k (30 June 2024 – £299k) was accrued in relation to the preference shares resulting in a balance due to management at 30 June 2025 of £6,900k (31 December 2024 – £6,571k). This balance is included within preference shares (note 15).

Preference shares with a principal value of £2,706k (31 December 2024 – £2,706k) issued by the Group are held by Thakral Lifestyle PTE. Ltd. Interest is payable at 10% on the preference shares. During the period, interest of £157k (30 June 2024 – £143k) was accrued in relation to the preference shares resulting in a balance due to Thakral Lifestyle PTE. Ltd at 30 June 2025 of £3,292k (31 December 2024 – £3,135k). This balance is included within preference shares (note 15).

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group. Key management personnel include the Directors of the Topco, the remuneration for whom is detailed below:

	<b>30 June 2024 £'000</b>	<b>30 June 2025 £'000</b>
Short-term employee benefits	873	2,259
Post-employment benefits	2	4
Share-based payment	430	582
	<b>1,305</b>	<b>2,845</b>

#### *Transactions with Directors*

The following advances and credits to Directors subsisted during the period ended 30 June 2025 and the year ended 31 December 2024:

	<b>Amounts owed by Directors</b>	
	<b>31 December 2024 £'000</b>	<b>30 June 2025 £'000</b>
A Showman	—	—
L M Newman	2,157	—
S Glynn	600	600

	<b>Amounts advanced</b>	
	<b>31 December 2024 £'000</b>	<b>30 June 2025 £'000</b>
A Showman	—	—
L M Newman	2,150	—
S Glynn	600	—

	<b>Amounts repaid</b>	
	<b>31 December 2024 £'000</b>	<b>30 June 2025 £'000</b>
A Showman	—	—
L M Newman	—	(2,157)
S Glynn	—	—

No interest is charged on the balances and transactions above. All advances and credits to Directors were made in the usual course of business.

There are no other transactions and balances with related parties which have not been disclosed above.

## 19 Controlling party

EComplete SPV Limited, a company incorporated in the United Kingdom, is the immediate parent company of Project Glow Topco Limited. The Directors consider EComplete SPV Limited to be the ultimate parent undertaking.

## 20 Events after the reporting date

Subsequent to the reporting date, the Group has incurred additional costs related to its preparations for a potential Initial Public Offering (IPO). These expenses primarily relate to advisory, legal, financial reporting, and other professional services engaged to support the IPO readiness process. While these costs were not recognised in the reporting period, they represent significant post-reporting date activities that align with the Group's strategic direction and ongoing efforts to position itself for potential future listing.

Prior to Admission, the Company (The Beauty Tech Group plc) will undertake a reorganisation of its share capital, which would take effect after the date of this document. The reorganisation is summarised in paragraph 3 of Part 11 of this document and would result in Topco and eComplete SPV Limited each redesignating their existing classes of ordinary share and preference share into single classes of ordinary share, the Company holding the entire share capital of Topco and eComplete SPV Limited and the principal amount of the Group's Loan Notes (together with all accrued but unpaid interest thereon) converting into ordinary shares in the Company.

## 21 Notes supporting the Interim Consolidated Statement of Cash Flows

Cash and cash equivalents for purposes of the cash flow statement comprise:

	<b>30 June 2024 £'000</b>	<b>30 June 2025 £'000</b>
Cash at bank and in hand	6,846	<b>8,593</b>

Movements in the Group's liabilities arising from financing activities have been analysed below:

### 30 June 2024

	<b>Lease liabilities £'000</b>	<b>Non-current borrowings £'000</b>	<b>Current borrowings £'000</b>	<b>Total £'000</b>
At 1 January 2024	1,988	66,731	4,874	73,593
Cash flows	(215)	310	(1,662)	(1,567)
<i>Non cash flows</i>				
Foreign exchange	4	—	—	4
Other movement*	93	2,733	—	2,826
<b>At 30 June 2024</b>	<b>1,870</b>	<b>69,774</b>	<b>3,212</b>	<b>74,856</b>

**30 June 2025**

	<b>Lease liabilities £'000</b>	<b>Non-current borrowings £'000</b>	<b>Current borrowings £'000</b>	<b>Total £'000</b>
At 1 January 2025	<b>2,050</b>	<b>72,825</b>	<b>71</b>	<b>74,946</b>
Cash flows	<b>(281)</b>	<b>1,975</b>	<b>(71)</b>	<b>1,623</b>
<i>Non cash flows</i>				
Foreign exchange	<b>(87)</b>	<b>—</b>	<b>—</b>	<b>(87)</b>
Other movement*	<b>2,301</b>	<b>(4,320)</b>	<b>5,000</b>	<b>2,981</b>
<b>At 30 June 2025</b>	<b>3,983</b>	<b>70,480</b>	<b>5,000</b>	<b>79,463</b>

\*Other movements relate to the new lease agreements, interest accrual and movement from non-current borrowings to current borrowings.

## PART 7

### UNAUDITED PRO FORMA FINANCIAL INFORMATION

#### SECTION A – ACCOUNTANTS’ REPORT ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION

The Directors  
The Beauty Tech Group plc  
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24 September 2025

To the Directors of The Beauty Tech Group plc (the “Company”),

#### **Project Glow Topco Limited (“Topco”) and its subsidiary undertakings (the “Group”)**

We report on the unaudited pro forma financial information (the “Unaudited Pro Forma Financial Information”) set out in section B of Part 7 of the prospectus dated 24 September 2025 of the Company (the “Prospectus”).

This report is required by Item 3 of Annex 20 of the UK version of Commission Delegated Regulation (EU) 2019/980 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council (“Prospectus Delegated Regulation”) as applied by UKLR 10.3.4R of the Listing Rules made by the Financial Conduct Authority (the “Listing Rules”) and is given for the purpose of complying with that item and for no other purpose.

#### **Opinion**

In our opinion:

- a) the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated; and
- b) such basis is consistent with the accounting policies of the Company.

#### **Responsibilities**

It is the responsibility of the directors of the Company to prepare the Unaudited Pro Forma Financial Information in accordance with Items 1 and 2 of Annex 20 of the Prospectus Delegated Regulation as applied by UKLR 10.3.4R of the Listing Rules.

It is our responsibility to form an opinion, as required by Item 3 of Annex 20 of the Prospectus Delegated Regulation as applied by UKLR 10.3.4R of the Listing Rules, as to the proper compilation of the Unaudited Pro Forma Financial Information and to report that opinion to you.

Save for any responsibility arising under Prospectus Regulation Rule 5.3.2R(2)(f) to any person as and to the extent there provided, to the fullest extent permitted by law, we do not accept or assume responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Item 1.3 of Annex 1 of the



Prospectus Delegated Regulation and UKLR 10.3.1R(10) of the Listing Rules, consenting to its inclusion in the Prospectus.

In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

### **Basis of preparation**

The Unaudited Pro Forma Financial Information has been prepared on the basis described in the notes to the Unaudited Pro Forma Financial Information, for illustrative purposes only, to provide information about how the proposed transaction might have affected the financial information presented on the basis of the accounting policies to be adopted by the Company in preparing the next financial statements for the year ended 31 December 2025.

### **Basis of opinion**

We conducted our work in accordance with Standards for Investment Reporting issued by the Financial Reporting Council in the United Kingdom. We are independent in accordance with the Financial Reporting Council's Ethical Standard as applied to Investment Circular Reporting Engagements, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro forma financial information with the directors of the Company.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in any jurisdictions other than the United Kingdom and accordingly should not be relied upon as if it had been carried out in accordance with those other standards and practices.

### **Declaration**

For the purposes of Prospectus Regulation Rule 5.3.2R(2)(f) we are responsible for this report as part of the Prospectus and declare that, to the best of our knowledge, the information contained in this report is in accordance with the facts and that this report contains no omission likely to affect its import. This declaration is included in the Prospectus in compliance with Item 1.2 of Annex 1 of the Prospectus Delegated Regulation.

Yours faithfully

### **RSM UK Corporate Finance LLP**

Regulated by the Institute of Chartered Accountants in England and Wales

## SECTION B – UNAUDITED PRO FORMA FINANCIAL INFORMATION

### Basis of Preparation

The unaudited pro forma financial information (the **Unaudited Pro Forma Financial Information**) of the Group set out below has been prepared to illustrate the effect of the Offer on:

- the unaudited pro forma income statement of the Group for the year ended 31 December 2024, as if the Offer had taken place on 1 January 2024; and
- the unaudited pro forma net assets of the Group as at 30 June 2025, as if the Offer had taken place on that date.

The Unaudited Pro Forma Financial Information has been prepared for illustrative purposes only. The hypothetical financial position or results included in the Unaudited Pro Forma Financial Information may differ from the Group's actual financial position or results. It does not purport to represent what the Group's financial position or results of operations actually would have been if the Offer and other adjusted items described in this section had been completed on the dates indicated, nor does it purport to represent the results of operations for any future period or financial position of the Group at any future date.

The Unaudited Pro Forma Financial Information set out below has been prepared in a manner consistent with the accounting policies of the Company applied in preparing the Historical Financial Information set out in section C of Part 6 of this document and in accordance with Annex 20 to the Prospectus Delegated Regulation. It should be read in conjunction with the notes set out below.

The Unaudited Pro Forma Information set out below does not constitute financial statements within the meaning of section 434 of the Companies Act. Prospective investors should read the whole of this document and not rely solely on the summarised financial information contained in this section.

### Unaudited Pro Forma Income Statement

<b>For the year ended 31 December 2024</b>	<b>Group</b>	<b>Adjustments</b>		<b>Unaudited</b>
<b>£000's</b>	<b>Note 1</b>	<b>Note 2</b>	<b>Note 3</b>	<b>Pro Forma</b>
				<b>Income</b>
				<b>Statement</b>
				<b>Note 4</b>
Revenue	101,124	—	—	101,124
Cost of sales	(43,722)	—	—	(43,722)
<b>Gross profit</b>	<b>57,402</b>	<b>—</b>	<b>—</b>	<b>57,402</b>
Administrative expenses	(42,463)	—	—	(42,463)
Share-based payment expense	(836)	—	—	(836)
Exceptional administrative expenses	(1,545)	(7,161)	—	(8,706)
Other operating income	23	—	—	23
<b>Operating profit</b>	<b>12,581</b>	<b>(7,161)</b>	<b>—</b>	<b>5,420</b>
Gain on fair value of contingent consideration	1,135	—	—	1,135
Fair value gain on foreign exchange forward contracts	112	—	—	112
Finance costs	(8,631)	—	7,341	(1,290)
<b>Profit/(loss) before tax</b>	<b>5,197</b>	<b>(7,161)</b>	<b>7,341</b>	<b>5,377</b>

### Notes to the Unaudited Pro Forma Income Statement:

1. The income statement of the Group for the year ended 31 December 2024 has been extracted without adjustment from the Group's Historical Financial Information in section B of Part 6 of this document.
2. The total estimated costs and expenses of the Offer payable by the Company and Group are £7.2 million (exclusive of VAT). As these costs and expenses are one-off, they are not expected to have a continuing impact on the Group.

- The pro forma income statement assumes that £29.0 million of gross proceeds for the Company from the issue of the New Shares will be raised pursuant to the Offer. Gross proceeds of the Offer for the Company from the issue of New Shares are expected to be used to repay £22.5m of the senior facilities agreement with Santander UK Plc. In addition, the loan notes and preference shares of the Group, which are classified within borrowings within the Group balance sheet, are expected to be, in the case of the loan notes, converted into ordinary shares in the Company and, in the case of the preference shares, redesignated into ordinary shares in Topco and cancelled in exchange for the issue of ordinary shares in the Company. Consequently, finance costs relating to the Group's relevant bank loans, loan notes and preference shares have been adjusted within the unaudited pro forma income statement. This adjustment will have a continuing impact on the Group.

Within the remaining finance costs of £1.2m includes £0.9m of bank loan interest relating to a loan that was repaid following 31 December 2024.

- The pro forma income statement does not take account of events that have occurred in the Group after 31 December 2024.

### Unaudited Pro Forma Statement of Net Assets

As at 30 June 2025 £000's	Group Note 1	Note 2	Adjustments Note 3 Note4		Unaudited Pro Forma Net Assets Note 4
<b>Assets</b>					
<b>Non-current assets</b>					
Property, plant and equipment	2,848	—	—	—	2,848
Right-of-use assets	3,640	—	—	—	3,640
Intangible assets	52,867	—	—	—	52,867
Deferred tax assets	284	—	—	—	284
<b>Total non-current assets</b>	<b>59,639</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>59,639</b>
<b>Current assets</b>					
Inventories	22,653	—	—	—	22,653
Trade and other receivables	13,943	—	—	—	13,943
Cash and cash equivalents	8,593	21,839	(22,500)	—	7,931
<b>Total current assets</b>	<b>45,189</b>	<b>21,839</b>	<b>(22,500)</b>	<b>—</b>	<b>44,528</b>
<b>Total assets</b>	<b>104,828</b>	<b>21,839</b>	<b>(22,500)</b>	<b>—</b>	<b>104,167</b>
<b>Current liabilities</b>					
Trade and other payables	12,704	—	—	—	12,704
Lease liabilities	347	—	—	—	347
Tax liability	2,942	—	—	—	2,942
Borrowings	5,000	—	(3,750)	—	1,250
Provisions	2,898	—	—	—	2,898
<b>Total current liabilities</b>	<b>23,891</b>	<b>—</b>	<b>(3,750)</b>	<b>—</b>	<b>20,141</b>
<b>Non-current liabilities</b>					
Lease liabilities	3,636	—	—	—	3,636
Borrowings	70,480	—	(18,750)	(51,730)	—
Contingent consideration	2,525	—	—	—	2,525
Deferred tax liabilities	3,843	—	—	—	3,843
<b>Total non-current liabilities</b>	<b>80,484</b>	<b>—</b>	<b>(18,750)</b>	<b>(51,730)</b>	<b>10,004</b>
<b>Total liabilities</b>	<b>104,375</b>	<b>—</b>	<b>(22,500)</b>	<b>(51,730)</b>	<b>30,145</b>
<b>Net assets</b>	<b>453</b>	<b>21,839</b>	<b>—</b>	<b>51,730</b>	<b>74,022</b>

### Notes to the Unaudited Pro Forma Statement of Net Assets:

- The net assets of the Group as at 30 June 2025 have been extracted without adjustment from the Group's Unaudited Interim Financial Information in section C of Part 6 of this document.
- The pro forma statement of net assets assumes that at least £29.0 million of gross proceeds for the Company from the issue of the New Shares will be raised pursuant to the Offer less total estimated costs and expenses of the Offer payable by the Company and Group of £7.2 million (exclusive of VAT).

3. Net proceeds of the Offer for the Company from the issue of New Shares is expected to be used to repay £3.75m of short term and £18.75m of long term borrowing relating to the senior facilities agreement with Santander UK Plc.
4. As at 30 June 2025, the Group has loan notes (£31.8m) and preference shares (£19.9m), which are classified within borrowings within the Group balance sheet, these are expected to be, in the case of the loan notes, converted into ordinary shares in the Company and, in the case of the preference shares, redesignated into ordinary shares in Topco and cancelled in exchange for the issue of ordinary shares in the Company.
5. The pro forma statement of net assets does not take account of events that have occurred in the Group after 30 June 2025. As at 30 June 2025, £23.75m of Group borrowings relate to the senior facilities agreement with Santander UK Plc. The Group expects to repay £22.5m of the Santander facility from proceeds from the transaction and the remaining £1.25m is due for repayment in September 2025.

## PART 8

### CAPITALISATION AND INDEBTEDNESS

The following table shows the consolidated capitalisation of the Group as at 30 June 2025. The figures have been extracted without material adjustment from the Group's underlying accounting records.

	As at 30 June 2025 (unaudited) £'000
<b>Total current debt (including current portion of long-term debt):</b>	
– Guaranteed	—
– Secured	5,000
– Unguaranteed/unsecured	347
<b>Total non-current debt (excluding current portion of long-term debt):</b>	
– Guaranteed	—
– Secured	38,651
– Unguaranteed/unsecured	35,465
<b>Shareholder equity:</b>	
– Share capital	7
– Share premium	1,819
– Other reserves <sup>(1)</sup>	4,649
<b>Total</b>	<b>85,938</b>

<sup>(1)</sup> Comprises foreign exchange translation reserve arising from consolidation and the share-based payment reserve

Capitalisation does not include retained earnings.

The following table shows the consolidated Group net indebtedness as at 30 June 2025.

	As at 30 June 2025 (unaudited) £'000
Cash and cash equivalents	8,593
Other current financial assets	—
<b>Liquidity</b>	<b>8,593</b>
Current financial debt (including debt instruments, but excluding current portion of non-current financial debt)	5,347
Current portion of non-current financial debt	—
<b>Current financial indebtedness</b>	<b>5,347</b>
<b>Net current financial liquidity</b>	<b>3,246</b>
Non-current financial debt (excluding current portion and debt instruments)	74,116
Debt instruments	—
Non-current trade and other payables	—
<b>Non-current financial indebtedness</b>	<b>74,116</b>
<b>Total financial indebtedness</b>	<b>70,870</b>

The figures disclosed above for financial debt include lease liabilities, comprising £347k current lease liabilities and £3,636k non-current lease liabilities.

As at 30 June 2025, the Group had no material indirect or contingent indebtedness.

As at 30 June 2025 the Company held basic financial instruments including trade and other receivables and payables, accruals and deferred income which are not included above.

There have been no material changes in the Group's capitalisation or indebtedness position since 30 June 2025.



## PART 9

### DETAILS OF THE OFFER

#### 1 The Offer

This Part 9 should be read in conjunction with the section headed “Expected Timetable of Principal Events and Offer Statistics” on pages 35 and 36 of this document, the ‘Terms and Conditions of the Institutional Offer’ set out below and the Terms and Conditions of the Intermediaries Offer.

The Offer comprises the Institutional Offer and the Intermediaries Offer. The Institutional Offer comprises an offer of Offer Shares at a price between 251 pence and 291 pence, comprising up to 29,316,398 Sale Shares from Selling Shareholders and up to 11,553,785 New Shares. The Intermediaries Offer comprises an offer to Intermediaries for onward distribution to retail investors in the United Kingdom.

The Offer Price and the final number of Offer Shares to be subscribed for or sold, as applicable, in the Offer will be set out in the Pricing Statement. The Offer Price will be determined by Berenberg after consultation with the Company. It is currently expected that the Offer Price will be set within the Indicative Price Range. However, the Indicative Price Range is indicative only, it may change during the course of the Offer and it may be set within, above or below the Indicative Price Range. The purchase of the Sale Shares to be offered under the Offer has not been underwritten. Berenberg has agreed, subject to customary conditions (including Admission) to underwrite the settlement of the New Shares to be issued pursuant to the Offer.

The Pricing Statement will not automatically be sent to persons who receive this document, but it will (subject to certain restrictions) be available in electronic form on the Company’s corporate website at <https://www.thebeautytechgroup.com/>. If the Offer Price is set above or below the Indicative Price Range or the Indicative Price Range is revised such that the value of the Offer differs to that set out in this document, the Company will make an announcement via a Regulatory Information Service and prospective investors may have a right to withdraw their application for Offer Shares. In such circumstances, the Pricing Statement would not be published until the period for exercising such withdrawal rights has ended. The expected date of publication of the Pricing Statement would be extended and the arrangements for withdrawing offers to purchase Offer Shares would be contained in the announcement.

The Offer is subject to satisfaction of conditions which are customary for transactions of this type as set out in the Sponsor and Placing Agreement, including being conditional on, among other things, Admission occurring and becoming effective by the Long Stop Date and the Sponsor and Placing Agreement not having been terminated in accordance with its terms.

Immediately following Admission, assuming that the maximum number of Offer Shares subject to the Offer are sold or issued (although this is subject to the bookbuilding process and the number of Offer Shares to be sold or issued will be confirmed in the Pricing Statement) and the Offer Price is set at the mid-point of the Indicative Price Range, it is expected that 36.1% of the Shares will be held in public hands (within the meaning of UK Listing Rule 5.5.3R).

The Offer is being made outside the U.S. in “offshore transactions” as defined in and in reliance on Regulation S.

If the Net Primary Proceeds are not raised pursuant to the Offer, the Offer and Admission will not proceed.

#### 2 Institutional Offer

Under the Institutional Offer, the Offer Shares will be offered to certain institutional and professional investors in the United Kingdom and elsewhere outside the United States in “offshore transactions” as defined in and in reliance on Regulation S. Certain restrictions that apply to the distribution of this document, the Institutional Offer and issue or sale of the Offer Shares, as applicable, are described in the ‘Terms and Conditions of the Institutional Offer’ below. The latest time and date for indications of interest in acquiring Offer Shares under the Institutional Offer are set out on page 35 of this document but are indicative and subject to change. Participants in the Institutional Offer will be advised verbally or by electronic mail of

their allocation as soon as practicable following allocation. The results of the Institutional Offer will be announced on the date of Admission. Investors in the Institutional Offer will be contractually committed to acquire the number of Offer Shares allocated to them at the Offer Price and, to the fullest extent permitted by law, will be deemed to have agreed not to exercise any rights to rescind or terminate, or otherwise withdraw from, such commitment.

### **3 Intermediaries Offer**

Members of the general public will not be able to apply for Offer Shares in the Offer directly. They may, however, be eligible to apply for Sale Shares through the Intermediaries, by following their relevant application procedures by no later than 4.30 p.m. on 2 October 2025. The Intermediaries may not permit the underlying applicants to make more than one application under the Intermediaries Offer (whether on their own behalf or through other means, including, but without limitation, through a trust or pension plan). The Intermediaries Offer is being made to retail investors in the United Kingdom only. No Sale Shares allocated under the Intermediaries Offer will be registered in the name of any person whose registered address is outside the United Kingdom except in certain limited circumstances with the consent of Berenberg, the Intermediaries Offer Co-ordinator and the Company. For the avoidance of doubt, applicants in the United States will not be able to participate in the Intermediaries Offer.

Applications under the Intermediaries Offer must be by reference to the total monetary amount the applicant wishes to invest and not by reference to a number of Sale Shares or the Offer Price. The minimum monetary amount per applicant is £500. There is no maximum monetary amount per applicant. An application for Sale Shares in the Intermediaries Offer means that the applicant agrees to acquire Sale Shares at the Offer Price.

Each applicant must comply with the appropriate money laundering checks required by the relevant Intermediary. Where an application is not accepted or there are insufficient Sale Shares available to satisfy an application in full, the relevant Intermediary will be obliged to refund the applicant as required and all such refunds shall be made in accordance with the terms provided by the Intermediary to the applicant. The Company, Berenberg, the Intermediaries Offer Co-ordinator and the Selling Shareholders accept no responsibility with respect to the obligation of the Intermediaries to refund monies in such circumstances.

Each Intermediary has agreed, or will be required on appointment to agree, to adhere to and be bound by the Terms and Conditions of the Intermediaries Offer. In submitting an application in the Intermediaries Offer (as agent for the underlying retail clients), each Intermediary will also be required to represent and warrant that they are not located in the United States and are not acting on behalf of anyone located in the United States. Under the Intermediaries Offer, Sale Shares will be offered in “offshore transactions” to persons outside the United States in reliance on Regulation S.

In addition, the Intermediaries may prepare certain materials for distribution or may otherwise provide information or advice to retail investors in the United Kingdom subject to the terms of the Terms and Conditions of the Intermediaries Offer. Any such materials, information or advice are solely the responsibility of the relevant Intermediary and shall not be reviewed or approved by the Intermediaries Offer Co-ordinator, the Company or the Selling Shareholders. Any liability relating to such documents shall be for the Intermediaries only. Any Intermediary that uses this document must state on its website that it uses this document in accordance with the Company’s consent. Intermediaries are required to provide the Terms and Conditions of the Intermediaries Offer to any prospective investor who has expressed an interest in participating in the Intermediaries Offer.

#### **Intermediaries**

Under the Intermediaries Offer, the Sale Shares are being offered to retail investors resident and physically located in the UK. Prospective investors who wish to use an ISA, SIPP or GIA to hold any interest in any Sale Shares (to the extent permitted by such Intermediary and applicable laws and restrictions provided that such application is successful) should communicate their interest to their relevant Intermediary and request that such Intermediary submit an Intermediary Application on such prospective investor’s behalf.

Intermediaries may be able to facilitate participation in the Intermediaries Offer by submitting Intermediary Applications in order to enable those prospective investors to receive and hold Shares in CREST in such persons' ISA, SIPP or GIA accounts held with the relevant Intermediary. However, there is no guarantee that any such Intermediary will be able to accommodate such request and/or facilitate any such application. Accordingly, prospective investors should ensure that they contact their Intermediaries as early as possible to ensure that they are able to submit an application before the end of the Intermediaries Offer.

Only Intermediaries who have existing contractual arrangements with the Intermediaries Offer Co-ordinator will be able to participate in the Intermediaries Offer. Intermediaries who do not currently have such arrangements in place and who wish to participate should contact the Intermediaries Offer Co-ordinator at [partners@retailbook.com](mailto:partners@retailbook.com).

Each Intermediary will be acting as agent for the prospective investors who are their respective retail clients. Neither the Company, the Intermediaries Offer Co-ordinator nor any other person will have any responsibility for any liability, costs or expenses incurred by any Intermediary.

Intermediaries may charge prospective investors who are their retail clients a fee for acquiring or holding Sale Shares (including any fees relating to the opening of an ISA, SIPP or GIA account for that purpose) provided that the Intermediary has disclosed the fees and terms and conditions of providing those services to the prospective investors in advance.

Each prospective investor who applies for Sale Shares through an Intermediary shall, by requesting such Intermediary to submit an Intermediary Application on its behalf, be deemed to agree that it must not rely, and will not rely, on any information or representation other than as contained in this prospectus or any supplement to this prospectus published by the Company prior to the Intermediaries Offer Closing Date. None of the Company, the Intermediaries Offer Co-ordinator, nor any other person will have any responsibility or liability to any Intermediary, or any prospective investor for whom such Intermediary acts, for any such other information or representation not contained in this prospectus or any supplement to this prospectus published by the Company prior to the Intermediaries Offer Closing Date.

### **Participation, allocation and pricing**

Retail investors resident in the UK wishing to participate in the Intermediaries Offer may do so by arranging for an Intermediary to submit an Intermediary Application on its behalf no later than the Intermediaries Offer Closing Date.

Applications to participate in the Intermediaries Offer may only be made by Intermediaries acting on behalf of retail investors resident in the UK. Only one application for Sale Shares may be made by or on behalf of any person who is a retail investor resident in the UK. Prospective investors are responsible for ensuring that they do not make more than one application under the Intermediaries Offer (including, but without limitation, through an Intermediary, a trust or a pension plan). Applications to participate in the Intermediaries Offer can be made from tax efficient savings vehicles such as ISAs or SIPPs, as well as GIAs. Prospective investors wishing to apply using their ISA, SIPP or GIA should contact their Intermediary for details of their terms and conditions, process and any relevant fees or charges.

Prospective investors who wish to subscribe for Sale Shares pursuant to the Intermediaries Offer must apply for a minimum Application Amount of £500. Prospective investors who request an Intermediary to submit an Intermediary Application on their behalf will be required to pre-pay in Pounds Sterling or authorise the Intermediary to withhold the Application Amount in Pounds Sterling as set out in your application until the allocations in the Intermediaries Offer are confirmed according to the terms and conditions of service of such Intermediary. No Sale Shares allocated under the Intermediaries Offer will be registered in the name of any person whose registered address is outside the UK.

An application for Sale Shares means that the relevant prospective investor and Intermediary on its behalf agrees to acquire such number of Shares as are allocated to it at the Offer Price. Prospective investors requesting an Intermediary to submit an Intermediary Application on their behalf must comply with the appropriate money laundering checks required by such Intermediary.

Once an application for Sale Shares has been made and accepted by the Intermediaries Offer Co-ordinator on the Company's behalf, that application is irrevocable and cannot be withdrawn other than in the limited circumstances set out in paragraph 11 (*Withdrawals*) of this Part 9. Upon acceptance by the Intermediaries Offer Co-ordinator of any application, prospective investors will be contractually committed to acquire the number of Sale Shares allocated to them at the Offer Price and, to the fullest extent permitted by law, will be deemed to have agreed not to exercise any rights to rescind or terminate, or withdraw from, such commitment.

The latest time for submission of an Intermediary Application is 4.30 p.m. on 2 October 2025 or any other earlier time as determined and communicated by the Intermediaries Offer Co-ordinator. All prospective investors must arrange for their relevant Intermediary to submit an Intermediary Application on their behalf to the Intermediaries Offer Co-ordinator by this time and to undertake to transfer such amount to the Intermediaries Offer Co-ordinator at settlement.

Prospective investors should note the particular practices and policies of their respective Intermediaries which will determine the latest time at which Intermediary Applications and payments via such Intermediary can be made (which may be earlier than the deadlines set by the Company in connection with Intermediaries Offer) so that they are received by the Intermediaries Offer Co-ordinator before the Intermediaries Offer Closing Date. Liability for UK stamp duty and stamp duty reserve tax is described in paragraph Part 10 of this document.

Pre-payment of any Application Amount for Sale Shares must be made by an Intermediary on behalf of a prospective investor, by an undertaking from the relevant Intermediary to transfer the funds to the Intermediaries Offer Co-ordinator. Payments by credit card will not be accepted. There will be no additional charge levied by the Company or the Intermediaries Offer Co-ordinator for payments of any Application Amount for Sale Shares made by a UK debit card. Investors who elect to submit an application via their Intermediary should ensure that they provide the relevant Intermediary with cleared funds in advance of relevant deadlines in order to enable the relevant Intermediary to make such payment on their behalf. Prospective investors who request an Intermediary to submit an Intermediary Application on their behalf will be required to pre-pay in Pounds Sterling or authorise the Intermediary to withhold the Application Amount in Pounds Sterling as set out in your application until the allocations in the Intermediaries Offer are confirmed according to the terms and conditions of service of such Intermediary.

Intermediaries who have submitted an Intermediary Application in the Intermediaries Offer who are allocated and acquire Sale Shares (as agent for their underlying retail clients) will be notified of their share allocation on or shortly after the day of the Offer results announcement.

Each applicant who applies for Sale Shares shall, by arranging for an Intermediary to submit an Intermediary Application on their behalf, be required to agree that they must not rely, and will not rely, on any information or representation other than as contained in this document or any supplementary prospectus published by the Company prior to the close of the Intermediaries Offer. The publication of this document and/or any supplementary prospectus and any actions or statements of the Company, the Intermediaries Offer Co-ordinator, the Intermediaries or other persons in connection with the Intermediaries Offer should not be taken as any representation or assurance as to the basis on which the number of Shares to be offered under the Intermediaries Offer or allocations within the Intermediaries Offer will be determined, and all responsibilities and liabilities for any such actions or statements are hereby disclaimed by the Company, the Intermediaries Offer Co-ordinator, the Intermediaries and all other persons.

By submitting an application to the Intermediaries Offer Co-ordinator to acquire Sale Shares, each Intermediary (on behalf of a prospective investor) will enter into a contract to acquire Sale Shares, and that contract, and the appointments and authorities and the representations, warranties and undertakings given and entered into in connection with it, will be exclusively governed by, and construed in accordance with, English law. For the exclusive benefit of the Company, each Intermediary on behalf of a prospective investor irrevocably submits to the exclusive jurisdiction of the English courts in respect of any matter, claim or dispute arising out of or in connection with the Intermediaries Offer, whether contractual or non-contractual, albeit that nothing shall limit the Company's right or the right of the Intermediaries Offer Co-ordinator

to bring any action, suit or proceedings arising out of or in connection with the Intermediaries Offer in any manner permitted by law or in any court of competent jurisdiction. This does not prevent an action being taken against a prospective investor (or any Intermediary) in any other jurisdiction.

For legal reasons the Company and the Intermediaries Offer Co-ordinator will only be able to provide information contained in this document and will be unable to provide advice on the merits of the Intermediaries Offer or to provide personal legal, financial, tax or investment advice.

Prospective investors who are existing retail clients of an Intermediary and who wish to request their Intermediary to submit an Intermediary Application on their behalf should contact such Intermediary.

#### **4 Allocation**

The aggregate allocation of Offer Shares as between the Institutional Offer and the Intermediaries Offer will be determined in accordance with the allocation policy to be determined by the Company and Berenberg. A number of factors will be considered in determining the Offer Price and the basis of allocation to prospective investors, including the level and nature of demand for the Offer Shares during the bookbuilding process, the prevailing market conditions and the objective of establishing an orderly and liquid market in the Shares following Admission.

Unless required to do so by law or regulation, the Company does not envisage publishing any supplementary prospectus and the Company does not envisage publishing a Pricing Statement until announcement of the Offer Price. A Pricing Statement containing the Offer Price and the final number of Offer Shares and containing any other outstanding information is expected to be published on or around 3 October 2025.

Applications are expected to be sought by the Intermediaries from their selected retail investor clients under the Intermediaries Offer for Sale Shares on the basis that the exact number of Sale Shares the subject of such applications will vary depending on the final Offer Price. A global application will then be made by the Intermediaries on behalf of their clients, through the Intermediaries Offer Co-ordinator, and this demand will be taken into account by the Company and Berenberg alongside indications of interest from institutional investors in the Institutional Offer in conducting the book-building in respect of the Offer.

In the event that demand for the Offer Shares exceeds the number of Offer Shares being made available in the Offer, allocations may be scaled down in any manner by the Company following consultation with Berenberg. The Company may allocate such Offer Shares following consultation with Berenberg, and applicants may be allocated Offer Shares having an aggregate value which is less than the sum applied for. Berenberg may allocate such Offer Shares following consultation with the Company (and there is no obligation to allocate such Offer Shares proportionately).

#### **5 Placing arrangements**

The Company (on behalf of itself and as the Sellers' Agent), Topco, the Directors and Berenberg have entered into the Sponsor and Placing Agreement, pursuant to which Berenberg has agreed, subject to certain conditions, to arrange subscribers for the New Shares and/or purchasers for the Sale Shares (as the case may be) which are allocated pursuant to the Institutional Offer. All such subscriptions and purchases (as applicable) will be at the Offer Price.

The Sponsor and Placing Agreement contains provisions entitling Berenberg to terminate the Sponsor and Placing Agreement (and the arrangements associated with it) at any time prior to Admission in certain circumstances. If this right is exercised, the Offer and these arrangements will lapse and any monies received in respect of the Institutional Offer will be returned to applicants without interest.

The Sponsor and Placing Agreement provides for Berenberg to be paid commissions and expenses in respect of the Offer Shares to be sold or allotted pursuant to the Institutional Offer. Any commissions received by Berenberg may be retained by it.



Further details of the terms of the Sponsor and Placing Agreement are set out in section 13.9 of Part 11 of this document.

The Company, the Selling Shareholders and the Intermediaries Offer Co-ordinator have entered into the Intermediaries Offer Co-ordinator Agreement, pursuant to which the Intermediaries Offer Co-ordinator has agreed, subject to certain conditions, to co-ordinate the Intermediaries Offer.

The Intermediaries Offer Co-ordinator Agreement provides for the Intermediaries Offer Co-ordinator to be paid commissions and expenses in respect of the Sale Shares to be sold pursuant to the Intermediaries Offer. Any commissions received by the Intermediaries Offer Co-ordinator may be retained by it.

Further details of the terms of the Intermediaries Offer Co-ordinator Agreement are set out in section 13.10 of Part 11 of this document.

## **6 Admission, dealings and CREST**

The Offer is subject to the satisfaction of conditions to be contained in the Sponsor and Placing Agreement which are typical for an agreement of this nature, including Admission occurring on or before 8 October 2025 or such later date as may be determined in accordance with the Sponsor and Placing Agreement (being not later than 31 October 2025) and the Sponsor and Placing Agreement not having been terminated in accordance with its terms. Further details of the Sponsor and Placing Agreement are set out in section 13.9 of Part 11 of this document.

Application will be made to the FCA for all of the Shares to be admitted to the equity shares (commercial companies) category of the Official List and to the London Stock Exchange for all of the Shares to be admitted to trading on its main market for listed securities. Admission is expected to take place, and unconditional dealings in the Shares are expected to commence on the London Stock Exchange, at 8.00 a.m. on 8 October 2025. Dealings on the London Stock Exchange before Admission will only be settled if Admission takes place. All dealings in Shares prior to commencement of unconditional dealings will be at the sole risk of the parties concerned. The Shares will, immediately on and from Admission, be freely transferable, subject to the applicable law, the Articles and any contractual obligations of a Shareholder.

Each investor in the Institutional Offer will be required to undertake to pay the Offer Price for the Sale Shares sold to such investor in such manner as shall be directed by Berenberg. Where applicable, definitive share certificates in respect of the Sale Shares and the New Shares are expected to be despatched, by post at the risk of the recipients, to the relevant holders, within 10 Business Days after Admission. The Offer Shares are in registered form and can also be held in uncertificated form. Prior to the despatch of definitive share certificates in respect of any Offer Shares which are held in certificated form, transfers of those Offer Shares will be certified against the register of members of the Company. No temporary documents of title will be issued.

On Admission, the rights attaching to the Offer Shares will be uniform in all respects and all of the Shares will form a single class for all purposes.

Following Admission, the Shares will be registered with ISIN of GB00BTWSXB68 and SEDOL of BTWSXB6 and will trade under the symbol "TBTG".

## **7 CREST**

CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by written instrument. Upon Admission, the Articles will permit the holding of Shares under the CREST system. The Company will apply for the Shares to be admitted to CREST with effect from Admission and it is expected that the Shares will be admitted with effect from that time. Accordingly, settlement of transactions in the Shares following Admission may take place within the CREST system if any shareholder so wishes.

CREST is a voluntary system and shareholders who wish to receive and retain share certificates will be able to do so. An investor applying for Shares in the Offer may elect to



receive Shares in uncertificated form if such investor is a system-member (as defined in the CREST Regulations) in relation to CREST.

## **8 Reasons for the Offer and use of proceeds**

The Directors believe that the Offer and Admission will position the Group for the next stage of its development, including further enhancing the Group's profile and brand awareness, assisting in retaining and incentivising senior management and key employees and providing it with a platform for continued growth. Admission will also enable the Selling Shareholders to partially realise their investment in the Group.

The total fees and expenses of, and incidental to, Admission and the Offer to be borne by the Group are estimated to amount to approximately £7.2 million, and include, amongst others, the FCA's fees, the London Stock Exchange's fees, professional fees and expenses and the costs of printing and distribution of documents, assuming that the Offer Price is set at the mid-point of the Indicative Price Range.

The total fees and expenses of, and incidental to, Admission and the Offer to be borne by the Selling Shareholders are estimated to amount to approximately £2.0 million, which consist of the placing commissions, assuming that the Offer Price is set at the mid-point of the Indicative Price Range.

No expenses will be charged by the Company or the Selling Shareholders to any purchasers of Offer Shares pursuant to the Offer.

The net proceeds to the Company are expected to amount to approximately £28.3 million after deduction of the commission and will not be less than the Net Primary Proceeds. The sale of the Sale Shares will raise net proceeds for the Selling Shareholders of approximately £77.4 million after deduction of commission and other fees and expenses payable by each Selling Shareholder thereon which are related to the Offer. In each case, the estimation of the net proceeds assumes that the Offer Price is set at the mid-point of the Indicative Price Range. If the Offer Price is set above or below the Indicative Price Range or the Indicative Price Range is revised such that the value of the Offer differs to that set out in this document, the Company will make an announcement via a Regulatory Information Service and prospective investors may have a right to withdraw their application for Shares. In such circumstances, the Pricing Statement would not be published until the period for exercising such withdrawal rights has ended. The expected date of publication of the Pricing Statement would be extended and the arrangements for withdrawing offers to purchase Offer Shares would be contained in the announcement.

The Company intends to apply the net proceeds from the Offer in the following order of priority: firstly, to repay the remaining balance, together with accrued interest, of its bank facility of approximately £22.5 million, with the balance to pay for Offer related fees and expenses.

## **9 Lock-in arrangements**

Pursuant to the Sponsor and Placing Agreement, the Company has undertaken to Berenberg that, for 365 calendar days after the date of the Sponsor and Placing Agreement, it will, subject to certain limited exceptions, not offer, issue, sell, contract to sell, issue options in respect of or otherwise dispose of any securities of the Company or enter into any transaction having substantially the same effect or agree to do any of the foregoing, save with the prior written consent of Berenberg or in connection with the grant of any employee options disclosed in this document.

Pursuant to the Sponsor and Placing Agreement, each of the Executive Directors and the Non-Executive Directors has undertaken to Berenberg that, for a 12 month lock-in period from the date of Admission, they will not (and they will use their best endeavours to ensure that their connected persons will not) without the prior written consent of Berenberg, transfer, sell, mortgage, charge or otherwise dispose of, any shares in the Company (or any interest therein) that they may hold, subject to certain customary exceptions.

For the six month period thereafter, they have each agreed not to, and to procure that their connected persons will not, dispose of any shares in the Company (or any interest therein), except in accordance with the reasonable requirements of Berenberg.

Pursuant to the terms of the Deeds of Election, each of the Selling Shareholders (other than the Directors, whose lock-in arrangements are described above, and the Senior Manager, whose lock-in arrangement is described below) has undertaken that, from Admission to the date that is four weeks after the publication of the audited accounts of the Group for the financial year ending 31 December 2025, it will not, and it will use its best endeavours to procure that its connected persons will not, transfer, sell, mortgage, charge or otherwise dispose of, any sell or contract to sell, or otherwise dispose of, any shares in the Company (or any interest therein) that they may hold, subject to certain customary exceptions. Pursuant to his Deed of Election, the Senior Manager has undertaken to Berenberg that, for a 12 month lock-in period from the date of Admission, he will not (and he will use his best endeavours to ensure that his connected persons will not) without the prior written consent of Berenberg, transfer, sell, mortgage, charge or otherwise dispose of, any shares in the Company (or any interest therein) that they may hold, subject to certain customary exceptions. For the six month period thereafter, he has agreed not to, and to procure that his connected persons will not, dispose of any shares in the Company (or any interest therein), except in accordance with the reasonable requirements of Berenberg.

For the six month period thereafter, the Selling Shareholders have each agreed not to, and will use their best endeavours to procure that their connected persons will not, dispose of any shares in the Company (or any interest therein), except in accordance with the reasonable requirements of Berenberg, save that the Selling Shareholders may (acting jointly) during this period, sell a certain number of their shares in the Company (proportionate to their respective shareholdings) through a singular block trade managed by Berenberg on such terms as Berenberg, the Company, and the Company, as agent for and on behalf of the Selling Shareholders agree at the relevant time.

## **10 Withdrawals**

In the event that the Company is required to publish a supplementary prospectus (including in the event that the Offer Price is set above or below the Indicative Price Range or the Indicative Price Range is revised such that the value of the Offer differs to that set out in this document), applicants who have applied to subscribe for or purchase, as applicable, Offer Shares in the Offer, shall have the right to withdraw their applications for Offer Shares made prior to the publication of the supplement. Such withdrawal must be made within the time limits and in the manner set out in any such supplement (which shall not be shorter than two clear business days after publication of the supplement).

The right to withdraw an application to purchase Offer Shares in the circumstances set out above will be available to all investors. If the application is not withdrawn within the period stipulated in any supplementary prospectus or announcement (as described above), any application to acquire Offer Shares in the Offer will remain valid and binding.

Any supplementary prospectus will be published in accordance with the Prospectus Regulation Rules (and notification thereof will be made to a Regulatory Information Service) but will not be distributed to investors individually. Any such supplementary prospectus will be published online at <https://www.thebeautytechgroup.com/> and be available until 14 days after Admission.

Details of how to withdraw an application will be made available if a supplementary prospectus or relevant announcement (as described above) is published.

## **11 Further information**

Recipients of this document should carefully consider the additional information set out in the other parts of this document and in particular the risk factors set out in section headed "Risk factors" of this document.

## **12 Selling restrictions**

The distribution of this document and the offer of the Shares in certain jurisdictions may be restricted by law. Other than in the United Kingdom, no action has been or will be taken by

the Company, the Selling Shareholders, Berenberg, the Intermediaries Offer Co-ordinator and/or Rothschild & Co to permit a public offering of the Shares or to permit the possession or distribution of this document (or any other offering or publicity materials in connection therewith). In particular, no actions have been taken to allow for a public offering of the Shares under the applicable securities laws of the United States, Australia, Canada, Japan, the Republic of South Africa or New Zealand. Accordingly, neither this document nor any advertisement or any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with all applicable laws and regulations. Persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

## **UK**

In relation to the UK, no Offer Shares have been offered or will be offered pursuant to the Offer to the public in the UK prior to the publication of a prospectus in relation to the Offer Shares which has been approved by the FCA, except that offers of the Offer Shares may be made to the public in the UK at any time under the following exemptions under the UK Prospectus Regulation:

- (a) to any legal entity which is a qualified investor as defined under the UK Prospectus Regulation (a **UK Qualified Investor**);
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the UK Prospectus Regulation) subject to obtaining the prior consent of Berenberg; or
- (c) in any other circumstances falling within Article 1(4) of the UK Prospectus Regulation,

provided that no such offer of the Offer Shares shall result in a requirement for the publication of a prospectus pursuant to Article 3 of the UK Prospectus Regulation or a supplement to a prospectus pursuant to Article 23 of the UK Prospectus Regulation and each person, save for the Intermediaries participating in the Intermediary Offer, who initially acquires any Offer Shares or to whom any offer is made will be deemed to have represented, warranted and agreed to and with Berenberg and the Company that it is a UK Qualified Investor.

For the purpose of this provision, the expression an “offer to the public” in relation to any Offer Shares in the UK means a communication in any form and by any means presenting sufficient information on the terms of the offer and the Shares to be offered so as to enable an investor to decide to subscribe for or purchase the Offer Shares.

In the case of any Offer Shares being offered to a financial intermediary, as that term is used in Article 5(1) of the UK Prospectus Regulation, such financial intermediary will also be deemed to have represented, acknowledged and agreed, that the Offer Shares acquired by it in the Offer have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to persons in circumstances which may give rise to an offer of any Offer Shares to the public other than their offer or resale in the UK to qualified investors as so defined or in circumstances in which the prior consent of Berenberg has been obtained to each such proposed offer or resale. The Company, the Selling Shareholders, Berenberg and their respective affiliates and others will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement. Notwithstanding the above, a person who is not a UK Qualified Investor and who has notified Berenberg and the Intermediaries Offer Co-ordinator of such fact in writing may, with the prior consent of Berenberg and the Intermediaries Offer Co-ordinator, be permitted to acquire Offer Shares in the Intermediaries Offer.

## **European Economic Area**

In relation to each member state of the European Economic Area (each, a **relevant member state**), no Offer Shares have been offered or will be offered pursuant to the Offer to the public in that relevant member state prior to the publication of a prospectus in relation to the Offer Shares which has been approved by the competent authority in that relevant member state or, where appropriate, approved in another relevant member state and notified to the competent authority in that relevant member state, all in accordance with the EU Prospectus Regulation,

except that offers of the Offer Shares may be made to the public in that relevant member state or at any time under the following exemptions under the EU Prospectus Regulation:

- (a) to any legal entity which is a qualified investor as defined under the EU Prospectus Regulation (an **EEA Qualified Investor**);
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the EU Prospectus Regulation) in such relevant member state subject to obtaining the prior consent of Berenberg; or
- (c) in any other circumstances falling within Article 1(4) of the EU Prospectus Regulation,

provided that no such offer of the Offer Shares shall result in a requirement for the publication of a prospectus pursuant to Article 3 of the EU Prospectus Regulation or a supplement to a prospectus pursuant to Article 23 of the EU Prospectus Regulation and each person who initially acquires any Offer Shares or to whom any offer is made will be deemed to have represented, warranted and agreed to and with each of Berenberg and the Company that it is a EEA Qualified Investor.

For the purpose of this provision, the expression an “offer to the public” in relation to any Offer Shares in any relevant member state means a communication in any form and by any means presenting sufficient information on the terms of the offer and the Shares to be offered so as to enable an investor to decide to subscribe for or purchase the Offer Shares.

In the case of any Offer Shares being offered to a financial intermediary, as that term is used in Article 5(1) of the EU Prospectus Regulation, such financial intermediary will also be deemed to have represented, that the Offer Shares acquired by it in the Offer have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to persons in circumstances which may give rise to an offer of any Offer Shares to the public other than their offer or resale in a relevant member state to qualified investors as so defined or in circumstances in which the prior consent of Berenberg has been obtained to each such proposed offer or resale. The Company, the Selling Shareholders, Berenberg and their respective affiliates and others will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement. Notwithstanding the above, a person who is not a EEA Qualified Investor and who has notified Berenberg of such fact in writing may, with the prior consent of Berenberg, be permitted to acquire Offer Shares in the Offer.

### **United States**

This document is not a public offering (within the meaning of the US Securities Act) of securities in the United States. The Offer Shares have not been, and will not be, registered under the US Securities Act, or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold in the United States except pursuant to an exemption from, or in transactions not subject to, the registration requirements of the US Securities Act and applicable state or other securities laws.

The Offer Shares may only be offered outside the United States in “offshore transactions” as defined in and in reliance on Regulation S.

### **Purchasers outside the United States**

Each purchaser who acquires Offer Shares, by accepting delivery of this document and the Offer Shares, will be deemed to have represented, agreed and acknowledged each of the following matters:

- (a) The Offer Shares have not been, nor will they be, registered under the US Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States.
- (b) It is acquiring such Offer Shares in an “offshore transaction” as defined in and in reliance on Regulation S.

**Other overseas territories**

Investors in jurisdictions other than the European Economic Area, the United Kingdom and the United States should consult their professional advisers as to whether they require any governmental or other consents or need to observe any formalities to enable them to purchase Shares under the Offer.

## **TERMS AND CONDITIONS OF THE INSTITUTIONAL OFFER**

### **1 Introduction**

- 1.1 These terms and conditions apply to persons agreeing to purchase and/or subscribe for Offer Shares under the Institutional Offer (which may include Berenberg or its nominee(s) or designated investment managers acting on behalf of funds) (**Investors**). Participation in the Institutional Offer is available only to persons who may lawfully be, and are, invited to participate by Berenberg.
- 1.2 Each Investor hereby agrees with each of Berenberg and each Selling Shareholder and the Company to be bound by these terms and conditions as being the terms and conditions upon which Offer Shares will be subscribed and/or purchased under the Institutional Offer. An Investor shall, without limitation, become so bound if Berenberg confirms to the Investor (orally or in writing) an allocation of Offer Shares.
- 1.3 In these terms and conditions, capitalised terms have the meanings set out in the “Definitions” section of this document.

### **2 Agreement to purchase Ordinary Shares**

- 2.1 Conditional on (i) Admission occurring and the Sponsor and Placing Agreement not having lapsed or been terminated in each case on or prior to 8 October 2025 (or such later date as Berenberg and the Company may agree (not being later than 31 October 2025)) and (ii) the Sponsor confirming the allocation of shares to the Investor, an Investor agrees to purchase or subscribe for, at the Offer Price, the number of Offer Shares allocated to such Investor in accordance with the arrangements described in Part 9 (The Offer) of this document. To the fullest extent permitted by law, each Investor acknowledges and agrees that they will not be entitled to exercise any right to rescind or terminate such agreement or (subject to statutory rights) withdraw an application to subscribe for Offer Shares at any time. This does not affect any other rights such Investor may have.
- 2.2 If (i) any of the conditions in the Sponsor and Placing Agreement are not satisfied (or, where relevant, waived) or (ii) the Sponsor and Placing Agreement is terminated or (iii) the Sponsor and Placing Agreement does not otherwise become unconditional in all respects, the Institutional Offer will not proceed and all funds delivered by the Investor to Berenberg will be returned to the Investor at its own risk without interest, and each Investor's rights and obligations hereunder shall cease and determine at such time and no claim shall be made by the Investor in respect thereof.
- 2.3 All times and dates set out in these terms and conditions and this document may be subject to amendment by Berenberg (in its absolute discretion).

### **3 Payment for Ordinary Shares**

- 3.1 Each Investor undertakes to pay the Offer Price for the Offer Shares issued and/or sold (as applicable) to such Investor as set out in these terms and conditions or otherwise in such manner as shall be directed by Berenberg.
- 3.2 In the event of any failure by any Investor to pay for the Offer Shares as agreed under paragraph 3 above, the relevant Investor shall be deemed hereby to have appointed Berenberg or any nominee of Berenberg to use its reasonable endeavours to sell (in one or more transactions) any or all of the Offer Shares in respect of which payment shall not have been made as directed by Berenberg and to indemnify Berenberg on demand in respect of any liability for stamp duty and/or stamp duty reserve tax arising in respect of any such sale or sales. A sale of all or any of such Offer Shares shall not release the relevant Investor from the obligation to make such payment for Offer Shares to the extent that Berenberg or its nominee has failed to sell such Offer Shares at a consideration which after deduction of the expenses of such sale and payment of stamp duty and/or stamp duty reserve tax exceeds the Offer Price per Offer Share.

### **4 Representations and warranties**

- 4.1 By agreeing to subscribe for and/or to purchase Offer Shares, each Investor (for itself and on behalf of any persons procured by it to acquire Offer Shares and any nominee(s) for any such



person(s)) irrevocably confirms, represents, warrants and undertakes to Berenberg, the Company and the Selling Shareholders as follows:

- (a) that the exercise by Berenberg of any rights or discretion under the Sponsor and Placing Agreement shall be within the absolute discretion of Berenberg and Berenberg need not have any reference to the Investor and shall have no liability to the Investor whatsoever in connection with any decision to exercise or not to exercise any such right. Each Investor agrees that it has no rights against Berenberg, the Selling Shareholders, the Company or any of their respective directors and employees under the Sponsor and Placing Agreement pursuant to the Contracts (Rights of Third Parties) Act 1999;
- (b) that it has sufficient knowledge and experience in financial and business matters and expertise in assessing credit, market and other relevant risks and is capable of evaluating, and has evaluated, the merits, risks and sustainability of subscribing for or purchasing Offer Shares, and in making the investment decision with respect to Offer Shares, it has:
  - (i) had access to such financial and other information concerning the Company, the Offer Shares and the Institutional Offer as it deems necessary in connection with its decision to subscribe for or purchase Offer Shares; and
  - (ii) investigated the potential tax consequences affecting it in connection with its acquisition of Offer Shares, including potential tax consequences in connection with the acquisition and any subsequent disposal of Offer Shares;
- (c) that in agreeing to subscribe for or purchase Offer Shares under the Institutional Offer, each Investor is relying on this document and any supplementary prospectus published by the Company prior to Admission, and not on any information, representation or statement concerning the Company, any of its subsidiaries, any of its shares or the offer made by or on behalf of the Company, the Selling Shareholders or Berenberg and that to the fullest extent permitted by law, none of the Company, the Selling Shareholders, Berenberg or their respective affiliates nor any of its or their respective officers, directors, partners, agents or employees will have any liability for any such other information, representation or statement (provided that nothing in these terms and conditions shall exclude the liability of any person for fraudulent misrepresentation);
- (d) that the Investor irrevocably appoints any director of the Company and any director of Berenberg to be its agent and on its behalf (without any obligation or duty to do so) to sign, execute and deliver to the Company and the Registrar or as Berenberg may direct, any documents and do all acts, matters and things as may be necessary for, or incidental to, its acquisition of all or any of the Offer Shares for which it has given a commitment under the Institutional Offer, in the event of its failure to do so;
- (e) that the investor accepts that if the Institutional Offer does not proceed or the conditions to the Sponsor and Placing Agreement are not satisfied or the Offer Shares for which valid applications are received and accepted are not admitted to trading on the Main Market for any reason whatsoever then neither Berenberg the Company nor any Selling Shareholder, nor any of their respective affiliates nor persons controlling, controlled by or under common control with any of them nor any of their respective employees, agents, officers, members, stockholders, partners or representatives shall have any liability whatsoever to it or to any other person;
- (f) that neither the Investor nor, as the case may be, its clients, expect Berenberg to have any duties or responsibilities to the Investor similar or comparable to the duties of "best execution" and "suitability" imposed by The Conduct of Business Source Book contained in The Financial Conduct Authority's Handbook of Rules and Guidance, and that Berenberg is not acting for the Investor or their clients, and that Berenberg will not be responsible to the Investor or their clients for providing the protections afforded to its customers or for providing advice in relation to the Institutional Offer nor in respect of any representations, warranties, undertakings or indemnities contained in the Sponsor and Placing Agreement nor for the exercise or performance of any of its rights and obligations thereunder including any rights to waive or vary any conditions or exercise any termination right;

- (g) that, save in the event of fraud on the part of Berenberg (and to the extent permitted by the Rules of the Financial Conduct Authority), neither Berenberg, its affiliates, branches, associates, its subsidiary and parent undertakings and the subsidiary undertakings of its parent undertakings, nor any of their respective directors, officers, unlimited partners, agents and employees shall be liable to the Investor for any matter arising out of Berenberg's role as bookrunner or otherwise in connection with the Institutional Offer and that where any such liability nevertheless arises as a matter of law the Investor will immediately waive any claim against any of such persons which the Investor may have in respect thereof;
- (h) that in the case of a person who agrees on behalf of an Investor to subscribe for and/or purchase (as applicable) Offer Shares, that person represents and warrants that it has the authority to do so on behalf of the relevant Investor and
  - (i) that such person has complied with the customer due diligence measures required by the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (the Regulations) in relation to the Investor (and any beneficial owner);
  - (ii) such person has complied fully with his obligations pursuant to the Regulations; and
  - (iii) such person will provide Berenberg on demand with any information it might require for the purposes of verification under the Regulations;
- (i) that it is not and is not applying as nominee or agent for a person who is, or may be, mentioned in any of the sections 67, 70, 93 or 96 of the Finance Act 1986 (depository receipts and clearance services);
- (j) that neither the Company nor Berenberg will be responsible for any liability to stamp duty or stamp duty reserve tax or other similar taxes resulting from a failure to observe the requirement in paragraph (i) above. Each Investor and any person acting on behalf of such Investor agrees to indemnify on an after-tax basis and hold harmless the Company and Berenberg and their respective affiliates, agents, directors, officers and employees in respect of any such liability;
- (k) that the Investor does not have a registered address in, and is not a citizen, resident or national of, any jurisdiction in which it is unlawful to make or accept an offer of the Offer Shares and it is not acting on a non-discretionary basis for any such person;
- (l) that where it is acquiring Offer Shares for one or more managed, discretionary or advisory accounts, the investor has sole investment discretion and is authorised in writing by each such account: (i) to agree to acquire Offer Shares for such account; (ii) to make on such account's behalf the representations, warranties, undertakings, agreements and acknowledgements set out in this document; and (iii) to receive on such account's behalf any documentation relating to the Institutional Offer in the form provided by Berenberg. The Investor agrees that the provisions of this paragraph shall survive any resale of the Offer Shares by or on behalf of any such account;
- (m) that if the Investor is outside the United Kingdom, this document does not constitute an invitation or offer to such investor or any person whom such investor is procuring to acquire Offer Shares pursuant to the Institutional Offer unless, in the relevant territory, such offer or invitation could lawfully be made to the investor or such person and the Offer Shares could lawfully be acquired and held by the investor or such person without compliance with any unfulfilled approval, registration or other legal requirements;
- (n) that the Investor is not a national or resident of the United States, Canada, Australia, Japan, South Africa or New Zealand or a corporation, partnership or other entity organised under the laws of the United States, Canada, Australia, Japan, South Africa or New Zealand and that the Investor will not offer, sell, renounce, transfer or deliver directly or indirectly any of the Offer Shares into the United States, Canada, Australia, Japan, South Africa or New Zealand or any other jurisdiction where to do so would be in breach of any applicable law and/or regulation or to or for the benefit of any person resident in the United States, Canada, Australia, Japan, South Africa or New Zealand or any other jurisdiction where to do so would be in breach of any applicable law and/or regulation

and the Investor acknowledges that the Offer Shares have not been and will not be registered under the United States Securities Act of 1933, as amended, and the relevant exemptions are not being obtained from the Securities Commission of any province of Canada in respect of the Offer Shares and that the same are not being offered for sale and may not be, directly or indirectly, offered, sold, transferred or delivered in the United States, Canada, Australia, Japan, South Africa or New Zealand or any other jurisdiction where to do so would be in breach of any applicable law and/or regulation;

- (o) that the Investor is, and at the time of its subscription or purchase of any Offer Shares will be, acquiring such Offer Shares in an “offshore transaction” within the meaning of, and meeting the requirements of, Regulation S, and acknowledges that the Offer Shares have not been and will not be registered under the US Securities Act or under any applicable securities laws of any state or other jurisdiction of the United States and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act;
- (p) that the Investor is entitled to subscribe for the Offer Shares in its allocation under the laws of all relevant jurisdictions which apply to such Investor and that such Investor has fully observed such laws, obtained all governmental and other consents and paid any issue, transfer or other taxes which may be required thereunder or otherwise and complied with all necessary formalities in connection with its acquisition of Offer Shares, and that it has not taken any action, or omitted to take any action, which may result in the Company, the Selling Shareholders or Berenberg, or any of their respective directors, officers, agents, employees or advisers being in breach of the laws of any jurisdiction in connection with the Institutional Offer or the Investor’s acceptance of participation in the Institutional Offer;
- (q) that the Investor is (A) either (i) a person who is an investment professional falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the Order); (ii) a high net worth company, unincorporated association or other body falling within Article 49(2)(a) to (d) of the Order; or (iii) a person to whom the Offer Shares may otherwise lawfully be offered under the Order; (B) a “Qualified Investor” for the purposes of Regulation (EU) 2017/1129; or (C) otherwise a person to whom it may otherwise be lawful to communicate information about the Institutional Offer;
- (r) that it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of FSMA) relating to the Offer Shares in circumstances in which section 21(1) of FSMA does not require approval of the communication by an authorised person;
- (s) that it has complied and will comply with all applicable provisions of FSMA with respect to anything done by it in relation to the Offer Shares in, from or otherwise involving, the United Kingdom;
- (t) that it has not offered or sold and will not offer or sell any Offer Shares to the public in any member state of the EEA except in circumstances falling within Article 1(4) of the Prospectus Regulation which do not result in any requirement for the publication of a prospectus;
- (u) that, if in the United Kingdom, it has complied with its obligations under the Criminal Justice Act 1993, FSMA, MAR and, in connection with money laundering and terrorist financing, under the Proceeds of Crime Act 2002 (as amended), the Terrorism Act 2000, the Terrorism Act 2006, and the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (the Regulations) and the Money Laundering Sourcebook of the FCA and, if making payment on behalf of a third party, that satisfactory evidence has been obtained and recorded by it to verify the identity of the third party as required by the Regulations;
- (v) that to ensure compliance with anti-money laundering requirements, Berenberg and the Company may at their absolute discretion require proof of identity of the investor and related parties and verification of the source of payments before applications can be processed and that, in the event of delay or failure by the investor to produce any

information required for verification purposes, Berenberg and/or the Company may at their absolute discretion refuse to accept such applications and the purchase moneys relating thereto. The Investor agrees to hold harmless and will indemnify Berenberg and/or the Company against any liability, loss or cost ensuing due to the failure to process applications if such information has been requested and has not been provided by the investor, or has not been so provided in a timely fashion;

- (w) that the representations, warranties, undertakings, agreements and acknowledgements contained in these terms and conditions are irrevocable. The Investor acknowledges that Berenberg, the Company, the Selling Shareholders and the Registrar and their respective affiliates will rely upon the truth and accuracy of such representations, warranties, undertakings, agreements and acknowledgements and agrees that if any of the representations, warranties, undertakings, agreements or acknowledgements made or deemed to have been made by it in connection with its acquisition of Offer Shares is no longer accurate or has not been complied with, it shall promptly notify Berenberg and the Company;
- (x) that where the Investor or any person acting on behalf of the Investor is dealing with Berenberg any money held in an account with Berenberg on behalf of the Investor and/or any person acting on behalf of the Investor will not be treated as client money within the meaning of the relevant rules and regulations of the FCA, such that Berenberg will not be required to segregate such money, as that money will be held by Berenberg under a banking relationship and not as trustee;
- (y) that any of the Investor's clients, whether or not identified to Berenberg, will remain the Investor's sole responsibility and will not become clients of Berenberg for the purposes of the rules of the FCA or for the purposes of any statutory or regulatory provision;
- (z) that the Investor accepts that the allocation of Offer Shares shall be determined by Berenberg after consultation with the Company and that such persons have complete discretion as to whether to accept any offer to subscribe for or purchase Offer Shares and may scale down any commitments to acquire Offer Shares for this purpose on such basis as they may determine;
- (aa) that time shall be of the essence as regards the investor's obligations to settle payment for Offer Shares and to comply with its other obligations under the Institutional Offer;
- (bb) that in the case of a person who agrees on behalf of an Investor to acquire Shares pursuant to the Institutional Offer and/or who authorises Berenberg to notify the Investor's name to the Registrar as mentioned above, that person represents and warrants that he/she has authority to do so on behalf of the Investor;
- (cc) that in connection with the Institutional Offer, Berenberg and any of its affiliates, acting as an investor for its own account, may take up Offer Shares in the Company and in that capacity may subscribe for, retain, purchase or sell for their own account Shares in the Company and any securities of the Company or related investments and may offer or sell such securities or other investments otherwise than in connection with the Institutional Offer. Berenberg does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so;
- (dd) that it will indemnify on an after-tax basis and hold the Company, Berenberg and their respective affiliates harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of the representations, warranties, acknowledgements, agreements and undertakings in these terms and conditions and further agrees that the provisions of these terms and conditions shall survive after completion of the Institutional Offer;
- (ee) that neither the Company or Berenberg owes any fiduciary or other duties to any Investor in respect of any acknowledgements, confirmations, undertakings, representations, warranties or indemnities in the Sponsor and Placing Agreement; and
- (ff) that its commitment to take up Offer Shares on these terms and conditions will continue notwithstanding any amendment that may or in the future be made to these terms and

conditions and that Investors will have no right to be consulted or require that their consent be obtained with respect to the Company or Berenberg's conduct of the Institutional Offer.

- 4.2 The foregoing acknowledgements, confirmations, undertakings, representations and warranties are given for the benefit of each of the Company and Berenberg (for their own benefit and, where relevant, the benefit of their respective affiliates, branches, associates, subsidiary and parent undertakings and the subsidiary undertakings of their parent undertakings, their respective directors, officers, unlimited partners, agents and any person acting on their behalf) and are irrevocable.

## 5 Data protection

- 5.1 The Investor acknowledges that it has been informed that, pursuant to the data protection legislation (including the GDPR) and regulatory requirements in the United Kingdom ('**DP Legislation**') the Company and/or the Registrar hold its personal data. Personal data will be retained on record for a period not exceeding six years after which it is no longer used (subject always to any limitations on retention periods set out in DP Legislation). The Registrar will process such personal data at all times in compliance with DP Legislation and shall only process such information for the purposes set out in the Company's privacy notice (the '**Purposes**') which is available for consultation on the Company's website at <https://www.thebeautytechgroup.com/> (the '**Privacy Notice**').
- 5.2 Where necessary to fulfil the Purposes, the Company will disclose personal data to:
- (a) third parties located either within, or outside, the EEA, for the Registrar to perform its function, or when it is within its legitimate interests, and in particular in connection with the holding of Shares; or
  - (b) its affiliates, the Registrar and their respective associates, some of which are located outside the EEA.
- 5.3 Any sharing of personal data between parties will be carried out in compliance with DP Legislation and as set out in the Privacy Notice.
- 5.4 In providing the Registrar with personal data, the Investor hereby represents and warrants to the Company and the Registrar that:
- (a) it complies in all material aspects with its data controller obligations under DP Legislation, and, in particular, it has notified any data subject of the Purposes for which personal data will be used and by which parties it will be used and it has provided a copy of the Company's Privacy Notice to such relevant data subjects; and
  - (b) where consent is required under DP Legislation, it has obtained the consent of any data subject to the Company and the Registrar, and their respective affiliates, holding and using its personal data for the Purposes (including the explicit consent of the data subject for the processing of any sensitive personal data for the Purposes).
- 5.5 The Investor acknowledges that by submitting personal data to the Registrar (acting for and on behalf of the Company), where the Investor is a natural person, that Investor represents and warrants that (as applicable) they have read and understood the terms of the Company's Privacy Notice.
- 5.6 The Investor acknowledges that by submitting personal data to the Registrar (acting for and on behalf of the Company), where the Investor is not a natural person, it represents and warrants:
- (a) it has brought the Privacy Notice to the attention of any underlying data subjects on whose behalf or account the Investor may act or whose personal data will be disclosed to the Company as a result of the Investor agreeing to acquire Offer Shares under the Institutional Offer; and
  - (b) the Investor has complied in all other respects with all applicable DP Legislation in respect of disclosure and provision of personal data to the Company.
- 5.7 Where the Investor acts for or on account of an underlying data subject or otherwise discloses the personal data of an underlying data subject, the Investor shall, in respect of the personal data which it processes in relation to or arising in relation to the Institutional Offer:



- (a) comply with all applicable DP Legislation;
- (b) take appropriate technical and organisational measures against unauthorised or unlawful processing of such personal data and against accidental loss or destruction of, or damage to, such personal data;
- (c) if required, agree with the Company and the Registrar (as applicable) the responsibilities of each such entity as regards relevant data subjects' rights and notice requirements; and
- (d) immediately on demand, fully indemnify the Company and the Registrar and keep it fully and effectively indemnified against all costs, demands, claims, expenses (including legal costs and disbursements on a full indemnity basis), losses (including indirect losses and loss of profits, business and reputation), actions, proceedings and liabilities of whatsoever nature arising from or incurred by the Company and/or the Registrar in connection with any failure by the Investor to comply with the provisions set out above.

## **6 Miscellaneous**

- 6.1 The rights and remedies of Berenberg and the Company under these terms and conditions are in addition to any rights and remedies which would otherwise be available to each of them and the exercise or partial exercise of one will not prevent the exercise of others.
- 6.2 On application, each Investor may be asked to disclose, in writing or orally, to Berenberg:
  - (a) if the Investor is an individual, their nationality; or
  - (b) if it is a discretionary fund manager, the jurisdiction in which the funds are managed or owned.
- 6.3 All documents will be sent at the Investor's risk. They may be sent by post to such Investor at an address notified to Berenberg.
- 6.4 Each Investor agrees to be bound by the Articles (as amended from time to time) once the Offer Shares which such Investor has agreed to subscribe for and/or purchase have been issued or transferred to such Investor.
- 6.5 The Company, Berenberg and their respective affiliates, branches, associates, subsidiary and parent undertakings and the subsidiary undertakings of their parent undertakings, their respective directors, officers, unlimited partners, agents and others will rely upon the truth and accuracy of acknowledgements, representations, warranties and agreements set forth herein and which are given to Berenberg on its own behalf and on behalf of the Company and the Selling Shareholders and are irrevocable and it irrevocably authorises the Company and Berenberg to produce any announcement, pursuant to, in connection with, or as may be required by any applicable law or regulation, administrative or legal proceeding or official inquiry with respect to the matters set forth herein. It agrees that if any of the acknowledgements, representations, warranties and agreements made in connection with its subscribing and/or acquiring of Offer Shares is no longer accurate, it shall promptly notify the Company and Berenberg.
- 6.6 The contract to subscribe for and/or to purchase Offer Shares and the appointments and authorities mentioned herein will be governed by, and construed in accordance with, the laws of England. For the exclusive benefit of the Company, Berenberg and its affiliates, branches, associates, its subsidiary and parent undertakings and the subsidiary undertakings of its parent undertakings, and their respective directors, officers, unlimited partners, or agents and the Selling Shareholders, each Investor irrevocably submits to the exclusive jurisdiction of the English courts in respect of these matters. This does not prevent an action being taken against an Investor in any other jurisdiction.
- 6.7 In the case of a joint agreement to subscribe for Offer Shares, references to an Investor in these terms and conditions are to each such Investor and the Investors' liability is joint and several.



## **7 Registration and settlement**

- 7.1 Settlement of transactions in the Offer Shares following Admission will take place within CREST, subject to certain exceptions. It is expected that settlement will be on a delivery versus payment basis in accordance with the instructions set out in the trade confirmation.
- 7.2 Berenberg and the Company reserve the right to require settlement for and delivery of the Offer Shares (or a portion thereof) to Investors in certificated form if delivery or settlement is not possible or practicable within the CREST system within the timetable set out in this document or would not be consistent with the regulatory requirements in the Investor's jurisdiction.
- 7.3 If Investors do not provide any CREST details or if the Investors provide insufficient CREST details to match within the CREST system to its details, Berenberg may at its discretion deliver the Investors' placing participation in certificated form provided payment has been made in terms satisfactory to Berenberg and all conditions in relation to the Institutional Offer have been satisfied or waived.
- 7.4 Subject to paragraphs 7.2 and 7.3 above, payment in respect of the Investors' placing participation is due as set out below. Each Investor should provide its settlement details in order to enable instructions to be successfully matched in CREST. The relevant settlement details are CREST participant ID of Berenberg as follows:
- Joh. Berenberg, Gossler & Co. KG  
CREST a/c: 5KQAQ  
Member ID: 2014350  
Expected Trade date: 3 October 2025  
Settlement date: 8 October 2025  
ISIN code for the Offer Shares: GB00BTWSXB68  
Deadline for Investor to input instructions into CREST: 12.00 p.m. (UK time) on 7 October 2025.
- 7.5 If Offer Shares are to be delivered to a custodian or settlement agent, Investors should ensure that the trade confirmation is copied and delivered immediately to the relevant person within that organisation.

## TERMS AND CONDITIONS OF THE INTERMEDIARIES OFFER

### 1 Introduction

For the purposes of these Intermediaries Offer terms and conditions only, references to “you” are to prospective retail investors in the UK applying to buy Sale Shares in the Intermediaries Offer by requesting an Intermediary submit an Intermediary Application on its behalf.

If you apply for Sale Shares in the Intermediaries Offer, you will be agreeing with the Company and the Intermediaries Offer Co-ordinator to the Intermediaries Offer terms and conditions set out below. Neither of the Banks is acting in any capacity, or makes any representation or warranty, express or implied, in connection with the Intermediaries Offer.

### 2 Offer to purchase Sale Shares

Applications must be made by an Intermediary Application. By arranging for an Intermediary to submit an Intermediary Application on your behalf, you as the applicant:

- a) offer to acquire at the Offer Price the maximum number of Sale Shares (rounded down to the nearest whole Share) that may be acquired using your Application Amount, subject to the provisions of this document, the Terms and Conditions of the Intermediaries Offer, including any scaling down as a result of excess demand, any supplementary prospectus, and the Articles;
- b) agree that no fractional interests in Shares will be allotted to prospective investors and that any remaining amount from your Application Amount will be returned to you by no later than three business days after 8 October 2025;
- c) agree that any Application Amount included in your application may not be less than £500;
- d) undertake to pre-pay in Pounds Sterling or authorise the Intermediary to withhold the Application Amount in Pounds Sterling as set out in your application until the allocations in the Intermediaries Offer are confirmed according to the terms and conditions of service of such Intermediary;
- e) acknowledge and agree that, if the Company publishes any supplement to this document, you would have a statutory right to withdraw your offer to acquire Sale Shares, but if any application for Sale Shares is not withdrawn within the period stipulated in any supplementary prospectus or announcement (as set out in paragraph 11 (Withdrawals) of this Part 9), such application for Sale Shares will remain valid and binding;
- f) acknowledge and agree that: (i) applications for Sale Shares in the Intermediaries Offer may be subject to scale back as described in “Allocation” below; and (ii) in the event your application for Sale Shares is scaled back at the discretion of Company, you will not receive the maximum number of Sale Shares representing the full value of the Application Amount at the Offer Price (rounded down to the nearest whole Share);
- g) authorise the Intermediaries Offer Co-ordinator to do all things and, where applicable, to take all actions necessary to procure that the Sale Shares for which your application is accepted are delivered to you or to your order in CREST;
- h) in consideration of the Company agreeing that it will not, prior to the date of completion of the Intermediaries Offer (or such later date as Company may determine), sell to any person or assist in the sale to any person of any of the Sale Shares comprised in the Intermediaries Offer other than by means of the procedures referred to in this document and as a collateral contract between you and the Company which will become binding on you on submission to the Intermediaries Offer Co-ordinator of the Intermediary Application submitted on your behalf, you:
  - i. agree that, subject to any statutory rights of withdrawal that may be announced by the Company, any application for Sale Shares not so withdrawn will remain valid and binding;
  - ii. acknowledge that if the undertaking from your Intermediary is not received by the Intermediaries Offer Co-ordinator, you will not be allocated any Sale Shares and you agree that you will have no claim, and no claim will be made, against the Company,

the Intermediaries Offer Co-ordinator or any other person or any of Company's or any such other person's respective officers, agents, or employees in respect of the non-receipt of Sale Shares by you, or loss arising from such non-receipt of Sale Shares;

- iii. agree, on request by the Company or the Intermediaries Offer Co-ordinator, to disclose promptly in writing to Company and the Intermediaries Offer Co-ordinator such information as the Company may request in connection with your application, and authorise the Company and the Intermediaries Offer Co-ordinator to disclose any information relating to your application which they may consider appropriate;
- iv. agree that any Sale Shares to which you may become entitled and monies returnable to you may be retained pending investigation of any suspected breach of the Terms and Conditions of the Intermediaries Offer and any verification of identity which is, or which either the Company or the Intermediaries Offer Co-ordinator in such person's absolute discretion consider may be, required for the purposes of the Money Laundering and Terrorist Financing (Amendment) Regulations 2019 and that any interest accruing on such retained monies shall accrue to and for the Company's benefit;
- v. agree that, if evidence of identity satisfactory to the Company and the Intermediaries Offer Co-ordinator is not provided prior to the end of the Intermediaries Offer (or such later date as Company may agree), the Company may terminate your contract of allocation and may reallocate or sell such Sale Shares, and you agree that, in such event, you will have no claim, and no claim will be made, against the Company, the Intermediaries Offer Co-ordinator or any other person or any such person's respective officers, agents, or employees in respect of the balance of your application monies, if any, retained by the Company (or its agents), or for any loss arising from the price, the timing, or the manner of reallocation or sale, or otherwise in connection therewith;
- vi. agree that any future communications sent by the Company to you in your capacity as a shareholder will be in the English language;
- vii. consent that the Company and/or the Intermediaries Offer Co-ordinator may contact you in connection with the Intermediaries Offer;
- viii. acknowledge that: (i) by requesting an Intermediary to submit an Intermediary Application on your behalf, your personal data may be held and used by either the Company or the Intermediaries Offer Co-ordinator for purposes relating to the Intermediaries Offer; and (ii) if you are allocated Sale Shares, your personal information will be shared with the Company, and the Intermediaries Offer Co-ordinator and the Registrar and held and used by the Company, the Intermediaries Offer Co-ordinator and the Registrar and their respective affiliates, as described in the Terms and Conditions of the Intermediaries Offer;
- ix. agree that the Company reserves the right to alter any arrangements in connection with the Intermediaries Offer (including the timetable and terms and conditions of application); and
- x. agree that the contract arising from acceptance of all or part of your application under the Intermediaries Offer will be, or will be deemed to be, entered into by you and the Company on the Terms and Conditions of the Intermediaries Offer.

If:

- i) you are not over 18 years of age;
- j) your Intermediary does not correctly complete and submit an Intermediary Application on your behalf;
- k) an Intermediary Application submitted on your behalf, is submitted so as to be received after the end of the Intermediaries Offer;
- l) the undertaking from your Intermediary is not received by the Intermediaries Offer Co-ordinator; or

m) you submit, or are suspected to have submitted directly or indirectly or via an Intermediary, more than one application to invest in the Intermediaries Offer,

your application may be rejected by the Intermediaries Offer Co-ordinator on behalf of the Company.

In these circumstances, the Company's decision as to whether to reject or treat your application as valid (which could occur before or after Admission) shall be final and binding on you. None of the Company, the Intermediaries Offer Co-ordinator, the Banks, nor any of their respective officers, agents, or employees will accept any liability for any such decision and no claim may be made against any such persons in respect of the non-delivery of Sale Shares, or for any loss resulting from such non-delivery.

Notwithstanding the above, any application may be rejected in whole or in part by the Company (or by the Intermediaries Offer Co-ordinator on the Company's behalf) in its absolute discretion without being required to give any reasons for such rejection.

The Company and those acting on its behalf (including the Intermediaries Offer Co-ordinator) reserve the right to treat as valid any application that does not comply fully with the Terms and Conditions of the Intermediaries Offer or is not completed in all respects. This decision could occur before or after Admission. The Company and those acting on its behalf (including the Intermediaries Offer Co-ordinator) reserve the right to waive in whole or in part any of the provisions of the Terms and Conditions of the Intermediaries Offer, either generally or in respect of one or more applications. In these circumstances, the decision of the Company as to whether to treat the application as valid and how to construe, amend, or complete it shall be final.

### **3 Acceptance of your offer**

Your application may be accepted if the Intermediary Application submitted on your behalf is received, validated or treated as valid (including passing any anti-money laundering checks), processed and not rejected either:

- a) by the Company notifying, publishing or announcing the Offer Price and the Offer Shares; or
- b) by the Company notifying acceptance to the Intermediaries Offer Co-ordinator.

No fractional entitlements to Sale Shares will be allocated and therefore allocations will be satisfied by rounding down to the nearest whole number of Sale Shares.

### **4 Conditions**

The contract arising from acceptance of an application in the Intermediaries Offer will be entered into by you, the Company and the Intermediaries Offer Co-ordinator. Under this contract, you will be required to acquire Sale Shares at the Offer Price. This contract will be conditional upon: (i) the Sponsor and Placing Agreement becoming unconditional (save for Admission) and not having been terminated in accordance with its terms prior to Admission; and (ii) Admission occurring on or prior to 31 October 2025 (or such later time and/or date as the Company and the Banks may agree).

Subject to applicable law, you will not be entitled to exercise any remedy of rescission or for innocent misrepresentation (including pre-contractual misrepresentation) at any time after acceptance of your application. This does not affect any other rights you may have, including, for the avoidance of doubt, the statutory right to withdraw your application under Article 23(2) of the UK Prospectus Regulation if the Company publishes a supplement to this document.

The Company expressly reserves the right to determine, at any time prior to Admission, not to proceed with the Intermediaries Offer or any part of it. If the Intermediaries Offer or any part of it is terminated prior to Admission, applications received up to the date of termination will automatically lapse, applications received after that date will be of no effect and any application monies relating thereto will be returned to applicants in accordance with the Terms and Conditions of the Intermediaries Offer.

## **5 Allocation**

The Company has absolute discretion to decide on any individual allocation for Sale Shares in the Intermediaries Offer. Applications for Sale Shares in the Intermediaries Offer may be subject to scale back as described in the Terms and Conditions of the Intermediaries Offer. There is no minimum allocation of Sale Shares in the Intermediaries Offer and, in the event applications for Sale Shares in the Intermediaries Offer are scaled back at the discretion of the Company, applicants may not receive Sale Shares representing the full value (based on the Offer Price) of the amount for which had been applied to invest in the Intermediaries Offer.

## **6 Representations and warranties**

By arranging for an Intermediary to submit an Intermediary Application on your behalf, you:

- a) confirm that, in making an application, you are not relying on any information or representation in relation to the Company other than as is contained in this document and any supplementary prospectus and agree that none of the Company, the Directors, or the Intermediaries Offer Co-ordinator, or any person acting on behalf of any of them (including the Banks) or any person responsible solely or jointly for this document, when published, and/or any supplementary prospectus, or any part of any of them, shall have any liability for any such information or representation (excluding for fraudulent misrepresentation);
- b) agree that, having had the opportunity to obtain and read this document and any supplementary prospectus, you shall be deemed to have read and understood (including, in particular, the risk and investment warnings contained in this document) all such documents in their entirety and to have noted all information concerning the Company and the Offer contained in this document and/or any supplementary prospectus;
- c) agree that neither the Intermediaries Offer Co-ordinator nor any other person (other than the Company and the Directors) accepts any responsibility whatsoever in respect of the Intermediaries Offer or the contents of this document and/or any supplementary prospectus (if published) (including as to the accuracy, completeness or verification of this document and/or any supplementary prospectus (if published)) and nothing in this document and/or any supplementary prospectus (if published) is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or the future;
- d) agree that no person is authorised in connection with the Intermediaries Offer to give any information or make any representation other than as contained in this document and any supplementary prospectus and, if given or made, any information or representation must not be relied upon as having been authorised by the Company, the Directors, the Banks, the Intermediaries Offer Co-ordinator or any other person;
- e) agree that this document and any supplementary prospectus (if published) have been prepared by, and are the responsibility of, the Company and the Directors, and that neither the Intermediaries Offer Co-ordinator nor any other person has any control over the form and content of this document and has not approved any information in this document;
- f) agree that the contents of this document are not to be construed as legal, business or tax advice and that neither the Intermediaries Offer Co-ordinator nor any other person has undertaken due diligence on behalf of a prospective investor or in support of any investment decision in respect of the Intermediaries Offer;
- g) agree that you are liable for any UK stamp duty and/or SDRT arising under sections 67, 70, 93 or 96 Finance Act 1986 (including any interest, fines, or penalties relating thereto) and/or any capital duty, stamp duty, stamp duty reserve tax, and all other stamp, issue, securities, transfer, registration, documentary or other duties or taxes arising outside the UK (including any interest, fines, or penalties relating thereto), in each case payable by you or any other person on the acquisition by you of any Sale Shares or the agreement by you to acquire any Sale Shares;
- h) agree that all documents in connection with the Intermediaries Offer and any returned monies may be sent by post to you at your address as provided to your Intermediary and any such documents and return monies will be sent at your own risk;

- i) represent and warrant that you are not under the age of 18 as at the date of your application and that: (i) you are eligible to participate in the Intermediaries Offer as a retail investor to whom the offer of Sale Shares was made in the UK; and (ii) the relevant Intermediary Application is completed and submitted solely for and on behalf of the applicant and not directly or indirectly, in whole or in part, for or on behalf of any other person;
- j) represent and warrant that you are not applying as, or as nominee or agent of, a person who is or may be a person mentioned in any of sections 67, 70, 93 or 96 of the Finance Act 1986 (concerning depositary receipts and clearance services);
- k) confirm that, if the laws of any jurisdiction outside the UK are relevant to your agreement to purchase Sale Shares, you have complied with all such laws and neither the Company nor the Intermediaries Offer Co-ordinator will infringe any laws of any jurisdiction outside the UK as a result of your rights and obligations under your agreement to purchase Sale Shares (and, in making this representation and warranty, you confirm that you have reviewed the selling and transfer restrictions set out in this Part 9 and, to the extent relevant, that you comply or have complied with such provisions);
- l) represent and warrant that the offer of Sale Shares in the Intermediaries Offer was made to you in the UK and you are a person physically located and resident in the UK and, in all cases, that you are not applying for Sale Shares with a view to the reoffer, resale or delivery of the Sale Shares, directly or indirectly, in or into the United States, Australia, Canada, Japan or any other jurisdiction or to a person located or resident in the United States, Australia, Canada, Japan or any other jurisdiction or to any person who you believe is purchasing the Sale Shares for the purpose of such resale, reoffer or delivery;
- m) represent and warrant that you are the person or legal entity on whose behalf the Intermediary Application is submitted pursuant to which you are applying to purchase Sale Shares;
- n) represent and warrant that only one application is being made for your benefit in the Intermediaries Offer (whether directly or through other means);
- o) represent and warrant that your application to purchase Sale Shares is not and will not be funded using funds provided by another person under an arrangement whereby any Sale Shares allocated to you or all or substantially all of the value of such Sale Shares are to be transferred to that other person;
- p) represent, warrant and undertake that you are not, and you are not applying on behalf of a person engaged in, or whom you know or have reason to believe is, engaged in money laundering;
- q) agree that any material downloaded from the Company's website or the Intermediaries Offer Co-ordinator's website in relation to the Intermediaries Offer: (i) is done at your own risk and that you will be solely responsible for any damage or loss of data that results from the download of any material; and (ii) will be used solely for personal use and will not be distributed in or into the United States, Australia, Canada, Japan or to any other person wherever located or resident; and
- r) agree that none of the Company, the Banks or the Intermediaries Offer Co-ordinator is liable for any loss of data in the course of receiving and/or processing your Intermediary Application or responsible for the loss or accidental destruction of your Intermediary Application or personal data relating to you or any financial or other loss or damage which may result, directly or indirectly, therefrom, including any loss in relation to the non-allocation or non-delivery of any Sale Shares as a result of such loss or destruction.

## **7 Money laundering**

You agree that, in order to ensure compliance with any applicable money laundering regulations (including, without limitation, the Money Laundering and Terrorist Financing (Amendment) Regulations 2019), the Intermediaries Offer Co-ordinator may, at its absolute discretion, require verification of identity of the applicant from any Intermediary submitting an Intermediary Application on your behalf. Failure to provide the necessary evidence of identity may result in application(s) being rejected or delays in the despatch of documents. You agree



that, in any of the circumstances set out in the paragraphs above, the Intermediaries Offer Co-ordinator may make a search using one or more credit reference agencies of electronic databases in order to verify your identity. Where deemed necessary by the Intermediaries Offer Co-ordinator in its sole and absolute discretion, a copy of the search will be retained. Applications may not be accepted until all anti-money laundering checks have been completed.

## **8 Data protection**

The personal data relating to retail investor provided in an Intermediary Application or subsequently provided by whatever means will be held and processed by the Company and/or the Intermediaries Offer Co-ordinator (acting as a data processor on behalf of the Company) in compliance with: (a) applicable data protection legislation, including the UK Data Protection Act 2018 and the UK General Data Protection Regulation and the relevant UK legal and regulatory requirements; (b) the Company's privacy notice, a copy of which is available for review on the Company's website at <https://www.thebeautytechgroup.com/> and (c) the Intermediaries Offer Co-ordinator's privacy notice, a copy of which is available for review at <https://documents.prod.retailbook.com/content/rb-external-privacy-notice.pdf>.

Without limitation to the foregoing, each retail investor acknowledges that it has been informed that such information will be held and processed by the Company and/or the Intermediaries Offer Co-ordinator in accordance with the applicable privacy notice, including for the following purposes:

- a) providing retail investors' details to third parties for the purpose of performing credit reference checks, money laundering checks and making tax returns;
- b) keeping a record of applicants under the Offer for a reasonable period of time;
- c) carrying out the business of the Company and the administering of interests in the Company;
- d) meeting the legal, regulatory, reporting and/or financial obligations of the Company and/or the Intermediaries Offer Co-ordinator in the UK or elsewhere; and
- e) disclosing personal data to agents of, functionaries of, or advisers to, the Company and/or the Intermediaries Offer Co-ordinator and other relevant third parties to operate and/or administer the Company.

The aforementioned processing of personal data is necessary: (a) for the performance of the contract between the Company and/or the Intermediaries Offer Co-ordinator and the retail investors; (b) for compliance by the Company and/or the Intermediaries Offer Co-ordinator with its legal and regulatory obligations; and/or (c) for the purposes of the legitimate interests pursued by the Company and/or the Intermediaries Offer Co-ordinator.

If the Company and/or the Intermediaries Offer Co-ordinator transfers personal data to an agent, functionary, advisor or other third-party and/or transfers personal data outside of the UK to territories which do not offer the same level of protection for the rights and freedoms of retail investors' personal information as the UK, it will use reasonable endeavours to ensure that such transfer is subject to appropriate safeguards and otherwise in accordance with applicable data protection legislation, including the UK Data Protection Act 2018 and the UK General Data Protection Regulation.

Retail investors have certain rights in relation to their personal data; such rights and the manner in which those rights are capable of exercise are set out in the applicable privacy notices.

## **9 Miscellaneous**

Persons applying for Sale Shares under the Intermediaries Offer may rely only on the information contained in this document and, to the fullest extent permitted by law, any liability for representations, warranties and conditions, express or implied, and whether statutory or otherwise (including, without limitation, pre-contractual representations but excluding any fraudulent misrepresentations), are expressly excluded in relation to the Sale Shares and the Intermediaries Offer. Certain restrictions that apply to the distribution of this document and the

Sale Shares being sold under the Intermediaries Offer in jurisdictions outside of the UK are described in paragraph 12 (Selling restrictions) of this Part 9.

Save where otherwise stated or where the context otherwise requires, terms used in the Terms and Conditions of the Intermediaries Offer are as defined in this document (as supplemented by any supplementary prospectus issued by the Company in relation to the Offer).

The rights and remedies of the Company, the Banks and the Intermediaries Offer Co-ordinator under the Terms and Conditions of the Intermediaries Offer are in addition to any rights and remedies which would otherwise be available to any of them and the exercise or partial exercise of any one will not prevent the exercise of others or full exercise.

The Company (with the agreement of the Banks) reserves the right to delay the Intermediaries Offer Closing Date by giving notice through a Regulatory Information Service. In this event, the revised closing time will be published in such manner as the Company in its absolute discretion determines, subject, and having regard, to the requirements of the FCA.

The Offer may be terminated without any obligation to you whatsoever at any time prior to Admission.

## PART 10

### TAXATION

The following is a summary of certain UK tax considerations relating to an investment in the Shares.

The comments set out below are based on current UK tax law as applied in England and Wales and what is understood to be the current published practice of HMRC (which may not be binding on HMRC), in each case as at the last practicable date prior to the issue of this document, and both of which are subject to change, possibly with retrospective effect. These comments are intended as a general guide and not a substitute for detailed tax advice and apply only to Shareholders who acquire Offer Shares as initial shareholders in the Offer, who are resident and, in the case of an individual, domiciled for tax purposes in (and only in) the UK and to whom “split year” treatment does not apply (except insofar as express reference is made to the treatment of non-UK residents), who hold Shares as an investment and who are, or are treated as, the absolute beneficial owners thereof and any dividends paid on them.

The comments do not address any proposed or prospective future changes to UK tax law and they do not address all possible tax consequences relating to an investment in the Shares. Certain categories of Shareholders, including those carrying on certain financial activities, those subject to specific tax regimes or benefiting from certain reliefs or exemptions, those connected with the Company or the Group, those for whom Shares are employment-related securities and those that own (or are deemed to own) 5% or more of the Shares and/or voting power of the Company (either alone or together with connected persons) may be subject to special rules and this summary does not apply to such Shareholders.

**These statements summarise the current position and are intended as a general guide only. Prospective investors who are in any doubt as to their taxation position or who are resident for tax purposes (or otherwise subject to taxation) in any jurisdiction other than the UK should consult an appropriate professional adviser immediately. In particular, Shareholders and prospective Shareholders should be aware that the tax legislation of any jurisdiction where they are resident or otherwise subject to taxation (as well as the jurisdictions discussed below) may have an impact on the tax consequences of an investment in the Shares, including in respect of any income received from the Shares.**

#### ***Taxation of dividends***

The Company will not be required to withhold amounts on account of UK tax at source when paying a dividend (whether the payment is made to a UK resident Shareholder, or a non-UK resident Shareholder).

A Shareholder's liability to tax on dividends will depend on the individual circumstances of the Shareholder.

#### ***UK Tax Resident Individual Shareholders***

Under current UK tax rules, dividends received by a UK resident individual Shareholder from the Company will generally be subject to tax as dividend income. For these purposes “dividend income” includes UK and non-UK source dividends and certain other distributions in respect of shares.

The first £500 of the total amount of dividend income (including any dividends received from the Company) received by such a Shareholder in a tax year will be taxed at a nil rate (and so no UK income tax will be payable in respect of such amounts) (**Dividend Allowance**).

If a UK resident individual Shareholder's total dividend income for a tax year exceeds the Dividend Allowance (such excess being referred to as the **Taxable Excess**), then the Taxable Excess will be subject to tax depending on the tax rate band or bands it falls within. The relevant tax rate band is determined by reference to the Shareholder's total income charged to income tax (including the dividend income charged at a nil rate by virtue of the Dividend Allowance) less relevant reliefs and allowances (including the Shareholder's personal allowance, currently £12,570 for the 2025–26 tax year). The Taxable Excess is, in effect, treated as the top slice of any resulting taxable income and:

- (a) To the extent that the Taxable Excess falls below the basic rate limit, the Shareholder will be subject to tax on it at the dividend basic rate of 8.75 per cent.

- (b) To the extent that the Taxable Excess falls above the basic rate limit but below the higher rate limit, the Shareholder will be subject to tax on it at the dividend upper rate of 33.75 per cent.
- (c) To the extent that the Taxable Excess falls above the higher rate limit, the Shareholder will be subject to tax on it at the dividend additional rate of 39.35 per cent.

The above rates apply during the current tax year (ending on and including 5 April 2026) and are subject to change, including in subsequent tax years.

#### *UK Tax Resident Corporate Shareholders*

Shareholders who are within the charge to UK corporation tax will be subject to corporation tax (currently at a rate of 25 per cent., or 19 per cent. if the Shareholder is eligible for the small profits rate) on dividends paid by the Company, unless the dividends fall within an exempt class set out in Part 9A of the Corporation Tax Act 2009 (subject to anti-avoidance rules and provided all conditions are met). It is anticipated that dividends should fall within one of such exempt classes, but shareholders should seek independent advice to confirm their position.

If the conditions for exemption are not met or such anti-avoidance rules do apply, such corporate Shareholders will be subject to UK corporation tax on dividends received from the Company at the rate appropriate to that corporate Shareholder.

#### *Non-UK Tax Resident Shareholders*

In general (and subject to certain specific cases), unless it is holding Shares in connection with or for the purposes of a trade, profession or vocation carried on by it in the UK through a branch or agency in the UK, or in the case of a corporate holder, a trade carried on by it in the UK through a permanent establishment in the UK, a non-UK resident Shareholder will not be subject to UK tax in respect of dividends paid by the Company.

A Shareholder resident or otherwise subject to tax outside the UK (whether an individual or a body corporate) may, however, be subject to foreign taxation on dividend income under the local law in the relevant jurisdiction. Shareholders to whom this may apply should obtain their own tax advice concerning tax liabilities on dividends received from the Company (in respect of liability to both UK taxation and taxation of any other country or jurisdiction).

#### ***Taxation of chargeable gains***

Shareholders who are resident in the UK may, depending on their circumstances (including the availability of exemptions or reliefs), be liable to UK taxation on chargeable gains in respect of gains arising from a sale or other disposal of Shares.

#### *UK Tax Resident Individual Shareholders*

A disposal or deemed disposal of Shares by a Shareholder within the charge to UK capital gains tax may give rise to a chargeable gain or allowable loss. Where a UK resident individual Shareholder disposes of Shares at a gain, capital gains tax will be levied to the extent that the gain exceeds the annual exemption and after taking account of any other available reliefs, such as capital losses.

For individuals, capital gains tax will be charged at 18 per cent. where the individual's taxable income and gains are within the income tax basic rate band. To the extent that any chargeable gains, or part of any chargeable gain, aggregated with income arising in a tax year exceed the income tax basic rate band, capital gains tax will be charged at 24 per cent.

For trustees and personal representatives of deceased persons, capital gains tax on gains in excess of the current annual exempt amount will be charged at a flat rate of 24 per cent.

#### *UK Tax Resident Corporate Shareholders*

For a corporate Shareholder within the charge to UK corporation tax, a disposal (or deemed disposal) of Shares may give rise to a chargeable gain or allowable loss for the purposes of UK corporation tax, depending on the circumstances and subject to any available exemptions or relief. Corporation tax is charged on chargeable gains at the rate of corporation tax applicable to that Shareholder (currently, the main rate of corporation tax is a maximum of 25 per cent.).

### *Non-UK Tax Resident Shareholders*

Individual Shareholders who cease to be resident in the UK or are treated as resident outside the UK for the purposes of a double tax treaty for a period of five years or less (**Temporary Non-Residents**) may, depending on their circumstances (including the availability of exemptions or reliefs), be liable to UK taxation on chargeable gains in respect of gains arising from a sale or other disposal of Shares during that period of non-residence on their return to the United Kingdom in the same way as an individual Shareholder who is resident in the United Kingdom for UK tax purposes, as described above.

Other than Temporary Non-Residents, a Shareholder who is not a resident for tax purposes in the United Kingdom will not be subject to UK taxation of chargeable gains on a disposal of Shares, unless: (i) the Shareholder is an individual Shareholder carrying on a trade, profession or vocation in the United Kingdom through a UK branch or agency in connection with which the Shares are held; (ii) the Shareholder is a corporate Shareholder carrying on a trade in the United Kingdom through a UK permanent establishment to which the Shares are attributable; or (iii) where certain conditions are met, the Company derives 75% or more of its gross value from UK land.

Non-UK tax resident Shareholders may be subject to non-UK taxation in respect of their Shares and should consult their own local tax advisers.

### *Transactions in Securities*

The attention of Shareholders (whether corporates or individuals) within the scope of UK taxation is drawn to the provisions set out in, respectively, Part 15 of the Corporation Tax Act 2010 and Chapter 1 of Part 13 of the Income Tax Act 2007, which (in each case) give powers to HM Revenue and Customs to raise tax assessments so as to cancel 'tax advantages' derived from certain prescribed 'transactions in securities'.

### *Stamp duty and stamp duty reserve tax*

The statements in this section are intended as a general guide to the current UK stamp duty and UK stamp duty reserve tax (**SDRT**) position. They apply to all Shareholders, including Shareholders who are not resident for tax purposes or domiciled in the UK. Special rules apply to certain transactions, such as transfers of shares to a company connected with the transferor or transfers of shares to or through clearance services or depositary receipt arrangements, and those rules are not described below. Investors should also note that certain categories of person are not liable to stamp duty or SDRT and others may be liable at a higher rate or may, although not primarily liable for tax, be required to notify and account for SDRT under the Stamp Duty Reserve Tax Regulations 1986.

### *Share Issues*

The issue of New Shares will not generally give rise to any charge to UK stamp duty or liability to SDRT. If the issue of New Shares forms part of the consideration paid for the acquisition of shares in another company, this may give rise to a UK stamp duty or SDRT liability.

### *Transfers or agreements to transfer of Shares*

Subject to an exemption for certain low value transactions, a transfer on sale of Shares held in certificated form will generally be liable to *ad valorem* stamp duty, at the rate of 0.5 per cent. (rounded up to the next multiple of five pounds (£5)) of the consideration paid or provided. Stamp duty is normally the responsibility of the purchaser or transferee of the Shares. An unconditional agreement to transfer such shares will normally also give rise to SDRT, at the rate of 0.5 per cent. of the amount or value of the consideration paid or provided for such shares. However, such liability will be cancelled, or any SDRT paid refunded, if the agreement is completed by a duly stamped or exempt transfer within six years of the agreement having become unconditional. SDRT is normally the liability of the purchaser or transferee of the Shares.

Under the CREST system for paperless share transfers, no stamp duty or SDRT will arise on a transfer of Shares into the system, unless the transfer into CREST is itself for consideration in money or money's worth, in which case a liability to SDRT will arise, usually at the rate of 0.5 per cent. of the amount or value of the consideration given. Transfers of Shares within CREST are generally liable to SDRT (at a rate of 0.5 per cent. of the amount or value of the consideration paid or provided) rather than stamp duty, and SDRT on relevant transactions settled within the system or

reported through it for regulatory purposes will be collected and accounted for to HMRC by Euroclear.

Where Shares are transferred (or unconditionally agreed to be transferred) by a person (or its nominee) to a connected company (or its nominee), whether or not for consideration, stamp duty or SDRT will be chargeable on the higher of the consideration and the market value of the Shares, subject to the availability of any relief.

Where Shares are transferred to (or to a nominee or agent for) a person whose business is or includes issuing depositary receipts or the provision of clearance services, stamp duty or SDRT will generally be payable at the higher rate of 1.5% of the amount or value of the consideration payable in respect of the Shares or, in certain circumstances, the value of the Shares (rounded up to the nearest multiple of £5 in the case of stamp duty), unless (in the case of a clearance service provider) the provider has made and maintained an election to disapply such charge. An exemption from this higher 1.5% stamp duty or SDRT charge may, subject to certain conditions, be available where the transfer is made in the course of capital-raising arrangements or qualifying listing arrangements. In practice, any such liability for stamp duty or SDRT is in general borne by the person depositing the relevant shares in the depositary receipt system or clearance service.

### ***The Offer***

The sale of the Sale Shares by the Selling Shareholders under the Offer will generally give rise to a liability to stamp duty and/or SDRT, as described above. Under the Sponsor and Placing Agreement the Selling Shareholders have agreed to meet the liability to stamp duty and/or SDRT of purchasers of Shares at the normal rate that will arise on such sale under the Offer.

### ***Information reporting***

The UK has entered into a number of international arrangements which provide for the exchange of information in order to combat tax evasion and improve tax compliance. These include, but are not limited to, the US Foreign Account Tax Compliance Act, the Common Reporting Standard on Automatic Exchange of Information, and a number of other arrangements with particular jurisdictions. In connection with agreements and arrangements of this kind, the Company may, among other things, be required to collect and report to HMRC certain information regarding Shareholders and other account holders of the Company and HMRC may pass this information on to the authorities in other jurisdictions.



## PART 11

### ADDITIONAL INFORMATION

#### 1 Responsibility

The Company and the Directors, whose names and principal functions are set out in Part 3 of this document, accept responsibility for the information contained in this document. To the best of the knowledge of the Company and the Directors, the information contained in this document is in accordance with the facts and this document makes no omission likely to affect its import.

#### 2 Incorporation

- 2.1 The Company was incorporated and registered in England and Wales on 29 July 2025 with registered number 16613177 as a public limited company with the name Lunessa plc and changed its name to The Beauty Tech Group plc on 12 September 2025. The Legal Entity Identifier (LEI) of the Company is 9845005838FE7756E729.
- 2.2 The Company's registered office is C/O Addleshaw Goddard LLP, One St. Peter's Square, Manchester, United Kingdom, M2 3DE and its principal place of business is Glasshouse, Block 1s1 Congleton Road, Nether Alderley, Macclesfield, Cheshire, England, SK10 4ZE.
- 2.3 The Group's websites are <https://www.thebeautytechgroup.com/>, <https://www.currentbody.com/>, <https://zipbeauty.com/>, <https://www.trialaser.com/> and <https://www.currentbodyclinic.com/>. The contents of the Group's websites do not form part of this document.
- 2.4 The principal legislation under which the Company operates and under which the ordinary shares in its capital were created is the Companies Act and the regulations made thereunder. The Company operates in conformity with its constitution.

#### 3 Share capital

- 3.1 As at the date of this document, the issued and fully paid share capital of the Company is:

	Number	Nominal value (£)	Amount paid up (£)
Ordinary Shares	50,000	50,000	50,000
Ordinary Shares	500,000	50,000	50,000

- 3.2 The share capital history of the Company is as set out below.

The Company was incorporated on 29 July 2025 with 50,000 ordinary shares of £1 each, held by Paul Gedman. The Company issued 500,000 ordinary shares of £0.10 each to The Data Capital Group Limited on 17 September 2025.

No further shares in the Company have been issued since incorporation.

- 3.3 The Company does not have an authorised share capital.
- 3.4 As at the date of this document, the Company does not hold any Shares in treasury.
- 3.5 As at the date of this document, there are no convertible securities, exchangeable securities, or securities with warrants in the Company.
- 3.6 As at the date of this document, there are no acquisition rights and/or obligations over authorised but unissued capital or undertakings to increase the capital of the Company.
- 3.7 Prior to Admission, the Company will undertake a reorganisation of its share capital (the **Reorganisation**), which would take effect prior to Admission and pursuant to which:
- (a) the Company will make an off-market purchase of own shares in respect of the 50,000 ordinary shares of £1 each in the capital of the Company held by Paul Gedman;
  - (b) the Company will adopt the articles of association referred to in paragraph 4 below;

- (c) Topco will sub-divide and redesignate each of its existing classes of ordinary shares and preference shares into one single class of ordinary shares and one single class of deferred shares. eComplete SPV Limited will also sub-divide and redesignate each of its existing classes of ordinary shares and preference shares into one single class of ordinary shares and one single class of deferred shares and will then undertake a capital reduction through the cancellation of all its deferred shares;
- (d) each of the shareholders in eComplete SPV Limited will transfer their ordinary shares in eComplete SPV Limited to the Company, in exchange for the allotment and issue by the Company to the shareholders in eComplete SPV Limited of ordinary shares of £0.10 each in the Company. If the Offer Price is set at the mid-point of the Indicative Price Range, the aggregate number of ordinary shares of £0.10 each in the Company that will be allotted and issued to the shareholders in eComplete SPV Limited will be 42,662,213. As a result of those transfers, the Company will hold the entire issued share capital of eComplete SPV Limited. The Company has agreed that it will make an application to HM Revenue & Customs for adjudication that stamp duty will not be payable on those transfers and, if required, will ensure that such stamp duty is paid. If payable, the amount of stamp duty due would be calculated at the rate of 0.5% of the value at which the eComplete SPV Limited shares are transferred. If the Offer Price is set at the mid-point of the Indicative Price Range, the amount of stamp duty would be approximately £0.7 million;
- (e) Topco will then undertake a capital reduction through the cancellation of all its ordinary shares (excluding those held by eComplete SPV Limited) and all its deferred shares and a tripartite agreement will be entered into as between Topco, the Company and each of the shareholders (other than eComplete SPV Limited) in Topco, pursuant to which:
  - (i) each of the shareholders in Topco (other than eComplete SPV Limited) agrees and directs Topco to use the proceeds of the capital reduction otherwise due to them to issue and allot ordinary shares of £0.10 each in Topco to the Company; and
  - (ii) in consideration for the issue of such shares in Topco to the Company, the Company agrees to issue and allot to the shareholders in Topco (other than eComplete SPV Limited) an aggregate amount of 45,738,615 ordinary shares of £0.10 each in the Company,
 as a result of which the Company will hold (whether directly or via eComplete SPV Limited) the entire issued share capital of Topco;
- (f) the:
  - (i) £13,881,274 10% fixed rate secured loan notes 2027 in Project Glow Midco Limited;
  - (ii) £6,118,725 10% fixed rate secured loan notes 2027 in Project Glow Midco Limited; and
  - (iii) £2,597,808 10% fixed rate secured Thakral loan notes 2028 in Project Glow Midco Limited,
 (together the **Loan Notes**) will each be novated from Project Glow Midco Limited to the Company, such that the obligation to repay the Loan Notes sits with the Company, in consideration for which an inter-company loan agreement will be put in place between the Company (as lender) and Project Glow Midco Limited (as borrower) in the aggregate amount of £22,597,807;
- (g) the principal amount of the Loan Notes (together with all accrued but unpaid interest thereon) shall be converted into an aggregate amount of 7,099,172 ordinary shares of £0.10 each in the Company;
- (h) the Investment Agreement will be terminated, together with the shareholders' agreement between eComplete SPV Limited and its shareholders;

- (i) the Shares which will be used to satisfy the Pre-IPO Awards will be issued to the EBT (detailed further in paragraph 10.2 below);
- (j) conditional on Admission, the New Shares will be issued pursuant to resolutions of the Company which will:
  - (i) generally and unconditionally authorise the Directors in accordance with section 551 of the Companies Act to allot the New Shares, such authority to expire on 31 December 2025; and
  - (ii) empower the Directors pursuant to section 570 of the Companies Act to allot the New Shares pursuant to the authority referred to in paragraph (i) above, as if section 561(1) of the Companies Act did not apply to any such allotment, provided that this power shall expire on 31 December 2025; and
- (k) in respect of the period after Admission, the Company will be granted certain authorities to allot and purchase Shares, certain disapplications of pre-emption rights in relation to the allotment of Shares and the relaxation of the notice period for general meetings other than annual general meetings, in each case being of a kind which are normally conferred upon listed companies by their shareholders annually, as follows:
  - (i) the Directors will be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:
    - (A) up to a maximum aggregate nominal amount which is equal to approximately one third of the issued share capital of the Company immediately after Admission; and
    - (B) up to a maximum aggregate nominal amount which is equal to approximately one third of the issued share capital of the Company immediately after Admission in connection with a fully pre-emptive offer:
      - 1) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
      - 2) to holders of other equity securities (as defined in section 560(1) of the Companies Act) as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory, or practical problems in, or under the laws of, any territory or any other matter.

This authority will expire at the conclusion of the Company's next annual general meeting or at the close of business on 30 June 2026, whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting), save that the Company shall be entitled to make offers or enter into agreements before such expiry that would or might require shares to be allotted or rights to be granted after such expiry, and the Directors may allot shares or grant rights in pursuance of any such offer or agreement as if this authority had not expired;
  - (ii) the Directors will be empowered pursuant to sections 570 and 573 of the Companies Act to allot equity securities (as defined in section 560(1) of the Companies Act) for cash under the authority referred to in paragraph (i) above and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act did not apply to any such allotment and/or sale, provided that such power is limited to:
    - (A) the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority referred to in paragraph (ii)(B) below, by way of a fully pre-emptive offer):

- 1) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- 2) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (B) the allotment of equity securities and/or sale of treasury shares for cash (otherwise than under paragraph (ii)(A) above up to a maximum aggregate nominal amount which is equal to approximately ten per cent. of the issued share capital of the Company immediately after Admission; and
- (C) the allotment of equity securities and/or sale of treasury shares for cash (otherwise than under paragraph (ii)(A) or paragraph (ii)(B) above up to a maximum aggregate nominal amount equal to 20 per cent. of any allotment of equity securities and/or sale of treasury shares from time to time under paragraph (ii)(B) above, such power to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this document.

This power will expire on the revocation or expiry (unless renewed) of the authority referred to in paragraph (i) above, save that, before the expiry of this power, the Company may make offers or enter into agreements which would or might require securities to be allotted and/or treasury shares to be sold after such expiry, and the Directors may allot securities and/or sell treasury shares in pursuance of any such offer or agreement as if this power had not expired;

- (iii) the Directors will be empowered pursuant to sections 570 and 573 of the Companies Act, in addition to any power referred to in paragraph (ii) above, to allot equity securities (as defined in section 560(1) of the Companies Act) for cash under the authority referred to in paragraph (i) above and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act did not apply to any such allotment and/or sale, provided that such power is limited to:
  - (A) the allotment of equity securities and/or sale of treasury shares for cash up to a maximum aggregate nominal amount which is equal to approximately ten per cent. of the issued share capital of the Company immediately after Admission, such power to be used only for the purposes of financing (or refinancing, if the power is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this document; and
  - (B) the allotment of equity securities and/or sale of treasury shares for cash (otherwise than under paragraph (iii)(A) above up to a maximum aggregate nominal amount equal to 20 per cent. of any allotment of equity securities and/or sale of treasury shares from time to time under paragraph (iii)(A) above, such power to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this document.

This power will expire on the revocation or expiry (unless renewed) of the authority referred to in paragraph (i) above, save that, before the expiry of this power, the

Company may make offers or enter into agreements which would or might require securities to be allotted and/or treasury shares to be sold after such expiry, and the Directors may allot securities and/or sell treasury shares in pursuance of any such offer or agreement as if this power had not expired;

- (iv) the Company will be generally and unconditionally authorised for the purposes of section 701 of the Companies Act to make market purchases (as defined in section 693(4) of the Companies Act) of its ordinary shares on such terms and in such manner as the Directors may determine, provided that:
  - (A) the maximum number of ordinary shares which may be purchased is equal to approximately ten per cent. of the issued share capital of the Company immediately after Admission;
  - (B) the minimum price (exclusive of any expenses) which may be paid for each ordinary share is its nominal value;
  - (C) the maximum price (exclusive of any expenses) which may be paid for each ordinary share shall not be more than the higher of:
    - 1) an amount equal to five per cent. above the average of the middle market quotations for an ordinary share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the ordinary share is purchased; and
    - 2) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System.

This authority will expire at the conclusion of the Company's next annual general meeting or at the close of business on 30 June 2026, whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting) but, during this period the Company may enter into a contract to purchase ordinary shares which would or might be completed or executed wholly or partly after this authority expires, and the Company may purchase ordinary shares pursuant to any such contract as if the authority had not expired; and

- (v) a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.

- 3.8 On completion of the Reorganisation, immediately prior to Admission, the issued share capital of the Company will be £10,000,000, comprising 100,000,000 ordinary shares of £0.10 each.

#### **4 Articles of Association**

- 4.1 As at the date of this document, the Company has in place articles of association appropriate for an unlisted company. The Articles, which will be adopted by the Company in the event of and conditional upon Admission, contain provisions to the following effect.

- 4.2 For the purposes of this paragraph 4:

- (a) **Board** means the board of directors of the Company;
- (b) **Director** means a director of the Company;
- (c) **Holder** means, in relation to a Share, the Member whose name is entered in the register of members of the Company as its holder, and Joint Holder means, in relation to a Share, each member whose name is entered in the register of members of the Company as its joint holder;
- (d) **Member** means a member of the Company; and
- (e) **Share** means a share in the capital of the Company.

### **Objects**

- 4.3 The Articles do not provide for: (i) any objects of the Company and, accordingly, the Company's objects are unrestricted; or (ii) any purposes for which the Company was established.

### **Share class rights**

- 4.4 The rights attached to any class of Shares may be varied with the consent in writing of the Holders of not less than three-quarters in nominal value of the issued Shares of the class or with the sanction of a special resolution passed at a separate meeting of the Holders of Shares of the class.

### **Transfer of shares**

- 4.5 Subject to the Articles, a Member may transfer all or any of his Shares:
- (a) in the case of certificated Shares, by an instrument of transfer in writing in any usual form or in another form approved by the Board signed by or on behalf of the transferor and (in the case of a transfer of a Share which is not fully paid) by or on behalf of the transferee; or
  - (b) in the case of uncertificated Shares, without a written instrument in accordance with the CREST Regulations.
- 4.6 The Board may refuse to register a transfer of certificated Shares if:
- (a) any of the shares are partly paid;
  - (b) the transfer is in favour of more than four joint transferees;
  - (c) the transfer is in favour of a minor, bankrupt or person of mental ill health; or
  - (d) the Board is obliged or entitled to refuse to do so as a result of any failure to comply with a notice under section 793 of the Companies Act.
- 4.7 Without prejudice to the above, the Board may also refuse to register a transfer of certificated shares unless:
- (a) the instrument of transfer is properly stamped or is certified or otherwise shown to the Board's satisfaction to be exempt from stamp duty and is presented for registration to the Company at its registered office or such other place as the Board may decide, accompanied by the certificate for the Shares to which it relates (except in the case of a transfer by a person to whom the Company was not required to issue a share certificate and has not issued one in respect of the Share concerned) and any other evidence as the Board may require to show the right of the person signing the instrument to make the transfer or, if the instrument is signed by some other person on his behalf, the authority of such person to do so;
  - (b) all the Shares to which it relates are fully paid and of the same class;
  - (c) it is in favour of a single transferee or not more than four joint transferees, in each case being a natural or legal person; and
  - (d) it is in respect of one class of share only.

### **Dividends and other distributions**

- 4.8 All dividends on Shares are to be paid according to the amounts paid up (otherwise than in advance of calls) on their nominal value, or otherwise in accordance with the terms concerning entitlement to dividends on which Shares were issued. All unclaimed dividends may be made use of by the Board for the Company's benefit until claimed. Any dividend unclaimed for twelve years from the date the dividend was declared or became due for payment will either (i) be transferred to an authorised reclaim fund (as defined in the Dormant Assets Act 2022) (**Reclaim Fund**) and upon such transfer the Company shall be discharged from any liability to meet reclaims for such dividend or (ii) if the Directors determine in their absolute discretion that the unclaimed dividend cannot be lawfully transferred to a Reclaim Fund, be forfeited and belong to the Company and the Company will



not be liable in any respect to the Member or other person who may or would have been entitled to such dividend.

- 4.9 If the Company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears. If the Directors act in good faith, they shall not incur any liability to the Holders of shares conferring preferred rights for any loss they may suffer in consequence of the payment of an interim dividend on any shares having non-preferred or deferred rights.

#### **General meetings**

- 4.10 Every Member who is present at a general meeting in person or by proxy is entitled to one vote on a resolution put to the meeting on a show of hands (except that a proxy has one vote for and one vote against the resolution if he has been duly appointed by more than one Member entitled to vote on the resolution and has been instructed (or exercises a discretion given) by one or more of those Members to vote for it and by one or more other of those Members to vote against it) and to one vote for every Share of which he is the holder on a resolution put to the meeting on a poll. The vote of the senior of joint holders who tenders a vote will be accepted to the exclusion of the votes of the other joint holders. Seniority is determined by the order in which the names of the holders appear in the Company's register of Members in respect of the joint holding.
- 4.11 The Articles require the Board to convene annual general meetings in accordance with company legislation and shall decide if the meeting is to be held as a physical meeting or via an electronic forum or as both a physical meeting or via an electronic forum or as both a physical meeting and via an electronic forum. The Board may convene a general meeting which is not an annual general meeting whenever and wherever it considers appropriate. The Company is required to give notice of a general meeting to each Member (other than one who, under the Articles or any restrictions imposed on any Shares, is not entitled to receive it or to whom the Company has not sent and is not required to send its latest annual accounts and reports) at a time and date selected by the Board in accordance with the Articles and company legislation, to the Directors on the date of the notice and to the auditors on that date. A notice of general meeting shall specify, if and to the extent that the meeting is to be held as a physical meeting, the place of the meeting (including any satellite meeting place arranged, which shall be identified as such in the notice), and if and to the extent that the meeting is to be held via an electronic forum or electronic forums, all information which a member will need in order to access such electronic forum or electronic forums at that time and date in order to attend and participate at the general meeting, including such identification and security requirements as may be determined in accordance with these Articles or by the Board.
- 4.12 A Member who is entitled to attend and vote at a general meeting is entitled to appoint another person, or two or more persons in respect of different Shares held by him, as his proxy to exercise all or any of his rights to attend and to speak and to vote at the meeting.
- 4.13 A corporation which is a Member may, by resolution of its directors or other governing body, authorise one or more persons as it thinks fit to act as a representative for it at any general meeting of the Company. The Company may require such a representative to produce a certified copy of the authorising resolution or such other reasonable evidence of his authority before permitting him to exercise any powers on the corporation's behalf at the meeting.

#### **Interests in Shares not disclosed to the Company**

- 4.14 If the Company gives notice under section 793 of the Companies Act in relation to any Shares to a Member or another person appearing to be interested in such Shares and the recipient fails to give the Company the information required within fourteen days afterwards, the holder of such Shares is not entitled to attend or vote at a general meeting or exercise any other rights in respect of them in relation to a general meeting or a poll. Where such Shares represent at least 0.25% of the issued Shares of their class (i) the Company may withhold payment of any dividend or other distribution or amount payable in respect of them, (ii) the Member is not entitled to elect to receive Shares instead of a dividend, and (iii) the Board may refuse to register the transfer of any such Shares unless (1) the Member is not

himself in default in supplying the information required and proves to the satisfaction of the Board that no person in default of supplying the information required is interested in any Shares which are the subject of the transfer or (2) the transfer is shown to the Board's satisfaction to be made by a Member to a third-party unconnected with that Member or with any other person appearing to be interested in the Shares and made pursuant to (A) an acceptance of a takeover offer, (B) a sale through a Recognised Investment Exchange or any other securities investment exchange outside the United Kingdom on which (in either case) such Shares have been admitted to trading on the Company's application or (C) a sale of the whole of the beneficial interest in the Shares.

#### **Return of capital**

- 4.15 On a winding up of the Company and subject to company legislation, the Company's assets available for distribution shall be divided among the Members in proportion to the nominal amounts of capital paid up on their Shares, subject to the terms of issue of or rights attached to any Shares.

#### **Lien and forfeiture**

- 4.16 The Company has a first and paramount lien on each partly paid Share for all amounts payable to the Company (whether due or not) in respect of such Share. The Board may sell any Share on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within 14 days after notice has been sent to the holder of the Share demanding payment and stating that if the notice is not complied with the Share may be sold.
- 4.17 Subject to the terms on which Shares are allotted, the Board may make calls on Members in respect of any money unpaid on their Shares. Each Member shall (subject to receiving at least 14 days' notice) pay to the Company the amount called on his Shares. If a call or any instalment of a call remains unpaid in whole or in part after it has become due and payable, the Board may give the person from whom it is due not less than 14 days' notice requiring payment of the amount unpaid together with any interest which may have accrued and any costs, charges and expenses incurred by the Company by reason of such non-payment. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the Shares in respect of which the call was made will be liable to be forfeited.

#### **Board powers**

- 4.18 The Company's business is to be managed by the Board. The Board may exercise all the Company's powers and may do on the Company's behalf all such acts as may be done by it or on its behalf and which are not required to be exercised or done by the Company in general meeting subject (in all cases) to company legislation, the Articles and any direction that the Company gives to the Board by passing a special resolution.
- 4.19 The Board may delegate any of its powers under the Articles and any other of its powers that can be delegated:
- (a) to such person or persons or to any Board committee;
  - (b) to such an extent (including in relation to any matter or any territory, region or country);
  - (c) on such terms and subject to such conditions;
  - (d) for such period or indefinitely; and
  - (e) by such means,
- as the Board considers appropriate.
- 4.20 The Board may:
- (a) grant to any person or persons or to any Board committee to whom it delegates any power the power to sub-delegate that power (with or without a power of further sub-delegation) to one or more persons or to a sub-committee;

- (b) retain or exclude the right of the Board to exercise any delegated power collaterally with the person or persons or the Board committee to whom it has been delegated; and
- (c) revoke the delegation or alter its terms or conditions.

#### **Directors – appointment, retirement and removal**

- 4.21 At any one time the total number of Directors may not be less than two but (unless otherwise determined by the Company by ordinary resolution) is not subject to any maximum. The Company may by ordinary resolution appoint as a Director a person who is willing to act as such provided that:
- (a) notice is given of the resolution identifying the person concerned by name; and
  - (b) if that person is not recommended for appointment by the Board, the Company receives at its registered office that person's written confirmation of his willingness to be appointed as a Director at least seven days before the date appointed for the holding of the general meeting at which the resolution is to be considered.
- 4.22 The Board may appoint as a Director any person who is willing to act as such.
- 4.23 At each annual general meeting:
- (a) each person who is a Director on a date selected by the Board in relation to an annual general meeting that is not more than 14 days before, and no later than, the date of the notice of that meeting (the **selection date**) and was appointed as such after the previous annual general meeting is to be proposed for election as a Director; and
  - (b) each other person who is a Director on the selection date is to be proposed for re-election as a Director,
- provided that, in each case, the person concerned is a Director immediately before the commencement of the meeting and has confirmed to the Board that he is willing to continue as a Director.
- 4.24 If a resolution for the election or re-election as a Director of any person who was a Director at the commencement of an annual general meeting is put to vote at that meeting but not passed, that person will remain in office until the meeting appoints someone in his place or (if it does not do so) until the end of the meeting, when (subject to the next paragraph) he will cease to be a Director.
- 4.25 If at the end of an annual general meeting there would otherwise be no Directors, each person to whom the previous paragraph applies:
- (a) shall remain in office as a Director until someone else who was not a Director at the commencement of that meeting is appointed as a Director by the Company in general meeting, when he will cease to be a Director; and
  - (b) may, in his capacity as a Director for so long as he remains in office in accordance with this paragraph, act (with any other persons to whom this paragraph applies as the Board) only: (A) for the purposes of convening and holding a general meeting to appoint Directors; and (B) as he considers necessary or appropriate in order to comply with any legal or regulatory requirement applicable to the Company or the Directors or to him as a Director.
- 4.26 The Company may by special resolution, or by ordinary resolution of which special notice has been given in accordance with company legislation, remove any Director before the expiration of his period of office.

#### **Directors – fees and remuneration**

- 4.27 The aggregate amount of fees paid to Directors who do not hold executive office shall be such amount as the Board shall from time to time determine. The aggregate fees may be divided among such Directors in such proportions as the Board decides or, if no decision is made, equally.

- 4.28 The Directors are entitled to be repaid all travelling, hotel and other expenses properly incurred by them in connection with the discharge of their duties as Directors, including any professional fees incurred by them.
- 4.29 The Board may provide pensions, other retirement or superannuation benefits, death or disability benefits or other allowances for persons who are or were directors of the Company and their relatives and dependants.

#### **Directors' interests**

- 4.30 A Director is not required (provided he has disclosed his interest in the matter to the other Directors in accordance with the Companies Act (if that act obliges him to do so)) to account to the Company for any profit, remuneration or other benefit which he derives from or in connection with (i) being a party to or otherwise interested in any arrangement or transaction with the Company or in which the Company is otherwise interested, (ii) holding any other office or place of profit with the Company (except that of auditor) in conjunction with his office of Director for such period and on such terms, including as to remuneration, as the Board may decide, (iii) acting by himself or through a firm with which he is associated in a professional capacity for the Company or any body corporate in which the Company is interested (other than as auditor), or (iv) being a director or other officer of, or employed by or otherwise interested in any body corporate in which the Company or any other undertaking in the Group (a **Group Undertaking**) is interested or which has an interest in the Company or in any other Group Undertaking. A Director or former Director will not be accountable to the Company for any benefit provided to him or his dependants in accordance with any provision in the Articles.
- 4.31 A Director shall not vote or be counted in the quorum on any resolution of the Board concerning any contract in which he has an interest (and, if he votes on it, his vote is not to be counted) unless that interest cannot reasonably be regarded as likely to give rise to a conflict of interest or only arises from or relates to one or more of the following matters:
- (a) the giving of any security, guarantee or indemnity to him in respect of money lent or obligations incurred by him or by any other person at the request of or for the benefit of any Group Undertaking;
  - (b) the giving of any security, guarantee or indemnity to a third-party in respect of a debt or obligation of a Group Undertaking for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;
  - (c) an offer of securities by a Group Undertaking in which he is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which he is to participate;
  - (d) a contract with or relating to another company in which he does not have to his knowledge an interest (as that term is used in Part 22 of the Companies Act) in Shares representing 1% or more of either any class of the equity share capital, or the voting rights in, such company;
  - (e) an arrangement for the benefit of employees of any Group Undertaking which does not award him any privilege or benefit not generally awarded to the employees to whom such arrangement relates;
  - (f) insurance which the Company proposes to maintain or purchase for the benefit of Directors or for the benefit of persons including any Director; or
  - (g) a proposal for the Company (1) to provide him with an indemnity permitted by company legislation, (2) to provide him with funds in circumstances permitted by company legislation to meet his defence expenditure in respect of any civil or criminal proceedings or regulatory investigation or other regulatory action or in connection with any application for any category of relief permitted by company legislation, or (3) to do anything to enable him to avoid incurring any such expenditure.
- 4.32 The Board may authorise any situation or matter relating to a particular Director to which section 175 of the Companies Act applies (each a **Conflict Matter**) on such terms as they think fit. For the Board to do so, a Director must propose to the Board that the Conflict

Matter concerned be so authorised. The Board may terminate or withdraw any such authorisation by giving notice to the Director concerned. Any terms to which such an authorisation is made subject may include that the Director concerned (i) is not obliged to disclose to the Company confidential information obtained by him (other than in his capacity as its Director or as its employee or agent or, if the Directors so decide, in any other capacity that would otherwise oblige him to disclose it to the Company) in any situation to which such authorisation applies, nor to use any such information directly or indirectly for the Company's benefit, where to do so would amount to a breach of a duty of confidence to any third-party, where the Director concerned has previously disclosed to the Board the existence of the conflict and the third-party's identity, and (ii) may absent himself from any Board discussions, and make arrangements not to receive documents and information, relating to the Conflict Matter concerned for so long as he reasonably believes that he has or may have a conflict of interest in respect of it.

#### **Directors' indemnity and insurance**

4.33 Subject to company legislation, the Company may:

- (a) indemnify any Director or any director of any associated company against any liability pursuant to any qualifying third-party indemnity provision or any qualifying pension scheme indemnity provision, or on any other basis as is lawful, in each case on such terms as the Board may decide; and
- (b) purchase and maintain for any Director or any director of any associated company insurance against any liability.

#### **Borrowing powers**

4.34 The Board may exercise all the Company's powers to borrow money and to mortgage or charge all or part of its undertaking, property and assets (present or future) and uncalled capital and to issue debentures and other securities and to give security, whether outright or as collateral for a debt, liability or obligation of the Company or of a third-party.

#### **Untraced Shareholders**

4.35 Subject to the Articles, the Company may sell any Shares registered in the name of a Member remaining untraced for 12 years who fails to communicate with the Company following advertisement of an intention to make such a disposal and, on those Shares, no dividend is cashed and no dividend is paid on them through a completed funds transfer following such advertisement. Until the Company can account to the Member, the net proceeds of sale will be available for use in the business of the Company or for investment, in either case at the discretion of the Board. The proceeds will not carry interest. The Articles permit the Company to transfer the net proceeds of sale to a Reclaim Fund, upon such transfer the Company shall be discharged from any liability to meet reclaims from untraced Shareholders.

#### **Redemption**

4.36 Subject to company legislation, any Share may be issued which is to be redeemed, or is to be liable to be redeemed at the option of the Company or the Holder or both, on such terms and conditions and in such manner as the Board may decide.

### **5 Directors and Senior Manager**

- 5.1 The Directors, the Senior Manager and their functions within the Group and brief biographies are set out in Part 3 of this document.
- 5.2 The business address of the Directors and the Senior Manager is Glasshouse, Block 1s1 Congleton Road, Nether Alderley, Macclesfield, Cheshire, England, SK10 4ZE.
- 5.3 In addition to their directorships of the Company and directorships of other members of the Group, the Directors and the Senior Manager hold, or have held, the following directorships or equivalent roles and are or were members of the following partnerships, within the previous five years prior to the date of this document:

<b>Name</b>	<b>Current directorships/ partnerships</b>	<b>Former directorships/ partnerships</b>
Elaine O'Donnell	SThree Plc The Gym Group Plc On the Beach Group Plc	Ernst & Young LLP Ernst & Young Europe LLP Games Workshop Group Plc Studio Retail Group Plc The Manufacturing Institute AFM Business Growth Limited Merseyside Special Investment Mezzanine Fund Two Limited AFM Merseyside Mezzanine Limited Small Business Loans Limited Merseyside Special Investment (Small Firms) Fund Two Limited Merseyside Special Investment Venture Fund Limited Merseyside Small Loans For Business Investment Fund Limited Merseyside Special Investment Venture Fund Two Limited MSIF Seed Fund LTD. Merseyside Special Investment Fund Limited Alliance Fund Managers Nominees Limited AFM R101 Ventures Limited BCE Fund Managers (Merseyside) Limited AFM Seed Fund LTD. AFM Merseyside Ventures Limited AFM Small Firms Fund Limited River Capital Management Limited Kinnagoe Ventures Limited
Laurence Newman	Lozman Limited	Vienwave Limited Dr Newmans Clinic Limited Sovereign Innovations Limited Newlands Clinical Trials Limited
Sam Glynn	Wolf Miller Ltd	
Simon Cooper	Powder24 Limited Fearless Adventures (Investment) LLP <sup>10</sup> On The Beach Group PLC	Classic Collection Holidays, Travel & Leisure, Limited Classic Collection Aviation Limited Classic Collection Holidays Limited Sunshine.co.uk Limited Classic Collection Holdings Limited Saxon House Properties Limited
Seonna Anderson	Bridgetown Holdco Limited Fat Face Limited Fat Face Holdings Limited Fatface Group Borrowings Limited Fulham Parent Limited	The Harbrough Hare Holdings Limited The Harbrough Hare Limited Retail Restaurants Limited Lipsy Limited Tom Joule Europe Limited Next AV s.r.o. Next Sweden AB Callscan, Inc. Next Commercial Trading (Shanghai)

<sup>10</sup> Notes: Simon Cooper holds the role of Chairman and is not a member of this partnership.



<b>Name</b>	<b>Current directorships/ partnerships</b>	<b>Former directorships/ partnerships</b>
Andrew Showman		Co Ltd Next Retail (Ireland) Limited Perimeter Technology Inc. Gresse Street Limited  Webdoctorlive.com Limited UK Digital Cameras Limited Brandcops Ltd Frankie Falcon Limited Cloisters Court (Freehold) Ltd

Save as set out above, none of the Directors or the Senior Manager has any business interests, or performs any activities, outside the Group which are significant with respect to the Group.

5.4 There are no family relationships between any Directors or between any Directors and the Senior Manager.

5.5 As at the date of this document, none of the Directors or the Senior Manager has, at any time within the last five years:

- (a) had any prior convictions in relation to fraudulent offences;
- (b) been declared bankrupt or been the subject of any individual voluntary arrangement;
- (c) been associated with any bankruptcies, receiverships or liquidations when acting in the capacity of a member of the administrative, management or supervisory body or of a senior manager;
- (d) been subject to any official public incrimination and/or sanction by any statutory or regulatory authority (including designated professional bodies);
- (e) been disqualified by a court from acting in the management or conduct of the affairs of any issuer;
- (f) been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of any issuer;
- (g) been a partner or senior manager in a partnership which, while he was a partner or within 12 months of his ceasing to be a partner, was put into compulsory liquidation or administration or which entered into any partnership voluntary arrangement;
- (h) owned any assets which have been subject to a receivership or been a partner in a partnership subject to a receivership where he was a partner at the time or within the 12 months preceding such event;
- (i) been a director or senior manager of a company or a partner of a partnership which has been placed in receivership, compulsory liquidation, creditors' voluntary liquidation or administration or which entered into any company voluntary arrangement or any composition or arrangement with its creditors or any business rescue plans generally or any class of creditors, at any time during which he was a director or senior manager of that company or partner of that partnership or within 12 months of his ceasing to be a director or senior manager or partner;
- (j) been found guilty in disciplinary proceedings, by an employer or regulatory body, due to dishonest activities;
- (k) received public criticism from statutory or regulatory authorities, including professional bodies, and has ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company;
- (l) been barred from entry into a profession or occupation; or
- (m) been convicted in any jurisdiction of any criminal offence.

- 5.6 No Director or the Senior Manager nor, so far as the Company is aware, any director of the Company who resigned during the last 18 months has or has had any interest in any transactions which are or were unusual in their nature or conditions or are or were significant to the business of the Group and which were effected by the Group during the current or immediately preceding financial year or during an earlier financial year and which remain in any respect outstanding or unperformed.
- 5.7 There are no outstanding loans or guarantees granted or provided by any member of the Group to or for the benefit of any of the Directors or the Senior Manager.

## 6 Directors' and Senior Manager's interests

- 6.1 Immediately prior to Admission and immediately following Admission, the interests of the Directors and the Senior Manager in any class of share in the Company will be as follows.

Name	Immediately prior to Admission		Immediately following Admission <sup>(1)</sup>	
	Number of Shares	Percentage of issued Shares	Number of Shares	Percentage of issued Shares
Andrew Showman	7,919,645	7.92%	5,543,752	5.01%
Simon Cooper	7,251,800	7.25%	5,076,260	4.59%
Laurence Newman <sup>(2)</sup>	7,189,403	7.19%	5,032,582	4.55%
Sam Glynn <sup>(3)</sup>	2,010,619	2.01%	1,407,433	1.27%
Elaine O'Donnell	—	—	—	—
Seonna Anderson	—	—	—	—

(1) Assuming the maximum number of Offer Shares subject to the Offer are sold or issued (although this is subject to the bookbuilding process and the number of Offer Shares to be sold or issued will be confirmed in the Pricing Statement) and the Offer Price is set at the mid-point of the Indicative Price Range. Note that, if the Offer Price is set above or below the Indicative Price Range or the Indicative Price Range is revised such that the value of the Offer differs to that set out in this document, the Company will make an announcement via a Regulatory Information Service and prospective investors may have a right to withdraw their application for Shares. In such circumstances, the Pricing Statement would not be published until the period for exercising such withdrawal rights has ended. The expected date of publication of the Pricing Statement would be extended and the arrangements for withdrawing offers to purchase Offer Shares would be contained in the announcement.

(2) The numbers set out opposite do not include up to 1,500,000 Shares which will be issued prior to Admission and may be transferred to Laurence Newman pursuant to certain awards granted to him prior to the date of this document, which may vest over time, subject to the satisfaction of certain performance conditions relating to the financial years ending 31 December 2030.

(3) The numbers set out opposite do not include up to 2,500,000 Shares which will be issued prior to Admission and may be transferred to Sam Glynn pursuant to certain awards granted to him prior to the date of this document, which may vest over time, subject to the satisfaction of certain performance conditions relating to the financial years ending 31 December 2030.

- 6.2 There are no potential conflicts of interest between any duties owed by the Directors or the Senior Manager to the Company and their private interests or other duties.

## 7 Significant shareholders' interests in the Company

- 7.1 Insofar as it is known to the Company as at the date of this document, the following persons will, immediately prior to Admission and immediately following Admission, be directly or indirectly interested (within the meaning of the Companies Act) in 3% or more of the Company's issued share capital (being the threshold for notification of interests that will apply to Shareholders as at Admission pursuant to Chapter 5 of the Disclosure Guidance and Transparency Rules).

Name	Immediately prior to Admission		Immediately following Admission <sup>(1)</sup>	
	Number of Shares	Percentage of issued Shares	Number of Shares	Percentage of issued Shares
Thakral Lifestyle Pte. Limited	9,548,383	9.55%	6,683,868	6.04%
Andrew Showman	7,919,645	7.92%	5,543,752	5.01%
Simon Cooper	7,251,800	7.25%	5,076,260	4.59%
Laurence Newman <sup>(2)</sup>	7,189,403	7.19%	5,032,582	4.55%
Sencheer Holdings Ltd	6,133,929	6.13%	4,293,750	3.88%
Stephen Grant	5,744,477	5.74%	4,021,134	3.63%
The Data Capital Group Limited	3,914,676	3.91%	2,740,273	2.48%
FCM Trust Limited as trustee of The Beauty Tech Group Employee Benefit Trust	4,500,000	4.50%	4,500,000	4.07%
Northern Venture Trust PLC	3,201,639	3.20%	2,241,147	2.02%

(1) Assuming the maximum number of Offer Shares subject to the Offer are sold or issued (although this is subject to the bookbuilding process and the number of Offer Shares to be sold or issued will be confirmed in the Pricing Statement) and the Offer Price is set at the mid-point of the Indicative Price Range. Note that, if the Offer Price is set above or below the Indicative Price Range or the Indicative Price Range is revised such that the value of the Offer differs to that set out in this document, the Company will make an announcement via a Regulatory Information Service and prospective investors may have a right to withdraw their application for Shares. In such circumstances, the Pricing Statement would not be published until the period for exercising such withdrawal rights has ended. The expected date of publication of the Pricing Statement would be extended and the arrangements for withdrawing offers to purchase Offer Shares would be contained in the announcement.

(2) The numbers set out opposite do not include up to 1,500,000 Shares which will be issued prior to Admission and may be transferred to Laurence Newman pursuant to certain awards granted to him prior to the date of this document, which may vest over time, subject to the satisfaction of certain performance conditions relating to the financial years ending 31 December 2030.

- 7.2 None of the Company's significant shareholders listed above has voting rights which are different from other holders of shares in the Company.
- 7.3 Insofar as is known to the Directors, there is no other person who can, will or could, directly or indirectly, jointly or severally, exercise control over the Company.
- 7.4 The Directors have no knowledge of any arrangements the operation of which may at a subsequent date result in a change of control of the Company.

## 8 Directors' terms of employment

The Directors and their functions are set out in the section of this document headed "Directors, Company Secretary, Registered Office and Advisers". Summary details of the service agreements of the Executive Directors and the letters of appointment of the Non-Executive Directors, each of which is to be entered into in the event of and conditional upon Admission, are set out below.

### 8.1 Executive Directors

#### (a) Laurence Newman – Chief Executive Officer

Laurence Newman will be entering into a new comprehensive service agreement with effect from Admission, under which he will continue in his role of Chief Executive Officer of the Group. Laurence will be entitled to an annual salary of £500,000. Laurence will also be entitled to receive awards under a long term incentive plan which will be dependent upon the Company's performance. Annual awards under the Incentive Plan will be granted with a maximum value equal to 250% of base salary and will be subject to stretching performance conditions measured over one financial year. Subject to the satisfaction of the performance conditions, up to 40% of the award will be paid in cash, and the balance will be deferred into shares which vest after a further two years subject

to continued employment and the satisfaction of a performance underpin over that period of time. The deferred shares will also be subject to a post-vesting holding period of a further two years. In respect of additional benefits, Laurence will be entitled to private medical insurance, critical illness cover and life assurance. Laurence's service agreement will be terminable by either party giving to the other not less than 12 months' written notice. The Company in its sole and absolute discretion may make a payment in lieu of the notice period and bring Laurence's employment to an immediate end. The Company may elect to pay any payment in lieu as one lump sum payment or in instalments over what would have been the notice period. Laurence's service agreement contains standard provisions in respect of summary termination. Laurence will be subject to a non-compete for six months following termination in addition to the following post termination restrictions for 12 months following termination: non-dealing and non-solicitation in respect of the provision of goods or services to certain wholesale customers and potential customers, non-employment and non-solicitation of certain employees and non-interference with the supply of products or services by certain suppliers or potential suppliers. Each of the restrictions shall be reduced by any period spent on garden leave prior to termination.

**(b) Sam Glynn – Chief Financial Officer and Chief Operating Officer**

Sam Glynn will be entering into a new comprehensive service agreement with effect from Admission, under which he will continue in his role of Chief Financial Officer and Chief Operating Officer of the Group. Sam will be entitled to an annual salary of £400,000. Sam will also be entitled to receive awards under a long term incentive plan which will be dependent upon the Company's performance. Annual awards under the Incentive Plan will be granted with a maximum value equal to 250% of base salary and will be subject to stretching performance conditions measured over one financial year. Subject to the satisfaction of the performance conditions, up to 40% of the award will be paid in cash, and the balance will be deferred into shares which vest after a further two years subject to continued employment and the satisfaction of a performance underpin over that period of time. The deferred shares will also be subject to a post-vesting holding period of a further two years. In respect of additional benefits, Sam will be entitled to private medical insurance, critical illness cover and life assurance. Sam's service agreement will be terminable by either party giving to the other not less than 12 months' written notice. The Company in its sole and absolute discretion may make a payment in lieu of the notice period and bring Sam's employment to an immediate end. The Company may elect to pay any payment in lieu as one lump sum payment or in instalments over what would have been the notice period. Sam's service agreement contains standard provisions in respect of summary termination. Sam will be subject to a non-compete for six months following termination in addition to the following post termination restrictions for 12 months following termination: non-dealing and non-solicitation in respect of the provision of goods or services to certain wholesale customers and potential customers, non-employment and non-solicitation of certain employees and non-interference with the supply of products or services by certain suppliers or potential suppliers. Each of the restrictions shall be reduced by any period spent on garden leave prior to termination.

## **8.2 Non-Executive Directors**

The Company has appointed an Independent Non-Executive Chair and two Independent Non-Executive Directors. Summary details of their terms of appointment, to be entered into in the event of and conditional upon Admission, are set out below.

**(a) Elaine O'Donnell – Independent Non-Executive Chair**

Elaine was appointed as a director of Topco on 1 May 2025 and as Chair of the Company on 23 September 2025. Elaine would be appointed Chair of the Nomination Committee with effect from Admission. Elaine's initial appointment would be for three years. The annual fee payable to Elaine would be £175,000. The number of days which Elaine would be anticipated to spend on Company business would be 20 days per year.

The notice period for either Elaine or the Company to terminate the appointment would be three months' written notice.

(b) **Simon Cooper – Senior Independent Non-Executive Director**

Simon Cooper was appointed to the board of the Group on 1 March 2017 and as a director of Topco on 5 November 2021. Simon would be appointed as a Non-Executive Director and Senior Independent Director of the Company and Chair of the Remuneration Committee with effect from Admission. Simon's initial appointment would be for three years. The annual fee payable to Simon would be £52,000, plus an additional yearly fee of £10,000 in respect of his duties as Senior Independent Director and £10,000 in respect of his role on the Remuneration Committee. The number of days which Simon would be anticipated to spend on Company business would be 20 days per year. The notice period for either Simon or the Company to terminate the appointment would be three months' written notice.

(c) **Seonna Anderson – Independent Non-Executive Director**

Seonna was appointed as a director of Topco on 1 September 2025. Seonna would be appointed as a Non-Executive Director and Chair of the Audit and Risk Committee and the Disclosure Committee with effect from Admission. Seonna's initial appointment would be for three years. The annual fee payable to Seonna would be £52,000, plus an additional yearly fee of £10,000 in respect of her role as chair of the Audit and Risk Committee. The number of days which Seonna would be anticipated to spend on Company business would be 20 days per year. The notice period for either Seonna or the Company to terminate the appointment would be three months' written notice.

- 8.3 Each Director would be eligible to benefit from the directors' indemnity provided for in the Company's Articles, and for cover under any directors and officers liability insurance policy that the Company maintains from time to time. The Directors may obtain, at the Company's expense, external legal or professional advice necessary to enable the Director to carry out their duties. Each Director will also have the benefit of a qualifying third party indemnity from the Company (the terms of which are in accordance with the Companies Act).

## 9 Directors' and Senior Manager's remuneration

- 9.1 In the financial year ended 31 December 2024, the aggregate remuneration and benefits to the Directors and the Senior Manager who served during that financial year was £2,212,492.32.
- 9.2 In the financial year ended 31 December 2024, the Directors were remunerated as set out below:

Name	Position	Annual salary / fees (£)	Bonus (£)	Pension contribution (£)	Other benefits (£)
Elaine O'Donnell	Independent Non-Executive Chair	—	—	—	—
Laurence Newman	Chief Executive Officer	293,333.41	178,750.00	1,320.84	31,613.74
Sam Glynn	Chief Financial Officer and Chief Operating Officer	243,333.37	146,250.00	1,320.84	5,983.40
Simon Cooper	Senior Independent Non-Executive Director	—	—	—	—
Seonna Anderson	Independent Non-Executive Director	—	—	—	—
Andrew Showman	Chief Technology Officer	194,166.67	120,250.00	1,320.84	7,483.14

### 9.3 Post-Admission Remuneration Policy

Prior to the date of this document and in advance of Admission, the remuneration committee of Topco undertook a detailed review of the Group's approach to executive remuneration. Prior to Admission, the Remuneration Committee would adopt a remuneration policy for Executive Directors that is designed to attract, retain and motivate talent, align the interests of the Executive Directors, senior management and employees to the long-term interests of shareholders, and ensure that executives are rewarded for the Company's continued growth and success as it enters the next stage of its development as a listed company.

Alongside this remuneration policy, the Remuneration Committee would adopt two all-employee share plans (the The Beauty Tech Group plc Save As You Earn Plan (the **SAYE Plan**) and the The Beauty Tech Group plc Share Incentive Plan (the **SIP**)), and a discretionary executive share plan (the The Beauty Tech Group plc Combined Incentive Plan (the **Incentive Plan**)). Collectively, these are the **Employee Share Plans**.

The information in this paragraph 9.3, together with the details of the Employee Share Plans set out in paragraph 10.2 below, summarises the key elements of the Executive Director and Non-Executive Director remuneration arrangements which would apply from Admission.

The full Directors' remuneration policy would be included in the Company's 2025 annual report and Shareholders would be asked to approve it at the 2026 annual general meeting. Prior to this, the Executive Directors will be subject to their legacy arrangements, including a discretionary non-contractual bonus scheme with a maximum opportunity of 150% of basic gross salary, subject to exceeding budgeted EBITDA. In determining the proposed remuneration policy, the remuneration committee of the Company took into account the requirements of the UK Corporate Governance Code, as well as market practice and the guidance published by major proxy agencies.

The Remuneration Committee would agree the following aspects of its remuneration policy for the Executive Directors, to be put in place following Admission.

#### ***Base salary***

The proposed base salaries effective from Admission are £500,000 for Laurence Newman (Chief Executive Officer) and £400,000 for Sam Glynn (Chief Financial Officer & Chief Operating Officer). It is intended that base salaries will normally be reviewed annually, taking account of Company and individual performance and the wider context of the pay and conditions of the wider workforce, as well as other relevant factors.

#### ***Pension and benefits***

It is proposed that pension opportunity (pension contribution or equivalent cash allowance) for Executive Directors will be in line with the pension opportunity for the majority of the wider workforce. It is proposed that Executive Directors will be eligible for a range of benefits, which may include, but is not limited to, health insurance, life insurance / death in service, travel, car allowance, staff discount and relocation expenses.

#### ***Employee Share Plans***

Executive Directors would be eligible to participate in the Employee Share Plans (as further described in paragraph 10.2 below), and in particular will be granted annual awards under the Incentive Plan. Annual awards under the Incentive Plan would be no higher than 250% of base salary for each of the Executive Directors. The Remuneration Committee would set stretching one-year performance targets which would be measured over each financial year, the first of which would be for FY26 given the proximity at Admission of the end of the FY25 financial year.

In any year, the majority of the award would be assessed against financial performance metrics, with any balance assessed against non-financial strategic/personal objectives. This would create a direct focus on delivery against strategic priorities on an annual basis, which in turn would drive long-term growth and value creation for Shareholders. Subject to the achievement of these annual targets, up to 40% of any award would be paid at the end of the one-year performance period in cash, with the remaining proportion being deferred into Shares. The number of Shares would be calculated based on the share price at the



beginning of the one-year performance period. Vesting of the Shares would be subject to continued employment and the satisfaction of a performance underpin over a further two years, and thereafter a post-vesting holding period over an additional two years.

The Remuneration Committee would provide appropriate levels of disclosure on a retrospective basis of the measures and targets used in the Incentive Plan in the Company's Directors' Remuneration Report. Due to concerns regarding commercial sensitivity and consistent with general market practice, it is expected that the targets would not be disclosed prospectively. The Remuneration Committee would retain overriding discretion to adjust any formulaic vesting including if it considers that it does not reflect the underlying financial or non-financial performance of the business, the performance of the participant or is inappropriate in the context of circumstances that were unexpected or unforeseen at the grant date.

#### ***Share ownership guidelines***

With effect from Admission, the Company would operate share ownership guidelines. Executive Directors would be expected to build or maintain (as relevant) a shareholding in the Company equivalent in value to 200% of their annual base salary while in role, and for two years following employment.

#### ***Non-Executive Director remuneration policy***

Following Admission, the Chair and Non-Executive Directors would receive an annual fee for their services. These fees would be delivered fully in cash. Reasonable expenses and other benefits, as well as additional fees in respect of additional duties required to be performed by any Non-Executive Director, may also be provided. Fee levels have been set to ensure the attraction of appropriate level of experience required and to reflect the sector in which the Company operates.

The appointments of each of the Non-Executive Directors would be for an initial term of three years from the date of appointment or, if later, the date of the appointment letter referred to above, unless terminated earlier by either party on one month's notice. The appointment of each Non-Executive Director would also be subject to re-election when appropriate by the Company at general meetings.

## **10 Share Incentive Plans**

### **10.1 Existing Share Incentive Plans**

Certain members of management, including the Executive Directors, were granted awards prior to the date of this document but conditional on Admission (the **Pre-IPO Awards**). The Pre-IPO Awards are one-off awards made before Admission which will not be repeated as part of ongoing post-Admission remuneration structuring. The Pre-IPO-Awards were granted as nil cost options over up to 4.5% of the Company's share capital prior to Admission. Of this, 1.5% was granted to the Chief Executive Officer, 2.5% to the Chief Financial Officer & Chief Operating Officer, and the remainder to certain other members of the senior leadership team. It is proposed that the Shares which will be used to satisfy the Pre-IPO Awards will be issued to the EBT (detailed further in paragraph 10.2 below) prior to Admission and that the nil cost options would be satisfied by the transfer of those Shares which will therefore form part of the issued share capital immediately prior to Admission.

The Pre-IPO Awards will be awarded in two tranches. The first tranche (**Tranche A**) equalling half of the award will vest on the third anniversary of Admission subject to remaining in employment during that period. The second tranche (**Tranche B**) equalling the remaining half of the award will vest subject to the achievement of stretching incremental annual Adjusted EBITDA targets, ranging from £40 million to £65 million, which need to be hit during the financial years ending 31 December 2025 to 2030 and subject to continued employment with the Group.

The extent to which each of the sub-tranches comprising Tranche B will vest and become exercisable will be determined by the Remuneration Committee following each of the financial years ending 31 December 2025 to 2030.

Tranche A may be exercised following the vesting date provided the employee has not ceased to be employed with the Group before the vesting date due to a voluntary resignation, gross misconduct or fraud. Tranche B may only be exercised provided the employee remains employed with the Group on the vesting date or has ceased to be employed before the vesting date due to death, injury, ill health or disability, or following a sale of the business or company in which the individual is employed. The Pre-IPO Awards are subject to the normal provisions relating to adjustments if the share capital of the Company is varied and the impact of the occurrence.

## 10.2 New Share Incentive Plans

### **Future incentive arrangements**

The Company would establish, conditional upon and with effect from Admission, two all-employee share plans (the **SAYE Plan** and the **SIP**) and a discretionary executive share plan (**Incentive Plan**), under which awards may be made on or after Admission.

A reference in this paragraph 10.2 to the Board includes any designated committee of the Board. A summary of the principal features of the Employee Share Plans is set out below.

### **The SAYE**

The SAYE Plan would be adopted by the Board prior to and conditional on Admission.

#### *Status*

The SAYE Plan is an all-employee savings related share option plan which has been designed to meet the requirements of Schedule 3 of the Income Tax (Earnings and Pensions) Act 2003 so that Shares can be acquired by UK employees in a tax-efficient manner.

#### *Eligibility*

Each time that the Board decides to operate the SAYE Plan, all UK resident tax-paying employees of the Company and its subsidiaries participating in the SAYE Plan must be offered the opportunity to participate. Other employees may be permitted to participate. Participants invited to participate must have completed a minimum qualifying period of employment (which may be up to five years) before they can participate, as determined by the Board in relation to any award of an option under the SAYE Plan.

#### *Savings contract and grant of option*

In order to participate in the SAYE Plan, an employee must enter into a linked savings contract with a bank or building society to make contributions from salary on a monthly basis over a three or five year period. A participant who enters into a savings agreement is granted an option to acquire Shares under the SAYE Plan (**SAYE Option**).

The number of Shares over which a SAYE Option may be granted is limited to the number of Shares that may be acquired at the SAYE Option exercise price out of the proceeds of the linked savings contract. The exercise price per Share shall be the amount determined by the Board which shall not be materially less than 80% (or such other percentage as is permitted by the applicable legislation) of the market value of a Share on the date specified by the Board.

Contributions may be made between £5 a month and the maximum permitted under the applicable legislation (currently £500 a month) or up to such lesser sum as the Board may determine. At the end of the three or five year savings contract, employees may either withdraw their savings on a tax free basis or utilise such sum and any bonus or interest due under the savings contract to acquire Shares under the SAYE Option granted to the participant.

Invitations may be issued at any time, unless this is prevented by any dealing restrictions. However, no SAYE Options may be granted more than 10 years from the date when the SAYE Plan was adopted.

### *Exercise of SAYE Options*

SAYE Options may generally only be exercised for a period of six months following the maturity of the related savings contract. If not exercised by the end of this period, the relevant SAYE Options will lapse.

SAYE Options may be exercised earlier with the proceeds of savings made under the linked savings contract and any interest due in certain specified circumstances including retirement, cessation of employment due to injury, disability or redundancy, by reason of a relevant transfer within the meaning of the Transfer of Undertakings (Protection of Employment) Regulations 2006 or if the relevant employee's employer ceases to be an associated company or on death.

### *Corporate events*

In the event of a takeover, scheme of arrangement or winding-up of the Company, SAYE Options may normally be exercised early with the proceeds of savings made under the linked savings contract and any interest due.

If there is a corporate event resulting in a new person or company acquiring control of the Company, SAYE Options may in certain circumstances be replaced by equivalent new options over shares in the acquiring company.

### *Variation of capital*

If there is a variation of share capital of the Company, the Board may make such adjustments to SAYE Options, including the number of Shares subject to SAYE Options and the SAYE Option exercise price, as it determines.

### *Rights attaching to Shares*

Shares issued and/or transferred under the SAYE Plan will not confer any rights on any participant until the relevant SAYE Option has been exercised and the participant in question has received the underlying Shares. Any Shares allotted when a SAYE Option is exercised will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their issue).

## **The SIP**

The SIP would be adopted by the Board prior to and conditional on Admission.

### *Status*

The SIP is an all-employee share ownership plan which has been designed to meet the requirements of Schedule 2 of the Income Tax (Earnings and Pensions) Act 2003 so that Shares can be provided to UK employees under the SIP in a tax-efficient manner.

Under the SIP, eligible employees may be: (i) awarded up to £3,600 worth of free Shares (**SIP Employee Free Shares**) each year; (ii) offered the opportunity to buy Shares with a value of up to the lower of £1,800 and 10% of the employee's pre-tax salary a year (**Partnership Shares**); (iii) given up to two free Shares (**Matching Shares**) for each Partnership Share bought; and/or (iv) allowed or required to purchase Shares using any dividends received on Shares held in the SIP (**Dividend Shares**). The Board may determine that different limits shall apply in the future should the relevant legislation change in this respect.

### *SIP Trust*

The SIP would operate through a UK resident trust (the **SIP Trust**). The trustee of the SIP Trust purchases or subscribes for Shares that are awarded to or purchased on behalf of participants in the SIP. A participant will be the beneficial owner of any Shares held on their behalf by the trustee of the SIP Trust. Any Shares held in the SIP Trust will rank equally with Shares then in issue.

If a participant ceases to be in relevant employment, they will be required to withdraw their SIP Employee Free Shares, Partnership Shares, Matching Shares and Dividend Shares from the SIP Trust (or the SIP Employee Free Shares and Matching Shares may be forfeited as described below).

### *Eligibility*

Each time that the Board decides to operate the SIP, all eligible UK resident tax-paying employees of the Company and its subsidiaries participating in the SIP must be offered the opportunity to participate. Other employees may be permitted to participate. Participants invited to participate must have completed a minimum qualifying period of employment before they can participate, as determined by the Board in relation to any award of Shares under the SIP which may be different for each type of award from time to time. In the case of SIP Employee Free Shares (and, in certain circumstances, Partnership Shares and Matching Shares), that period must not exceed 18 months or, in certain other circumstances and only in the case of Partnership Shares or Matching Shares, six months.

### *SIP Employee Free Shares*

Up to £3,600 worth of SIP Employee Free Shares may be awarded to each employee in a tax year. SIP Employee Free Shares must be awarded on the same terms to each employee, but the number of SIP Employee Free Shares awarded can be determined by reference to the employee's remuneration, length of service, number of hours worked and, if the Company so chooses, the satisfaction of performance targets based on business results or other objective criteria. There is a holding period of between three and five years (the precise duration to be determined by the Board) during which the participant cannot withdraw the SIP Employee Free Shares from the SIP Trust (or otherwise dispose of the SIP Employee Free Shares) unless the participant leaves relevant employment.

The Board, at its discretion, may provide that the SIP Employee Free Shares will be forfeited if the participant leaves relevant employment other than in the circumstances of injury, disability, redundancy, retirement, by reason of a relevant transfer within the meaning of the Transfer of Undertakings (Protection of Employment) Regulations 2006 or if the relevant employee's employer ceases to be an associated company (each a **SIP Good Leaver Reason**) or on death. Forfeiture can only take place within three years of the SIP Employee Free Shares being awarded.

### *Partnership Shares*

The Board may allow an employee to use pre-tax salary to buy Partnership Shares. The maximum limit is the lower of £1,800 or 10% of pre-tax salary in any tax year. The minimum salary deduction permitted, as determined by the Board, must be no greater than £10 on any occasion. The salary allocated to Partnership Shares can be accumulated for a period of up to 12 months (the **Accumulation Period**) or Partnership Shares can be purchased out of deductions from the participant's pre-tax salary when those deductions are made. A participant and the Company may agree to vary the amount of salary deductions and the intervals of those deductions. If there is an Accumulation Period, the number of Shares purchased shall be determined by dividing the participant's aggregate pay deducted during the Accumulation Period by the market value of the Partnership Shares.

Once acquired, Partnership Shares may be withdrawn from the SIP by the participant at any time.

### *Matching Shares*

The Board may, at its discretion, offer Matching Shares free to an employee who has purchased Partnership Shares. If awarded, Matching Shares must be awarded on the same basis to all participants up to a maximum of two Matching Shares for every Partnership Share purchased (or such other maximum as may be provided by statute). There is a holding period of between three and five years (the precise duration to be determined by the Board) during which the participant cannot withdraw the Matching Shares from the SIP Trust unless the participant leaves relevant employment.

The Board, at its discretion, may provide that the Matching Shares will be forfeited if the participant leaves relevant employment other than for a SIP Good Leaver Reason or on death or if the related Partnership Shares are withdrawn from the SIP. Forfeiture can only take place within three years of the Matching Shares being awarded.

#### *Re-investment of dividends*

The Board may allow or require a participant to re-invest the whole or part of any dividends paid on Shares held in the SIP. Dividend Shares must be held in the SIP Trust for no less than three years.

#### *Corporate events*

In the event of a general offer for the Company (or a similar takeover event taking place) during a holding period, participants will be able to direct the trustee of the SIP Trust as to how to act in relation to their Shares held in the SIP. In the event of a corporate re-organisation, any Shares held by participants may be replaced by equivalent shares in a new holding company.

#### *Variation of capital*

Shares acquired on a variation of share capital of the Company will usually be treated in the same way as the Shares acquired or awarded under the SIP, in respect of which the rights were conferred and as if they were acquired or awarded at the same time.

#### *Rights attaching to Shares*

Any Shares allotted under the SIP will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

### **The Incentive Plan**

The Incentive Plan would be adopted by the Board prior to and conditional on Admission.

#### *Status*

The Incentive Plan comprises a discretionary annual incentive scheme together with provisions for the mandatory deferral of a proportion of the cash amounts payable into Shares, under which awards may be made to selected employees or directors (**Participants**) of the Company or the Group.

The Board would be responsible for the operation of the Incentive Plan. Awards comprising a conditional right to receive a cash amount, subject to the achievement of performance targets measured over a financial year of Company (**Performance Period**) would be made to Participants (**Incentive Awards**). Following the determination of the extent to which the performance targets have been met, a material proportion of the Incentive Award would be deferred into an award over Shares (a **Deferred Share Award**). The Deferred Share Award would typically vest after two years (the **Deferral Period**) subject to the Participant's continued employment, and may also be subject to the satisfaction of one or more performance underpins. A holding period would apply for Executive Directors for a further period of two years following vesting of the Deferred Share Award (**Holding Period**) during which the Shares may not be transferred or sold.

The Incentive Plan may also be used to provide awards to new employees in order to compensate them for any forfeited awards from their previous employer.

Deferred Share Awards may be granted in the form of options over Shares, conditional share awards or awards of restricted Shares.

An Incentive Award may not be made more than 10 years after the date of shareholder approval of the Incentive Plan.

Deferred Share Awards may be satisfied by the issue of new Shares or by the transfer of Shares held in treasury or by the trustee of an employee benefit trust.

#### *Eligibility*

A Participant must be an employee or director of the Group at the time an award is made. Participation in the Incentive Plan will be at the discretion of the Board. It is intended that the initial grant of Incentive Awards shall be made to the Executive Directors and a selected group of senior management, and that the Performance Period will be in respect of the financial year beginning 1 January 2026.



#### *Grant of Incentive Awards*

The maximum annual amount which may be paid out under an Incentive Award granted to a Participant (including under any related Deferred Share Award) may not exceed 250% of the Participant's annual rate of basic salary at the date of grant. The Board may specify another limit from time to time, subject (in the case of a higher limit and the Executive Directors) to the Directors' Remuneration Policy most recently approved by the Company's shareholders.

The limits above do not apply to buy-out awards in respect of a new employee.

#### *Performance targets*

An Incentive Award would be subject to performance targets which would be set by the Board at the time the Incentive Award is made.

The Board may vary or waive the performance targets applying to an Incentive Award if an event occurs which causes the Board to consider that the performance targets are no longer appropriate, provided that such variation or waiver is reasonable in the circumstances and, except in the case of a waiver, produces a fairer measure of performance and is not materially less difficult to satisfy.

#### *Deferral into Shares*

The Board would determine the extent to which the performance targets applicable to an Incentive Award have been met following the end of the Performance Period, and accordingly the cash amount payable under that Incentive Award. Subject to any applicable minimum cash payment under the Incentive Award, a material proportion of the cash amount shall be deferred into a Deferred Share Award. The number of Shares in respect of which a Deferred Share Award will be granted would be calculated by reference to the Share price at the beginning of the Performance Period.

#### *Grant of Deferred Share Awards*

Deferred Share Awards would be granted as soon as practicable following the determination of the extent to which the performance targets applicable to the relevant Incentive Award have been met, and subject to any dealing restrictions applicable to the Company in respect of its Shares. No payment would be required for the grant of a Deferred Share Award and Deferred Share Awards are not transferable (except on death).

An award certificate shall be issued to each Participant as soon as reasonably practicable following the grant of the Deferred Share Award, setting out the details of the award.

#### *Vesting of Deferred Share Awards*

Deferred Share Awards would normally vest at the end of the Deferral Period, subject to the Participant's continued employment with the Group and the satisfaction of any performance underpin as it relates to the Deferred Share Award. A Deferred Share Award which is granted as an option would lapse 10 years after the date on which it is granted.

#### *Holding period*

Shares acquired under Deferred Share Awards may be subject to a further Holding Period following the end of the Deferral Period during which the Participant may not sell or transfer the shares, except to cover any tax payable in relation to the vesting or exercise of the Deferred Share Award.

#### *Malus*

At any time before a cash payment is made in respect of an Incentive Award or a Deferred Share Award has vested, the Board may reduce (including to nil) the cash amount or number of Shares subject to the relevant award if any of the following events occur:

- the discovery of a material misstatement resulting in an adjustment in the audited consolidated accounts of the Company or the audited accounts of a Group company;
- the assessment of any performance target in respect of an Incentive Award was based on error, or inaccurate or misleading information;



- the discovery that any information used to determine the number of Shares subject to a Deferred Share Award was based on error, or inaccurate or misleading information;
- action or conduct of a Participant which, in the reasonable opinion of the Board, amounts to fraud or gross misconduct;
- events or behaviour of a Participant have led to the censure of a Group company by a regulatory authority or have had a significant detrimental impact on the reputation of any Group company provided that the Board is satisfied that the relevant Participant was responsible for the censure or reputational damage and that the censure or reputational damage is attributable to them;
- a serious failure of risk management of the Company, a Group company or a business unit of the Group; and/or
- the Company or any Group company or business of the Group becomes insolvent or otherwise suffers a corporate failure so that the value of Shares is materially reduced provided that the Board determines following an appropriate review of accountability that the Participant should be held responsible (in whole or in part) for that insolvency or corporate failure.

#### *Clawback*

Where a cash payment has been made in respect of an Incentive Award or a Deferred Share Award has vested (or, in the case of a Deferred Share Award which is an option, been exercised), the Board may require the Participant to transfer all or a proportion of the value received in respect of an Incentive Award or Deferred Share Award in substantially the same circumstances as apply to malus (as described above). Clawback shall apply for a period of two years following payment in respect of any Incentive Award and two years following the end of the Deferral Period in respect of a Deferred Share Award. Clawback may be effected, among other means, by requiring the transfer of shares back to the Company or as it directs, or by a cash payment.

#### *Leaving employment before Incentive Award determined or during the Deferral Period of a Deferred Share Award*

If a Participant ceases to be employed within the Group for any reason before an Incentive Award is determined or during the Deferral Period of a Deferred Share Award, then such award would normally lapse.

If the reason for cessation of the Participant's employment is death, ill-health, injury, disability, transfer of a Participant's relevant employment outside of the Group, or if the Board in its discretion determines in any other particular case, the Board may determine that the Incentive Award will continue as normal, or that the Participant may retain the Deferred Share Award and it shall continue to vest in accordance with its original terms.

Alternatively, the Board may decide that the Incentive Award will be determined or that the Deferred Share Award will vest immediately upon the cessation of employment. The proportion of the value of the Incentive Award which shall be paid, or the level of vesting of the Deferred Share Award, would be determined by the Board in its absolute discretion taking into account any factors it considers relevant, including but not limited to the assessment of any performance targets applying to the Incentive Award or any performance underpins or other conditions applying to the Deferred Share Award.

Unless the Board decides otherwise, any value which becomes payable under the Incentive Award or Shares which vest under the Deferred Share Award would be time pro-rated to reflect the number of whole months from the beginning of the Performance Period or Deferral Period until the date of leaving employment as a proportion of the relevant Performance Period or Deferral Period as relevant.

A Deferred Share Award which is an option would ordinarily lapse if it has not been exercised within 6 months of cessation of employment or, if later, when it becomes exercisable.

### *Corporate events*

In the event of a takeover, reconstruction, amalgamation or winding up of the Company or, if the Board determines, where the Company is affected by a demerger or similar other event, an Incentive Award or a Deferred Share Award would vest immediately in such proportion as is determined by the Board in its absolute discretion taking into account any factors it considers relevant, including but not limited to the assessment of any performance targets applying to the Incentive Award or any performance underpins or other conditions applying to the Deferred Share Award. Deferred Share Awards may be exchanged for an award over shares in an acquiring company if an offer to exchange is made and accepted by the Participant or if the Board, with consent of the acquiring company, determines that Deferred Share Awards should automatically be exchanged.

### *Variations of share capital*

In the event of a variation of the share capital of the Company, including by way of a capitalisation issue, rights issue, demerger or other distribution, a special dividend or distribution, rights offer or bonus issue or any sub-division, consolidation, or reduction in the Company's share capital, either or both of the number of Shares and the description of the Shares subject to a Deferred Share Award may be adjusted in such manner as the Board determines.

### *Rights attaching to Shares*

A Deferred Share Award will not confer any shareholder rights, such as the right to vote or to receive any dividend, where the record date is prior to the allotment or transfer of Shares to the Participant following the vesting of the Deferred Share Award.

The Board may decide that a Deferred Share Award will include the right to a payment in cash or Shares on vesting, equivalent to dividends that would have been paid on the Shares subject to the relevant award during the Deferral Period.

## **Provisions applying to each of the Employee Share Plans**

### *Awards not transferable*

Awards granted under the Employee Share Plans (other than where indicated otherwise in connection with the SIP above) are not transferable other than to a participant's personal representatives in the event of death.

### *Limits*

The Employee Share Plans may operate over newly issued Shares, treasury Shares or Shares purchased in the market. The rules of each of the Employee Share Plans together with any other employees' share scheme operated by the Company, would provide that, in any period of 10 years, in aggregate not more than 10% of the Company's issued ordinary share capital may be issued. For the avoidance of doubt, Shares issued or to be issued pursuant to the Pre-IPO Awards would not count towards these limits.

Shares issued out of treasury under the relevant Employee Share Plan would count towards these limits for so long as this is required under institutional shareholder guidelines. In addition, awards which are renounced or lapse would be disregarded for the purposes of these limits.

### *Amendments*

The Board may, at any time, amend the provisions of any of the Employee Share Plans in any respect and may amend the SIP trust deed by way of a supplemental deed. The prior approval of the Company in general meeting would need to be obtained in the case of any amendment to the advantage of participants in the plan which is made to the provisions relating to eligibility, individual or overall limits, the persons to whom an award can be made under the plan, the adjustments that may be made in the event of any variation to the share capital of the Company and/or the rule relating to such prior approval, save that there are exceptions for any minor amendment to benefit the administration of the relevant plan, to take account of the provisions of any proposed or existing legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants, the Company and/or

its other Group companies. Amendments may not normally adversely affect the rights of participants except where participants are notified of such amendment and the majority of participants approve such amendment.

#### *Overseas plans*

The Board may, at any time, establish further plans based on the Employee Share Plans for overseas territories. Any such plan would be similar to the relevant Employee Share Plan, but modified to take account of local tax, exchange control or securities laws. Any Shares made available under such further overseas plans would need to be treated as counting against the limits on individual and overall participation under the relevant plan.

#### *Benefits not pensionable*

The benefits received under the Employee Share Plans are not pensionable.

### **Employee Benefit Trust**

The Company will establish an employee benefit trust (the **EBT**) prior to Admission, which will be constituted by a trust deed which would be entered into between the Company and a trustee. The Company will have the power to appoint and remove the trustee.

The EBT will be able to be used to benefit employees and former employees of the Company and its subsidiaries and certain members of their families. The trustee of the EBT will have the power to acquire Shares. Any Shares acquired may be used for the purposes of the Incentive Plan, the Pre-IPO Awards or other employee share plans established by the Group from time to time. The Group may fund the EBT by loan or gift to acquire Shares either by market purchase or by subscription.

The EBT will not make an acquisition of shares if that acquisition would mean that (after deducting any Shares held as nominee for beneficiaries under the EBT) it would hold more than 5% of the Company's ordinary share capital without prior shareholder approval. It is proposed that the Shares which will be used to satisfy the Pre-IPO Awards will be issued to the EBT prior to Admission and therefore form part of the issued share capital immediately prior to Admission.

## 11 Subsidiaries and principal establishments

As at the date of this document, the Company does not have any subsidiaries. Upon completion of the Reorganisation, the Company would have 16 subsidiaries (15 of which, the shares are indirectly held by the Company). The table below sets out the significant subsidiaries which the Company would have upon completion of the Reorganisation, the percentage ownership and the percentage of voting power (if different from the percentage ownership) which would be held upon completion of the Reorganisation:

Name	Jurisdiction of incorporation	Percentage ownership (either direct or indirect)	Percentage of voting rights held
eComplete SPV Limited	England and Wales	100%	100%
Project Glow Topco Limited	England and Wales	100%	50.22% <sup>11</sup>
Project Glow Midco Limited	England and Wales	100%	Not applicable
Project Glow Bidco Limited	England and Wales	100%	Not applicable
The Beauty Tech Group Trading Limited	England and Wales	100%	Not applicable
Aesthete Holding Corporation	United States of America	100%	Not applicable
Currentbody UK Limited	England and Wales	100%	Not applicable
CBT At-Home Beauty Holdings Pte. Ltd.	Singapore	100%	Not applicable
Currentbody Skin Limited	England and Wales	100%	Not applicable
The Beauty Tech Group B.V.	Netherlands	100%	Not applicable
The Beauty Tech Group LLC	United States of America	100%	Not applicable
The Beauty Tech Group HK Limited	Hong Kong	100%	Not applicable
The Beauty Tech Group Japan GK	Japan	100%	Not applicable
ZIIP, Inc.	United States of America	100%	Not applicable
Tria, Inc.	United States of America	100%	Not applicable
CBT At-Home Beauty Shanghai Ltd	China	100%	Not applicable
Beauty Tech Group India Private Limited	India	100%	Not applicable

## 12 Statutory auditor

RSM UK Audit LLP, of 9th Floor, Landmark St Peter's Square, 1 Oxford Street, Manchester, M1 4PB, has been appointed as the statutory auditor to the Company. RSM UK Audit LLP is registered to perform statutory audit work by the Institute of Chartered Accountants of Scotland.

## 13 Material contracts

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by the Company or another member of the Group: (a) within the two years immediately preceding the date of this document which are, or may be, material to the

<sup>11</sup> The remaining 49.78% voting rights will be held by eComplete SPV Limited

Company or any member of the Group; or (b) at any time and contain provisions under which the Company or any member of the Group has an obligation or entitlement which is, or may be, material to the Company or any member of the Group as at the date of this document:

### 13.1 Senior Facilities Agreement

On 4 April 2025, Topco as parent (the **Parent**), Project Glow Bidco Limited as borrower (the **Borrower**) and the subsidiaries of the Parent listed in Schedule 1 therein as original guarantors (the **Original Guarantors**) entered into a senior facilities agreement with Santander UK Plc as lender (the **Original Lender**), agent (the **Agent**) and security agent (the **Security Agent**) (**Senior Facilities Agreement**).

Pursuant to the Senior Facilities Agreement, the following facilities have been made available:

- A sterling term loan facility in an aggregate amount equal to £15,000,000 to the Borrower (**Facility A**); and
- A sterling term loan facility in an aggregate amount equal to £10,000,000 to the Borrower (**Facility B** and, together with Facility A, the **Senior Facilities**).

Both Facility A and Facility B were fully utilised on 4 April 2025 (the **Closing Date**). All amounts borrowed under Facility A and Facility B were applied towards the refinancing of the existing financial indebtedness, payment of fees, costs and expenses under or in connection with the Facilities Agreement, and the partial prepayment of loan notes, as described in the funds flow statement. The ability to utilise the Senior Facilities was conditioned upon, among other things, the delivery of duly completed utilisation requests, the accuracy of the representations and warranties contained in the Facilities Agreement, and the absence of any default or event of default under the Facilities Agreement.

Subject to certain conditions, without requiring the consent of the then existing lenders (but subject to the receipt of commitments), Facility A and/or Facility B may be increased by, or additional term loan and/or revolving credit facilities may be added in, an aggregate amount not exceeding the amount of the available commitments or commitments relating to that Senior Facility cancelled in accordance with clause 2.2 (Increase).

Each loan under the Senior Facilities bears, or will bear, interest at a floating rate which is the aggregate of the applicable margin and the compounded reference rate for the relevant interest period. The margin applicable to loans under Facility A is 3.25 per cent. per annum, and the margin applicable to loans under Facility B is 3.75 per cent. per annum. The compounded reference rate is determined based on the SONIA (sterling overnight index average) reference rate applicable to the currency of the loan, subject to a floor of 0 per cent. The Borrower is required to pay accrued interest on each loan on the last day of each interest period. If any amount payable under the Senior Facilities becomes overdue, default interest will accrue on the overdue amount at a rate of 1 per cent. per annum above the rate which would have been payable if the overdue amount had constituted a loan for successive interest periods.

The following fees are, or will be, applicable with respect to Facility A and Facility B:

- **Arrangement Fee:** A non-refundable arrangement fee of £375,000 (equal to 1.5% of the Total Commitments), payable to the arranger within 5 business days of the Senior Facilities Agreement. This fee will be deducted and withheld from the proceeds of the utilisation.
- **Agency Fee:** No agency fee is payable while the Original Lender is the sole lender under the Senior Facilities Agreement. If the Original Lender transfers or assigns any of its commitment to a new lender (the **Syndication Date**), a non-refundable agency fee will become payable to the Agent (for its own account) in sterling, in an amount and at times agreed in advance between the Parent and the Agent.
- **Security Agent Fee:** No security agent fee is payable while the Original Lender is the sole lender under the Senior Facilities Agreement. From the Syndication Date, a non-refundable security agent fee will become payable to the Security Agent (for its own

account) in sterling, in an amount and at times agreed in advance between the Parent and the Security Agent.

Each loan made under Facility A shall be repaid in instalments in accordance with the repayment schedule set out in the Senior Facilities Agreement, with repayments commencing on 30 June 2025 and continuing quarterly thereafter until 31 December 2027. Each loan made under Facility B shall be repaid in full on the date falling three years from the date of the Senior Facilities Agreement. The interest period of a loan made under any Senior Facility may be one, three or six months, or any other period agreed between the Borrower and the Agent. In addition, a Borrower may select an interest period so that the last day of the relevant interest period coincides with any relevant payments under any hedging arrangement entered into for the purposes of hedging interest rate liabilities in relation to the relevant loan.

The Borrower may, upon giving not less than five RFR Banking Days' prior written notice to the Agent, voluntarily prepay the whole or any part of any outstanding loan under any Senior Facility without premium or penalty (but subject to any break costs). Any voluntary prepayment shall be applied in accordance with the agreed repayment provisions.

In addition to customary provisions relating to illegality of a lender, the Senior Facilities Agreement contains the following mandatory prepayment provisions:

- A change of control or the sale of all or substantially all of the assets of the Group automatically cancels the Senior Facilities, which cease to be available for further utilisation, and all loans, accrued interest, and other amounts become immediately due and payable.
- 100% of the net cash proceeds of certain asset disposals must be applied in mandatory prepayment of the Senior Facilities, subject to certain conditions, including exclusions for excluded disposal proceeds (such as disposals below £100,000 per financial year or permitted disposals) and reinvestment rights if proceeds are used for replacement assets within six months.

Subject to the principles applicable to guarantees and security set out in the Senior Facilities Agreement, the obligations of the Parent and the other obligors in respect of the Senior Facilities are, or will be, guaranteed by the Borrower and certain of its subsidiaries.

The obligations of the Parent and the other obligors in respect of the Senior Facilities are, or will be, secured by (i) security over any material intercompany receivables of the Parent and each obligor, (ii) security over the material intellectual property of each obligor, (iii) security over the shares in each obligor (other than any entity which is a guarantor solely by virtue of being a direct holding company of another guarantor), (iv) security over the material bank accounts of each obligor, and (v) floating charges granted by each relevant obligor incorporated in England and Wales (or the equivalent, if any, in any jurisdiction other than England and Wales where the impact on the Group is not more onerous than a floating charge under English law).

The Senior Facilities Agreement contains representations and warranties made, or to be made, by the Parent, the Borrower, and/or other obligors that are customary for agreements relating to facilities of this nature.

The Senior Facilities Agreement contains negative covenants that are customary for agreements relating to facilities of this nature, including, without limitation, restrictions on the ability of any member of the Group to incur financial indebtedness, except for certain permitted financial indebtedness, or to grant security over its assets, except for certain permitted security interests.

Commencing with the 12-month period ending on the last day of the third complete financial quarter after the date of the Senior Facilities Agreement, the Parent is required to ensure that the ratio of total financial indebtedness to earnings before interest, tax, depreciation, and amortisation for the Group does not exceed certain levels.

The Senior Facilities Agreement contains affirmative covenants that are customary for agreements of this nature.



The Senior Facilities Agreement provides that, upon the occurrence of certain events of default, the obligations under the agreement may be accelerated, and the commitments may be terminated.

The Senior Facilities Agreement is governed by English law.

It is intended that the liabilities under the Senior Facilities Agreement will be repaid immediately using part of the proceeds of Admission. The Borrower and all other entities in the Group party to this arrangement with the Original Lender would be released from all liabilities owed under the Senior Facilities Agreement, including any security they have granted in favour of the Original Lender.

### 13.2 Intercreditor Agreement

On 4 April 2025, the Parent as parent and as third-party security provider, Project Glow Midco Limited as company and as intra-group lender, and the Parent, Project Glow Midco Limited, the Borrower, The Beauty Tech Group Limited, Aesthete Holding Corporation, and ZIIP, Inc as original debtors (together with any other entity which accedes to the Intercreditor Deed (as defined below) as a debtor, the **Debtors**) entered into an intercreditor deed with Santander UK Plc as agent, the financial institutions named therein as lenders, the institutions and persons named therein as original subordinated creditors, Santander UK Plc as bilateral lender, Santander UK Plc as security agent, and GLAS Trust Corporation Limited as loan note security trustee (as amended and/or restated from time to time on or prior to the date of this document, the **Intercreditor Deed**).

The Intercreditor Deed sets out, amongst other things, the relative ranking of certain indebtedness of the Debtors, the relative ranking of certain security granted by the Debtors, when payments may be made in respect of certain indebtedness of the Debtors, when enforcement action may be taken in respect of certain indebtedness of the Debtors, the terms pursuant to which certain indebtedness of the Debtors will be subordinated upon the occurrence of certain insolvency events, and certain turnover provisions.

The Intercreditor Deed is governed by English law.

### 13.3 Hedging Agreement

Topco entered into a margin call facility on 13 March 2023 with Hamilton Court Foreign Exchange Limited (**HCFX**), arranged by Birchstone Markets Ltd. The agreement governs a £5,000,000 foreign exchange trading facility with a £200,000 credit limit for a tenor of 6 months. The agreement outlines margin call requirements, where £40,000 must be posted for every £40,000 increment of unrealised losses exceeding the credit limit. The agreement allows HCFX to retain discretion to vary margin requirements, request financial information, and close positions if obligations are unmet.

### 13.4 Trading Facility Agreement

On 7 April 2025, Beauty Tech Group Limited (**BTGL**) entered into a trading facility agreement with Santander UK Plc as lender (**Lender**) (**Trading Facility Agreement**). Pursuant to the Trading Facility Agreement, an uncommitted facility of £5,000,000 has been made available by the Lender (**Trading Facility**) in a base currency of GBP and including optional currencies of EUR, USD or any other currency approved by the Lender. The purpose of the Trading Facility is for BTGL's working capital purposes and any other purpose approved by the Lender, as further detailed below.

The Trading Facility comprises two components: (i) a clean trade loan facility (**Clean Trade Loan Facility**) with a product limit of £5,000,000, and (ii) a clean trade loan – deposit facility (**Clean Trade Loan – Deposit Facility**) with a product limit of £2,000,000. Amounts borrowed under the Clean Trade Loan Facility are available for up to 100% of supplier invoices (less any deposit payment), with a maximum term of 160 days from the commercial invoice date (or earlier if batched), reduced by any supplier credit stated on the supplier's invoice. The Clean Trade Loan – Deposit Facility is available for up to 50% of supplier invoices, with a maximum term of 220 days from the supplier proforma invoice date (or earlier if batched). Both facilities are subject to the terms of the Product Modules annexed to the Trading Facility Agreement (**Product Modules**).

The financial covenants under the Trading Facility Agreement are as detailed under the Senior Facilities Agreement above.

The following fees were applicable with respect to the Trading Facility:

- Arrangement Fee: An arrangement fee of £37,500, payable to the Lender on 7 April 2025.
- Annual Renewal Fee: 0.75% of the Trading Facility payable on each anniversary of the Trading Facility Agreement falling during the covenant period.

Additional fees may also apply under the Lender's standard pricing tariff.

Utilisation requests must be submitted at least 2 Business Days before the requested utilisation date and must be accompanied by a supporting supplier invoice schedule (in excel format) including various details, such as the supplier name, supplier jurisdiction, commercial invoice date, commercial invoice currency and amount, commercial invoice due date, goods description and date supplier paid.

The Trading Facility accrues interest at a margin of 2% per annum above the Reference Rate. The Reference Rate is defined as:

- Term SONIA for GBP loans;
- Term SOFR for USD loans; and
- EURIBOR for EUR loans.

Early repayment of the Trading Facility is permitted provided that BTGL gives the Lender not less than two Business Days' prior written notice, allowing them to prepay the whole or any part of the Trading Facility. Any request for early repayment should be made using the form annexed to the Product Modules. The Trading Facility will be repaid automatically on its due date by the Lender debiting BTGL's account with the Lender.

The fee for repayment of the Trading Facility (or any part) on any date which is not the repayment date is £100 per each early repayment in full and £250 per each early partial repayment in full. The loan drawdown fee is £250 per transaction.

Utilisation of the Trading Facility is covered by a UKEF guarantee (**UKEF Guarantee**) covering 80% of the Trading Facility which is detailed further in the annex to the Trading Facility Agreement. The UKEF Guarantee, provided by UK Export Finance (**UKEF**) provides partial protection to the Lender should BTGL default on any repayment or payment obligation but does not reduce BTGL's full liability under the Trading Facility Agreement. BTGL was required to complete a supplier and exporter declaration and provide all necessary information to support the Lender in obtaining and maintaining the UKEF Guarantee, as well as in making any claims under it. The Lender may share fees paid by BTGL with UKEF and will share relevant data with UKEF, which acts as a data controller for the purposes of the UKEF Guarantee.

Prior to utilisation, BTGL was required to satisfy certain conditions precedent, including board resolutions approving the Trading Facility Agreement, execution of a debenture over BTGL's assets and compliance with the Lender's "know your client" and anti-money laundering procedures.

The Trading Facility Agreement would stay in place post Admission

### 13.5 Investment Agreement

An original investment agreement was entered into on 26 October 2021 and then subsequently amended and restated (as part of the Thakral Subscription defined below) on 22 June 2023 between (1) Topco, (2) Project Glow Midco Limited, (3) Project Glow Bidco Limited, (4) the Managers (being certain individual shareholders in Topco and as defined therein), (5) Mercia Fund Management Limited, (6) Northern Venture Trust PLC and others, (7) Thakral Lifestyle Pte. Ltd., (8) eComplete SPV Limited and (9) GLAS Trust Corporation Limited (the **Investment Agreement**).

On the 22 June 2023, Thakral Lifestyle Pte. Ltd., a company incorporated in Singapore and operating in China, exchanged all of its shares in CBT At-Home Beauty Holdings Pte. Ltd. for

shares in Topco in order to consolidate ownership of CBT At-Home Beauty Holdings Pte. Ltd. and its subsidiary, CBT At-Home Beauty Shanghai Ltd, (together the **CBT Group**) into the Group. Historically, Thakral Lifestyle Pte. Ltd. had a number of commercial arrangements between the CBT Group and Thakral Lifestyle Pte. Ltd., including but not limited to back-office service charges, building maintenance fees and utilities charged by Thakral Lifestyle Pte. Ltd. and trade balances, storage, insurance and handling charges in respect of products purchased from Thakral Lifestyle Pte. Ltd. The Beauty Tech Group Limited had engaged with Thakral Lifestyle Pte. Ltd. in order to, in their view, assist with sales in the Chinese market. On 24 July 2019, Thakral Lifestyle Pte. Ltd. and the The Beauty Tech Group Limited announced the incorporation of CBT At-Home Beauty Holdings Pte. Ltd. and its subsidiary, CBT At-Home Beauty Shanghai Ltd, as a joint venture entity to facilitate the Group's expansion plan into a new retail business model in China. The Group found that it was unnecessary for them to have the joint venture in order to do business in China, so they bought Thakral Lifestyle Pte. Ltd. out with shares in Topco in order to consolidate their ownership of CBT At-Home Beauty Holdings Pte. Ltd. and its subsidiary (together, the **Thakral Subscription**). After the share exchange, the Group fully owned the CBT Group and Thakral Lifestyle Pte. Ltd. holds 61,667 B2 Ordinary shares of £0.01 each and 2,706,366 C Preference shares of £0.01 each in Topco. The C Preference shares of £0.01 each contain a redemption sum condition as set out in Company's articles of association, however these will be standardised as part of the Reorganisation.

A deed terminating the Investment Agreement will be entered into as part of the Reorganisation.

### 13.6 Subscription Agreement

In relation to the Investment Agreement, a subscription agreement was entered into on 22 June 2023 between (1) Topco, (2) Project Glow Midco Limited, (3) Currentbody.com Limited, (4) the Existing Parties (as defined therein) and (5) Thakral Lifestyle Pte. Ltd. (the **Subscription Agreement**). Under the Subscription Agreement, Thakral Lifestyle Pte. Ltd. agreed to transfer: (i) 50,000 fully paid ordinary shares of £1.00 each in the capital of CBT At-Home Beauty Holdings Pte. Ltd.; (ii) loan notes of CBT At-Home Beauty Holdings Pte. Ltd. having an aggregate nominal value of RMB 6,498,685; and (iii) loan notes of CBT At-Home Beauty Holdings Pte. Ltd. having an aggregate nominal value of £200,000 to Currentbody.com Limited. In consideration, Thakral Lifestyle Pte. Ltd. was issued with shares under the Thakral Subscription (as defined above) and the Thakral Loan Notes (as defined below).

### 13.7 Loan Notes

The entire issued share capital of The Beauty Tech Group Limited was acquired by Project Glow Bidco Limited under a sale and purchase agreement dated 26 October 2021. The shareholders of The Beauty Tech Group Limited flipped their equity into Topco. As part of this acquisition, the following loan notes were established:

- (a) £6,118,725 nominal value 10% fixed-rate secured loan notes 2027, issued by Project Glow Midco Limited on 5 November 2021;
- (b) £13,881,274 nominal value 10% fixed-rate secured loan notes 2027, issued by Project Glow Midco Limited on 5 November 2021;
- (c) £11,169,066 nominal value fixed-rate unsecured loan notes 2027 issued by Project Glow Bidco Limited on 5 November 2021; and
- (d) £5,050,341 nominal value fixed-rate unsecured loan notes 2027 issued by Project Glow Midco Limited on 5 November 2021.

These loan notes can be repaid on the sixth anniversary of the instruments, unless repaid earlier in accordance with specific conditions. Voluntary early repayment is allowed (with investor consent) after six months and for the loan notes listed in (a) and (b) above, provided they comply with the relevant intercreditor agreement.

Subsequently and subject to the above transfers under the Subscription Agreement, Thakral Lifestyle Pte. Ltd. was issued with £2,597,808 nominal value 10% fixed-rate secured loan

notes 2028 by Project Glow Midco Limited on 22 June 2023 (**Thakral Loan Notes**). The Thakral Loan Notes will be repaid on the fifth anniversary of the instrument, unless repaid earlier in accordance with specific conditions. Voluntary early repayment is allowed (with investor consent) after six months, provided it complies with the relevant intercreditor agreement. Project Glow Midco Limited must give the noteholders at least five days' written notice of the repayment date.

### 13.8 Ziip, Inc Acquisition

A stock purchase agreement was entered into on 22 April 2022, pursuant to which The Beauty Tech Group Limited, through its US subsidiary, Aesthete Holding Corporation, acquired the entire share capital of ZIIP, Inc for a purchase price of \$6,000,000 (together with certain earnout payments set out in the stock purchase agreement). The maximum amount of earnout payments that could be made under the stock purchase agreement was \$6,500,000. Secondly, the agreement included the provision for payments to be made based on The First Revenue Milestone (as defined therein) and New Device Earnout Payment (as defined therein) which combined would be a maximum of \$4,000,000 which expired on 22 April 2025.

The Second Revenue Milestone (as defined therein) expires on 22 April 2027 and states that if the revenue of ZIIP, Inc in any twelve-month trailing period after the date of the stock purchase agreement is at least \$25,000,000, an earnout payment of \$2,500,000 is due to the sellers. Aesthete Holding Corporation was formed specifically for the purpose of acquiring ZIIP, Inc and, as part of the transaction, The Beauty Tech Group Limited put in place warranty and indemnity insurance, with the policy included in the transaction documents. Two executives and sellers, Melanie Simon and David Mason, entered into employment agreements with ZIIP, Inc at closing. Post-closing obligations included non-compete and non-solicitation covenants for David Mason and Melanie Simon, lasting three years, and restrictions on the use of the "ZIIP" name for five years.

### 13.9 Sponsor and Placing Agreement

On 24 September 2025, the Company (for itself and in its capacity as the Sellers' Agent), Topco, the Directors and Berenberg entered into the Sponsor and Placing Agreement. The Sponsor and Placing Agreement is conditional upon, amongst other things, Admission occurring no later than 8.00 a.m. on 8 October 2025 or such later time and/or date as the Company and Berenberg may agree (being no later than 31 October 2025).

Pursuant to the Sponsor and Placing Agreement:

- (a) the Company has confirmed the appointment of Berenberg as sole sponsor to the Company in connection with the Offer and the Company and the Sellers' Agent have appointed Berenberg to act as its agent for the purpose of carrying out the Institutional Offer;
- (b) the Company has agreed to issue New Shares and, pursuant to the terms of the Deeds of Election, the Sellers' Agent (for and on behalf of the Sellers) shall arrange the sale of the Sale Shares on behalf of the Sellers;
- (c) Berenberg (as agent for and on behalf of the Company and the Seller's Agent) has agreed, subject to certain conditions, to use reasonable endeavours to procure subscribers and purchasers for Offer Shares at the Offer Price in connection with the Institutional Offer and, subject to customary conditions (including Admission), itself to subscribe for New Shares to be issued by the Company under the Offer that are not taken up by investors it has procured;
- (d) Berenberg shall deduct a commission from the proceeds of the Institutional Offer;
- (e) in addition to the commission detailed above, the Company has agreed to reimburse Berenberg for the costs, charges, fees and expenses incurred by Berenberg in connection with the Offer and Admission;
- (f) the Directors have agreed to lock-in provisions pursuant to which, subject to certain customary exceptions, for a 12 month lock-in period from the date of Admission, they will not (and they will use their best endeavours to ensure that their connected persons

will not) without the prior written consent of Berenberg, transfer, sell, mortgage, charge or otherwise dispose of, any shares in the Company (or any interest therein) that they may hold. For the six-month period thereafter, the Directors have each agreed not to, and to procure that their connected persons will not, dispose of any shares in the Company (or any interest therein), except in accordance with the reasonable requirements of Berenberg;

- (g) the Company and the Directors have given certain warranties, subject to certain limitations, to Berenberg;
- (h) the Company has given an indemnity to Berenberg on customary terms and given certain undertakings including not to issue shares for 365 calendar days from the date of the Sponsor and Placing Agreement; and
- (i) the parties to the Sponsor and Placing Agreement have given certain covenants to each other regarding compliance with laws and regulation affecting the making of the Offer in relevant jurisdictions.

#### **13.10 Intermediaries Offer Co-ordinator Agreement**

On 24 September 2025, the Company, the Sellers' Agent (for and on behalf of the Selling Shareholders) and the Intermediaries Offer Co-ordinator entered into the Intermediaries Offer Co-ordinator Agreement. The Intermediaries Offer Co-ordinator Agreement is conditional upon, amongst other things, Admission occurring no later than 31 October 2025.

Pursuant to the Intermediaries Offer Co-ordinator Agreement:

- (a) the Company and the Sellers' Agent (for an on behalf of the Selling Shareholders) have appointed the Intermediaries Offer Co-ordinator as co-ordinator in respect of the Intermediaries Offer;
- (b) the Intermediaries Offer Co-ordinator shall remit the sale proceeds it receives from the placement of the Sale Shares, net of commissions and expenses, to the Registrar (on behalf of the Selling Shareholders);
- (c) the Intermediaries Offer Co-ordinator shall deduct from the proceeds of the Intermediaries Offer a commission;
- (d) in addition to the commissions detailed above, the Sellers' Agent (for an on behalf of the Selling Shareholders) has agreed to reimburse the Intermediaries Offer Co-ordinator for the fees and expenses incurred by the Intermediaries Offer Co-ordinator which are agreed in writing by the Company;
- (e) the Company and the Sellers' Agent (for an on behalf of the Selling Shareholders) have given certain warranties, subject to certain limitations, to the Intermediaries Offer Co-ordinator;
- (f) the Company and the Sellers' Agent (for an on behalf of the Selling Shareholders) have given indemnities to the Intermediaries Offer Co-ordinator on customary terms; and
- (g) the parties to the Intermediaries Offer Co-ordinator Agreement have given certain covenants to each other regarding compliance with laws and regulation affecting the making of the Intermediaries Offer in relevant jurisdictions.

#### **14 Litigation**

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) during at least the 12 months preceding the date of this document which may have, or have had, significant effects on the Company and/or the Group's financial position or profitability.

#### **15 Related party transactions**

Save as set out in note 27 of the Historical Financial Information in section B of Part 6 of this document or note 18 of the unaudited interim financial information in section C of Part 6 of this document, there are no related party transactions that were entered into by members of the Group during the period covered by the Historical Financial Information, the unaudited



interim financial information or during the period from 30 June 2025 to the date of this document.

## **16 Investments and joint ventures**

- 16.1 The Company currently has no material investments (in progress or planned for the future on which the Directors have made firm commitments or otherwise) other than the subsidiaries listed in paragraph 11 above.
- 16.2 The Company does not hold a proportion of the capital in any joint venture or undertaking which is likely to have a significant effect on the assessment of its assets, liabilities, financial position or profits and losses, other than the subsidiaries listed in paragraph 11 above.

## **17 Working capital**

In the opinion of the Company, taking into account the Net Primary Proceeds of the Offer receivable by the Company and the bank facilities available to the Group, the working capital available to the Group is sufficient for its present requirements, that is for at least the next 12 months following the date of this document.

## **18 No significant change**

There has been no significant change in the financial position or financial performance of the Group since 30 June 2025, the date to which the unaudited interim financial information in section C of Part 6 of this document was prepared.

## **19 Mandatory bids and compulsory acquisition rules relating to Shares**

- 19.1 Other than as provided by the City Code on Takeovers and Mergers (**Takeover Code**) administered by the Panel on Takeovers and Mergers (**Panel**) and Chapter 28 of the Companies Act, there are no rules or provisions relating to mandatory bids and/or squeeze-out and sell-out rules relating to the Company.

### **19.2 Rule 9 of the Takeover Code**

The Takeover Code applies to the Company. Under Rule 9 of the Takeover Code, any person who acquires an interest in shares which, taken together with shares in which that person or any person acting in concert with that person is interested, carry 30% or more of the voting rights of a company which is subject to the Takeover Code is normally required to make an offer to all the remaining shareholders to acquire their shares.

Similarly, when any person, together with persons acting in concert with that person, is interested in shares which in the aggregate carry not less than 30% of the voting rights of such a company but does not hold shares carrying more than 50% of the voting rights of the company, an offer will normally be required if such person or any person acting in concert with that person acquires a further interest in shares which increases the percentage of shares carrying voting rights in which that person is interested.

An offer under Rule 9 must be made in cash at the highest price paid by the person required to make the offer, or any person acting in concert with such person, for any interest in shares of the company during the 12 months prior to the announcement of the offer.

### **19.3 Authority of the Company to redeem or purchase its own shares**

When a company redeems or purchases its own voting shares, under Rule 37 of the Takeover Code, any resulting increase in the percentage of shares carrying voting rights in which a person or group of persons acting in concert is interested will be treated as an acquisition for the purpose of Rule 9 of the Takeover Code. Rule 37 of the Takeover Code provides that, subject to prior consultation, the Panel will normally waive any resulting obligation to make a general offer if there is a vote of independent shareholders and a procedure along the lines of that set out in Appendix 1 to the Takeover Code is followed. Appendix 1 to the Takeover Code sets out the procedure which should be followed in obtaining that consent of independent shareholders. Under Note 1 on Rule 37 of the Takeover Code, a person who comes to exceed the limits in Rule 9.1 in consequence of a



company's purchase of its own shares will not normally incur an obligation to make a mandatory offer unless that person is a director, or the relationship of the person with any one or more of the directors is such that the person is, or is presumed to be, concert parties with any of the directors. However, there is no presumption that all the directors (or any two or more directors) are concert parties solely by reason of a proposed purchase by a company of its own shares, or the decision to seek shareholders' authority for any such purchase.

Under Note 2 on Rule 37 of the Takeover Code, the exception in Note 1 on Rule 37 described above will not apply, and an obligation to make a mandatory offer may therefore be imposed, if a person (or any relevant member of a group of persons acting in concert) has acquired an interest in shares at a time when they had reason to believe that such a purchase of their own shares by the company would take place. Note 2 generally will not be relevant unless the relevant person knows that a purchase for which requisite shareholder authority exists is being, or is likely to be, implemented (whether in whole or in part).

The Panel must be consulted in advance in any case where Rule 9 of the Takeover Code might be relevant. This will include any case where a person or group of persons acting in concert is interested in shares carrying 30% or more but do not hold shares carrying more than 50% of the voting rights of a company, or may become interested in 30% or more on full implementation of the proposed purchase by the company of its own shares. In addition, the Panel should always be consulted if the aggregate interests in shares of the directors and any other persons acting in concert, or presumed to be acting in concert, with any of the directors amount to 30% or more, or may be increased to 30% or more on full implementation of the proposed purchase by the company of its own shares.

#### **19.4 Squeeze-out rules**

Under the Companies Act, if a "takeover offer" (as defined in Section 974 of the Companies Act) is made by an offeror to acquire all of the shares in the Company not already owned by it and the offeror were to acquire, or unconditionally contract to acquire, not less than 90% in value of the shares to which such offer relates, the offeror could then compulsorily acquire the remaining shares. The offeror would do so by sending a notice to the outstanding members informing them that it will compulsorily acquire their shares and, six weeks later, it would deliver a transfer of the outstanding shares in its favour to the Company which would execute the transfers on behalf of the relevant members, and pay the consideration for the outstanding shares to the Company which would hold the consideration on trust for the relevant members. The consideration offered to the members whose shares are compulsorily acquired under this procedure must, in general, be the same as the consideration that was available under the original offer unless a member can show that the offer value is unfair.

#### **19.5 Sell-out**

The Companies Act also gives minority members a right to be bought out in certain circumstances by an offeror who has made a takeover offer. If a takeover offer related to all the shares in the Company and, at any time before the end of the period within which the offer could be accepted, the offeror held or had agreed to acquire not less than 90% in value of the shares and not less than 90% of the voting rights carried by the shares in the Company, any holder of shares to which the offer related who had not accepted the offer could by a written communication to the offeror require it to acquire those shares. The offeror would be required to give any member notice of his or her right to be bought out within one month of that right arising. The offeror may impose a time limit on the rights of minority members to be bought out, but that period cannot end less than three months after the end of the acceptance period or, if later, three months from the date on which notice is served on members notifying them of their sell-out rights. If a member exercises his or her rights, the offeror is entitled and bound to acquire those shares on the terms of the offer or on such other terms as may be agreed.

### **20 Consents**

- 20.1 RSM UK Corporate Finance LLP, whose address is 25 Farringdon Street, London, EC4A 4AB, and which is regulated by the Institute of Chartered Accountants of

England and Wales, has given and has not withdrawn its written consent to the inclusion in this document of its accountants' reports set out in section A of Part 6 and section A of Part 7 of this document in the form and context in which they appear and has authorised the contents of its reports for the purposes of item 1.3 of Annex 1 to the Prospectus Delegated Regulation.

- 20.2 OC&C, whose registered office is at 6 New Street Square, London, EC4A 3AT, has given and has not withdrawn its written consent to the inclusion in this document of the information from the OC&C Report which has been expressly sourced to OC&C (**OC&C Information**) and authorised the contents of the OC&C Information for the purposes of item 1.3 of Annex 1 to the Prospectus Delegated Regulation. For the purposes of Prospectus Regulation Rule 5.3.2(2)(f), OC&C accepts responsibility for the OC&C Information (but not for any other part of this document). To the best of the knowledge of OC&C, the OC&C Information is in accordance with the facts and makes no omission likely to affect its import. OC&C retains all intellectual property rights in the OC&C Report and the OC&C Information.

## **21 Intermediaries**

- 21.1 The Intermediaries authorised at the date of this document to use this document in connection with the Intermediaries Offer will be made available (subject to certain restrictions) on the Company's website at <https://www.thebeautytechgroup.com/>. Any new information with respect to financial intermediaries unknown at the time of publication of this document, including in respect of (a) any intermediary financial institution that is approved by the Company in connection with the Intermediaries Offer after the date of this document, following its agreement to adhere to and be bound by the Terms and Conditions of the Intermediaries Offer and (b) any Intermediary that ceases to participate in the Intermediaries Offer, will be made available (subject to certain restrictions) on the Company's website at <https://www.thebeautytechgroup.com/>.
- 21.2 The Terms and Conditions of the Intermediaries Offer regulate the relationship between the Company, the Selling Shareholders, the Intermediaries Offer Co-ordinator and each of the Intermediaries that has been approved by the Company to act as an Intermediary after making an application for approval in accordance with the Terms and Conditions of the Intermediaries Offer.
- 21.3 The Intermediaries have agreed that, in connection with the Intermediaries Offer, they will be acting for themselves or as agent for retail equity investors in the United Kingdom who may wish to acquire Sale Shares under the Intermediaries Offer. None of the Company, the Selling Shareholders or the Intermediaries Offer Co-ordinator will have any responsibility for any liability, costs or expenses incurred by any Intermediary.
- 21.4 By accepting the Terms and Conditions of the Intermediaries Offer, the Intermediary will be deemed to have irrevocably agreed to invest or procure the investment in Sale Shares of the aggregate amount submitted to the Intermediaries Offer Co-ordinator or such lesser amounts in respect of which such application may be accepted. The Company, the Selling Shareholders and Berenberg reserve the right to reject, in whole or in part, or to scale down, any application for Sale Shares in the Intermediaries Offer.
- 21.5 The Intermediaries have agreed to give certain undertakings regarding the use of information provided to them in connection with the Intermediaries Offer (both prior to and following publication of this document). The Intermediaries have given certain undertakings regarding their role and responsibilities in the Intermediaries Offer and are subject to certain restrictions on their conduct in connection with the Intermediaries Offer, including in relation to their responsibility for information, communications, websites, advertisements and their communications with clients and the press.
- 21.6 The Intermediaries have given representations and warranties that are relevant for the Intermediaries Offer.

## **22 General**

The financial information contained in this document does not amount to statutory accounts within the meaning of section 434(3) of the Companies Act. Full audited accounts have been

delivered to Companies House for the Company for the financial period ended 31 January 2023 and the financial period ended 31 December 2023.

## **23 Documents available for inspection**

Copies of the following documents will be available on the Company's corporate website, at <https://www.thebeautytechgroup.com/>, for a period of 12 months following the date of this document:

- (a) the OC&C Report;
- (b) the Articles;
- (c) the Historical Financial Information of the Group in respect of the financial period ended and as at 31 January 2023, the financial period ended and as at 31 December 2023, the financial year ended and as at 31 December 2024 set out in section B of Part 6 of this document, together with the related accountants' report from RSM UK Corporate Finance LLP, which is set out in section A of Part 6 of this document;
- (d) the unaudited interim financial information of the Group in respect of the six months ended 30 June 2025, which is set out in section C of Part 6 of this document;
- (e) the accountants' report from RSM UK Corporate Finance LLP on the Unaudited Pro Forma Financial Information set out in section B of Part 7 of this document, which is set out in section A of Part 7 of this document;
- (f) the consent letters referred to in paragraph 20 (Consents) above; and
- (g) this document.

For the purposes of Prospectus Regulation Rule 3.2.2, this document will be published in electronic form and available on the Company's corporate website, at <https://www.thebeautytechgroup.com/>, subject to certain access restrictions.

Dated 24 September 2025

## PART 12

### DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

<b>Adjusted EBITDA</b>	earnings before Interest, Tax, Depreciation and Amortisation excluding one-off costs and acquisition related expenses
<b>Admission</b>	the proposed admission of the Shares to the equity shares (commercial companies) category of the Official List and to trading on the London Stock Exchange's main market for listed securities, in respect of which the Company intends to make applications in due course
<b>Application Amount</b>	the amount in Pounds Sterling specified by a prospective investor as the amount they wish to invest in the Intermediaries Offer
<b>Articles</b>	the articles of association of the Company which will be in force in the event of and as at Admission, a summary of which is set out in paragraph 4 of Part 11 of this document
<b>Audit and Risk Committee</b>	the Audit and Risk committee established by the Board
<b>Berenberg</b>	Joh. Berenberg, Gossler & Co. KG, London Branch
<b>Board</b>	the board of directors of the Company
<b>Companies Act</b>	the Companies Act 2006
<b>Company</b>	The Beauty Tech Group plc, a public limited company incorporated in England and Wales with registered number 16613177 and having its registered office at C/O Addleshaw Goddard LLP, One St. Peter's Square, Manchester, United Kingdom, M2 3DE
<b>CREST</b>	the UK-based system for the paperless settlement of trades in listed securities, of which Euroclear UK & International Limited is the operator
<b>CREST Regulations</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755)
<b>Deeds of Election</b>	the deeds of election entered into by the Selling Shareholders pursuant to which, amongst other things, each Selling Shareholder has appointed the Company as its attorney and agent to agree the sale of sale shares for and on behalf of it
<b>Directors</b>	the directors of the Company as at the date of this document, whose names appear on page 34 of this document
<b>Disclosure Committee</b>	the disclosure committee established by the Board
<b>Disclosure Guidance and Transparency Rules</b>	the disclosure guidance and transparency rules of the FCA made pursuant to Part VI of FSMA, as amended from time to time
<b>Employee Share Plans</b>	has the meaning given in paragraph 9.3 of Part 11 of this document
<b>EU Prospectus Regulation</b>	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/ 71/EC
<b>Executive Directors</b>	the executive directors of the Company
<b>FCA</b>	the UK Financial Conduct Authority
<b>Financial Reporting Council</b>	the UK Financial Reporting Council
<b>FSMA</b>	the Financial Services and Markets Act 2000, as amended

<b>Google Trends</b>	Internet search data reflecting the relative popularity of a search term over time (0–100 scale, with 100 as the peak within each market and time frame)
<b>Group or The Beauty Tech Group</b>	Topco and its subsidiaries and subsidiary undertakings prior to completion of the Reorganisation and, following such completion, the Company and its subsidiaries and subsidiary undertakings
<b>Historical Financial Information</b>	the historical financial information set out in section B of Part 6 of this document
<b>HMRC</b>	HM Revenue & Customs
<b>IFRS</b>	United Kingdom adopted international accounting standards
<b>Incentive Plan</b>	has the meaning given in paragraph 9.3 of Part 11 of this document
<b>Indicative Price Range</b>	the range of prices within which the Offer Price is expected to fall, being 251 pence to 291 pence per Share
<b>Institutional Offer</b>	the offer of Offer Shares to certain institutional and professional investors in the United Kingdom and elsewhere as described in Part 9 of this document
<b>Intermediaries</b>	any intermediary financial institutions that are approved by the Company in connection with the Intermediaries Offer and who agree to adhere to and be bound by the Terms and Conditions of the Intermediaries Offer
<b>Intermediaries Offer</b>	the offer of Sale Shares to retail investors resident and physically located in the UK through RetailBook's network of retail brokers, wealth managers and investment platforms as described in Part 9 of this document
<b>Intermediaries Offer Closing Date</b>	2 October 2025 at 4.30 p.m. or such later time as the Company may determine
<b>Intermediaries Offer Co-ordinator</b>	RetailBook
<b>Intermediaries Offer Co-ordinator Agreement</b>	the agreement dated 24 September 2025 and entered into between the Company, the Sellers' Agent (for an on behalf of the Selling Shareholders) and the Intermediaries Offer Co-ordinator, as described in paragraph 13.10 of Part 11 of this document
<b>Intermediary Application</b>	an application to the Intermediaries Offer Co-ordinator by an Intermediary on behalf of a prospective retail investor resident in the UK wishing to purchase Sale Shares
<b>ISIN</b>	international securities identification number
<b>London Stock Exchange</b>	London Stock Exchange plc
<b>Long Stop Date</b>	31 October 2025
<b>Net Primary Proceeds</b>	the sum of approximately £28.3 million of net proceeds of the Company from the issue of New Shares
<b>New Shares</b>	the new Shares to be allotted and issued at the Offer Price as part of the Offer
<b>Nomination Committee</b>	the nomination committee established by the Board
<b>Non-Executive Directors</b>	the non-executive directors of the Company
<b>Non-IFRS Financial Measures</b>	certain financial measures that are not defined or recognised under IFRS

<b>OC&amp;C</b>	OC&C Strategy Consultants LLP, whose registered office is at 6 New Street Square, London EC4A 3AT
<b>OC&amp;C Report</b>	the report which was prepared by OC&C at the request of the Company for the purposes of this document
<b>Official List</b>	the official list of the FCA
<b>Offer</b>	the Institutional Offer and the Intermediaries Offer
<b>Offer Price</b>	the price at which each Offer Share is to be issued or sold under the Offer
<b>Offer Shares</b>	the New Shares and the Sale Shares
<b>Order</b>	the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005
<b>Pricing Statement</b>	the statement expected to be published by the Company on or around 3 October 2025 in which the Offer Price, the number of Offer Shares and any other outstanding information will be announced
<b>Prospectus Delegated Regulation</b>	Commission Delegated Regulation (EU) 2019/980 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council, as amended, as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018
<b>Prospectus Regulation Rules</b>	the prospectus regulation rules of the FCA made pursuant to section 73A of FSMA, as amended from time to time
<b>Registrar</b>	MUFG Corporate Markets (UK) Limited (trading as MUFG Corporate Markets)
<b>Regulation S</b>	Regulation S under the US Securities Act
<b>Regulatory Information Service</b>	a regulatory information service authorised by the FCA to receive, process and disseminate regulatory information from listed companies
<b>Remuneration Committee</b>	the remuneration committee established by the Board
<b>Reorganisation</b>	the reorganisation of the Company's share capital as further described in paragraph 3.7 of Part 11 of this document
<b>RetailBook</b>	Retail Book Limited, a private limited company incorporated in England and Wales with registered number 14087330
<b>Sale Shares</b>	the existing Shares to be sold at the Offer Price pursuant to the Offer
<b>Sellers' Agent</b>	the Company, as agent for and on behalf of the Selling Shareholders
<b>SAYE Plan</b>	has the meaning given in paragraph 9.3 of Part 11 of this document
<b>Selling Shareholders</b>	the selling shareholders who have elected to sell Sale Shares in the Offer and have each entered into a the Deed of Election
<b>Senior Manager</b>	Andrew Showman
<b>Share Incentive Plans</b>	the share incentive plans described in paragraph 10 of Part 11 of this document
<b>Shareholder</b>	a holder of shares in the capital of the Company from time to time
<b>Shares</b>	the ordinary shares in the capital of the Company, having the rights set out in the Articles



<b>SIP</b>	has the meaning given in paragraph 9.3 of Part 11 of this document
<b>Sponsor and Placing Agreement</b>	the agreement dated 24 September 2025 and entered into between the Company, Topco, the Sellers' Agent, the Directors and Berenberg, as described in paragraph 13.9 of Part 11 of this document
<b>subsidiary undertaking</b>	has the meaning given in section 1162 of the Companies Act
<b>Terms and Conditions of the Intermediaries Offer</b>	the terms and conditions of the Intermediaries Offer, which are contained in the 'Terms and Conditions of the Intermediaries Offer' set out in Part 9 of this document
<b>Topco</b>	Project Glow Topco Limited, a private company incorporated in England and Wales with registered number 13671831 and having its registered office at C/O Alter Domus (Uk) Limited 10th Floor, 30 St Mary Axe, London, United Kingdom, EC3A 8BF
<b>UK or United Kingdom</b>	the United Kingdom of Great Britain and Northern Ireland
<b>UK Corporate Governance Code</b>	the UK Corporate Governance Code published in January 2024 by the Financial Reporting Council
<b>UK Listing Rules</b>	the UK listing rules made by the FCA under section 73(1) of FSMA
<b>UK Market Abuse Regulation</b>	Regulation (EU) 596/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended by UK legislation from time to time
<b>UK Prospectus Regulation</b>	Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended by UK legislation from time to time
<b>US Securities Act</b>	the US Securities Act of 1933

## PART 13

### GLOSSARY

The following technical terms or other abbreviations (or variations of them) are used in this document:

<b>AHBD</b>	at-home beauty devices
<b>CAC</b>	customer acquisition costs
<b>CAGR</b>	compound annual growth rate
<b>D2C</b>	direct to consumer
<b>ESG</b>	environmental, social and governance
<b>EU</b>	the European Union
<b>FDA</b>	the US Food and Drug Administration
<b>FTE</b>	full time equivalent
<b>FY22</b>	financial period for the 16 months ended 31 January 2023
<b>FY23</b>	financial period for the 11 months ended 31 December 2023
<b>FY24</b>	financial period for the 12 months ended 31 December 2024
<b>FY25</b>	financial period for the 12 months ended 31 December 2025
<b>H</b>	the relevant half of a calendar year, e.g. H1 2025 is the first half of 2025
<b>H1 FY24</b>	financial period for the 6 months ended 30 June 2024
<b>H1 FY25</b>	financial period for the 6 months ended 30 June 2025
<b>IP</b>	intellectual property
<b>IPL</b>	intense pulsed light
<b>KOC</b>	key opinion customer
<b>KOL</b>	key opinion leader
<b>KPI</b>	key performance indicator
<b>LED</b>	light emitting diode
<b>Q</b>	the relevant quarter of a calendar year, e.g. Q1 2025 is the first quarter of 2025
<b>R&amp;D</b>	research and development
<b>RF</b>	radio frequency
<b>RRP</b>	recommended retail price
<b>SaaS</b>	software as a service
<b>SLA</b>	service level agreement
<b>SEO</b>	search engine optimisation
<b>US</b>	the United States

## PART 14

### SCHEDULE OF CHANGES

The registration document published by Topco on 8 September 2025 (**Registration Document**) contained the information required to be included in a registration document for equity securities by Annex 1 to the Prospectus Delegated Regulation. This document, which otherwise contains information extracted without material amendment from the Registration Document (except as set out below), also includes information required to be included in a securities note for equity securities as prescribed by Annex 11 to the Prospectus Delegated Regulation (**Securities Note**) and summary information for equity securities as prescribed by Article 7 of the UK Prospectus Regulation (**Summary**). This document updates and replaces in whole the Registration Document. Any investor participating in the Offer should invest solely on the basis of this document, together with any supplement thereto.

This schedule of changes to the Registration Document (**Schedule of Changes**) sets out, refers to or highlights material updates to the Registration Document.

Capitalised terms contained in this Schedule of Changes shall have the meanings given to such terms in this document unless otherwise defined herein.

The purpose of this Schedule of Changes is to:

- highlight material changes made in this document, as compared to the Registration Document;
- highlight the new disclosure made in this document to reflect information required to be included in a Securities Note; and
- highlight the new disclosure made in this document to reflect information required to be included in a Summary.

#### Registration Document changes

Risks relevant because the Company is a public company have been added within the Risk Factors under the heading “*Risks relating to the Offer*” on pages 26 to 27 of this document.

The section entitled “*Directors, Company secretary, registered office and advisers*” on page 23 of the Registration Document has been updated in this document to reflect the details of the advisers connected to the Offer. Please see page 34 of this document.

Paragraphs 1 and 3 of the “*Directors, senior management and corporate governance*” section on pages 76 to 80 of the Registration Document have been updated in this document to reflect the fact that they apply to the Company. Please see pages 87 to 91 of this document.

The content of sub-heading “Geographical sales mix” in Paragraph 3 of Part 5 on pages 90 to 91 of the Registration Document has been updated in this document to include additional detail of the Company’s geographical sales mix. Please see pages 102 to 104 of this document.

Note 31 to the audited historical financial information for the periods ended 31 January 2023, 31 December 2023 and 31 December 2024 on page 165 of the Registration Document and note 20 to the unaudited interim financial information for the six months ended 30 June 2025 on page 183 of the Registration Document, both entitled “*Events after the reporting date*”, have been updated in this document to reflect the fact that they apply to the Company and the reorganisation to be conducted before Admission. Please see pages 179 and 197 of this document.

Paragraphs 2 entitled “*Incorporation*” and 3 entitled “*Share capital*” of the “*Additional information*” section on pages 184 to 185 of the Registration Document have been updated in this document to reflect the fact that they apply to the Company and the reorganisation to be conducted before Admission. Please see pages 236 to 240 of this document.

Paragraph 6 entitled “*Directors’ and Senior Manager’s interests*” of the “*Additional information*” section on page 194 of the Registration Document has been updated in this document to reflect the expected interests in the share capital of the Company of the Directors and the

Senior Manager immediately prior to and immediately following Admission. Please see page 249 of this document.

Paragraph 7 entitled “*Significant shareholders’ interests in the Company*” of the “*Additional information*” section on page 194 of the Registration Document has been updated in this document to reflect the expected interests in the share capital of the Company of significant shareholders of the Company immediately prior to and immediately following Admission. Please see pages 249 to 250 of this document.

Paragraph 10 entitled “*Share Incentive Plans*” on pages 199 to 207 of the Registration Document has been updated in this document to reflect developments in relation to the Share Incentive Plans. Please see pages 254 to 262 of this document.

Paragraph 11 entitled “*Subsidiaries and principal establishments*” of the “*Additional information*” section on page 207 of the Registration Document has been updated in this document to reflect the fact that it applies to the Company. Please see page 263 of this document.

Changes have been made to paragraph 13 entitled “*Material contracts*” of the “*Additional information*” section on pages 207 to 213 of the Registration Document, including the addition of the Sponsor and Placing Agreement and the Intermediaries Offer Co-ordinator agreement. Please see pages 269 to 270 of this document. The Sponsor and Placing Agreement and the Intermediaries Offer Co-ordinator agreement are also discussed elsewhere in this document, as described below in Securities Note Information, as well as on pages 210 to 211 of this document.

### **Securities Note Information**

A new section entitled “*Risks relating to the Offer*” has been added into this document to describe the risks relating to the Offer and the Shares, including risks relating to the liquidity or trading price of the Shares and dilution risks. Please see pages 26 to 27 of this document.

New sections entitled “*Expected timetable of principal events and offer statistics*” and “*Details of the Offer*” have been added into this document, describing the means through which the Offer Shares will be offered to institutional investors and Intermediaries pursuant to the Offer. Please see pages 35 to 36 and pages 206 to 231 of this document.

A new section entitled “*Unaudited Pro Forma Financial Information*” has been added into this document, illustrating the effect of the Offer on the consolidated net assets of the Group as if the Offer had occurred on 30 June 2025 and the income statement of the Group for the year ended 31 December 2024 as if the Offer had occurred on 1 January 2024. Please see pages 199 to 203 of this document.

A new section entitled “*Capitalisation and Indebtedness*” has been added into this document, describing the capitalisation and indebtedness of the Group as at 30 June 2025. Please see pages 204 to 205 of this document.

A new section entitled “*Taxation*” has been added into this document to provide a general guide to certain UK tax considerations relevant to the acquisition, ownership and disposition of Shares. Please see pages 232 to 235 of this document.

A new paragraph entitled “*Working capital*” has been added into this document, confirming the adequacy of the Group’s working capital. Please see page 271 of this document.

A new paragraph entitled “*Mandatory bids and compulsory acquisition rules relating to Shares*” has been added into this document, describing rules and provisions relating to mandatory bids and/or squeeze-out and sell-out rules relating to the Company. Please see pages 271 to 272 of this document.

A new paragraph entitled “*Intermediaries*” has been added into this document reflecting certain details of the Intermediaries Offer. Please see page 273 of this document.

### **Summary information**

A new section entitled “*Summary*” has been added into this document, to reflect the addition of a Summary as required by Article 7 of the UK Prospectus Regulation. Please see pages 7 to 13 of this document.

