SECTION C – UNAUDITED INTERIM FINANCIAL INFORMATION OF THE GROUP

Project Glow Topco Limited

Interim Consolidated Statement of Profit and Loss and Other Comprehensive Income
For the six months ended 30 June 2025

	Note	30 June 2024 £'000	30 June 2025 £'000
Revenue	4	43,518	**55,237**
Cost of sales		(20,629)	**(21,654)**
Gross profit		22,889	**33,583**
Administrative expenses	6	(17,469)	**(22,447)**
Share-based payment expense		(430)	**(582)**
Exceptional administrative expenses	7	(789)	**(1,501)**
Other operating income		6	**210**
Operating profit		4,207	**9,263**
Fair value loss on foreign exchange forward contracts	17	(3)	**(301)**
Finance costs	8	(4,164)	**(3,964)**
Profit before tax		40	**4,998**
Tax charge on loss	9	(824)	**(2,196)**
(Loss)/profit for the period		(784)	**2,802**
Other comprehensive (expense)/income:			
Foreign exchange (losses)/gains		(41)	**83**
Other comprehensive (expense)/ income, net of tax		(41)	**83**
Total comprehensive (loss)/profit for the period		(825)	**2,885**
Earnings per share			
Basic EPS	10	(1.25)	**4.36**

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

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

The accompanying notes are an integral part of the Interim Condensed Consolidated Financial Statements.

Project Glow Topco Limited

Interim Consolidated Statement of Financial Position
As at 30 June 2025

	Note	31 December 2024 £'000	30 June 2025 £'000
Assets			
Non-current assets			
Property, plant and equipment		1,368	**2,848**
Right-of-use assets	11	1,822	**3,640**
Intangible assets		53,618	**52,867**
Deferred tax assets		284	**284**
Total non-current assets		57,092	**59,639**
Current assets			
Inventories	12	17,078	**22,653**
Trade and other receivables	13	16,749	**13,943**
Cash and cash equivalents	21	14,528	**8,593**
Total current assets		48,355	**45,189**
Total assets		105,447	**104,828**
Liabilities and Equity			
Current liabilities			
Trade and other payables	14	20,947	**12,704**
Lease liabilities	11	297	**347**
Tax liability		3,955	**2,942**
Borrowings	15	71	**5,000**
Provisions		2,155	**2,898**
Total current liabilities		27,425	**23,891**
Non-current liabilities			
Lease liabilities	11	1,753	**3,636**
Borrowings	15	72,825	**70,480**
Contingent consideration	16	2,620	**2,525**
Deferred tax liabilities	9	3,838	**3,843**
Total non-current liabilities		81,036	**80,484**
Total liabilities		108,461	**104,375**
Net (liabilities)/assets		(3,014)	**453**
Equity			
Share capital		7	**7**
Share premium		1,819	**1,819**
Foreign currency translation reserve		(135)	**(52)**
Share-based payment reserve		4,119	**4,701**
Retained earnings		(8,824)	**(6,022)**
Total (deficit)/equity		(3,014)	**453**

The accompanying notes are an integral part of the Interim Condensed Consolidated Financial Statements.

Project Glow Topco Limited

Interim Consolidated Statement of Cash Flows
For the six months ended 30 June 2025

	Note	30 June 2024 £'000	30 June 2025 £'000
Cash flows from operating activities			
(Loss)/profit for the period		(784)	**2,802**
Adjustments for:			
Depreciation of property, plant and equipment		92	**118**
Amortisation of right of use assets	11	160	**256**
Amortisation of intangible assets		1,847	**2,195**
Fair value loss on foreign exchange forward contracts		3	**301**
Share-based payment expense		430	**582**
Finance costs	8	4,164	**3,964**
Foreign exchange loss		29	**881**
Interest paid on borrowings		(1,302)	**(950)**
Taxation	9	824	**2,196**
		5,463	**12,345**
Increase in inventories		(1,881)	**(6,008)**
(Increase)/decrease in trade and other receivables		(1,093)	**1,490**
Decrease in trade and other payables		(1,619)	**(8,759)**
Increase in provisions		182	**750**
Cash generated from/(used in) operations		1,052	**(182)**
Taxation paid		(193)	**(3,208)**
Net cash flows from/(used in) operating activities		859	**(3,390)**
Cash flows from/(used in) investing activities			
Purchases of property, plant and equipment		(94)	**(1,625)**
Purchase of intangible assets		(1,594)	**(1,662)**
Advances to Directors		(2,750)	**—**
Net cash used in investing activities		(4,438)	**(3,287)**
Cash flows from financing activities			
Repayments of lease liabilities	11	(122)	**(123)**
Interest paid on lease liabilities	11	(93)	**(158)**
Drawdown of bank loans		4,743	**25,000**
Repayment of bank loans		(6,095)	**(12,838)**
Repayment of loan notes		—	**(9,258)**
Repayment of preference shares		—	**(1,000)**
Net cash (used in)/generated from financing activities		(1,567)	**1,623**
Net decrease in cash and cash equivalents		(5,146)	**(5,054)**
Cash and cash equivalents at beginning of the period		12,021	**14,528**
Foreign exchange losses		(29)	**(881)**
Cash and cash equivalents at end of the period		6,846	**8,593**

The accompanying notes are an integral part of the Interim Condensed Consolidated Financial Statements.

Project Glow Topco Limited

Interim Consolidated Statement of Changes in Equity
For the six months ended 30 June 2025

	Share capital £'000	Share premium account £'000	Foreign currency translation reserve £'000	Share-based payment reserve £'000	Retained earnings £'000	Total deficit £'000
At 1 January 2024	7	1,819	(109)	3,283	(10,574)	(5,574)
Comprehensive expense for the period						
Loss for the period	—	—	—	—	(784)	(784)
Other comprehensive loss	—	—	(41)	—	—	(41)
Total comprehensive expense for the period	—	—	(41)	—	(784)	(825)
Contributions by and distributions to owners						
Share-based payment	—	—	—	430	—	430
Total transactions with owners	—	—	—	430	—	430
At 30 June 2024	7	1,819	(150)	3,713	(11,358)	(5,969)
At 1 January 2025	**7**	**1,819**	**(135)**	**4,119**	**(8,824)**	**(3,014)**
Comprehensive income for the period						
Profit for the period	**—**	**—**	**—**	**—**	**2,802**	**2,802**
Other comprehensive income	**—**	**—**	**83**	**—**	—	**83**
Total comprehensive income for the period	**—**	**—**	**83**	**—**	**2,802**	**2,885**
Contributions by and distributions to owners						
Share-based payment	**—**	**—**	**—**	**582**	**—**	**582**
Total transactions with owners	**—**	**—**	**—**	**582**	**—**	**582**
At 30 June 2025	**7**	**1,819**	**(52)**	**4,701**	**(6,022)**	**453**

The accompanying notes are an integral part of the Interim Condensed Consolidated Financial Statements.

Project Glow Topco Limited

Notes to the Interim Condensed Consolidated Financial Statements
For the six months ended 30 June 2025

1 General information

Project Glow Topco Limited ("the Topco"), with the company number 13671831, is a private company limited by shares. It is incorporated, domiciled and registered in England and Wales under the Companies Act 2006. The Topco's registered office is C/O Alter Domus (Uk) Limited 10th Floor, 30 St Mary Axe, London, United Kingdom, EC3A 8BF.

Project Glow Topco Limited was incorporated on 11 October 2021. The principal activity of the Topco and its subsidiaries and subsidiary undertakings (together, "the Group") is the online retailing and wholesale distribution of beauty devices.

2 Accounting policies

Basis of preparation

These Interim Condensed Consolidated Financial Statements have been prepared in accordance with IAS 34 *Interim Financial Reporting* ("IAS 34"). They do not include all disclosures that would otherwise be required in a complete set of financial statements and should be read in conjunction with the Historical Financial Information.

The Interim Condensed Consolidated Financial Statements are presented in GBP and rounded to the nearest thousand, unless otherwise stated.

The Group has applied the same accounting policies and methods of computation in its Interim Condensed Consolidated Financial Statements as in the Historical Financial Information, except for the following amendments which apply for the first time in 2025. However, not all are expected to impact the Group as they are either not relevant to the Group's activities or require accounting which is consistent with the Group's current accounting policies.

Changes in accounting policies

The following new amendments are effective for the period beginning 1 January 2025:

- Lack of Exchangeability (Amendment to IAS 21 The Effects of Changes in Foreign Exchange Rates)

Lack of exchangeability (Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates)

On 15 August 2023, the IASB issued Lack of Exchangeability which amended IAS 21 *The Effects of Changes in Foreign Exchange Rates* ("the Amendments").

These Amendments are applicable for annual reporting periods beginning on or after 1 January 2025. The Amendments introduce requirements to assess when a currency is exchangeable into another currency and when it is not. The Amendments require an entity to estimate the spot exchange rate when it concludes that a currency is not exchangeable into another currency. The Amendments also introduce additional disclosure requirements when an entity estimates a spot exchange rate because a currency is not exchangeable into another currency.

IAS 21, prior to the Amendments, did not include explicit requirements for the determination of the exchange rate when a currency is not exchangeable into another currency, which led to diversity in practice.

When applying the Amendments, an entity is not permitted to restate comparative information.

These Amendments have had no material effect on the Interim Condensed Consolidated Financial Statements.

Going concern

The Interim Condensed Consolidated Financial Statements has been prepared on a going concern basis which the Directors consider to be appropriate for the following reasons:

At the period end, the Group had net assets of £453k (31 December 2024 – net liabilities of £3,014k), net current assets of £21,298k (31 December 2024 – £20,930k) including cash at bank of £8,593k (31 December 2024 – £14,528k). Group net assets include £80,484k (31 December 2024 – £81,036k) amounts payable after one year.

The global economy, cost of living increase and the war in Ukraine have had a limited impact on the Group's going concern. The business has mitigated the risks by diversifying globally by territory as well as having a varied portfolio of product categories across electronic beauty devices.

During the period, a baseline 10% tariff on almost all foreign imports to the US has been introduced, with significantly higher tariffs being imposed on imports from some countries, most notably China. The UK and other governments are responding by seeking to negotiate trade deals, whilst other nations have imposed their own retaliatory tariffs. Faced with uncertainty the Directors have taken prompt steps to reduce the groups exposure to the US tariffs. Furthermore, the Directors have modelled the impact of different scenarios on Group performance and stress testing shows that the Group can withstand significant increased import tariff costs. The board consider themselves to be in a strong position to withstand these future uncertainties.

As part of their going concern review, the Directors have followed the guidelines published by the Financial Reporting Council entitled "Guidance on the Going Concern Basis of Accounting and Reporting on Solvency and Liquidity Risks". The Directors have prepared detailed financial forecasts and cash flows looking 12 months ahead from the date the Interim Condensed Consolidated Financial Statements are prepared. In drawing up these forecasts, the Directors have made assumptions based upon their view of the current and future economic conditions that will prevail over the forecast period.

The Group has successfully completed a refinancing arrangement with Santander, securing new facilities comprising Loan A of £15 million at an interest rate of 3.25% plus base rate per annum and Loan B of £10 million at an interest rate of 3.75% plus base rate per annum, both repayable over a three-year term. Additionally, a Trade Finance facility has been established at a rate of 2% plus base rate per annum. The proceeds from these facilities have been used to repay a significant portion of the Group's outstanding loan notes and preference shares, thereby improving the Group's liquidity position and reducing financial risk.

The Topco and its subsidiaries have sufficient financial resources, together with forecast future cash flows to continue operations with the existing facilities in place. The Topco has received written confirmation of financial support from other Group companies as required. As a consequence, the Directors believe that the Topco is well placed to manage its business risks successfully.

3 Critical accounting judgements and key sources of estimation uncertainty

In preparing the Interim Condensed Consolidated Financial Statements, management has made judgements, estimates and assumptions that affect the application of the Group's accounting policies and the reported amount of assets, liabilities, income and expenses. The outcome may differ from these estimates.

Judgements, estimates and underlying assumptions are reviewed and revised on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying the Group's accounting policies

Capitalisation of internal development costs

Expenditure incurred on internal development projects is capitalised as an intangible asset to the extent that the technical, commercial and financial feasibility can be demonstrated by the Group. Estimates of the amount of the internal staff development time allocated to each project are reviewed on an ongoing basis by the Directors.

Determination of lease terms

Management calculated the lease term for each lease to be from the date of initial application (being the date of incorporation of the Topco) or the lease commencement date for leases signed after the incorporation date, to the agreed lease expiration date as stated within the signed lease agreements. Management is not reasonably certain that the leases will be extended past these dates.

Contingent consideration

Contingent consideration in relation to a business combination is recognised as an adjustment to Interim Consolidated Statement of Profit and Loss and Other Comprehensive Income when the Directors consider that settlement is probable and can be reliably measured.

Key sources of estimation uncertainty

Share-based payment (Fair value of C and D Ordinary shares)

The fair value of the C and D Ordinary shares granted under the equity settled share based payment arrangement was determined using the Monte Carlo valuation model. The model is internationally recognised as being appropriate to value similar employee share schemes, and it was deemed that this approach would result in a materially accurate estimate of the fair value. The followings assumptions were used:

- Risk-free rate 0.44% to 4.78%
- Volatility 44.29% to 53.05%
- Dividend Yield 0.00%

The total share-based payment charge for the period ended 30 June 2025 was £582k (30 June 2024 – £430k).

Expected credit losses ("ECL")

The Group estimates the expected credit losses on trade and other receivables by assessing the likelihood of the balances being settled in the future. The assessment requires estimates and assumptions to be made in respect of the discount rate, net assets value, future trading prospects including net present value of cashflows and future enterprise valuation of each receivable with a balance due to the Group. The expected credit loss recognised is a function of management's judgement and estimate of the probable outcomes for each receivable at each reporting date. To the extent that estimates and assumptions in the calculation change, the results of the expected credit loss may also change. An expected credit loss impairment of £Nil has been recognised in the current period (30 June 2024 – £Nil).

Inventory provisioning

Consideration has been given by the Directors to the level of provision against stocks. In determining the provision required, the Directors have used historical experience and their knowledge of the industry. A 2% change in the estimated provision would impact the impairment of inventory expense recognised by circa £468k. During the period ended 30 June 2025, the impairment of inventory expense recognised was £763k (30 June 2024 – £711k).

Useful economic life of intangible fixed assets

The useful economic lives of intangible fixed assets must be estimated by the Directors to determine the period over which they are amortised. A change in the estimated useful life by one year would result in a change of £575k to the amortisation charged to the Consolidated Statement of Profit and Loss and Other Comprehensive Income.

Warranty provision

Warranty provisions represent management's best estimate of the costs expected to arise from fulfilling warranty obligations. A 1% change in the estimated costs would impact the warranty provision recognised by circa £552k. These provisions are based on historical data and anticipated future claims related to sale of beauty devices. Management assesses these obligations collectively due to their similar nature and consistent application across products. In line with IAS 37, the Group ensures that the provisions reflect the most accurate estimate of the expenditure required to settle these obligations, considering relevant risks and uncertainties.

4 Segmental reporting

Description of the types of products and services from which each reportable segment derives its revenues

- Currentbody – Own brand beauty technology products primarily sold through its e-commerce platforms and marketplaces globally, including LED masks, radiofrequency devices, and facial cleansing tools.
- Third Party – Distributions and resale of beauty devices and accessories from external brands via the CurrentBody website, acting as a retailer of third-party brands alongside its own range.
- ZIIP – Manufacturing and selling premium microcurrent facial devices and skincare products under the ZIIP brand, marketed primarily through its own e-commerce platforms and marketplaces globally.
- Tria – Selling advanced laser beauty devices for at-home use, primarily focused on hair removal. Products are marketed globally through e-commerce platforms and online marketplaces.

Disaggregation of revenue from contracts with customers

The Group has disaggregated revenue into various categories in the following tables, based on segments and geographical location, which is intended to depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors.

30 June 2024	Curentbody £'000	Third Party £'000	ZIIP £'000	Total £'000
Revenue	31,520	7,588	4,410	43,518
Cost of Sales	(11,696)	(7,108)	(1,825)	(20,629)
Gross Profit	19,824	480	2,585	22,889
Administrative expenses				(17,469)
Share-based payment expense				(430)
Exceptional administrative expenses				(789)
Other operating income				6
Fair value loss on foreign exchange forward contracts				(3)
Finance costs				(4,164)
Profit before tax				40

30 June 2025	Curentbody £'000	Third Party £'000	ZIIP £'000	Tria £'000	Total £'000
Revenue	**49,064**	**38**	**5,528**	**607**	**55,237**
Cost of Sales	**(19,401)**	**(50)**	**(1,922)**	**(281)**	**(21,654)**
Gross Profit	**29,663**	**(12)**	**3,606**	**326**	**33,583**
Administrative expenses					**(22,447)**
Share-based payment expense					**(582)**
Exceptional administrative expenses					**(1,501)**
Other operating income					**210**
Fair value loss on foreign exchange forward contracts					**(301)**
Finance costs					**(3,964)**
Profit before tax					**4,998**

	30 June 2024 £'000	30 June 2025 £'000
Revenue by geographical location:		
United Kingdom and Ireland	10,012	**10,977**
USA and Canada	14,944	**24,079**
Asia	6,812	**6,118**
Rest of Europe	9,816	**11,791**
Rest of the World	1,934	**2,272**
	43,518	**55,237**

5 Seasonal business

The Group experiences a significant degree of seasonality, with a substantial portion of its annual revenue generated during the fourth quarter of the year. In particular, sales volumes peak in November and December, driven primarily by increased consumer spending associated with Black Friday, Cyber Monday, and the holiday shopping season leading up to Christmas. As a result, financial performance in these months is typically stronger than in other periods of the year. This seasonal concentration of revenue may impact comparability between quarterly results and should be considered when evaluating the overall performance of the business.

Revenue for the 12 months ended 30 June 2025 totalled £112,843k (30 June 2024 – £77,685k) and cost of sales of £44,748k (30 June 2024 – £40,377k).

6 Expenses by nature

	30 June 2024 £'000	30 June 2025 £'000
Depreciation of property, plant and equipment	92	**118**
Amortisation of right of use assets	160	**256**
Amortisation of intangible assets	1,847	**2,195**
Research and development expenses	28	**13**
Foreign exchange	29	**881**

7 Exceptional administrative expenses

	30 June 2024 £'000	30 June 2025 £'000
Deal fees	672	**1,169**
Office relocation costs	—	**47**
Legal disputes	117	**281**
Redundancy costs	—	**4**
	789	**1,501**

Deal fees incurred during the current period relate to expenses associated with exploring a private equity acquisition and IPO related costs. In the prior period, they related to the acquisition of ZIIP Inc, the acquisition of CBT At-Home Beauty Holdings PTE, and expenses associated with exploring a private equity acquisition.

Office relocation costs relate to the transfer costs associated with moving to new US and UK warehouses.

Legal dispute costs relate to trademark and misrepresentation disputes.

Redundancy costs incurred in the current period relate to one off restructuring personnel costs.

8 Finance costs

	30 June 2024 £'000	30 June 2025 £'000
Interest on bank loans	1,242	**950**
Interest on loan notes	1,368	**1,290**
Interest on preference shares	1,426	**1,546**
Interest on lease liabilities	93	**158**
Unwinding of discount on contingent consideration	35	**20**
	4,164	**3,964**

9 Taxation

Tax is charged at 25% for the six months ended 30 June 2025 (30 June 2024 – 25%) representing the best estimate of the average annual effective tax rate expected to apply for the full year, applied to the pre-tax income of the six months period.

10 Earnings per share

Basic earnings per share is based on the profit after tax for the year and the weighted average number of shares in issue during the year. All classes of shares in issue have equal rights and are being treated as on class of share.

	30 June 2024 £'000	30 June 2025 £'000
Earnings		
(Loss)/profit attributable to equity holders of the Group	(825)	**2,885**
Number of shares		
Weighted average number of shares in issue during the period	662	**662**
Earnings per share		
Basic	(1.25)	**4.36**

Diluted earnings per share is the same as Basic earnings per share detailed above.

11 Right-of-use assets and lease liabilities

Following is a reconciliation of changes in the balances of right-of-use assets and lease liabilities:

Right-of-use assets

	Land and buildings £'000
At 31 December 2024	1,822
Additions	2,157
Charge for the period	(256)
Foreign exchange	(83)
At 30 June 2025	**3,640**

The table below provides a detailed breakdown of the number of leases by geographical location, reflecting the jurisdictions in which the Group operates:

	31 December 2024 Number	30 June 2025 Number
United Kingdom	4	**5**
United States of America	1	**2**
China	—	**1**

Lease liabilities

	Total £'000
At 31 December 2024	2,050
Additions	2,143
Interest expense	158
Lease payments	(281)
Foreign exchange	(87)
At 30 June 2025	**3,983**

	31 December 2024 £'000	30 June 2025 £'000
Analysed as:		
Non-current	1,753	**3,636**
Current	297	**347**
	2,050	**3,983**

12 Inventories

	31 December 2024 £'000	30 June 2025 £'000
Raw materials and consumables	1,852	**2,074**
Finished goods and goods for resale	15,226	**20,579**
	17,078	**22,653**

13 Trade and other receivables

	31 December 2024 £'000	30 June 2025 £'000
Trade receivables at amortised cost	3,882	**1,267**
Less: expected credit loss provision	—	**—**
Trade receivables at amortised cost – net	3,882	**1,267**
Amounts owed by related parties	28	**55**
Foreign exchange forward contracts (Note 17)	112	**—**
Other receivables	11,391	**10,820**
Prepayments	1,336	**1,801**
Total trade and other receivables	16,749	**13,943**

Trade receivables have been reviewed under the ECL impairment model. As at 30 June 2025, the Group's ECL provision for trade receivables was immaterial and therefore not recognised (31 December 2024 – also immaterial).

14 Trade and other payables

	31 December 2024 £'000	30 June 2025 £'000
Trade payables	10,952	**6,339**
Foreign exchange forward contracts (Note 17)	—	**301**
Taxation and social security	4,001	**1,627**
Accrued expenses	5,454	**1,822**
Other payables	540	**2,615**
Total trade and other payables	20,947	**12,704**

15 Borrowings

	Total £'000
At 31 December 2024	72,896
Bank loans secured	25,000
Bank loans repaid	(12,838)
Loan notes repaid	(11,414)
Preference shares repaid	(1,000)
Interest accrued	3,786
Interest paid	(950)
At 30 June 2025	**75,480**

	31 December 2024 £'000	30 June 2025 £'000
Analysed as:		
Non-current	72,825	**70,480**
Current	71	**5,000**
	72,896	**75,480**

In April 2025, the Group successfully completed a refinancing arrangement with Santander. This secured new facilities comprising Loan A of £15 million at an interest rate of 3.25% plus base rate per annum, and Loan B of £10 million at an interest rate of 3.75% plus base rate per annum. Loan A is repayable in equal quarterly instalments until April 2028 while Loan B is due for repayment in April 2028 as a single bullet payment. As at 30 June 2025, the outstanding amounts are £13,750k for Loan A (31 December 2024 – £Nil) and £10,000k for Loan B (31 December 2024 – £Nil).

The proceeds from these facilities have been used to repay the existing bank loan, a significant portion of loan notes, and part of the preference shares outstanding as of 31 December 2024. The new facility agreement with Santander includes three financial covenants: the ratio of gross senior borrowings to EBITDA, a debt service cover ratio, and a minimum annual amount of Capex spend. These covenants are assessed quarterly, and no breaches have been reported.

Additionally, a Trade Finance facility has also been established with Santander at a rate of 2% plus base rate per annum. The Group has not utilised any amount from this facility during the period.

16 Contingent consideration

The movement for the contingent consideration is as follows:

	Total **£'000**
At 31 December 2024	2,620
Unwinding of discount	20
Foreign exchange	(115)
At 30 June 2025	**2,525**

17 Financial instruments – fair value

Financial instruments not measured at fair value include cash and cash equivalents, trade and other receivables, trade and other payables, bank loans, lease liabilities, loan notes and preference shares.

Due to their short-term nature, the carrying value of cash and cash equivalents, trade and other receivables, and trade and other payables approximates their fair value.

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, and based on the lowest level input that is significant to the fair value measurement as a whole:

Financial assets measured at fair value	**31 December 2024 £'000**	**30 June 2025 £'000**
(Level 2: significant observable inputs)		
Foreign exchange forward contracts	112	**—**

Financial liabilities measured at fair value	**31 December 2024 £'000**	**30 June 2025 £'000**
(Level 2: significant observable inputs)		
Foreign exchange forward contracts	—	**301**
(Level 3: significant unobservable inputs)		
Contingent consideration	2,620	**2,525**
	2,620	**2,826**

Foreign forward contracts are classified as Level 2. The Group enters into these derivative financial instruments with various counterparties, principally financial institutions with investment grade credit ratings. These contracts are valued using valuation techniques, which employ the use of market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, and yield curves of the respective currencies.

The contingent consideration in relation to the acquisition of ZIIP Inc. and CBT At-Home Beauty Holdings PTE (see note 16) have been measured at fair value. The valuation is based on unobservable inputs and hence is a Level 3 valuation. The inputs included are projected revenues, probability of achieving the two individual earn-outs, and the discount rate. The discount rate utilised in the calculation of these fair value measurements was 10%, which is the Group's incremental borrowing rate (IBR). In determining the IBR, management considered investors' return on loan notes, interest on preference shares, and general interest rates when borrowing. The fair value is determined considering the expected payment, discounted to present value using the IBR. The expected payment has been determined separately in respect of the two individual earn-outs, taking into account the anticipated revenue levels. A 2% change in the discount rate would impact the contingent consideration recognised by circa £57k.

There have been no transfers between Level 1 and Level 2 of the fair value hierarchy during the six months ended 30 June 2025 and the year ended 31 December 2024.

18 Related parties

Transactions between the Topco and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note.

EComplete Growth Limited, a company related by common directorship, has made transactions during the period with a Group company. Purchases of £342k (30 June 2024 – £287k) have been made and there is a balance outstanding of £35k at 30 June 2025 (31 December 2024 – £45k) included within trade payables (note 14).

EComplete SPV Limited are a related party by virtue of their investment in Project Glow Topco Limited. Loan notes with a principal value of £13,881k (31 December 2024 – £13,881k) issued by the Group are held by EComplete SPV Limited. Interest is payable at 10% on the loan notes. During the period, interest of £827k (30 June 2024 – £855k) was accrued in relation to the loan notes resulting in a balance due to EComplete SPV Limited at 30 June 2025 of £19,580k (31 December 2024 – £18,753k). This balance is included within loan notes (note 15).

L Newman, A Showman, M Smith, D Hughes, Tower Pension Trustees and 8 Cooper are all related parties by virtue of their shareholdings in Project Glow Topco Limited. Loan notes with a principal value of £6,119k (31 December 2024 – £6,119k) issued by the Group are held by management. Interest is payable at 10% on the loan notes. During the period, interest of £330k (30 June 2024 – £377k) was accrued in relation to the loan notes resulting in a balance due to management at 30 June 2025 of £8,596k (31 December 2024 – £8,266k). This balance is included within loan notes (note 15).

Thakral Lifestyle PTE. Ltd are a related party by virtue of their investment in Project Glow Topco Limited. Loan notes with a principal value of £2,598k (31 December 2024 – £2,598k) issued by the Group are held by Thakral Lifestyle PTE. Ltd. Interest is payable at 10% on the loan notes. During the period, interest of £132k (30 June 2024 – £137k) was accrued in relation to the loan notes resulting in a balance due to Thakral Lifestyle PTE. Ltd at 30 June 2025 of £3,139k (31 December 2024 – £3,007k). This balance is included within loan notes (note 15).

Preference shares with a principal value of £15,972k (31 December 2024 – £15,972k) issued by the Group are held by EComplete SPV Limited. Interest is payable at 10% on the preference shares. During the period, interest of £1,061k (30 June 2024 – £983k) was accrued in relation to the preference shares resulting in a balance due to EComplete SPV Limited at 30 June 2025 of £22,638k (31 December 2024 – £21,577k). This balance is included within preference shares (note 15).

Preference shares with a principal value of £4,864k (31 December 2024 – £4,864k) issued by the Group are held by management. Interest is payable at 10% on the preference shares. During the period, interest of £329k (30 June 2024 – £299k) was accrued in relation to the preference shares resulting in a balance due to management at 30 June 2025 of £6,900k (31 December 2024 – £6,571k). This balance is included within preference shares (note 15).

Preference shares with a principal value of £2,706k (31 December 2024 – £2,706k) issued by the Group are held by Thakral Lifestyle PTE. Ltd. Interest is payable at 10% on the preference shares. During the period , interest of £157k (30 June 2024 – £143k) was accrued in relation to the preference shares resulting in a balance due to Thakral Lifestyle PTE. Ltd at 30 June 2025 of £3,292k (31 December 2024 – £3,135k). This balance is included within preference shares (note 15).

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group. Key management personnel include the Directors of the Topco, the remuneration for whom is detailed below:

	30 June 2024 £'000	**30 June 2025 £'000**
Short-term employee benefits	873	**2,259**
Post-employment benefits	2	**4**
Share-based payment	430	**582**
	1,305	**2,845**

Transactions with Directors

The following advances and credits to Directors subsisted during the period ended 30 June 2025 and the year ended 31 December 2024:

	Amounts owed by Directors	
	31 December 2024 £'000	**30 June 2025 £'000**
A Showman	—	**—**
L M Newman	2,157	**—**
S Glynn	600	**600**

	Amounts advanced	
	31 December 2024 £'000	**30 June 2025 £'000**
A Showman	—	**—**
L M Newman	2,150	**—**
S Glynn	600	**—**

	Amounts repaid	
	31 December 2024 £'000	**30 June 2025 £'000**
A Showman	—	**—**
L M Newman	—	**(2,157)**
S Glynn	—	**—**

No interest is charged on the balances and transactions above. All advances and credits to Directors were made in the usual course of business.

There are no other transactions and balances with related parties which have not been disclosed above.

19 Controlling party

EComplete SPV Limited, a company incorporated in the United Kingdom, is the immediate parent company of Project Glow Topco Limited. The Directors consider EComplete SPV Limited to be the ultimate parent undertaking.

20 Events after the reporting date

Subsequent to the reporting date, the Group has incurred additional costs related to its preparations for a potential Initial Public Offering (IPO). These expenses primarily relate to advisory, legal, financial reporting, and other professional services engaged to support the IPO readiness process. While these costs were not recognised in the reporting period, they represent significant post-reporting date activities that align with the Group's strategic direction and ongoing efforts to position itself for potential future listing.

Prior to Admission, the Company (The Beauty Tech Group plc) will undertake a reorganisation of its share capital, which would take effect after the date of this document. The reorganisation is summarised in paragraph 3 of Part 11 of this document and would result in Topco and eComplete SPV Limited each redesignating their existing classes of ordinary share and preference share into single classes of ordinary share, the Company holding the entire share capital of Topco and eComplete SPV Limited and the principal amount of the Group's Loan Notes (together with all accrued but unpaid interest thereon) converting into ordinary shares in the Company.

21 Notes supporting the Interim Consolidated Statement of Cash Flows

Cash and cash equivalents for purposes of the cash flow statement comprise:

	30 June 2024 £'000	**30 June 2025 £'000**
Cash at bank and in hand	6,846	**8,593**

Movements in the Group's liabilities arising from financing activities have been analysed below:

30 June 2024

	Lease liabilities £'000	**Non-current borrowings £'000**	**Current borrowings £'000**	**Total £'000**
At 1 January 2024	1,988	66,731	4,874	73,593
Cash flows	(215)	310	(1,662)	(1,567)
Non cash flows				
Foreign exchange	4	—	—	4
Other movement*	93	2,733	—	2,826
At 30 June 2024	1,870	69,774	3,212	74,856

30 June 2025

	Lease liabilities £'000	Non-current borrowings £'000	Current borrowings £'000	Total £'000
At 1 January 2025	**2,050**	**72,825**	**71**	**74,946**
Cash flows	**(281)**	**1,975**	**(71)**	**1,623**
Non cash flows				
Foreign exchange	**(87)**	**—**	**—**	**(87)**
Other movement*	**2,301**	**(4,320)**	**5,000**	**2,981**
At 30 June 2025	**3,983**	**70,480**	**5,000**	**79,463**

*Other movements relate to the new lease agreements, interest accrual and movement from non-current borrowings to current borrowings.