HUDDLED GROUP PLC

REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

Company Number: 10964782

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ANNUAL REPORT AND FINANCIAL STATEMENTS

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Chairman's Statement

As Martin will explain in his upcoming review, our team has built three exciting brands—Discount Dragon, Nutricircle, and Boop Beauty—through a combination of acquisition and organic growth.

Both revenue and customer numbers have exceeded expectations, and as we move into FY2025, I see this trend continuing.

We have had some logistics challenges, but this is to be expected against a backdrop of rapid growth.

The businesses are now very much in flow, with FY2025 being a year of transition from heavy cash investment to operational cash generation.

FY2024 was yet another transformational year for the business. Since I joined as Chairman seven years ago there has been remarkable evolution of our organisation. We started on our journey as Immotion, a location-based immersive entertainment business. During the pandemic, we demonstrated our agility by creating Let's Explore as a way of monetising our VR content when the world was locked-down. We then made the bold decision to divest the Immotion business for over $25m, returning the majority of the proceeds to our shareholders. And now, bolstered by our recent acquisitions, we have repositioned the Group to be a leading circular economy e-commerce player.

As we enter this new chapter, I've decided to step down as Chairman at this year's upcoming AGM. It has been a privilege to guide this exceptional team whose ability to identify emerging market opportunities and rapidly scale operations continues to impress me.

Sir Robin Miller
Chairman
2 May 2025

Chief Executive's Review

Building a Group focused on surplus stock

FY2024 was a year of putting the foundations in place of a dynamic e-commerce group focused on surplus and remnant stock. By sourcing and redistributing surplus goods we are able to deliver quality products at accessibly low prices, thus benefitting customers and reducing waste in the FMCG supply chain.

Our business buys surplus stock from manufacturers and retailers, whether it be mispackaged, rebranded, out of season, short dated, over supply or package imperfections. Because we stop these goods from going to waste we are able to buy them very competitively and this allows us to sell them at a fraction of their RRP. This helps social inequalities, allowing everyone to sample big branded goods at prices they can afford. With over 25,000 TrustPilot reviews, and rated 'Excellent' across all three brands we're confident our offering resonates with consumers.

The acquisition of both Nutricircle in April 2024, and Boop Beauty in July 2024 has further strengthened our position as the leading player in the circular economy space, expanding our offering into both wellness and sports nutrition as well as beauty and cosmetics. Investment in these two brands has helped drive growth in revenue and customer numbers.

During FY2024 our three brands; Discount Dragon, Nutricircle and Boop Beauty worked together to be a force for good. Almost 140,000 households saved money by shopping with us, 5.7m items were saved from being wasted, over 4.8m tonnes of food was diverted into homes and away from landfill, and some 12m tonnes of CO2 emissions were avoided. We also worked with our supply chain partners to deliver over 500,000 items to UK food charities.

A year of investment into growing revenue

FY2024 was a year of rapid revenue growth, with revenue from our three core businesses exceeding £12.9m in the full year (£14.2m including revenue from Let's Explore). In Q4 2024, our core businesses delivered £4.3m of revenue, more than double that of the £2.1m[1] in the first quarter.

Discount Dragon

At Discount Dragon our aim is to make shopping for everyday cupboard essentials easy and affordable. On the website customers can find some of the nation's favourite brands at incredible prices, often saving over 50% compared to high street prices.

Discount Dragon delivered revenue of £10.8m, up 112.2% compared to FY2023[2]. We delivered just shy of 285,000 orders in the period at an average order value ("AOV") in excess of £37. The business attracted 77.3k new shoppers in the year.

During the year we tested a number of initiatives as we learn more about our customers, and their buying behaviour. During the year we removed the minimum spend threshold allowing customers to order as little or as much as they want. Orders below £30 would attract a small delivery charge with orders over £30 getting free delivery.

Nutricircle

With the acquisition of Nutricircle we were able to tap into the wellness and sports nutrition market, which was an industry where we were aware tonnes of healthy and nutritious snacks, drinks and powders were destined for waste. We're now helping stop this and working with some of the biggest wellness brands in the industry we're able to offer our growing and loyal customers a solution that not only saves them money, but also helps protect the planet.

[1] Q1 2024 included Discount Dragon and Let's Explore
[2] Comparative includes pre-acquisition trading

Since April 2024 when Nutricircle became part of the Huddled family it delivered revenue of £1.6m. We have noticed Nutricircle customers are very loyal and their propensity to return is high, as such we have invested heavily in attracting new customers to this brand. I am pleased to report this initiative has been a great success adding almost 20,000 new customers to its growing band of loyal followers. This investment has really started to pay dividends, with March 2025 reporting the best month ever, with revenue exceeding £0.4m.

Whilst AOV from new customers is typically around 30% lower than that of a returning customer, we can see they come back, thus underpinning our investment thesis. AOV in the period was over £34, which is impacted by the percentage of new customers versus existing. (The percentage of new customers to existing was 41%).

Boop Beauty

Boop Beauty, the latest addition to the Huddled family has turned excess and mispackaged inventory into an award-winning business.

With a growing community of savvy shoppers, Boop is growing faster than any of us expected. It really is becoming their favourite destination for rescuing beauty products, doing good for the planet and their pockets.

Following the acquisition of Boop Beauty in July 2024 we set about creating a new and improved website, as well as adding to the stock on offer. The revamped website launched in September 2024 and the concept of offering surplus cosmetic products at discount prices has been very well received by customers, the media and manufacturers alike. We were awarded the Marie Claire Sustainability Award in recognition of the work we're doing to reduce waste in the beauty industry.

As with all our brands, we took the time to understand the Boop customer, how they buy and what brands they like. We have tested free delivery thresholds, as well as free gift initiatives. Revenue since the relaunch in September was just shy of £0.5m, with AOV exceeding £37. We can see our investment in this brand is starting to pay dividends with March 2025 revenue exceeding £0.3m.

Let's Explore

Following Wicked Vision going into Administration in late FY2024, and all stock being sold in the final quarter and the cash proceeds now received, we have decided to wind down the Let's Explore business with a view to it being fully discontinued by the end of H1 2025. The decision was driven by a combination of lack of management bandwidth as well as the changing world of tariffs into the USA. We also believe our efforts and focus are better invested in our growing circular economy e-commerce brands.

Current Trading and Outlook

Trading the in the new financial year has started well.

Looking ahead, FY2025 will see us focus time and effort in moving the businesses into operational profitability. We are steadily overcoming our warehouse challenges, which once in flow will allow us to scale the businesses. We have honed the various brand offerings, as well as tailoring our stock buying to our customers' needs. Marketing is now delivering excellent results which, we believe, will allow us to scale the businesses further allowing us to build trust, grow revenue, and deliver value and impact to the bottom line.

Whilst there is still much to do, we are confident we now have the foundations for success in place. The opportunities within the surplus FMCG market, the continued search for value among consumers, and the demand for e-commerce and direct delivery services provide us with a significant opportunity to further drive growth.

Martin Higginson
Chief Executive Officer
2 May 2025

Financial review

Income statement

Below is a summary of divisional trading in the year:

	Discount Dragon	Nutricircle	Boop Beauty	Let's Explore	Head Office	Total
	£'000	£'000	£'000	£'000	£'000	£'000
Revenue	10,790	1,644	494	1,294	-	14,222
Gross profit/(loss)	(151)	230	(44)	83	-	118
Adjusted EBITDA[3]	(1,537)	(68)	(200)	(143)	(1,134)	(3,082)
Loss before tax	(1,997)	(162)	(203)	(324)	(1,363)	(4,049)

Revenue in the period increased significantly to £14,222,000 (FY2023: £2,423,000), albeit the composition of the group changed substantially across the two periods.

The table below shows the strong quarterly growth of revenue and impact of the acquisitions in the year:

	Q1 2024	Q2 2024	Q3 2024	Q4 2024	FY 2024
	£'000	£'000	£'000	£'000	£'000
Discount Dragon	2,133	2,770	2,820	3,067	**10,790**
Nutricircle	-	349	568	727	**1,644**
Boop Beauty	-	-	30	464	**494**
Core business total	**2,133**	**3,119**	**3,418**	**4,258**	**12,928**
Let's Explore	11	10	151	1,122	**1,294**
Total revenue	**2,144**	**3,129**	**3,569**	**5,380**	**14,222**

Discount Dragon reported revenue of £10,790,000 in the year, up from £1,631,000 in FY2023, albeit it was only included in the prior year figures from its acquisition on 16 October 2023.

Nutricircle and Boop Beauty, our two acquisitions in the period, reported revenue of £1,644,000 and £494,000 respectively - in Boop's case from a standing start following its relaunch in September 2024.

Discount Dragon made a gross loss in the period of £151,000, though this is stated after a £99,000 provision against slow-moving stock due to the purchase of a large range of products in the period which we learned through experience did not resonate with our customer base. Adjusting for this provision, the division made a gross profit in H2 2024. The gross loss is stated after marketing expenses and an allocation of warehouse costs.

Nutricircle delivered a gross profit of £230,000 in the period since its acquisition which is stated after an allocation of warehouse costs and £173,000 of marketing costs.

[3] Adjusted EBITDA is a non-GAAP metric and is stated before depreciation, amortisation, impairment and one-off costs.

Boop Beauty made a gross loss of £44,000 in the period since its relaunch, also stated after an allocation of warehouse costs and also incurring £173,000 of marketing costs.

Despite the challenges we faced with the business in the period, Let's Explore generated revenue of £1,294,000 in the year and made a modest gross profit of £83,000, a pleasing result in itself, but more importantly we turned the stock brought forward from FY2023 into cash, all of which has been received post period end.

The Group recorded an adjusted EBITDA loss[4] in the period of £3,082,000 (FY2023: £1,333,000). Discount Dragon's share of the adjusted EBITDA loss was £1,537,000 after adjusted administrative expenses[5] which reflects the division carrying the lion's share of warehousing costs and shared services in the period. Nutricircle and Boop Beauty made adjusted EBITDA losses of £68,000 and £200,000 respectively. Excluding the Let's Explore business but including head office costs, adjusted administrative expenses fell to 17% of revenue in Q4 2024 vs 28% of revenue in Q1 2024, demonstrating the operational gearing at play following the acquisitions and organic growth of the Group.

The Group reported a loss before tax of £4,049,000 for the year (FY2023: £2,287,000). This was stated after £418,000 of amortisation (of which £276,000 related to Discount Dragon and Nutricircle intangible assets recognised on acquisition) and £99,000 of depreciation. An impairment charge of £91,000 was recorded against Let's Explore intangible assets due to the planned closure of this division. One-off costs of £487,000 related mainly to acquisitions, severance costs and aborted projects.

Cash flow

The cash outflows in FY2024 were anticipated as we increased operational expenditure on marketing initiatives and warehouse expansion, built up inventory levels, and provided capital expenditure to support the growth of the business.

Net cash flows in the period are summarised as follows:

	£'000
Operating cash outflow	(3,228)
Investing cash inflow	510
Financing cash inflow	89
Net cash outflow	**(2,629)**

Operating cash flows benefited from a net working capital inflow of £339,000, despite additional investment in inventories.

Investing cash flows included the receipt of £1,047,000 proceeds from the sale of the Immotion business which completed in 2023. Intangible asset additions £244,000 (mainly software development) and property, plant and equipment additions were £196,000 (primarily of works and equipment at the warehouse in Leigh). There was a net cash outflow of £97,000 relating to subsidiaries acquired in the period.

Net financing cash inflows of £89,000 were comprised of £131,000 finance income, offset by loan and lease repayments of £39,000 and finance costs of £3,000.

[4] Adjusted EBITDA is a non-GAAP metric and is stated before depreciation, amortisation, impairment and one-off costs.
[5] Adjusted administrative expenses exclude depreciation, amortisation, impairment and one-off costs.

Balance sheet

Inventories increased to £1,124,000 from £724,000 in the previous period. Let's Explore stock comprised £28,000 and £236,000 of these amounts respectively, therefore the increase in stock holding across our core divisions was £608,000.

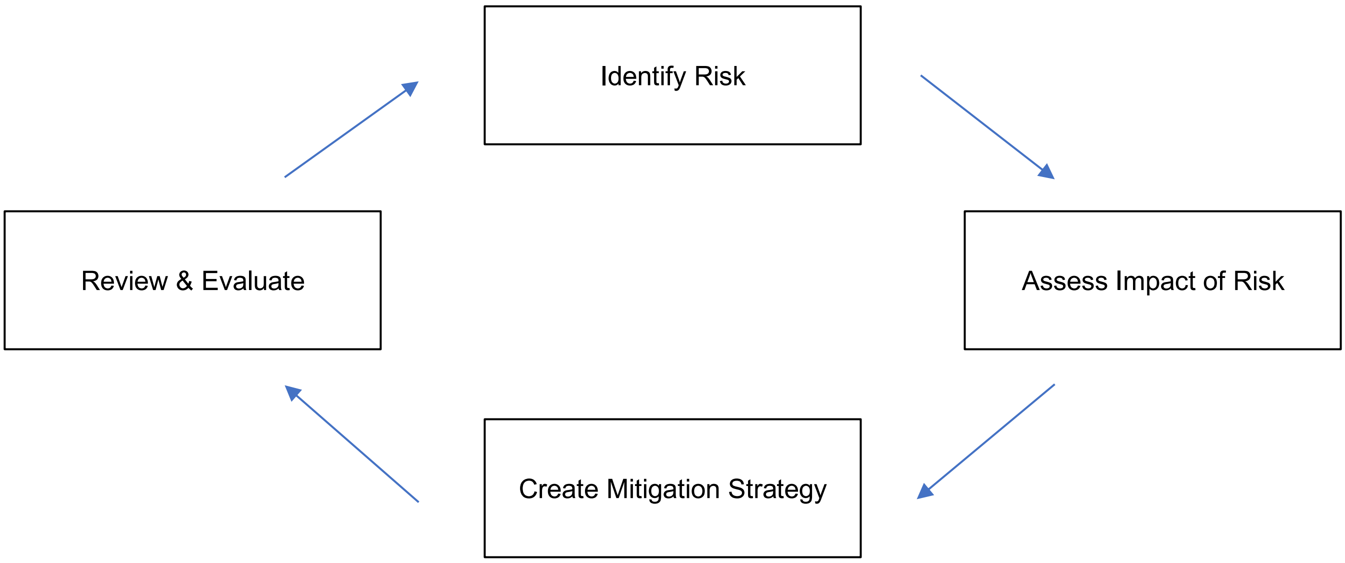
Trade and other receivables reduced to £817,000 from £1,819,000 in the prior period. A significant contributor to this reduction was the receipt of the $1,325,000 loan note (inclusive of interest) in February 2024 from the buyer of the Immotion business.

Contract assets of £612,000 (FY2023: £95,000) relate reseller sales made by the Let's Explore business. The provision of £162,000 (FY2023: £53,000) relates to the same.

Trade and other payables increased to £1,956,000 (FY2023: £580,000), a natural increase coinciding with the expansion of the Group.

Risk management is ultimately the responsibility of the Board but is overseen by the Audit Committee. The Group's key risks are recorded in a risk register and those risks together with their respective mitigants, controls and corrective actions are reviewed by the Audit Committee.

The Group's process for managing risks is as follows:



The risks are those which the Board considers, as at the date of this report, are the most critical to the continued operation of the Group. The risks described do not represent the totality of the risks facing the Group and should not be relied on as such by any person considering any investment decision in relation to the Company's ordinary shares.

Risk	Potential Impact	Mitigation and Control
Failure to implement the Group's strategy	The Group's inability to successfully execute its strategy may negatively affect its business, financial position, profitability, and overall performance. There can be no assurance that the Group will be able to maintain or grow its financial performance to anticipated future levels.	The Board holds regular meetings and maintains constant communication with senior management to monitor and refine the Group's progress. KPIs are distributed on a daily basis to senior management to enable them to monitor performance.
Competition	The Group operates in highly competitive markets and may be impacted by competitors that possess strong brand recognition, greater financial resources, and/or economies of scale. These advantages could provide such competitors with a competitive advantage over the Group.	The Group plans to create barriers to entry by building strong brands and a loyal customer base. By developing a reputation for delivering high-quality products at competitive prices, and engaging in effective marketing, the Group will, we anticipate, differentiate itself from competitors. Leveraging customer data will enable personalised marketing, tailored offerings, and exceptional service, fostering customer satisfaction and repeat business.

Risk	Potential Impact	Mitigation and Control
Economic climate	Along with other discount retailers, the Group's brands have experienced strong and increasing demand during the period. Should inflationary pressures in the economy continue to ease, the demand for the Group's offering may decline, which could have a significant impact on the Group's performance.	The Board believes that there will always be a demand for high-quality products offered at competitive prices and delivered in a timely manner. The Group continuously monitors the sales performance and profitability of its product range. It is constantly working to expand the range of products available on the Group's website at the most competitive prices possible, with the goal of encouraging customers to shop with the company on a regular basis.
Supply chain	The Group's business model is based around the sourcing of surplus stock and selling it at a discount to RRP. If the Group is unable to consistently source surplus stock it could impact the Group's strategy.	There are large amounts of surplus stock available and producers and brand owners are becoming increasingly more reluctant to allow products to go to waste. The Group is working to expand its network of suppliers by identifying additional sources of surplus stock and working directly with producers and brand owners directly whenever possible.
Insufficient cash to deliver the Group's strategy	The Group is currently loss making. Furthermore, investment in warehouse facilities and additional working capital will be required in order to deliver the Group's plan. If the cash required to take the business into profitability exceeds the Group's cash reserves, the Company may need to raise additional funds.	Performance of the business is closely monitored on a daily basis with the information being acted upon with a view to optimising margins. The Group closely monitors and cash reserves, regularly comparing them to forecasts. The Group routinely considers strategies which could be deployed to mitigate against cash shortages such as reducing inventory cover, adjustments to spending plans and assessing debt sources available.

Martin Higginson
Chief Executive Officer
2 May 2025

The Group aims to operate ethically and be socially responsible in its actions. Below are a number of the approaches through which this is achieved.

Business Conduct, Ethics and Anti-Corruption

It is the Group's policy to conduct business in an honest way and without the use of corrupt practices or acts of bribery to obtain an unfair advantage.

The Group operates an Anti-Bribery and Anti-Corruption Policy which is given to all staff. The Group has a zero-tolerance approach to bribery and corruption and any breach of the policy results in disciplinary action which may include dismissal.

Health & Safety

The safety of the Group's staff and customers is of paramount importance. Appropriate steps are taken to ensure that the Group's workplaces and products do not put staff or customers at risk.

Relationship with Stakeholders

Section 172 of the Companies Act 2006 requires that the Directors act in a way that they consider, in good faith, would most likely promote the long-term success of the business, taking into consideration the interests of its shareholders and other stakeholders.

The table below sets out our key stakeholder groups, their interests and how the Group engages with them.

Stakeholder	Why we engage	How we engage
Our shareholders	We maintain and value regular dialogue with our shareholders throughout the year and place great importance on our relationship with them. We know that our investors expect a comprehensive insight into the financial performance of the Group, and awareness of long-term strategy and direction. As such, we aim to provide high levels of transparency and clarity of our results and long-term strategy and to build trust in our future plans.	• Company website • RNS announcements • Annual Report • Results presentations • AGM • Shareholder circulars
Our employees	Effective employee engagement leads to a happier, healthier workforce who are invested in the success of the Group. We strive to address any employee concerns regarding working conditions, health and safety, training and development, as well as workforce diversity. Engagement with our employees starts from the top and is driven effectively throughout the Group.	• Evaluation and feedback processes for employees and management • Competitive rewards packages • Encouraging employee training and development • Board level access and a relatively flat organisational structure
Regulatory bodies	The Group's operations are subject to a wide range of laws, regulations, and listing requirements including data protection, tax, employment, environmental and health and safety legislation, along with contractual terms.	• Direct contact with regulators • Compliance updates at board meetings • Risk review • Liaison with professional advisors

Stakeholder	Why we engage	How we engage
Our customers	We aim to delight our customers in all our interactions with them. We listen to and engage with our customers on a regular basis to ensure that we understand their needs and can provide solutions that address them. We work hard to ensure that customer concerns are dealt with in a timely and professional manner.	• Continual dialogue and review of feedback from customers via email, social media and TrustPilot
Our suppliers	We have a number of key suppliers with whom we have built strong relationships. We establish effective engagement channels to ensure our relationships remain collaborative and forward focused, and to foster relationships of mutual trust and loyalty.	• Taking a collaborative approach to problem solving with our suppliers • Clear parameters are given, backed-up by written agreements where required, to ensure the Group and supplier's actions are co-ordinated

The Board

The Board is comprised of two Executive Directors and two Non-Executive Directors. Both of the Non-Executive Directors are deemed to be independent.

The Executive Directors are full time and are contracted to work for a minimum of forty hours per week. The Non-Executive Directors are expected to devote such time as is necessary for proper performance of their duties.

The Board are of the view that the Directors have the necessary mix of experience, skills and personal qualities to enable the Group to deliver its strategy, although there is currently no gender diversity. The Board's composition is kept under regular review.

The Directors are encouraged to undertake any activities or further training they deem necessary in order to keep their skills and knowledge relevant to the business.

Details of the current Directors, their roles and background are as follows:

Sir Robin Miller, Non-Executive Chairman
Sir Robin Miller was formerly Chief Executive (1985-98 and 2001-03) and Chairman (1998- 2001) of Emap plc, a leading media group in consumer and trade publishing, commercial radio, music TV channels and events. In 2003, Sir Robin became senior media adviser to HgCapital, and was involved in the successful disposal of Boosey & Hawkes and Clarion Events Limited. He was previously a non-executive Director of Channel Four Television (1999-2006) and was Chairman of their New Business Board. He was non-executive Chairman of the HMV Group (2004-2005), senior non-executive Director at Mecom Group pic (2005-2009), Chairman of Entertainment Rights plc (2008- 2009) and Setanta Sports Holdings Limited in 2009. He was also formerly a non-executive Director of Premier Sports Holdings and non-executive Chairman of DigitalBox plc. Sir Robin is currently non-executive Chairman of Tristar Communications Limited, and a Director of Widford Press Limited.

Martin Higginson, Co-Founder and Chief Executive Officer
Martin is a seasoned Technology, Media and Telecoms (TMT) entrepreneur. He has set up sold and listed multiple businesses. His first business, a BMX magazine, was sold to IPC Magazines in 1982. Following three years with IPC he left to set up his own publishing and telecoms business Megafone. This was subsequently sold to Scottish Power Plc. During his time with Scottish Power he joined its subsidiary, Scottish Telecom, as Managing Director of the Internet and Interactive division, including Internet ISP Demon Internet. Following the flotation of Thus Plc (formerly Scottish Telecom) Martin moved on to establish Monstermob Group Plc which listed on AIM in 2003. Over a three year period it grew to become a Top 50 AIM listed business with a market capitalisation of £192m. This business was sold to Zed Worldwide in late 2006. Martin has subsequently founded a range of businesses including Cityblock Plc, a luxury student accommodation business which was privatised and sold to management in 2009; NetPlayTV Plc, an interactive TV gaming business which boasted exclusive partnerships with Virgin Media, Channel Five, and ITV; and Digitalbox Plc, a digital media business. Digitalbox was ranked in The Sunday Times Tech Track 100 in both 2015 and 2016 and listed on AIM in February 2019, and M Capital Investment Partners, his private investment vehicle. Martin has previously held Non-Executive Director positions with Digitalbox Plc, Legend Plc and Cupid Plc.

Daniel Wortley, Group Finance Director & Company Secretary
Prior to joining the board as Group Finance Director, Daniel held the position of Group Head of Finance and has been a key part of the group's management team since its inception and subsequent IPO in July 2018. Daniel was one of the earliest employees to join Monstermob Group plc, a mobile content business, progressing through various roles during his five years with the company, including UK Financial Controller and Group Accountant, during which time the company grew from a privately held startup into a global plc. After leaving Monstermob, Daniel took on the role of Group Financial Controller of NetPlay TV plc, an interactive gaming business. He then went on to be Head of Finance of Studio Liddell, an animation and interactive studio, which became part of Huddled (then Immotion) in 2017. Daniel has a degree in Economics from Lancaster University and is a member of the Chartered Institute of Management Accountants.

Paul Simpson, Chief Operating Officer
Named in the 2021 Forbes 30 Under 30 Europe List, Paul has focused his career on creating pioneering solutions to manage surplus food waste in the retail sector, founding surplus goods retailer, Food Circle Supermarket in 2017, preventing over 8 million products from going to waste. Paul brought the retail business to Huddled Group in 2024 and rebranded to Nutricircle. Paul became the Group's Chief Operating Officer in February 2025. Passionate about social mobility, Paul spent two years as an Enterprise Advisor at Seven Hills Special Educational Needs & Disabilities School in Sheffield, working with the board and Sheffield City Council to help create more employment opportunities and experiences for young adults with special needs. He is also a guest lecturer at Sheffield City College, inspiring the next generation of aspiring entrepreneurs.

Nicholas Lee, Non-Executive Director
Nicholas has extensive investment banking and capital markets experience and is actively involved in public markets. Having read Engineering at St. John's College, Cambridge, he commenced his career at Coopers & Lybrand where he qualified as a chartered accountant. He joined Dresdner Kleinwort, where he worked in the corporate finance department advising a range of companies across a number of different sectors. When he left in 2009, he was a Managing Director and Head of Investment Banking for Dresdner Kleinwort's hedge fund/alternative asset manager clients. He now holds a number of directorships of public companies with a particular focus on technology and financial sectors.

Michael Ashley, Non-Executive Director
Michael has extensive leadership experience across consumer centric, high growth businesses through CEO, commercial, marketing and strategic roles including Boots, Argos, Dixons Retail Group, Travis Perkins, Holland and Barrett and Magnet Kitchens. He was most recently the Commercial Director of Nobia UK, incorporating Magnet Kitchens. He joined from Coverings Ltd, a Tiles distribution and retail business where he was the Chief Executive Officer. Prior to this, he was the Chief Commercial Officer at Holland & Barrett. He also held the position of CCO both in Wickes and the Plumbing and Heating division at Travis Perkins PLC leading the transformation of both businesses. Prior to this he led the turnaround of Harvard International PLC (formerly Alba PLC) as Chief Executive Officer, culminating in the successful sale to a listed Chinese consumer electronics business. Michael completed retail MBA modules at Manchester Business School sponsored by Home Retail Group.

The Board typically meets every month to discuss significant matters including strategic decisions and performance. The Company's day-to-day operations are managed by the Executive Directors. Any Director needing independent professional advice in the furtherance of his duties may obtain this advice at the expense of the Company.

The Company Secretary is responsible for taking minutes and circulating them shortly thereafter. The Company Secretary is also responsible for coordinating Board meetings and circulating board papers in advance.

The Board has established Audit, Nomination and Remuneration Committees with formally delegated duties and responsibilities, details of which are provided below.

Audit Committee

The Audit Committee is chaired by Nicholas Lee and meets at least twice per year. Sir Robin Miller also serves on the Audit Committee. The Audit Committee's responsibilities include:

(i) ensuring that appropriate financial reporting procedures are properly maintained and reported on;

(ii) meeting with the Group's auditors to discuss matters of relevance, including risk issues;

(iii) ensuring the internal controls of the Group are properly maintained;

(iv) reviewing the financial statements prior to issue to the shareholders;

(v) reviewing reports from the Group's auditors;

(vi) reviewing and approving the scope and content of the Group's annual risk assessment programme and the annual audit; and

(vii) monitoring the independence of the external auditors.

The Group's Finance Director and the external auditors attend meetings of the Audit Committee by invitation. The Committee holds separate meetings with the auditors if appropriate.

The Group does not have an internal audit function as this is not considered appropriate given the scale of the Group's operations. However, the Group operates internal peer review with the scope of evaluating and testing the Group's internal control procedures to standardise processes around best practice. Any significant issues are reported to the Chair of the Audit Committee and shared with the external auditors as appropriate.

Nomination Committee

The Nomination Committee is chaired by Sir Robin Miller and has been established to identify and nominate, for the approval of the Board, candidates to fill Board vacancies as and when they arise. The Nomination Committee meets as required. Nicholas Lee also serves on the Nomination Committee.

Remuneration Committee

The Remuneration Committee is chaired by Sir Robin Miller and meets at least once per year. Nicholas Lee also serves on the Remuneration Committee. The Remuneration Committee's responsibilities include reviewing the performance of the Executive Directors, setting their remuneration levels, determining the payment of bonuses and considering the grant of options under the share option schemes.

Members of the Remuneration Committee do not participate in decisions concerning their own remuneration.

Whilst the Quoted Companies Alliance Corporate Governance Code suggests that the Chairman of the Board should not also chair the Remuneration Committee, given that Sir Robin Miller is only one of two independent Non-Executive Directors, it is considered appropriate by the Group for him to serve in this position at present, though this will be kept under review.

Attendance

Directors' attendance at meetings of the Board and its Committees during 2024 were as follows:

	Board	Audit	Remuneration
Martin Higginson	15/16	-	-
David Marks*	10/13	-	-
Daniel Wortley	16/16	2/2	-
Sir Robin Miller	14/16	1/2	1/1
Nicholas Lee	14/16	2/2	1/1

**Resigned 25 October 2024*

No formal meetings of the Nomination Committee took place during the year.

Paul Simpson and Michael Ashley, both appointed as Directors in 2025, did not attend any of the Board or Committee meetings in the year.

The Board keep under review the effectiveness of its performance, the performance of the Committees and the performance of individual Directors. It is the view of the Board that no changes to the composition of the Board are required at the current time.

Compliance with Corporate Governance Codes

As an AIM-quoted company, the Company is required to apply a recognised corporate governance code and demonstrate how it complies with that code and where it departs from it.

The Directors of the Company have taken the decision to apply the Quoted Companies' Alliance Corporate Governance Code 2023 (the "QCA Code").

The Company is fully compliant with the principles of the QCA Code other than:

- the Chairman of the Board also chairs the Remuneration Committee; and
- although the QCA Code recommends putting the annual remuneration report to an advisory shareholder vote, the Company has not adopted this practice. The Company's shareholders can already express their views on remuneration through two alternative channels: voting on the Annual Report (of which the remuneration report forms a part) and voting annually on the re-election of each director.

Full details of the QCA Code's ten principles and the steps the Company takes to adhere to them can be found at: https://huddled.com/investors/#corporate-governance

Financial Controls

The Board has overall responsibility for the Group's system of internal financial control and for reviewing its effectiveness. The purpose of the system of control is to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable, but not absolute, assurance against misstatement or loss.

The Audit Committee keeps the Company's internal controls and risk management systems under review.

The Finance Director is the executive within the Group responsible for day-to-day financial management of the Group's affairs and its internal accounting.

Risk Management Review

Risk management is ultimately the responsibility of the Board but is overseen by the Audit Committee. The Group's key risks are recorded in a risk register and those risks together with their respective mitigants, controls and corrective actions are reviewed by the Audit Committee.

Shareholder Relations

The Company regularly updates its investor relations website which can be found at: huddled.com/investors.

The Company is happy to engage directly with shareholders to answer any questions they have where it is possible to do so without releasing price-sensitive information. The investor relations website includes details of how to contact the Company by email.

Going Concern

At the time of approving the financial statements, the Directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. The going concern basis of accounting has therefore been adopted in preparing the financial statements.

In reaching this conclusion, the Directors considered the financial position of the Group, acknowledging the need for the Group to reach operational profitability and become net cash generative. If this takes too long to achieve, there may be a strain on the Group's working capital which may require mitigation strategies such as reducing inventory cover, accessing sources of debt or equity available to the Group and/or allocating resources away from one or more of the Group's divisions in favour of another/others.

The Directors also considered forecasts and projections for 12 months from the date of approval of the financial statements, taking into account reasonably possible changes in trading performance and capital expenditure requirements as well as considering scenarios where the business is unable to achieve growth from current levels and where the mitigation strategies described above are deployed. None of the scenarios considered indicated there to be a material uncertainty related to the Group's ability to continue as a going concern.

The financial statements do not include any adjustments that would result from the going concern basis of preparation being inappropriate.

Culture

The Directors recognise the importance of creating a corporate culture which is consistent with the Group's business models and strategy.

It is the Group's intention that its non-discriminatory policy when hiring staff will produce a diverse workforce, thereby increasing the value of feedback from within the organisation.

The Group encourages an environment of openness and debate and welcomes all feedback from within.

The Board believes that the current culture is appropriate to enable the Group to deliver its strategy, though they also recognise that it is inevitable that there is always room for improvement in this area and any new initiatives to facilitate communication and promote diversity will be implemented as required.

The Audit Committee is chaired by Nicholas Lee and meets at least twice per year. Sir Robin Miller also serves on the Audit Committee. The Audit Committee's responsibilities include:

(i) ensuring that appropriate financial reporting procedures are properly maintained and reported on;

(ii) meeting with the Group's auditors to discuss matters of relevance, including risk issues;

(iii) ensuring the internal controls of the Group are properly maintained;

(iv) reviewing the financial statements prior to issue to the shareholders;

(v) reviewing reports from the Group's auditors;

(vi) reviewing and approving the scope and content of the Group's annual risk assessment programme and the annual audit; and

(vii) monitoring the independence of the external auditors.

The Group's Finance Director and the external auditors attend meetings of the Audit Committee by invitation. The Committee holds separate meetings with the auditors as appropriate.

The Audit Committee met twice during the year: to approve the 2023 accounts and to approve the 2024 interim accounts.

Significant Accounting Issues

The main accounting issues which the Audit Committee focused their attention on during the period were:

(i) accounting for the acquisition of Nutricircle Limited (formerly Food Circle Supermarket Limited);

(ii) accounting for the two stages of the acquisition of Boop Beauty Limited;

(iii) accounting for the partial disposal of Let's Explore Limited; and

(iv) impairment and going concern assessments.

Impact of New Accounting Standards on Future Reports

The new International Financial Reporting Standards (IFRS) to be adopted by the Group from 1 January 2025 onwards are set out in note 3. They are not expected to have a material impact on the Group.

Internal Audit

The Group does not have an internal audit function as this is not considered appropriate given the scale of the Group's operations, however the Group operates internal peer review with the scope of evaluating and testing the Group's internal control procedures to standardise processes around best practice. Any significant issues are reported to the chair of the Audit Committee and shared with the external auditors as appropriate.

Internal Controls

The Board has overall responsibility for the Group's system of internal financial control and for reviewing its effectiveness. The purpose of the system of control is to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable, but not absolute, assurance against misstatement or loss.

The Audit Committee keeps the Company's internal controls and risk management systems under review.

The Finance Director is the executive within the Group responsible for day-to-day financial management of the Group's affairs and its internal accounting.

External Auditors

On 18 November 2024 the Group's auditor changed its name from Haysmacintyre LLP to HaysMac LLP

The Audit Committee have reviewed the independence and effectiveness of HaysMac LLP, the Group's external auditors, and are satisfied in both respects.

HaysMac LLP's fees in the year in respect of audit services were £88k (2023: £123k) and in respect of non-audit services were £14k (2023: £17k) as detailed in note 9.

HaysMac LLP have signified their willingness to continue in office and a resolution to reappoint HaysMac LLP as auditor to the Company will be proposed at the AGM.

Nicholas Lee
Chairman of the Audit Committee
2 May 2025

The Remuneration Committee determines the remuneration packages for Executive Directors and other senior employees and keeps the Group's policy on pay and benefits under review generally.

The Remuneration Committee intends that its policy and practice should align with, and support the implementation of, the Group's strategy, be in line with the Group's approach to risk management and promote the long-term success of the Group. The policy is intended to incentivise and to ensure that any risk created by the remuneration structure is acceptable to the Remuneration Committee and within the strategy and risk appetite of the Company.

The remuneration package for the Executive Directors comprises a combination of annual salary and discretionary performance bonuses. Remuneration for Non-Executive Directors consists of an annual fee.

The Committee will continue to have due regard to remuneration reports from independent sources to the guidance of its professional advisers and to good practice generally.

Directors' Remuneration

Directors' remuneration for the year of 2024 is shown in the table below:

	Salary 2024 £	**Consultancy 2024 £**	**Benefits 2024 £**	**Pension 2024 £**	**Total 2024 £**	**Total 2023 £**
M Higginson	183,188	24,000	9,420	1,321	217,929	218,929
D Marks*	359,805	-	10,850	1,211	371,866	341,458
D Wortley	145,000	-	1,804	1,320	148,124	168,199
R Miller	31,875	15,938	-	-	47,813	60,313
N Lee	45,000	-	-	1,163	46,163	89,813
R Findley**	-	-	-	-	-	35,580
	764,868	**39,938**	**22,074**	**5,015**	**831,895**	**914,292**

**Resigned 25 October 2024. The above remuneration includes accrued notice pay and £78,000 compensation for loss of office.*

***Resigned 1 March 2023*

Details of Directors' consultancy charges can be found in note 32 to the consolidated accounts.

All pension contributions represent payments into defined contribution schemes. The principal benefits relate to health insurance. M Higginson has the use of two company vehicles.

Service contracts

There are no Directors' service contracts with notice periods in excess of 12 months.

Directors and their interests

The Directors' beneficial interests in the Company were as follows:

	2 May 2025 Shares of £0.00040108663	31 December 2024 Shares of £0.00040108663	31 December 2023 Shares of £0.00040108663
M Higginson*	51,724,471	51,724,471	41,806,900
D Marks (resigned 25 October 2024)*	-	-	13,571,775
D Wortley	5,265,873	5,265,873	4,468,514
P Simpson (appointed 17 March 2025)	2,096,436	1,048,218	-
R Miller	134,750	134,750	134,750
N Lee	84,611	84,611	84,611
M Ashley (appointed 17 March 2025)	-	-	-

**Includes indirect shareholdings*

The Directors do not currently hold any share options in the Company.

Sir Robin Miller
Chairman of the Remuneration Committee

The Directors present their report and audited financial statements for the year ended 31 December 2024.

Principal Activities

During the year, the principal activities of the Group were: (i) the sale of primarily surplus stock via the Group's Discount Dragon, Nutricircle and Boop Beauty websites; and (ii) the sale of the Group's Let's Explore and Vodiac consumer products.

The principal activity of the Company is that of a holding company.

Board of Directors

The Directors who served during the year were:

Martin Higginson
David Marks (resigned 25 October 2024)
Daniel Wortley
Paul Simpson (appointed 17 March 2025)
Sir Robin Miller
Nicholas Lee
Michael Ashley (appointed 17 March 2025)

Future Developments

The Company has chosen in accordance with section 414C(11) of the Companies Act 2006 to include the disclosure of likely future developments in the Chief Executive's Statement on pages 3 to 4.

Dividends

No dividends were paid during the year (2023: £Nil). The Board is not recommending the payment of a dividend in respect of the year ended 31 December 2024.

Loss per Share

Loss per share from total operations in the period was 1.20p (2023: 4.04p earnings). Loss per share from continuing operations in the period was 1.20p (2023: 0.71p).

Going Concern

At the time of approving the financial statements, the Directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. The going concern basis of accounting has therefore been adopted in preparing the financial statements.

In reaching this conclusion, the Directors considered the financial position of the Group, acknowledging the need for the Group to reach operational profitability and become net cash generative. If this takes too long to achieve, there may be a strain on the Group's working capital which may require mitigation strategies such as reducing inventory cover, accessing sources of debt or equity available to the Group and/or allocating resources away from one or more of the Group's divisions in favour of another/others.

The Directors also considered forecasts and projections for 12 months from the date of the approval of the financial statements, taking into account reasonably possible changes in trading performance and capital expenditure requirements as well as considering scenarios where the business is unable to achieve growth from current levels and where the mitigation strategies described above are deployed. None of the scenarios considered indicated there to be a material uncertainty related to the Group's ability to continue as a going concern.

The financial statements do not include any adjustments that would result from the going concern basis of preparation being inappropriate.

Post Balance Sheet Events

On 22 April 2025, the Company issued 2,096,436 new ordinary shares at a price of 2.385 pence, set at the time of the acquisition on 11 April 2024, in satisfaction of the £50,000 deferred share consideration for Nutricircle Limited (formerly Food Circle Supermarket Limited).

The Directors have decided to wind down the Let's Explore division with the intent of ceasing operations completely in 2025. The results of the Let's Explore division are included with continuing operations in 2024 as the division did not meet the criteria to be classified as an asset held for sale as at 31 December 2024 in accordance with IFRS 5.

Treasury Operations and Financial Instruments

The Group operates a centralised treasury function which is responsible for managing liquidity, interest and foreign currency risks associated with the Group's activities. The Group's principal financial instrument is cash, the main purpose of which is to fund the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables naturally arising from its operations.

The Group's exposure and approach to capital and financial risk, and approach to managing these is set out in note 27 to the consolidated financial statements.

Research & Development

During the year, the Group invested in research and development in order to continue its products and services. The Group claims R&D tax credits where eligible.

Employee Engagements

The Group engages with its employees regularly in numerous ways. Details of the Group's performance are shared with employees at appropriate times.

Employee Policies

The Group has established employment policies which are compliant with current legislation and codes of practice. The Group is an equal opportunities employer.

Payment of Suppliers

The Group's policy is to pay suppliers in accordance with the relevant contractual terms between the Group and the supplier. Where no specific terms are agreed, the Group's standard policy is 30 days.

Directors' Indemnity

The Company's Articles of Association provide, subject to the provisions of UK legislation, an indemnity for Directors and officers of the Company in respect of liabilities they may incur in the discharge of their duties or in the exercise of their powers, including any liabilities relating to the defence of any proceedings brought against them which relate to anything done or omitted, or alleged to have been done or omitted, by them as officers or employees of the Company. Appropriate directors' and officers' liability insurance cover is in place in respect of all the Directors.

Directors' Conflicts of Interest

In the event that a Director becomes aware that they, or their connected parties, have an interest in an existing or proposed transaction involving the Group, they will notify the Board in writing or at the next Board meeting.

Political Donations

The Group did not make any political donations during 2024 (2023: £Nil).

Significant Shareholdings

As at 31 December 2024, the following shareholders owned 3% or more of the Company:

Shareholder	Shares	%
Martin Higginson*	51,724,471	16.10%
Unicorn AIM VCT	29,137,930	9.07%
York House Investment Company Limited	24,653,781	7.67%
Hargreaves Lansdown (Nominees) Limited	19,614,094	6.10%
Stonehage Fleming	18,309,690	5.70%
Talia Stevens	16,988,636	5.29%
Peter Edmondson	14,519,100	4.52%
Lawshare Nominees Limited	9,955,914	3.10%

Includes indirect shareholdings

As at 1 May 2025, the following shareholders owned 3% or more of the Company:

Shareholder	Shares	%
Martin Higginson*	51,724,471	15.99
Unicorn AIM VCT	29,137,930	9.01
York House Investment Company Limited	24,653,781	7.62
Hargreaves Lansdown (Nominees) Limited	18,433,265	5.70
Stonehage Fleming	18,309,690	5.66
Talia Stevens	16,988,636	5.25
Peter Edmondson	15,263,128	4.72
Lawshare Nominees Limited	10,667,508	3.30

Includes indirect shareholdings

Matters Covered in the Chief Executive's Statement and Financial Statements

Certain matters which are required to be disclosed in the Directors' Report (such as review of the business and future developments) have been omitted as they are included within the Chief Executive's Statement (on pages 3 to 4) and within the notes to the Financial Statements.

Annual General Meeting

The Company's Annual General Meeting will be held later in the year.

Statement as to Disclosure of Information to the Auditor

As far as the Directors are aware they have each taken all necessary steps to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Auditors

On 18 November 2024 the Group's auditor changed its name from Haysmacintyre LLP to HaysMac LLP

HaysMac LLP have signified their willingness to continue in office and a resolution to reappoint HaysMac LLP as auditor to the Company will be proposed at the AGM.

Approved by the Board on 2 May 2025
and signed on its behalf

Martin Higginson
Director

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2024

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted by the United Kingdom and applicable law. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the Group and of the profit or loss of the Company and the Group for that period.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether IFRSs as adopted by the United Kingdom have been followed subject to any material departures disclosed and explained in the financial statements;
- provide additional disclosures when compliance with specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's and the Group's financial position and financial performance; and
- prepare the financial statements on the going concern basis unless it is inappropriate to assume that the Company and the Group will continue in business.

Financial statements are published on the Group's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the corporate and financial information on the Group's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein. The work carried out by the auditors does not include consideration of the maintenance and the integrity of the website and accordingly the auditor accepts no responsibility for any changes that have occurred to the financial statements when they are presented on the website.

Opinion
We have audited the financial statements of Huddled Group PLC (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2024 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and parent company Statements of Financial Position, the Consolidated and parent company Statements of Changes in Equity, the Consolidated and parent company Statements of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom adopted international accounting standards.

In our opinion, the financial statements:
- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2024 and of the group's loss for the year then ended;
- have been properly prepared in accordance with United Kingdom adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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

An overview of the scope of our audit
As part of planning our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we considered areas where subjective judgement was exercised by the directors, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. We also assessed the risk of management override of controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud. We tailored the scope of our audit to ensure that we performed sufficient work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the group and the parent company, the accounting processes and controls, and the industry in which they operate.

Our audit scope included the statutory audit of the group and parent entity only as at 31 December 2024. All five non-dormant UK subsidiaries are taking a statutory audit exemption by parent guarantee and the four dormant UK subsidiaries are exempt from statutory audit. The Group's US subsidiary is not subject to local requirements to undertake a statutory audit. In addition to the parent company, full scope audit procedures were performed over two of the parent company's trading subsidiaries, namely Discount Dragon Limited and Nutricircle Limited. Specific scope audit procedures were performed on areas in three subsidiaries (namely Let's Explore Inc., Let's Explore Limited and Boop Beauty Limited) that were identified by our audit planning to present a risk of material misstatement to the group financial statements. Both our full scope and specific scope audit procedures were carried out using component materiality levels calculated with reference to our overall group materiality assessment. All remaining subsidiary entities were considered immaterial for the purposes of our group audit scoping.

We communicated with both the Directors and the Audit Committee our planned audit work via our audit planning report and relevant discussion.

We communicated audit progress with the Audit Committee through interim audit progress meetings. We have communicated any issues to the Audit Committee and the Directors in our final audit findings report.

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

assessment of the entity’s ability to continue to adopt the going concern basis of accounting included, but was not limited to:

- Reviewing management’s going concern assessment, which incorporated scrutinising working capital projections for a period of not less than twelve months from the date of approval of the financial statements;
- Challenging and corroborating inputs and assumptions used in management’s financial forecasts;
- The review of the appropriateness of the sensitivity analysis of trading performance and cash flow forecasts prepared by management in respect of the group’s basic financial projections;
- The review of trading performance and cash flow after the reporting date (as well as performance against historical forecasts) to assess the reasonableness and accuracy of management’s forecasting;
- Assessment of the financial models prepared by management as part of their sensitivity analysis included in their going concern assessment;
- Assessing the financial model prepared by management to support its going concern assessment, including a determination of whether it incorporated sufficiently appropriate and detailed assumptions and granular financial metrics to provide a reliable basis on which to undertake the aforementioned assessment;
- Assessment of the reasonableness of the alternative scenarios and effectiveness of risk mitigation measures identified by management as being available to the group;
- Where mitigation measures considered included reductions in discretionary expenditure such as marketing costs, we considered the extent to which these would impact prospective revenue generation;
- Consideration of the sufficiency of potential financing facilities available to the group and the extent to which it is realistic that these be made available within the going concern assessment period;
- Corroboration of the group’s cash reserves and overall financial position up to the date of approval of the financial statements; and
- Consideration of the appropriateness of disclosures made by management around the basis of its adoption of the going concern basis of preparation of the financial statements.

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

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

Key audit matters

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

Key Audit Matter	How our scope addressed this matter
Going concern The group recorded an operating loss of £4,177,000 and operating cash outflow of £3,228,000 during the year ended 31 December 2024. Both the group's loss and the operating cash outflow exceeded its cash position at the reporting date. Furthermore, the Group has not undertaken any equity fundraising or entered any debt financing arrangements between the reporting date and the date of approval of these financial statements. There is therefore a risk that should prospective financial performance be maintained in line with actual results for the year ended 31 December 2024, or that group's growth projections are not realised, then mitigation measures available to management may be insufficient to preserve sufficient cash headroom to allow the group to continue as a going concern, or that undisclosed material uncertainties that may cast significant doubt on the group's ability to continue as a going concern may exist.	Our audit work included, but was not restricted to the procedures described in the section of our audit report headed *Conclusions relating to going concern.* Our audit work considered management's assertions in respect of mitigation measures it would seek to enact in the event that projected growth in the group's revenue and profitability were not realised in line with its forecasts. We consider the ability to enact these mitigation measures and their financial implications to be a significant judgement applied by management as part of the preparation of the financial statements. In particular, we considered the range and probable effectiveness of these mitigation measures and, when taken either in combination or on a standalone basis, if they appeared sufficiently effective to reduce the uncertainty associated with the group's ability to continue as a going concern to a material extent.
Revenue recognition There is a risk that group revenue arising from sale of goods is incorrectly treated under UK adopted International Accounting Standards. Details of the accounting policies applied are given in note 4. In particular, we consider there to be a significant risk around the occurrence of revenue generating transactions. We also consider there to be a risk of misstatement of the financial statements related to transactions occurring close to the year end, as transactions could be recorded in the wrong financial period (cut-off).	Our audit work included, but was not restricted to, the following: • considering the stated accounting policies in respect of revenue recognition and whether these were consistent with IFRS 15; • a review and assessment the group's revenue recognition accounting policies; • an assessment of deferred and accrued income to ensure it was correctly calculated, recognised in the appropriate period and that it was complete; • a review of deferred and accrued income judgements made; • substantive procedures on a sample of revenue transactions around the reporting date to assess appropriate cut off had been applied; • agreement of a sample of refunds during and following financial year for any indication that revenue may be material overstated; and • other substantive and analytical procedures, which included performing cash receipt to revenue reconciliations for each relevant entity in our audit scope and where applicable reconciling the revenue to the appropriate third-party portal.

Valuation of goodwill and other intangible assets As at 31 December 2024, the group reported intangible assets with a carrying value of £4,132,000 which arise primarily from the acquisition of its subsidiaries. As the group has reported losses and operating cash outflows during the financial year reported, there is a significant risk that the carrying value of intangible assets is materially overstated and that impairment losses are materially understated. Goodwill is also subject to an annual impairment review requirement under UK-adopted International Accounting Standards. Intangible assets acquired as part of business acquisitions should be amortised annually, and should be assessed for impairment where there are indicators of impairment. The consideration of the Goodwill and Intangible assets is a complex area that requires the application of multiple judgements and estimates. Given these above factors there is a risk that the Group's intangible assets may be materially misstated and this area was deemed a Key Audit Matter.	Our audit work included, but was not restricted to, the following: • reviewing management's intangible asset identification and valuation assessment including consideration of the appropriateness of valuation methodologies adopted and reasonableness of assumptions around discounted future cash flows; • reviewing management's acquisition accounting memoranda and workings for all acquired entities during the year, and assessment of the appropriateness of the intangible assets recognised; • critical assessment of management's goodwill impairment review performed as at 31 December 2024, including corroboration of post year end results against discounted cash flow forecasts; • consideration of an appropriate discount rate utilised by management in preparing financial projections for the purposes of its impairment reviews; and • in respect of all the above areas, challenge of management including the presentation of contradictory audit evidence where identified, together with consideration of responses provided where required.
Valuation of investment in subsidiaries and intercompany receivables: There is a potential risk that due to uncertainty associated with future forecasts and estimates of cashflow, and the fact that all entities in the group are loss making, there will not be sufficient headroom in prospective financial performance to justify the carrying value of the balances owed from subsidiary entities to the parent company. Given these above factors there is a risk that the carrying value of the parent company's assets relating to subsidiaries may be materially misstated and this area was therefore deemed a Key Audit Matter.	Our audit work included, but was not restricted to, the following: • obtaining management's impairment assessments and critically assessing the impairment assessments presented; • challenging the key inputs into the future forecasts in preparing the discounted cashflows; • reviewing the forecasts to actual results after the reporting date, and determining the appropriateness of management's forecasting; • considering sensitivity analysis on the forecasts presented to determine whether there is sufficient headroom in the forecasts; • consideration of an appropriate discount rate utilised by management in preparing financial projections for the purposes of its impairment reviews; and • ensuring the appropriateness of the carrying value of investment and intercompany balances the impairment assumption was prepared for.

Our application of materiality
The scope and focus of our audit was influenced by our risk assessment and application of materiality. We define materiality as the magnitude of misstatement that could reasonably be expected to influence the economic decisions of the users of the financial statements. We use materiality to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and on the financial statements as a whole.

Materiality for the Group financial statements was set at £284,000, determined by reference to 2% of the Group's Total Revenue. Revenue was deemed to be the most appropriate metric, as the group has now completed a full year of trading as an eCommerce business, with its principal subsidiary (Discount Dragon Limited) having been acquired during the year ended 31 December 2023. We have assessed that users will place increased emphasis on the impact to the revenue of the Group, including that of acquisitions made in the year, as opposed to Gross Assets, which was the benchmark for our materiality level for prior year audit.

We have reported to the audit committee any corrected or uncorrected misstatements arising exceeding £14,200. Performance materiality was set at £198,800, being 70% of materiality.

Materiality for the parent company was set at £42,000, determined by reference to 3% of the gross assets of the entity, on the basis that the company itself is a holding company of all trading entities within the group. We have reported to the audit committee any corrected or uncorrected misstatements arising exceeding £2,100. Performance materiality was set at £29,400, being 70% of materiality.

Other information
The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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

Opinions on other matters prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of the audit:
- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception
In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:
- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement as set out on page 25**,** the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to regulatory requirements for the group and trade regulations such as AIM rules for this business, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006, income tax, payroll tax and sales tax.

We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to revenue and management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Inspecting filings and correspondence with tax authorities;
- Discussions with management including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Evaluating management's controls designed to prevent and detect fraud and irregularities;
- Identifying and testing accounting journal entries, in particular those journal entries which exhibited the characteristics we had identified as possible indicators of irregularities; and
- Challenging assumptions and judgements made by management in their critical accounting estimates.

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

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

Use of our report

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

Christopher Cork (Senior Statutory Auditor)	10 Queen Street Place
For and on behalf of HaysMac LLP,	London
Statutory Auditors	EC4R 1AG

Date: 2 May 2025

HUDDLED GROUP PLC

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2024

	Note	Year Ended 31 December 2024 £'000	Year Ended 31 December 2023 £'000
Revenue	7	14,222	2,423
Cost of sales		(14,104)	(2,468)
Gross profit/(loss)		**118**	**(45)**
Administrative expenses		(4,307)	(2,813)
Other operating income	8	12	244
Loss from operations	9	**(4,177)**	**(2,614)**
Memorandum:			
Adjusted EBITDA		**(3,082)**	**(1,333)**
Depreciation	17	(99)	(28)
Amortisation	18	(418)	(241)
Impairment	18	(91)	-
Share based payments	29	-	(337)
One-off costs	9	(487)	(675)
Loss from operations		**(4,177)**	**(2,614)**
Finance costs	11	(3)	(2)
Finance income	12	131	337
Loss before taxation from continuing operations		**(4,049)**	**(2,279)**
Taxation	13	117	(8)
Loss after taxation from continuing operations		**(3,932)**	**(2,287)**
Profit after tax from discontinued operations	14	-	15,268
Profit/(Loss) after taxation from all operations		**(3,932)**	**12,981**
Attributable to:			
Equity holders of the company		(3,851)	12,981
Non-controlling interests		(81)	-
		(3,932)	**12,981**

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2024

	Year Ended 31 December 2024 £'000	Year Ended 31 December 2023 £'000
Other comprehensive income/(expense)		
Profit/(loss) after taxation from all operations	(3,932)	12,981
Profit/(loss) on translation of subsidiary	1	(282)
Cumulative translation differences transferred to the income statement on disposal of subsidiaries	-	155
(Loss)/Profit after taxation and attributable to equity holders of the parent and total comprehensive income for the period	**(3,931)**	**12,854**
Attributable to:		
Equity holders of the company	(3,850)	12,981
Non-controlling interests	(81)	-
	(3,931)	**12,981**

		Year ended 31 December 2024 £0.01	Year ended 31 December 2023 £0.01
Earnings/(loss) per share			
Continuing operations			
Basic	15	(1.20)	(0.71)
Diluted	15	(1.20)	(0.71)
Discontinued operations			
Basic	15	-	4.75
Diluted	15	-	4.75
Continuing and discontinued operations			
Basic	15	(1.20)	4.04
Diluted	15	(1.20)	4.04

The notes on pages 41 to 74 form part of the group financial statements.

HUDDLED GROUP PLC

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2024

	Share capital £'000	Share premium £'000	Foreign exchange reserve £'000	Merger reserve £'000	Capital redemption reserve £'000	Equity reserve £'000	Non-controlling interest £'000	Retained earnings/ (deficit) £'000	Total equity £'000
Balance at 1 January 2023	166	20,556	93	-	-	-	-	(15,494)	5,321
Profit after tax	-	-	-	-	-	-	-	12,981	12,981
Equity settled share-based payments	-	-	-	-	-	-	-	337	337
Currency translation differences transferred to income statement on disposal of subsidiaries	-	-	155	-	-	-	-	-	155
Currency translation of overseas subsidiary	-	-	(282)	-	-	-	-	-	(282)
Exercise of share options	19	1,159	-	-	-	-	-	-	1,178
Acquisition of subsidiaries	52	-	-	2,823	-	417	-	-	3,292
Reduction in share premium	-	(20,572)	-	-	-	-	-	20,572	-
Buyback and cancellation of shares	(110)	-	-	-	110	-	-	(12,680)	(12,680)
Balance at 31 December 2023	**127**	**1,143**	**(34)**	**2,823**	**110**	**417**	**-**	**5,716**	**10,302**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2024

	Share capital £'000	Share premium £'000	Foreign exchange reserve £'000	Merger reserve £'000	Capital redemption reserve £'000	Equity reserve £'000	Non-controlling interest £'000	Retained earnings/ (deficit) £'000	Total equity £'000
As at 1 January 2024	127	1,143	(34)	2,823	110	417	-	5,716	10,302
Loss after tax	-	-	-	-	-	-	(81)	(3,851)	(3,932)
Currency translation of overseas subsidiary	-	-	1	-	-	-	-	-	1
Acquisition of subsidiaries	1	-	-	54	-	54	2	-	111
Acquisition of non-controlling interest	-	-	-	-	-	96	48	(144)	-
Issued of deferred consideration shares	1	-	-	19	-	(20)	-	-	-
Partial disposal of Let's Explore Limited	-	-	-	-	-	-	28	(28)	-
Balance at 31 December 2024	**129**	**1,143**	**(33)**	**2,896**	**110**	**547**	**(3)**	**1,693**	**6,482**

The notes on pages 41 to 74 form part of the group financial statements.

HUDDLED GROUP PLC

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2024

	Note	31 December 2024 £'000	31 December 2023 £'000
ASSETS			
Non-current assets			
Property, plant and equipment	17	351	209
Intangible fixed assets	18	4,132	3,935
Deferred tax asset	13	6	-
Total non-current assets		**4,489**	**4,144**
Current assets			
Inventories	19	1,124	724
Trade and other receivables	20	817	1,819
Contract assets	21	612	95
Cash and cash equivalents	22	1,639	4,268
Total current assets		**4,192**	**6,906**
Total assets		**8,681**	**11,050**
LIABILITIES			
Current liabilities			
Trade and other payables	23	(1,956)	(580)
Contract liabilities		(18)	-
Provisions	24	(162)	(53)
Lease liabilities	25	(25)	-
Loans and borrowings	26	(20)	(10)
Total current liabilities		**(2,181)**	**(643)**
Non-current liabilities			
Loans and borrowings	26	(18)	(18)
Deferred tax liability	13	-	(87)
Total non-current liabilities		**(18)**	**(105)**
Total liabilities		**(2,199)**	**(748)**
Net assets		**6,482**	**10,302**
Capital and reserves attributable to owners of the parent			
Share capital	28	129	127
Share premium	30	1,143	1,143
Foreign exchange reserve	30	(33)	(34)
Merger reserve	30	2,896	2,823
Capital redemption reserve	30	110	110
Equity reserve	30	547	417
Non-controlling interest	30	(3)	-
Retained earnings	30	1,693	5,716
Total equity		**6,482**	**10,302**

The financial statements were approved by the Board and authorised for issue on 2 May 2025

Martin Higginson
Chief Executive Officer

Daniel Wortley
Finance Director

The notes on pages 41 to 74 form part of the group financial statements.

HUDDLED GROUP PLC

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2024

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Cash flows from operating activities		
Loss before tax from continuing operations	(4,049)	(2,279)
Profit before tax from discontinued operations	-	15,276
Adjustments for:		
Share based payments	-	337
Depreciation of property plant and equipment	99	201
Loss on disposal of fixed assets	-	3
Amortisation of intangible assets	418	280
Impairment of intangible assets	91	-
Gain on disposal of subsidiary undertakings	-	(15,206)
Costs relating to the disposal of subsidiaries	-	(437)
Finance costs	3	6
Finance income	(131)	(337)
Foreign exchange profit/(loss)	1	(282)
Foreign corporate tax received/(paid)	1	(16)
Cash outflow from operating activities before changes in working capital	**(3,567)**	**(2,454)**
Increase in inventories	(320)	(41)
(Increase)/decrease in trade and other receivables	(654)	195
Increase/(decrease) in trade & other payables	1,313	(901)
Cash used in operations	**(3,228)**	**(3,201)**
Investing activities		
Purchase of intangible assets	(244)	(157)
Purchase of property, plant and equipment	(196)	(278)
Acquisition of subsidiaries	(109)	-
Proceeds from the sale of subsidiary undertakings	1,047	19,818
Cash disposed on disposal of subsidiaries	-	(354)
Cash acquired with subsidiaries	12	45
Net cash from investing activities	**510**	**19,074**
Financing activities		
Finance costs	(3)	(6)
Finance income	131	337
Loan and finance lease repayments	(39)	(763)
Issue of new share capital	-	1,178
Share buybacks	-	(12,680)
Net cash from/(used in) financing activities	**89**	**(11,934)**

HUDDLED GROUP PLC

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2024

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Net (decrease)/increase in cash and cash equivalents	**(2,629)**	**3,939**
Cash and cash equivalents at beginning of the period	4,268	329
Cash and cash equivalents at end of the period	**1,639**	**4,268**

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Reconciliation of net cashflow to movement in net debt		
Net (decrease)/increase in cash and cash equivalents	(2,629)	3,939
Loans and finance leases acquired with subsidiaries	(74)	(695)
Repayment of loans and finance leases	39	763
Loans and finance leases disposed on sale of subsidiaries	-	309
Movement in net funds in the year	**(2,664)**	**4,316**
Net funds/(debt) at beginning of year	4,240	(76)
Net funds at end of year	**1,576**	**4,240**
Breakdown of net funds		
Cash and cash equivalents	1,639	4,268
Loans and finance leases	(63)	(28)
Net funds at end of year	**1,576**	**4,240**

The notes on pages 41 to 74 form part of the group financial statements.

1 GENERAL INFORMATION

Huddled Group plc is a public limited company incorporated and domiciled in the United Kingdom. The address of the registered office is Cumberland Court, 80 Mount Street, Nottingham, England, NG1 6HH. The Group is listed on AIM.

During the year, the principal activities of the Group were: (i) the sale of primarily surplus stock via the Group's Discount Dragon, Nutricircle and Boop Beauty websites; and (ii) the sale of the Group's Let's Explore and Vodiac consumer products.

These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the Group operates. Foreign operations are included in accordance with the policies set out in note 4.

2 STANDARDS, AMENDMENTS AND INTERPRETATIONS ADOPTED IN THE CURRENT FINANCIAL YEAR ENDED 31 DECEMBER 2024

The principal accounting policies adopted in the preparation of these consolidated financial statements are consistent with those followed in the preparation of the Group's annual audited consolidated financial statements for the year ended 31 December 2023, except for any new and revised IFRSs effective 1 January 2024. None of the new IFRSs and IFRS amendments effective in the year ended 31 December 2024 have had a material impact on the consolidated financial statements of the Group.

3 NEW AND REVISED IFRS STANDARDS IN ISSUE BUT NOT YET EFFECTIVE

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

- Lack of Exchangeability – Amendments to IAS 21: effective 1 January 2025.
- Amendments to the Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7: effective 1 January 2026.
- IFRS 18 Presentation and Disclosure in Financial Statements: effective 1 January 2027.
- IFRS 19 Subsidiaries without Public Accountability: Disclosures: effective 1 January 2027.

The Group is currently assessing the impact of the above changes, but they are not expected to have a material impact. The Group has not adopted any other standard, amendment or interpretation that has been issued but is not yet effective.

4 ACCOUNTING POLICIES

Principal accounting policies
The Company is a public company incorporated and domiciled in the United Kingdom. The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

Basis of preparation
The financial statements have been prepared in accordance with International Financial Reporting Standards, International Accounting Standards and Interpretations (collectively IFRS) issued by the International Accounting Standards Board (IASB) as adopted by the United Kingdom ("adopted IFRSs") and those parts of the Companies Act 2006 which apply to companies preparing their financial statements under IFRSs. The financial statements are presented to the nearest round thousand (£'000) except when otherwise indicated.

Basis of Consolidation
The Group comprises a holding company and a number of subsidiaries all of which have been included in the consolidated financial statements in accordance with the principles of acquisition accounting as laid out by IFRS 3 Business Combinations.

4 ACCOUNTING POLICIES (continued)

Going concern
At the time of approving the financial statements, the Directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. The going concern basis of accounting has therefore been adopted in preparing the financial statements.

In reaching this conclusion, the Directors considered the financial position of the Group, acknowledging the need for the Group to reach operational profitability and become net cash generative. If this takes too long to achieve, there may be a strain on the Group's working capital which may require mitigation strategies such as reducing inventory cover, accessing sources of debt or equity available to the Group and/or allocating resources away from one or more of the Group's divisions in favour of another/others.

The Directors also considered forecasts and projections for 12 months from the date of the approval of the financial statements, taking into account reasonably possible changes in trading performance and capital expenditure requirements as well as considering scenarios where the business is unable to achieve growth from current levels and where the mitigation strategies described above are deployed. None of the scenarios considered indicated there to be a material uncertainty related to the Group's ability to continue as a going concern.

The financial statements do not include any adjustments that would result from the going concern basis of preparation being inappropriate.

Business combinations and goodwill
Acquisitions of subsidiaries are accounted for using the acquisition method. The assets and liabilities and contingent liabilities of the subsidiaries are measured at their fair value at the date of acquisition. Any excess of acquisition over fair values of the identifiable net assets acquired is recognised as goodwill. Goodwill arising on consolidation is recognised as an asset and reviewed for impairment twice-annually. Any impairment is recognised immediately in profit or loss accounts and is not subsequently reversed. Acquisition related costs are recognised in the income statement as incurred.

Non-controlling interests
Non-controlling interests (NCIs) are accounted for in accordance with IFRS 10 and IFRS 3. NCIs represent equity in subsidiaries not attributable to the parent and are initially measured at the proportionate fair value of identifiable net assets. Subsequent acquisitions of NCIs are accounted for as equity transactions with any gain or loss recognised directly in retained earnings.

Revenue recognition
Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Discount Dragon
For sales to consumers via Discount Dragon's website, revenue is recognised on sales in the period in which the corresponding order is placed, at which point products purchased are allocated to that customer. There is typically no more than one week between the point when an order is placed and when the goods are received by the customer and the difference between the two in financial terms is not material. For wholesale sales, revenue is recognised in the period in which delivery to the wholesaler takes place.

4 ACCOUNTING POLICIES (continued)

Nutricircle
For sales to consumers via Nutricircle's website, revenue is recognised on sales in the period in which the corresponding order is placed, at which point products purchased are allocated to that customer. There is typically no more than one week between the point when an order is placed and when the goods are received by the customer and the difference between the two in financial terms is not material.

Nutricircle's customers are awarded loyalty points when they place orders. An element of revenue from orders placed on Nutricircle's website is allocated to the loyalty points earned based on their perceived value in relation to the selling price of goods purchased. The perceived value of the loyalty points is estimated with reference to the redemption value of the loyalty points and the likelihood of redemption. Revenue allocated to loyalty points is recorded as a contract liability until such time that the loyalty points are redeemed.

Boop Beauty
For sales to consumers via Boop Beauty's website, revenue is recognised on sales in the period in which the corresponding order is placed, at which point products purchased are allocated to that customer. There is typically no more than one week between the point when an order is placed and when the goods are received by the customer and the difference between the two in financial terms is not material.

Let's Explore
For sales to consumers, revenue is recognised on sales of the Let's Explore and Vodiac products in the period in which the corresponding order is placed, at which point products purchased are allocated to that customer. There is typically no more than one week between the point when an order is placed and when the goods are received by the customer and the difference between the two in financial terms is not material. For sales to resellers, revenue is recognised in the period in which delivery to the reseller takes place.

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

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

Lease payments included in the measurement of the lease liability comprise fixed lease payments (including in-substance fixed payments), less any lease incentives.

The lease liability is included in liabilities in the Statement of Financial Position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the payments made.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

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

4 ACCOUNTING POLICIES (continued)

The right-of-use assets are included in the property, plant and equipment in the Statement of Financial Position.

The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment losses where applicable.

Foreign currency
The individual financial statements of each group company are presented in the currency of the primary economic environment in which it operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each group company are expressed in pound sterling, which is the functional currency of the Group, and the presentational currency for the consolidated financial statements.

In preparing the financial statements of the individual companies, transactions in currencies other than the Group functional currency (foreign currencies) are recorded at rates of exchange prevailing on the dates of the transactions. At the reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in foreign currency are not retranslated. Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in profit or loss for the period. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity. For such non-monetary items, any exchange component of the gain or loss is also recognised directly in equity.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the reporting date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are classified as equity and transferred to the Group's foreign exchange reserve. Such translation differences are recognised as other comprehensive income and expense in the period of the disposal of the operation. Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rates.

Property, plant and equipment
Property, plant and equipment are stated at cost net of accumulated depreciation and provision for impairment. Depreciation is provided on all property plant and equipment, at rates calculated to write off the cost less estimated residual value, of each asset on a straight-line basis over its expected useful life.

The residual value is the estimated amount that would currently be obtained from disposal of the asset if the asset were already of the age and in the condition expected at the end of its useful economic life.

The method of depreciation for each class of depreciable asset is:

Leasehold property	- Over term of lease on a straight-line basis
Fixtures, fittings and equipment	- 3 years on a straight-line basis
Motor vehicles	- Between 3 and 7 years on a straight-line basis
IFRS 16 right of use assets	- Over term of lease on a straight-line basis

4 ACCOUNTING POLICIES (continued)

Intangible assets
Intangible assets include goodwill arising on the acquisition of subsidiaries and represents the difference between the fair value of the consideration payable and the fair value of the net assets that have been acquired. The residual element of goodwill is not being amortised but is subject to twice-annual impairment review. The expected useable lives of the classes of intangible assets held by the Group are shown in note 18.

Internally-generated intangible assets
An internally-generated intangible asset arising from the Group’s development activities is capitalised and held as an intangible asset in the statement of financial position when the costs relate to a clearly defined project; the costs are separately identifiable; the outcome of such a project has been assessed with reasonable certainty as to its technical feasibility and its ultimate commercial viability; the aggregate of the defined costs plus all future expected costs in bringing the product to market is exceeded by the future expected sales revenue; and adequate resources are expected to exist to enable the project to be completed. Internally generated intangible assets are amortised over their estimated useful lives, being 3 years from completion of development. Other development expenditure is recognised as an expense in the income statement in the period in which it is incurred.

Impairment of assets
Impairment tests on goodwill are undertaken twice-annually. The recoverable value of goodwill is estimated on the basis of value in use, defined as the present value of the cash generating units with which the goodwill is associated. When value in use is less than the book value, an impairment is recorded and is irreversible.

Other non-financial assets are subject to impairment tests whenever circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its estimated recoverable value (i.e. the higher of value in use and fair value less costs to sell), the asset is written down accordingly. Where it is not possible to estimate the recoverable value of an individual asset, the impairment test is carried out on the asset’s cash-generating unit. The carrying value of property, plant and equipment is assessed in order to determine if there is an indication of impairment. Any impairment is charged to the statement of comprehensive income. Impairment charges are included under administrative expenses within the consolidated statement of comprehensive income.

Inventories
Inventories are stated at the lower of cost and net realisable value. Costs comprise direct materials and, where applicable, direct labour costs and overheads that have been incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

Financial instruments
The Group classifies financial instruments, or their component parts, on initial recognition as a financial asset, a financial liability or an equity instrument.

The Group recognises lifetime expected credit losses for trade receivables and amounts due on contracts with customers when appropriate. The expected credit losses on these financial assets are estimated based on the Group’s historical credit loss experience, adjusted for facts that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecasted conditions at the reporting date, including time value of money where appropriate. Lifetime expected credit losses are losses which will result from all possible default events over the expected life of a financial instrument.

Contract assets
Contract assets are recognised when the Group has satisfied a performance obligation but cannot recognise a receivable.

4 ACCOUNTING POLICIES (continued)

Contract liabilities
Contract liabilities comprise payments in advance of revenue recognition and revenue deferred due to contract performance obligations not being completed. They are classified as current liabilities if the contract performance obligations are due to be completed 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. Contract liabilities are recognised initially at fair value and subsequently at amortised cost.

Trade and other receivables
Trade and other receivables are measured at initial recognition at fair value, and subsequently measured at amortised cost using the effective interest method. A provision is established when there is objective evidence that the Group will not be able to collect all amounts due. The amount of any provision is recognised in profit or loss.

Cash and cash equivalents
Cash and cash equivalents are recognised as financial assets. They comprise cash held by the Group and short-term bank deposits with an original maturity date of three months or less.

Trade payables
Trade payables are initially recognised as financial liabilities measured at fair value, and subsequent to initial recognition are measured at amortised cost.

Bank borrowings
Interest bearing bank loans, overdrafts and other loans are recognised as financial liabilities and recorded at fair value, net of direct issue costs. Finance costs are accounted for on an amortised cost basis in the income statement using the effective interest rate.

Provisions
Provisions are recognised where it is probable that an outflow of resources will be required to settle a liability of an uncertain amount or timing but where a reliable estimate can be made of the amount of the liability. Provisions are expensed to the income statement and included within liabilities on the statement of financial position.

Equity instruments
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deduction of all its liabilities. Equity instruments issued by the Company are recorded at the proceeds received net of direct issue costs.

Share based payments
Where share options are awarded to employees, the fair value of the options at the date of grant is charged to the statement of comprehensive income on a straight-line basis over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of options expected to vest at each statement of financial position 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 options granted. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

Where share options are cancelled due to employees leaving the Group’s employment before they have vested, cumulative share based payment expenses recognised in respect of those employees are reversed through the statement of comprehensive income.

Where share options are replaced the fair value of the replaced options at the date of grant continues to be recognised through the statement of comprehensive income in addition to a charge equating to the incremental value of the new options granted.

4 ACCOUNTING POLICIES (continued)

Fair value is calculated either using the Monte Carlo model or Black-Scholes model, details of which are given in note 29.

Pensions
The pension schemes operated by the Group are defined contribution schemes. The pension cost charge represents the contributions payable by the Group.

Taxation and deferred taxation
Corporation tax payable is provided on taxable profits at prevailing rates.

Deferred tax assets and liabilities are recognised where the carrying amount of an asset or liability in the balance sheet differs from its tax base, except for differences arising on:

- the initial recognition of goodwill; and
- 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 nor taxable profit

Recognition of deferred tax assets is restricted to those instances where it is probable that future taxable profit will be available against which the asset can be utilised. The amount of the asset or liability is determined using tax rates that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the deferred tax assets and liabilities are recovered or settled respectively.

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.

Segmental reporting
Operating segments are reported in a manner consistent with the internal reporting provided to the executive directors, who are responsible for allocating resources and assessing performance of the operating segments.

A business segment is a group of assets and operations, engaged in providing products or services that are subject to risks and returns that are different from those of other operating segments.

A geographical segment is engaged in providing products or services within a particular economic environment that are subject to risks and returns that are different from those of segments operating in other economic environments. The executive directors assess the performance of the operating segments based on the measures of revenue, adjusted EBITDA, profit before taxation and profit after taxation. Central overheads are not allocated to business segments.

Non-current assets held for sale and discontinued operations
The Group classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, the asset or disposal group is available for immediate sale in its present condition and the sale is expected to complete within one year from the date of the classification.

4 ACCOUNTING POLICIES (continued)

Assets and liabilities classified as held for sale are presented separately as current items in the statement of financial position.

Administrative expenses which the Group will continue to incur following the sale of the disposal groups are included within continuing operations and costs which will cease on disposal are included in discontinued operations.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the income statement.

Details of discontinued operations are shown in note 14. All other notes to the financial statements include amounts for continuing operations only, unless otherwise stated.

5 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

When applying the Group's accounting policies, which are described in note 4, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on experience and other factors considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed 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.

The following are the critical judgements and estimations that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements. The critical accounting judgements also incorporate estimations.

Critical accounting judgements

Identification and valuation of intangible assets arising on acquisition at fair value
Separately identifiable intangible assets arising on acquisition have been recognised at fair value as assessed at the acquisition date. This identification and recognition of these intangibles requires the application of judgement and is subject to significant estimation uncertainty given assumptions made about future performance of these identified assets. Details of the separately identifiable intangible assets recognised on acquisition can be found in note 16.

Revenue recognition
For sales to consumers, revenue is recognised when the order is placed. There is typically no more than one week between customers placing and receiving their order. If revenue relating to undelivered orders is material at the end of an accounting period, an adjustment would be required to defer the revenue into the subsequent accounting period when delivery takes place and judgement is required to establish whether this is the case or not.

The Group recognises a contract liability for loyalty points accrued by its customers based on the expected redemption rate of the loyalty points. Judgement is required to calculate the redemption rate, which is informed by the historical redemption rate observed.

For Let's Explore and Vodiac products sold via resellers, a provision is made for returns/refunds to be made for orders received and paid for, prior to the accounting date. This provision is estimated based on past experience of the level of refund applications received.

5 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

Recoverability criteria for capitalisation of development expenditure

The Group recognises costs incurred on development projects as an intangible asset which satisfies the requirements of IAS 38. The calculation of the costs incurred includes the percentage of time spent by certain employees and contractors on development projects. The decision whether to capitalise and how to determine the period of economic benefit of a development project requires an assessment of the commercial viability of the project and the prospect of selling the project to new or existing customers. An assessment is made as to the future economic benefits of the project and whether an impairment is needed.

Impairment of intangible assets

The carrying value of goodwill and other intangible assets relating to the acquisition of subsidiaries are considered twice-annually for indicators of impairment to ensure that the assets are not overstated within the financial statements. The twice-annual impairment assessment in respect of goodwill and other intangible assets requires estimates of the value in use (or fair value less costs to sell) of subsidiaries to which those assets have been allocated. As a result, estimates of future cash flows are required, together with an appropriate discount factor for the purpose of determining the present value of those cash flows. Further details of the considerations made when conducting the impairment review can be found in note 18.

Valuation of inventories

The carrying value of inventories of finished products held by the Group are assessed for impairment at the end of each period. Judgement is required to assess whether the net realisable value (NRV) of inventories held is less than carrying value with reference to the expected price the inventory is likely to achieve if sold. Where items of inventory are identified as having a NRV of less than their carrying value, a provision for impairment is recognised.

Critical accounting estimates

Amortisation of intangible assets

The periods of amortisation adopted to write down capitalised intangible assets and capitalised staff costs requires judgements to be made in respect of estimating the useful lives of the intangible assets to determine an appropriate amortisation rate. Variances between actual and estimated useful economic lives could impact on the operating results both positively and negatively.

Depreciation

The useful economic lives of tangible fixed assets are based on management’s judgement and experience. When management identifies that actual useful economic lives differ materially from the estimates used to calculate deprecation, that charge is added retrospectively. Variances between actual and estimated useful economic lives could impact on the operating results both positively and negatively.

6 SEGMENTAL INFORMATION

A segmental analysis of revenue and expenditure for the year ended 31 December 2024 is below.

	Discount Dragon £'000	Nutricircle £'000	Boop Beauty £'000	Let's Explore £'000	Head Office £'000	Total £'000
Revenue	10,790	1,644	494	1,294	-	14,222
Cost of sales	(10,941)	(1,414)	(538)	(1,211)	-	(14,104)
Gross profit/(loss)	**(151)**	**230**	**(44)**	**83**	**-**	**118**
Adjusted administrative expenses*	(1,386)	(298)	(156)	(226)	(1,146)	(3,212)
Other operating income	-	-	-	-	12	12
Adjusted EBITDA**	**(1,537)**	**(68)**	**(200)**	**(143)**	**(1,134)**	**(3,082)**
Depreciation	(48)	(24)	-	(2)	(25)	(99)
Amortisation	(293)	(27)	(3)	(88)	(7)	(418)
Impairment	-	-	-	(91)	-	(91)
One-off costs (note 9)	(119)	(41)	-	-	(327)	(487)
Finance costs	-	(2)	-	-	(1)	(3)
Finance income	-	-	-	-	131	131
Taxation	104	6	-	7	-	117
Loss for the year	**(1,893)**	**(156)**	**(203)**	**(317)**	**(1,363)**	**(3,932)**

*Adjusted administrative expenses exclude depreciation, amortisation, impairment and one-off costs.

**Adjusted EBITDA is a non-GAAP metric.

6 SEGMENTAL INFORMATION (continued)

A segmental analysis of revenue and expenditure for the year ended 31 December 2023 is below.

	Discount Dragon £'000	Let's Explore £'000	Head Office £'000	Total Continuing Operations £'000	Dis-continued Operations £'000	Total £'000
Revenue	1,631	792	-	2,423	1,626	4,049
Cost of sales	(1,541)	(927)	-	(2,468)	(924)	(3,392)
Gross profit/(loss)	**90**	**(135)**	**-**	**(45)**	**702**	**657**
Adjusted Administrative expenses*	(220)	(202)	(1,110)	(1,532)	(390)	(1,922)
Other operating income	-	-	244	244	-	244
Adjusted EBITDA**	**(130)**	**(337)**	**(866)**	**(1,333)**	**312**	**(1,021)**
Depreciation	(6)	(1)	(21)	(28)	(173)	(201)
Amortisation	(61)	(175)	(5)	(241)	(39)	(280)
Loss on disposal of assets	-	-	-	-	(3)	(3)
Profit on disposal of subsidiaries	-	-	-	-	15,206	15,206
One-off costs (note 9)	(13)	-	(662)	(675)	(23)	(698)
Share based payments	-	-	(337)	(337)	-	(337)
Finance costs	-	-	(2)	(2)	(4)	(6)
Finance income	-	-	337	337	-	337
Taxation	-	(8)	-	(8)	(8)	(16)
(Loss) / profit for the year	**(210)**	**(521)**	**(1,556)**	**(2,287)**	**15,268**	**12,981**

*Adjusted administrative expenses exclude depreciation, amortisation, profit on disposals, one-off costs and share based payments.

**Adjusted EBITDA is a non-GAAP metric.

The table below shows revenue by location:

	2024 £'000	2023 £'000
United Kingdom	13,046	1,934
USA & Canada	1,176	489
	14,222	**2,423**

6 SEGMENTAL INFORMATION (continued)

The table below shows assets and capital expenditure by location:

	Total assets		Net tangible capital expenditure	
	2024 £'000	2023 £'000	2024 £'000	2023 £'000
United Kingdom	8,483	10,730	196	173
USA & Canada	198	320	-	-
	8,681	**11,050**	**196**	**173**

7 REVENUE

	2024 £'000	2023 £'000
Discount Dragon	10,790	1,631
Nutricircle	1,644	-
Boop Beauty	494	-
Let's Explore	1,294	792
	14,222	**2,423**

Performance obligations for the recognition of revenue are satisfied at a point in time.

For the year ended 31 December 2024, no one customer accounted for 10% or more of the Group's revenue (2023: one customer accounted for 10% of the Group's total revenue).

8 OTHER OPERATING INCOME

	2024 £'000	2023 £'000
Transitional services and bookkeeping services	12	244

9 LOSS FROM OPERATIONS

	2024 £'000	2023 £'000
This is arrived at after charging:		
Staff costs (see note 10)	3,214	1,641
Depreciation of property, plant & equipment	99	28
Amortisation of intangible fixed assets	418	241
Short-term lease expense	46	22

	2024 £'000	2023 £'000
Auditors' remuneration		
Auditors' remuneration in respect of the Company	25	23
Audit of the Group and subsidiary undertakings	63	100
Non-audit services: review of interim accounts	14	17
	102	**140**

	2024 £'000	2023 £'000
One-off costs (non-GAAP measure)*		
Redundancy/severance costs	311	25
Acquisitions and similar transactions	68	244
Aborted projects	80	-
Capital reduction and share buybacks	-	225
Bonuses awarded in relation to the Immotion business sale	-	181
Other	28	-
	487	**675**

*One-off costs are included within administrative expenses but have been added back for the purposes of calculating adjusted EBITDA which is a non-GAAP alternative performance measure.

10 STAFF COSTS

	2024 £'000	2023 £'000
Included in cost of sales:		
Wages and salaries	1,296	142
Social security costs	95	10
	1,391	**152**
Included in administrative expenses:		
Wages and salaries	1,618	937
Social security costs	171	207
Pensions	34	11
	1,823	**1,155**
Share based payment charge	-	334
	3,214	**1,641**

The above staff costs include £45,000 capitalised in 2024 (2023: £41,000) as development costs (see note 18).

The average number of employees of the group during the year was as follows:

	2024 Employees	2023 Employees
Directors	5	5
Management and administration	13	6
Sales and marketing	3	1
Content and software development	1	1
Warehouse	71	9
	93	**22**

Directors' detailed emoluments

Details of individual Directors' emoluments for the year can be found in the Remuneration Committee report on page 19.

The Executive Directors have service contracts with the Company which are terminable by the Company or relevant director on 6 months' notice.

10 STAFF COSTS (continued)

The Directors of the Company on 2 May 2025 and at the statement of financial position date, and their interests in the issued ordinary share capital of the Company as at those dates were as follows:

	Shares of £0.00040108663					
	02/05/2025		31/12/2024		31/12/2023	
Martin Higginson[1]	51,724,471	15.99%	51,724,471	16.10%	41,806,900	13.13%
David Marks[1,2]	-	-	-	-	13,571,775	4.26%
Daniel Wortley	5,265,873	1.63%	5,265,873	1.64%	4,468,514	1.40%
Paul Simpson[3]	2,096,436	0.65%	1,048,218	0.33%	-	-
Sir Robin Miller	134,750	0.04%	134,750	0.04%	134,750	0.04%
Nicholas Lee	84,611	0.03%	84,611	0.03%	84,611	0.03%
Michael Ashley[3]	-	-	-	-	-	-

[1] *Includes indirect shareholdings*
[2] *Resigned 25 October 2024*
[3] Appointed 17 March 2025

The Directors do not currently hold any share options in the Company.

11 FINANCE COSTS

	2024 £'000	2023 £'000
Interest payable	3	2
	3	**2**

12 FINANCE INCOME

	2024 £'000	2023 £'000
Interest received	131	337
	131	**337**

13 INCOME TAX

The income tax expense from continuing operations for the years ended 31 December 2024 and 2023 is comprised of the following:

	2024 £'000	2023 £'000
Current tax		
Over provision for tax in prior periods	(7)	-
Current income tax charge	-	8
Deferred tax		
Unwind of brought forward deferred tax liability	(110)	-
Tax (credit)/charge for the year	**(117)**	**8**

Reconciliation of the tax expense to the loss before tax multiplied by the standard rate of corporation tax in the UK:

	2024 £'000	2023 £'000
Loss before tax from continuing operations	(4,049)	(2,279)
Profit before tax from discontinued operations	-	15,276
Profit/(loss) before tax from total operations	(4,049)	12,997
Profit/(loss) on ordinary activities at the standard rate of corporation tax in the UK of 25% (2023: 23.52%)	(1,012)	3,057
Effects of:		
Deferred tax not recognised	792	407
Expenses not deductible for tax purposes	217	239
Fixed asset differences	3	-
Overprovision for tax in prior periods	(7)	-
Unwind of brought forward deferred tax liability	(110)	-
Substantial shareholding exemption on sale of subsidiaries	-	(3,570)
Net deduction on exercise of share options	-	(117)
Tax (credit)/charge for the year	**(117)**	**16**
Tax expense/(credit) from continuing operations	(117)	8
Tax expense from discontinued operations	-	8
Tax (credit)/charge for the year	**(117)**	**16**

13 INCOME TAX (continued)

Deferred tax assets and liabilities are comprised of the following:

	2024 £'000	2023 £'000
Deferred tax assets		
Tax losses	486	486
Deferred tax liabilities		
Temporary timing differences	(480)	(573)
Net asset/(liability)	**6**	**(87)**

Deferred tax liabilities relate to temporary timing differences between the fair value of assets and liabilities recognised on acquisition of the group's subsidiaries and their tax base value. Deferred tax liabilities arising on acquisitions during the year were £17,000 (2023: £573,000).

During the year the unwinding of deferred tax liabilities resulted in a credit to the income statement of £110,000 (2023: £Nil).

In total, there were unused tax losses of £9.4m at 31 December 2024 (£5.7m at 31 December 2023). A deferred tax asset relating to tax losses arising on acquisition of £486,000 was recognised during the year ended 31 December 2023, partially offsetting the deferred tax liabilities also arising at the time.

No additional deferred tax asset has been recognised due to the uncertainty surrounding the utilisation of existing tax losses against future taxable profits.

14 DISCONTINUED OPERATIONS AND ASSETS HELD FOR SALE

The Immotion and Uvisan businesses were sold on 28 February 2023 and 1 February 2023 respectively. The results for these businesses were excluded from the continuing results of the Group for the period ended 31 December 2023. This note is included in support of the prior year comparatives only, there were no discontinued operations in 2024.

Summary income statement

The results for Immotion and Uvisan included in the income statement as discontinued operations are as follows:

Discontinued operations	Immotion 2023 £'000	Uvisan 2023 £'000	Total 2023 £'000
Revenue	1,532	94	1,626
Cost of sales	(886)	(38)	(924)
Other operating income	-	-	-
Administrative expenses	(579)	(49)	(628)
Operating profit	**67**	**7**	**74**
Finance costs	(4)	-	(4)
Finance income	-	-	-
Profit before taxation	**63**	**7**	**70**
Taxation	(8)	-	(8)
Profit from discontinued operations before gain on disposal of subsidiaries	**55**	**7**	**62**
Gain on disposal of subsidiaries	15,164	42	15,206
Profit from discontinued operations	**15,219**	**49**	**15,268**

Adjusted EBITDA	**279**	**33**	**312**
Depreciation	(172)	(1)	(173)
Amortisation	(37)	(2)	(39)
Impairment of intangible assets	-	-	-
Impairment of assets held for sale	-	-	-
Profit/(loss) on disposal of fixed assets	(3)	-	(3)
One-off costs	-	(23)	(23)
Operating profit	**67**	**7**	**74**

Immotion – Location-based entertainment
Uvisan – Sale of UV-C disinfection cabinets

The figures included in discontinued operations do not include any allocation of head office costs, details of which can be found in note 6.

14 DISCONTINUED OPERATIONS AND ASSETS HELD FOR SALE (continued)

Summary cash flow statement

The net cash flows for Immotion and Uvisan included in the cash flow statement are as follows:

Discontinued operations	Immotion 2023 £'000	Uvisan 2023 £'000	Total 2023 £'000
Cash generated from/(used in) operating activities	416	72	488
Cash generated from/(used in) investing activities	19,335	(43)	19,292
Cash used in financing activities	(27)	-	(27)
Net cash flows generated from discontinued operations	**19,724**	**29**	**19,753**

15 EARNINGS PER SHARE

	2024 £'000	2023 £'000
Profit/(loss) attributable to ordinary equity holders of the parent		
Continuing operations	(3,851)	(2,287)
Discontinued operations	-	15,268
Profit/(loss) after taxation from all operations	**(3,851)**	**12,981**
Basic weighted average number of shares	319,974,896	321,686,426
Diluted weighted average number of shares	346,328,630	355,153,905
Continuing and discontinued operations	**£0.01**	**£0.01**
Basic earnings/(loss) per share	(1.20)	4.04
Diluted earnings/(loss) per share	(1.20)	4.04
Continuing operations	**£0.01**	**£0.01**
Basic loss per share	(1.20)	(0.71)
Diluted loss per share	(1.20)	(0.71)
Discontinued operations	**£0.01**	**£0.01**
Basic earnings per share	-	4.75
Diluted earnings per share	-	4.75

Earnings/(loss) per ordinary share has been calculated using the weighted average number of shares outstanding during the relevant financial periods.

In accordance with IAS 33, diluted EPS must be presented when a company could be required to issue shares that would decrease earnings per share or increase the loss per share. However, IAS 33 stipulates that diluted EPS cannot show an improvement compared to basic EPS. In this case, as the inclusion of potential ordinary shares would result in an improvement, they have been disregarded in the calculation of diluted EPS.

Diluted EPS is calculated based on continuing operations. Although the discontinued operations in the comparative period generated positive earnings per share, the loss per share from continuing operations means that the dilutive effect of the potential ordinary shares is ignored.

16 BUSINESS COMBINATIONS

Nutricircle Limited (formerly Food Circle Supermarket Limited)

On 11 April 2024, the Company acquired 100% of the ordinary shares in Nutricircle Limited (formerly Food Circle Supermarket Limited) for consideration of up to £308,000. This investment is also included in the Parent Company's statement of financial position at the fair value of the consideration at the date of acquisition.

The assets and liabilities of the acquired company were as follows:

	Book Value £'000	Fair Value Adjustment £'000	Fair Value to Group £'000
Property, plant and equipment	45	-	45
Intangible assets: customer database	-	66	66
Cash and cash equivalents	9	-	9
Inventories	65	-	65
Trade and other receivables	7	-	7
Trade and other payables	(170)	-	(170)
Contract liabilities	(16)	-	(16)
Loans	(27)	-	(27)
IFRS 16 lease	(47)	-	(47)
Deferred tax	-	(17)	(17)
Net assets on acquisition	**(134)**	**49**	**(85)**
Goodwill on acquisition			393
Total consideration			**308**
Consideration discharged by:			
Initial cash consideration			100
Shares in the Company issued in the year			54
Shares in the Company yet to be issued			54
Contingent cash consideration			100
			308

On 11 April 2024, the Company paid £100,000 in satisfaction of the initial cash consideration and issued 2,096,436 new ordinary shares at a fair value of 2.6p each in satisfaction of the £54,000 initial equity consideration.

Subject to any adjustments to the purchase price in the event of warranty claims against the vendors, the Company will issue a further 2,096,436 new ordinary shares in satisfaction of the deferred consideration on the first anniversary of the acquisition. The deferred consideration shares have been valued at completion date fair value of 2.6p each.

An additional £100,000 in cash will be payable if Nutricircle meets certain targets during its first 12 months post-acquisition.

A net deferred tax liability of £17,000 has been recognised in relation to fair value adjustments arising on the business combination.

The goodwill on consolidation of £393,000 includes assets acquired which did not meet the criteria for separate recognition such as supplier relationships and employees' 'know-how'.

Costs of £40,000 relating to the acquisition are included within administrative expenses in the period.

16 BUSINESS COMBINATIONS (continued)

The revenue and loss after tax recorded by Nutricircle Limited in the period were £1,644,000 and £156,000 respectively. Had the acquisition of Nutricircle Limited completed on 1 January 2024, the combined revenue and loss before tax for the Group would have been £14,475,000 and £3,999,000 respectively.

Boop Beauty Limited

Acquisition of 75% of Boop Beauty Limited

On 5 July 2024, the Company acquired 75% of the ordinary shares in Boop Beauty Limited for cash consideration of £9,000. The investment is included in the Parent Company's statement of financial position at the fair value of the consideration at the date of acquisition.

The assets and liabilities of the acquired company were as follows:

	Book Value £'000	Fair Value Adjustment £'000	Fair Value to Group £'000
Cash and cash equivalents	3	-	3
Inventories	14	-	14
Trade and other receivables	2	-	2
Trade and other payables	(11)	-	(11)
Net assets on acquisition	**8**	**-**	**8**
Non-controlling interest			(2)
Goodwill on acquisition			3
Total consideration			**9**
Consideration discharged by:			
Initial cash consideration			9

On 5 July 2024, the Company paid £9,000 in satisfaction of the initial cash consideration.

The goodwill on consolidation of £3,000 includes assets acquired which did not meet the criteria for separate recognition such as supplier relationships and employees' 'know-how'.

Acquisition of additional 25% interest in Boop Beauty Limited

On 27 December 2024 the Company acquired the remaining 25% of the ordinary shares in Boop Beauty Limited for equity consideration of £96,000. The investment is included in the Parent Company's statement of financial position at the fair value of the consideration at the date of acquisition.

The Company will issue 3,248,863 new ordinary shares in satisfaction of the deferred consideration no later than 27 May 2025. The deferred consideration shares have been valued at completion date fair value of 2.95p each.

16 BUSINESS COMBINATIONS (continued)

On 27 December 2024, the carrying value of the net deficit of Boop Beauty Limited, adjusting for the goodwill on the initial 75% acquisition, was £192,000. The additional interest acquired has been recognised as follows:

	£'000
Consideration paid to non-controlling shareholder	96
Carrying value of non-controlling interest (25% of £192,000 net deficit)	48
Difference recognised in retained earnings	**144**

Costs of £8,000 relating to the acquisition are included within administrative expenses in the period.

The revenue and loss after tax recorded by Boop Beauty Limited in the period were £494,000 and £203,000 respectively. Had the acquisition of Boop Beauty Limited completed on 1 January 2024, the combined revenue and loss before tax for the Group would have been £14,252,000 and £3,928,000 respectively.

Let's Explore Limited

On 10 May 2024, the Company completed a transaction diluting its ownership in Let's Explore Limited from 100% to 75% via the issue of new ordinary shares in Let's Explore Limited to an external investor, Wicked Vision Limited for nominal value. No consideration was received by the Company.

As at 10 May 2024, the net assets of the Let's Explore sub-group (comprising Let's Explore Limited and Let's Explore, Inc.), net of a £401,000 loan payable to the Company, was £112,000. The transaction therefore created a non-controlling interest of £28,000, with the opposite entry being recognised directly in equity (retained earnings).

17 PROPERTY, PLANT AND EQUIPMENT

Cost	Fixtures, Fittings & Equipment £'000	Motor Vehicles £'000	Right-of-Use Asset £'000	Total £'000
At 1 January 2023	3	-	-	3
Acquired with subsidiary	74	6	-	80
Additions	17	156	-	173
At 31 December 2023	**94**	**162**	**-**	**256**
At 1 January 2024	94	162	-	256
Acquired with subsidiary	10	-	132	142
Additions	196	-	-	196
At 31 December 2024	**300**	**162**	**132**	**594**
Accumulated depreciation				
At 1 January 2023	-	-	-	-
Acquired with subsidiary	18	1	-	19
Depreciation of owned assets	7	21	-	28
At 31 December 2023	**25**	**22**	**-**	**47**
At 1 January 2024	25	22	-	47
Acquired with subsidiary	8	-	89	97
Depreciation of owned assets	53	24	-	77
Depreciation of leased assets	-	-	22	22
At 31 December 2024	**86**	**46**	**111**	**243**
Net Book Value				
At 31 December 2024	214	116	21	351
At 31 December 2023	69	140	-	209
At 31 December 2022	3	-	-	3

The net book value of assets held under finance leases or hire purchase contracts, included above, is £21,000 (2023: £Nil).

18 INTANGIBLE ASSETS

	Development Costs £'000	Goodwill on Consolidation £'000	Other Intangible Assets £'000	Total £'000
Cost				
At 1 January 2023	454	-	29	483
Acquired with subsidiary	30	1,635	2,226	3,891
Additions	86	-	9	95
Transfers	-	-	7	7
Disposals	-	-	(20)	(20)
At 31 December 2023	**570**	**1,635**	**2,251**	**4,456**
At 1 January 2024	570	1,635	2,251	4,456
Acquired with subsidiary	-	396	66	462
Additions	215	-	29	244
Disposals	-	-	(9)	(9)
At 31 December 2024	**785**	**2,031**	**2,337**	**5,153**
Accumulated amortisation				
At 1 January 2023	255	-	14	269
Acquired with subsidiary	5	-	13	18
Amortisation	166	-	75	241
Transfers	-	-	5	5
Disposals	-	-	(12)	(12)
At 31 December 2023	**426**	**-**	**95**	**521**
At 1 January 2024	426	-	95	521
Amortisation	110	-	308	418
Impairment	91	-	-	91
Disposals	-	-	(9)	(9)
At 31 December 2024	**627**	**-**	**394**	**1,021**
Net Book Value				
At 31 December 2024	158	2,031	1,943	4,132
At 31 December 2023	144	1,635	2,156	3,935
At 31 December 2022	199	-	15	214

18 INTANGIBLE ASSETS (continued)

Other intangible assets comprise the Discount Dragon brand, Discount Dragon and Nutricircle customer databases, trademarks and other intellectual property.

As at 31 December 2024, the Discount Dragon brand had a carrying value of £1,844,000. Amortisation is charged on the Discount Dragon brand at 10% on a straight-line basis and it has an estimated remaining useful life of between eight and nine years.

Amortisation is charged on all other intangible assets over periods ranging between two and three years on a straight-line basis and they have between one and three years' remaining average useful lives.

Impairment reviews

Goodwill

The Group tests goodwill twice-annually for impairment, or more frequently if there are indications of impairment. In order to perform this test, management is required to compare the carrying value of the relevant cash generating unit ("CGU") with its recoverable amount. The recoverable amount of the CGU is determined from a value in use calculation. It is considered that any reasonably possible changes in the key assumptions would not result in an impairment of the present carrying value of the goodwill. Goodwill on consolidation is split between CGUs as follows:

	2024 £'000	2023 £'000
Discount Dragon	1,635	1,635
Nutricircle	393	-
Boop Beauty	3	-
	2,031	**1,635**

The recoverable amount of the three CGUs have been assessed in isolation based on a review of current and anticipated performance. In preparing these projections, a discount rate of 19.71% has been applied to forecast earnings for 2025 and 2026 followed by a terminal value calculation based on 5% annual growth and subjected to sensitivity analysis. Reducing forecasted revenue by 10.2% throughout the forecast period would result in a material impairment to the carrying value of the CGU's intangible assets, all other things being equal. The discount rate is based on the Company's estimated weighted average cost of capital plus 3%.

Other intangible assets

The Group tests other intangible assets twice-annually for impairment, or more frequently if there are indications of impairment. In order to perform this test, management is required to compare the carrying value of the relevant intangible asset with its recoverable amount. The recoverable amount of the intangible is determined from a value in use calculation.

In the year ended 31 December 2024, the group impaired development costs of £91,000 relating to the Let's Explore business due to uncertainty around their recoverability.

19 INVENTORIES

	2024 £'000	2023 £'000
Inventories	1,124	724

Inventories recognised in cost of sales during the year was £8,628,000 (2023: £1,353,000). The Directors consider that no impairment of inventory is necessary as at 31 December 2024 (2023: £Nil).

20 TRADE AND OTHER RECEIVABLES

	2024 £'000	2023 £'000
Trade receivables	280	449
Prepayments	476	184
Other receivables	61	1,186
	817	**1,819**

The fair values of trade and other receivables equate to their carrying values. The Group makes no provision of expected credit losses as no losses are expected.

21 CONTRACT ASSETS

	2024 £'000	2023 £'000
Accrued income		
As at 1 January	95	2
Recognised in period	(95)	(2)
Additions	612	95
As at 31 December	**612**	**95**

22 CASH AND CASH EQUIVALENTS

	2024 £'000	2023 £'000
Cash at bank	1,639	4,268

23 TRADE AND OTHER PAYABLES

	2024 £'000	2023 £'000
Trade payables	1,041	233
Social security and other taxes	96	31
Accruals	794	274
Other payables	25	15
	1,956	**580**

24 PROVISIONS

	£'000
Provision against Let's Explore & Vodiac returns	
As at 1 January 2024	53
Utilised in period	(53)
Additions	162
As at 31 December 2024	**162**

Provisions are made against the sales proceeds of Let's Explore and Vodiac products to allow for product returns post-period end. The provisions are estimated based on a percentage of revenue.

25 LEASES

The carrying amounts of right-of-use assets recognised and the movements during the period are shown in note 17.

The carrying amount of lease liabilities and movements in the period are as follows:

	2024 £'000	2023 £'000
As at 1 January	-	-
Acquired with subsidiary	47	-
Finance cost	2	-
Repayments	(24)	-
As at 31 December	**25**	**-**

26 LOANS

The Group has the following loan arrangement in place as at 31 December 2024:

Bounce Back Loan Scheme - Huddled Group PLC
An agreement dated 28 August 2020 was completed between Huddled Group Plc and Coutts & Co., for a loan of £50,000 which was advanced on 9 September 2020 under the UK Government's Bounce Back Loan Scheme for small companies affected by the COVID-19 pandemic. Repayments commenced on 9 December 2021 and full repayment is due by 9 September 2026. This loan is unsecured and repayment is guaranteed by the UK Government. The liability at 31 December 2024, including interest, was £18,000, of which £10,000 is payable in 2025 and £8,000 after 31 December 2025.

Bounce Back Loan Scheme – Nutricircle Limited
Nutricircle Limited has a Bounce Back loan from Santander. On 11 April 2024 when the business was acquired, the outstanding amount of the loan was £27,000. This loan is unsecured and repayment is guaranteed by the UK Government. The liability at 31 December 2024, including interest, was £20,000 of which £10,000 is payable in 2025 and £10,000 after 31 December 2025.

26 LOANS (continued)

	2024 £'000	2023 £'000
Amounts falling due within one year		
Bounce Back Loan Scheme: Huddled Group PLC	10	10
Bounce Back Loan Scheme: Nutricircle Limited	10	-
	20	**10**

	2024 £'000	2023 £'000
Amounts falling due after one year		
Bounce Back Loan Scheme: Huddled Group PLC	8	18
Bounce Back Loan Scheme: Nutricircle Limited	10	-
	18	**18**

27 FINANCIAL RISK MANAGEMENT

The Group is exposed to risks that arise from its use of financial instruments. These financial instruments are within the current assets and current liabilities shown on the face of the statement of financial position and comprise the following:

Credit risk

The Group is exposed to credit risk primarily on its trade receivables, which are spread over a range of different streams of revenue. The Group maintains its cash reserves with reputable banks. It is group policy to assess the credit risk of each new customer before entering into binding contracts. The Group has elected not to make a provision of expected credit losses due to its historical low incidence of bad debts.

The maximum exposure to credit risk is represented by the carrying value of its receivables as shown in note 20. The credit risk on liquid funds is considered by the directors to be low as the funds are held with banks with high credit ratings assigned by international credit agencies.

	2024 £'000	2023 £'000
Current financial assets		
Trade receivables	280	449
Other receivables	61	1,186
Cash and cash equivalents	1,639	4,268
	1,980	**5,903**

27 FINANCIAL RISK MANAGEMENT (continued)

The table below illustrates the due date of trade receivables:

	2024 £'000	2023 £'000
Current	179	161
30 – 59 days	17	31
60 – 89 days	1	68
90 – 119 days	-	55
120 and over	83	134
	280	**449**

The table below illustrates the geographical location of trade receivables:

	2024 £'000	2023 £'000
United Kingdom	280	449
	280	**449**

Liquidity risk

Liquidity risk arises from the Group's management of working capital and the finance charges and repayments of its liabilities.

The Group's policy is to ensure that it will have sufficient cash to allow it to meet its liabilities when they become due and so cash holdings may be high during certain periods throughout the period.

Other than the loans referred to in note 26, the Group currently has no bank borrowing or overdraft facilities.

The Group's policy in respect of cash and cash equivalents is to limit its exposure by reducing cash holding in the operating units and investing amounts that are not immediately required in funds that have low risk and are placed with a reputable bank.

	2024 £'000	2023 £'000
Cash and cash equivalents	1,639	4,268

Cash at bank comprises Sterling and US Dollar cash deposits held with Coutts & Co, National Westminster Bank plc, Santander, Bank of America and PayPal.

All monetary assets and liabilities within the group are denominated in the functional currency of the operating unit in which they are held. All amounts stated at carrying value equate to fair value.

27 FINANCIAL RISK MANAGEMENT (continued)

	2024 £'000	2023 £'000
Financial liabilities at amortised cost		
Trade payables	1,041	233
Loans	38	28
	1,079	**261**

The table below illustrates the maturities of trade payables:

	2024 £'000	2023 £'000
Current	934	160
30 – 59 days	94	64
60 – 89 days	7	6
90 – 119 days	-	-
120 and over	6	3
	1,041	**233**

The table below shows the maturities of financial liabilities:

	Carrying amount £'000	6 months or less £'000	6-12 months £'000	1 or more years £'000
Trade payables	1,041	1,035	14	(8)
Loans	38	10	10	18
	1,079	**1,045**	**24**	**10**

Capital Disclosures and Risk Management

The Group's management define capital as the Group's equity share capital and reserves.

The Group's objective when maintaining capital is to safeguard its ability to continue as a going concern, so that in due course it can provide returns for shareholders and benefits for other stakeholders.

The Group manages its capital structure and makes adjustments to it in the light of changes in the business and in economic conditions. In order to maintain or adjust the capital structure the Group may from time-to-time issue new shares based on working capital and product development requirements and current and future expectations of the Company's share price.

Market risk

Interest rate risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Group considers the interest rates available when deciding where to place cash balances. Borrowings require approval by the Board, and whilst this does not protect the Group from the risk of paying excess rates, the Board can ensure the Group are achieving competitive rates.

27 FINANCIAL RISK MANAGEMENT (continued)

Foreign currency risk
Foreign exchange transaction risk arises when individual Group operations enter into transactions denominated in a currency other than the functional currency. The Group's main area of exposure is the Let's Explore division, a large proportion of whose income and expenditure is denominated in US Dollars. The Group holds US Dollar reserves to match US Dollar income and expenditure when possible, mitigating foreign currency risk.

28 SHARE CAPITAL

Called up share capital **Allotted, called up and fully paid**	**2024** **Shares of 0.040108663 pence each**	**2024** **£'000**	**2023** **Shares of 0.040108663 pence each**	**2023** **£'000**
At beginning of period	318,305,143	127	415,538,083	166
Share options exercised	-	-	47,125,978	19
Share buybacks and cancellations	-	-	(275,040,736)	(110)
Acquisition of subsidiaries	3,011,840	2	130,681,818	52
At end of period	**321,316,983**	**129**	**318,305,143**	**127**

29 SHARE BASED PAYMENTS

The Group has a share option scheme which was originally established in 2018.

The share options in place at the beginning and end of the year were as follows:

	2018 Options	**2020 Options**	**2021 Options**	**Total Options**	**Weighted Ave. Exercise Price**
At 1 January 2023	947,333	54,716,740	1,800,000	57,464,073	2.7p
Exercised	-	(47,125,978)	-	(47,125,978)	2.5p
At 31 December 2023	**947,333**	**7,590,762**	**1,800,000**	**10,338,095**	**3.7p**
Expired	-	(7,590,762)	-	(7,590,762)	2.5p
At 31 December 2024	**947,333**	**-**	**1,800,000**	**2,747,333**	**7.0p**

All of the Company's share options are equity-settled. All of the share options in issue at the end of the period were fully vested and were issued to former employees of the Group.

The 2018 options expire on 11 July 2028 and the 2021 options expire on 28 November 2031.

29 SHARE BASED PAYMENTS (continued)

The share based payments charge in the period is comprised as follows:

	2024 £'000	2023 £'000
2020 options	-	157
2020 options: modifications	-	170
2021 options	-	7
Warrants	-	3
	-	**337**

30 RESERVES

Full details of movements in reserves are set out in the consolidated statement of changes in equity. The following describes the nature and purpose of each reserve within owners' equity:

Share premium: Amount subscribed for share capital in excess of nominal value.

Foreign exchange reserve: Reserve arising on translation of the Group's overseas subsidiaries.

Merger reserve: Premium above the nominal value of shares issued for equity consideration.

Capital redemption reserve: Nominal value of the Company's own shares purchased and cancelled.

Equity reserve: Deferred equity consideration in relation to the Huddled Holdings Limited (formerly Huddled Group Limited), Nutricircle Limited (formerly Food Circle Supermarket Limited) and Boop Beauty Limited acquisitions.

Non-controlling interest: the value of subsidiaries' equity not owned by the parent company.

Retained earnings: Cumulative net gains and losses recognised in the consolidated statement of comprehensive income.

31 CAPITAL COMMITMENTS

At 31 December 2024 and 31 December 2023 there were no capital commitments.

32 RELATED PARTY TRANSACTIONS

M J Higginson, a director of Huddled Group plc, is a director and controlling shareholder of M Capital Investment Properties Limited. Services to the value of £24,000 (year to 31 December 2023: £24,000) were invoiced in the period by M Capital Investment Properties Limited to Huddled Group plc. At 31 December 2024, Huddled Group plc owed £Nil (31 December 2023: £Nil) to M Capital Investment Properties Limited.

R Miller, a director of Huddled Group plc, is a director of Robin Miller Consultants Ltd. In the period, services totalling £15,938 (year to 31 December 2023: £28,000) were billed to Huddled Group plc from Robin Miller Consultants Ltd. At 31 December 2024, £1,328 (31 December 2023: £Nil) was owing from Huddled Group plc to Robin Miller Consultants Ltd.

32 RELATED PARTY TRANSACTIONS (continued)

D Marks, a director of Huddled Group plc until 25 October 2024, was advanced a loan in a prior period. Interest is currently charged on the loan at 2% per annum. At 31 December 2024, D Marks owed £17,000 inclusive of interest (31 December 2023: £17,000), to the Group. Arrangements have been made with D Marks to repay the loan in April 2025.

D F G Wortley, a director of Huddled Group plc, was advanced a loan in a prior period. Interest is currently charged on the loan at 2% per annum. At 31 December 2024, D F G Wortley owed £5,000 inclusive of interest (31 December 2023: £5,000) to the Group. D F G Wortley has repaid this loan after the period end.

M J Higginson, a director of Huddled Group plc, was advanced funds in a prior period. At 31 December 2024, M J Higginson owed £10,000 to the Group (31 December 2023: £10,000). M J Higginson has repaid this advance after the period end.

S J Higginson, the son of M J Higginson, a director of the Company, charged consultancy fees of £91,000 to the group during the period (2023: £90,000). At the period end the group owed £7,500 to S J Higginson (2023: £7,500).

The key management personnel are considered to be the Board of Directors. Their remuneration is disclosed in detail in note 10. Key management were remunerated £832,000 in the year ended 31 December 2024 (2023: £914,000).

33 POST BALANCE SHEET EVENTS

On 22 April 2025, the Company issued 2,096,436 new ordinary shares at a price of 2.385 pence, set at the time of the acquisition on 11 April 2024, in satisfaction of the £50,000 deferred share consideration for Nutricircle Limited (formerly Food Circle Supermarket Limited).

The Directors have decided to wind down the Let’s Explore division with the intent of ceasing operations completely in 2025. The results of the Let’s Explore division are included with continuing operations in 2024 as the division did not meet the criteria to be classified as an asset held for sale as at 31 December 2024 in accordance with IFRS 5.

34 SUBSIDIARY UNDERTAKINGS

The following companies were exempt from undergoing an audit for year ended 31 December 2024 by virtue of S479A of Companies Act 2006:

Beermonster Online Limited (company number 13431824)
Boop Beauty Limited (company number 14767299)
Discount Dragon Limited (company number 12732998)
Huddled Holdings Limited (company number 12596498)
Let’s Explore Limited (company number 12798774)
Let’s Explore VR Limited (company number 11054174)
Nutricircle Limited (company number 11097180)
Ranger Rob UK Limited (company number 09511044)
Vodiac Limited (company number 13676998)

HUDDLED GROUP PLC

COMPANY STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2024

		At 31 December 2024 £'000	At 31 December 2023 £'000
Fixed assets			
Investments	IV	3,706	4,102
Tangible fixed assets	V	114	137
Intangible fixed assets	VI	5	5
		3,825	4,244
Current assets			
Trade and other receivables	VII	1,052	3,043
Cash and cash equivalents	VIII	1,249	4,207
		2,301	7,250
Payables: amounts falling due within one year	IX	(407)	(991)
Net current assets		1,894	6,259
Payables: amounts falling due in more than one year	X	(8)	(18)
Total assets less total liabilities		**5,711**	**10,485**
Capital and reserves			
Called up share capital	XI	129	127
Share premium account	XIII	1,143	1,143
Merger reserve	XIII	2,896	2,823
Capital redemption reserve	XIII	110	110
Equity reserve	XIII	547	417
Retained earnings	XIII	886	5,865
Shareholders' funds		**5,711**	**10,485**

The Company has taken advantage of the exemptions allowed under section 408 of the Companies Act 2006 and has not presented its income statement in these financial statements. The Company made a loss after tax for the year of £4,979,000 (2023: £10,732,000 profit).

The financial statements were approved by the Board and authorised for issue on 2 May 2025

Martin Higginson
Chief Executive Officer

Daniel Wortley
Finance Director

The notes on pages 79 to 84 form part of the Company financial statements.

HUDDLED GROUP PLC

COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2024

	Share Capital £'000	Share Premium £'000	Merger reserve £'000	Capital redemption reserve £'000	Equity reserve £'000	Retained earnings/ (deficit) £'000	Total Equity £'000
Balance at 1 January 2023	**166**	**20,556**	**-**	**-**	**-**	**(13,096)**	**7,626**
Profit after tax	-	-	-	-	-	10,732	10,732
Share based payments	-	-	-	-	-	337	337
Exercise of share options	19	1,159	-	-	-	-	1,178
Acquisition of subsidiaries	52	-	2,823	-	417	-	3,292
Reduction in share premium	-	(20,572)	-	-	-	20,572	-
Buyback and cancellation of shares	(110)	-	-	110	-	(12,680)	(12,680)
Balance at 31 December 2023	**127**	**1,143**	**2,823**	**110**	**417**	**5,865**	**10,485**
Loss after tax	-	-	-	-	-	(4,979)	(4,979)
Acquisition of subsidiaries	2	-	73	-	130	-	205
Balance at 31 December 2024	**129**	**1,143**	**2,896**	**110**	**547**	**886**	**5,711**

The notes on pages 79 to 84 form part of the Company financial statements.

HUDDLED GROUP PLC

COMPANY STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2024

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Cash flows from operating activities		
Loss/(profit) before tax	(4,979)	10,732
Adjustments for:		
Share based payments	-	337
Depreciation of property, plant and equipment	24	22
Amortisation of intangible assets	2	5
Impairment of investment in subsidiary undertaking	810	-
Gain on disposal of subsidiary undertakings	-	(12,540)
Costs relating to the disposal of subsidiaries	-	(445)
Gain on disposal of property, plant and equipment	-	(11)
Finance income	(131)	(336)
Finance costs	1	2
Cash used in operating activities before changes in working capital	**(4,273)**	**(2,234)**
Decrease in trade and other receivables	135	3,595
Increase in trade and other payables	126	422
Cash (used in)/from operations	**(4,012)**	**1,783**
Investing activities		
Purchase of property, plant and equipment	(2)	(156)
Purchase of intangible assets	(2)	(6)
Acquisition of subsidiary undertakings	(109)	-
Proceeds from the sale of subsidiary undertakings	1,047	14,458
Proceeds from the sale of intangible assets	-	30
Net cash from investing activities	**934**	**14,326**
Financing activities		
Finance income	131	336
Finance costs	(1)	(2)
Loan repayments	(10)	(740)
Issue of new share capital	-	1,178
Share buybacks	-	(12,680)
Net cash from/(used in) financing activities	**120**	**(11,908)**
Net (decrease)/increase in cash and cash equivalents	**(2,958)**	**4,201**
Cash and cash equivalents at beginning of the period	4,207	6
Cash and cash equivalents at end of the period	**1,249**	**4,207**

COMPANY STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2024

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Reconciliation of net cashflow to movement in net debt		
Net increase/(decrease) in cash and cash equivalents	(2,958)	4,201
Loans acquired with subsidiaries	-	(695)
Loan repayments	10	740
Movement in net funds in the year	**(2,948)**	**4,246**
Net funds at 1 January	4,179	(67)
Net funds at 31 December	**1,231**	**4,179**
Breakdown of net funds/(debts)		
Cash and cash equivalents	1,249	4,207
Loans and borrowings	(18)	(28)
Net funds at 31 December	**1,231**	**4,179**

The notes on pages 79 to 84 form part of the Company financial statements.

I ACCOUNTING POLICIES

The separate financial statements of the Company are presented as required by the Companies Act 2006. As permitted by the Act the separate financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the United Kingdom. The principal accounting policies adopted are the same as those set out in note 4 to the consolidated financial statements except as noted below:

Valuation of investments
Investments in subsidiaries are stated at cost less any provision for impairment in value.

II CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

When applying the Company's accounting policies, which are described in note I, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on experience and other factors considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed 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.

The following are the critical judgements and estimations that the Directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

Impairment of investments
The carrying value of the Company's investments in subsidiaries is reviewed twice-annually for indicators of impairment to ensure that the investments are not overstated within the financial statements. Impairment assessments require estimates of the value of future cash flows to be generated by each entity, together with an appropriate discount factor for the purpose of determining the present value of those cash flows. Further details of the considerations made when conducting the impairment review can be found in note IV.

Impairment of inter-company receivables
The carrying value of receivables from the Company's subsidiaries is reviewed twice-annually for indicators of impairment to ensure that the amounts included in receivables can be reasonably expected to be recoverable. Impairment assessments require estimates of the value of future cash flows to be generated by each entity, together with an appropriate discount factor for the purpose of determining the present value of those cash flows.

III OPERATING LOSS

The auditor's remuneration for audit and other services is disclosed in note 9 to the consolidated financial statements.

The average number of employees of the company during the year was 9 (2023: 8) and total staff costs were £1,007,000 (2023: £976,000). Directors' remuneration is disclosed in note 10 to the consolidated financial statements. Share based payments for employees in 2024 was £nil (2023: £334,000).

III OPERATING LOSS (continued)

The Company operating loss was stated after the write-off/release of intra-group debt balances as follows:

	2024 £'000	2023 £'000
Amounts due from other group companies written-off/released	1,939	12,107
Movement of provisions against intra-group debt	1,688	(11,802)
Amounts due to other group companies written-off	(810)	-
Net intra-group debt write-off expense	**2,817**	**305**

The Company conducts an annual review of intra-group receivables and provides against them if the present value of future cash flows from each relevant entity leaves insufficient headroom to service the debt, after subtracting the carrying value of the investment in that entity.

The provision against intra-group debt carried forward at 31 December 2024 was £2,501,000 (31 December 2023: £813,000).

IV FIXED ASSET INVESTMENTS

	2024 £'000	2023 £'000
Subsidiary undertakings		
Cost		
Balance at 1 January	4,102	3,321
Additions	414	3,292
Impairment	(810)	(129)
Disposals	-	(2,382)
Balance at 31 December	**3,706**	**4,102**
Provisions		
Balance at 1 January	-	-
Balance at 31 December	-	-
Carrying value of investments	**3,706**	**4,102**

An impairment provision of £810,000 was recognised in the period against the Company's investment in Let's Explore VR Limited. Let's Explore VR Limited was a dormant subsidiary whose only asset was an £810,000 inter-company receivable from Huddled Group PLC, which was written-off in the period.

IV FIXED ASSET INVESTMENTS (continued)

At the year end, the Company had the following direct subsidiaries:

Subsidiary name	Class of shares	Ownership	Registered office
Boop Beauty Limited	Ordinary	100%	Cumberland Court, 80 Mount Street, Nottingham, NG1 6HH
Huddled Holdings Limited	Ordinary	100%	Cumberland Court, 80 Mount Street, Nottingham, NG1 6HH
Let’s Explore Limited	Ordinary	75%	Cumberland Court, 80 Mount Street, Nottingham, NG1 6HH
Let’s Explore VR Limited	Ordinary	100%	Cumberland Court, 80 Mount Street, Nottingham, NG1 6HH
Nutricircle Limited	Ordinary	100%	Cumberland Court, 80 Mount Street, Nottingham, NG1 6HH
Ranger Rob UK Limited	Ordinary	100%	Cumberland Court, 80 Mount Street, Nottingham, NG1 6HH
Vodiac Limited	Ordinary	100%	Cumberland Court, 80 Mount Street, Nottingham, NG1 6HH

At the year end, the Company had the following indirect subsidiaries:

Subsidiary name	Class of shares	Ownership	Registered office
Beermonster Online Limited	Ordinary	100%	Cumberland Court, 80 Mount Street, Nottingham, NG1 6HH
Discount Dragon Limited	Ordinary	100%	Cumberland Court, 80 Mount Street, Nottingham, NG1 6HH
Let’s Explore Inc.	Ordinary	75%	2804 Gateway Oaks Dr, #100, Sacramento, CA 95833, USA

Subsidiary name	Principal activity
Beermonster Online Limited	Dormant company
Boop Beauty Limited	Online sale of discounted beauty products
Discount Dragon Limited	Online sale of discounted FMCG
Huddled Holdings Limited	Intermediate holding company
Let’s Explore Limited	In-home virtual reality equipment and experiences
Let’s Explore Inc.	In-home virtual reality equipment and experiences
Let’s Explore VR Limited	Dormant company
Nutricircle Limited	Online sale of discounted protein foods
Ranger Rob UK Limited	Dormant company
Vodiac Limited	Dormant company

IV FIXED ASSET INVESTMENTS (continued)

The Company is obliged to review investment values annually for impairment. In order to perform this test, management is required to compare the carrying value of the relevant cash generating unit ("CGU") with its recoverable amount. The recoverable amount of the CGU is determined from a value in use calculation. It is considered that any reasonably possible changes in the key assumptions would not result in an impairment of the present carrying value of the investments.

The recoverable amount of each subsidiary has been determined from a review of the current and anticipated performance of the business segment to which it serves or was originally acquired to serve. In preparing this projection, a discount rate of 19.71% (based on the Company's estimated weighted average cost of capital plus 3%) has been applied to forecast earnings for 2025 and 2026 with a terminal value with 5% annual growth assumed thereafter.

V PROPERTY, PLANT AND EQUIPMENT

	Fixtures, Fittings & Equipment £'000	Motor Vehicles £'000	Total £'000
Cost			
At 1 January 2023	3	-	3
Additions	1	155	156
At 31 December 2023	**4**	**155**	**159**
At 1 January 2024	4	155	159
Additions	2	-	2
Disposals	(3)	-	(3)
At 31 December 2024	**3**	**155**	**158**
Accumulated depreciation			
At 1 January 2023	-	-	-
Depreciation charge	2	20	22
At 31 December 2023	**2**	**20**	**22**
At 1 January 2024	2	20	22
Depreciation charge	2	22	24
Disposals	(2)	-	(2)
At 31 December 2024	**2**	**42**	**44**
Net Book Value			
At 31 December 2024	1	113	114
At 31 December 2023	2	135	137

VI INTANGIBLE FIXED ASSETS

	Total £'000
Cost	
At 1 January 2023	25
Additions	6
Disposals	(26)
At 31 December 2023	**5**
At 1 January 2024	5
Additions	2
Transfers	2
At 31 December 2024	**9**
Accumulated amortisation	
At 1 January 2023	11
Amortisation charge	5
Disposals	(16)
At 31 December 2023	**-**
At 1 January 2024	-
Amortisation charge	2
Transfers	2
At 31 December 2024	**4**
Net Book Value	
At 31 December 2024	5
At 31 December 2023	5

VII RECEIVABLES: due within one year

	2024 £'000	2023 £'000
Trade receivables	4	21
Amounts owed by group undertakings	1,002	1,853
Prepayments and accrued income	27	79
Other receivables	19	1,090
	1,052	**3,043**

VIII CASH AND CASH EQUIVALENTS

	2024 £'000	2023 £'000
Cash at bank and in hand	1,249	4,207

IX PAYABLES: amounts falling due within one year

	2024 £'000	2023 £'000
Trade payables	13	-
Accruals	359	131
Amounts payable to group undertakings	-	810
Other tax and social security	20	32
Other payables	5	8
Loans	10	10
	407	**991**

X PAYABLES: amounts falling due in more than one year

	2024 £'000	2023 £'000
Loans	8	18

Details of this loan are contained in note 26 to the consolidated financial statements.

XI SHARE CAPITAL

Details of the Company's share capital and the movements in the period can be found in note 28 to the consolidated financial statements.

XII SHARE OPTIONS

Details of the share options outstanding at 31 December 2024 can be found in note 29 to the consolidated financial statements.

XIII RESERVES

Details of the reserves can be found in note 30 to the consolidated financial statements.

XIV RELATED PARTY TRANSACTIONS

Details of the Company's related party transactions can be found in note 32 to the consolidated financial statements.

XV POST BALANCE SHEET EVENTS

Details of post balance sheet events can be found in note 33 to the consolidated financial statements.

DIRECTORS, SECRETARY AND ADVISORS

Directors	Michael Ashley Martin Higginson Nicholas Lee Sir Robin Miller Paul Simpson Daniel Wortley
Company Secretary and Registered Office	Daniel Wortley Huddled Group Plc Cumberland Court 80, Mount Street Nottingham England NG1 6HH
Company Number	10964782
Registrars	Neville Registrars Limited Neville House Steelpark Road Halesowen B62 8HD
Nominated Adviser and Broker	Zeus Capital Ltd 125 Old Broad St. London EC2N 1AR
Independent Auditors	HaysMac LLP 10 Queen Street Place London EC4R 1AG
Solicitors	Freeths LLP 1 Vine Street London W1J 0AH
Country of Incorporation of Parent Company	England and Wales
Legal Form	Public Limited Company
Domicile	United Kingdom