



Flamingo Group International Limited

Annual Report 2025



Flamingo Group International Limited ('The Group') is a leading supplier and grower of flowers, plants and produce into the UK and European retail markets. We aim to be the world's most resilient and best value farm-direct grower, at the lowest environmental footprint. We operate our own farms across Kenya, Ethiopia and France and have developed a strategic global network of growing partners, with an emphasis on packing at source.

There are four lines of business in the Group:

- **Afriflora**, one of the world's largest straight-line rose growers;
- **Flamingo Flowers**, grows and sells all-year-round flowers and plants into the UK and Europe;
- **Bigot Seasonals**, grows and sells seasonal flowers in France; and
- **Flamingo Produce**, grows and sells all-year-round produce into the UK.

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Business in Numbers

Revenue Growth (%)

6%

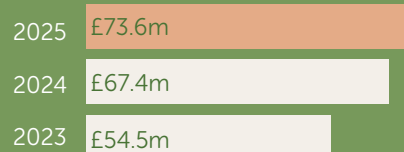


Definition

Year on year revenue growth expressed as a percentage.

Adjusted EBITDA (£m)

£73.6m

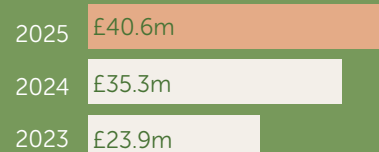


Definition

EBITDA is calculated by adjusting Operating Profit to exclude depreciation, amortisation, asset disposals and impairments, and is further adjusted for Exceptional and Material items (see Notes 6 and 7 on page 88), hedging fair value movements, foreign exchange on non-trading balances and other non-statutory non-trading items.

Operating Cash Flow (£m)

£40.6m

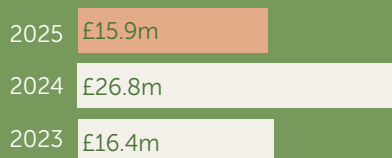


Definition

Adjusted EBITDA less capital expenditure, lease costs, exceptional and material cash items, and net working capital.

Capital Expenditure (£m)

£15.9m

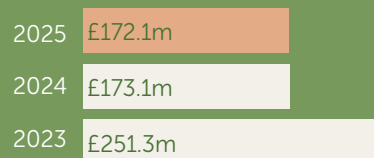


Definition

The total costs of property, plant and equipment and intangible assets of which the Group takes ownership within a financial period.

Net Debt (£m)

£172.1m

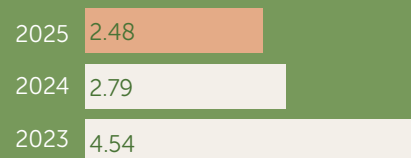


Definition

Total external debt excluding IFRS16 lease liabilities, net of cash on balance sheet. Refer to a breakdown in the Capital Structure, Net Debt and Leverage section on page 125.

Leverage (times)

2.48



Definition

Net Debt as per Senior Secured Agreement less cash divided by adjusted EBITDA less IFRS16 (definition is on page 20).

Who We Are

Our Products

We grow and supply a wide range of cut flowers, plants and premium produce, selling over 2 billion flowers and 27 thousand tonnes of produce annually.



438

Flower and Plant Varieties



2.1bn

Number of Flower Stems Sold



27k

Tonnage of Produce Sold

Our Operations

We operate our own vertically integrated farms in Kenya, Ethiopia and France and have built a unique network of strategic growers, sourcing from around the world, which provides resilience in our supply chain. We also operate a number of onshore packing and distribution facilities across the UK, Netherlands, France and Germany.

8



Number of Own Farms

8



Number of Onshore Facilities

25



Number of Countries Sourced From

26,700



Number of People

Our Customers

We supply 11 of the largest 15 supermarkets in the UK and mainland Europe, selling directly or via wholesalers, and through flower auctions. We also supply a number of online flower retailers and florist chains. Some of the principal customers which sell our flowers, plants and produce include:



Our Lines of Business

Afriflora

We are one of the world’s largest growers of straight-line roses, originally founded by the Barnhoorn family in 2005 and bought by the Group in 2018. Our rose farms are Fairtrade accredited, with significant focus on investing in our communities. We grew and sold 1,026 million stems in 2025 from 456 hectares of farming land owned and operated across three different farms in Ethiopia. We import the roses into our distribution facility in the Netherlands, located within the Royal Flora Holland auction complex in Aalsmeer, The Netherlands. We sell our roses directly, into wholesalers and via flower auction houses into European supermarkets including Edeka, Rewe, Lidl, Aldi, Kaufland, Biedronka, Salling Group retail brands and Plantas retail brands.

Number of varieties	Millions of stems sold
---------------------	------------------------

83	1,026
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Number of facilities	Number of Farms
----------------------	-----------------

4	3
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Number of people

13,351

Flamingo Flowers

Flamingo Flowers has been growing and selling flowers since 1985 having been originally founded by Sir Dicky Evans and Martin Hudson. We grow our own flowers in Kenya, with 484 hectares of farming land, and source flowers and plants from UK, Holland, Colombia, Turkey and other countries around the world, selling 1,066 million stems in 2025. Our Kenyan farms are also Fairtrade accredited, and we have Tesco Top-rated packing operations in the UK and Kenya, with the strategic focus on crafting bouquets on the farm to support better value, fresher flowers. We also sell plants and hampers in the UK. We supply into Tesco, Waitrose, Bloom & Wild, M&S, Coop, Rewe, Salling Group retail brands, and other UK and European supermarkets.

Number of varieties	Weekly mixed bouquets sold
---------------------	----------------------------

312	708,565
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Number of countries sourced from	Number of Farms
----------------------------------	-----------------

14	5
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Number of facilities	Number of people
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5	9,779
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Legal Entity Note:

1. Flamingo Flowers line of business includes Flamingo Flowers Limited, Flamingo Flowers BV, Omniflora GmbH, the roses sold through Bigot France Holdings and the flowers part of our Kenyan farms (Flamingo Horticulture Kenya Limited).
2. Flamingo Produce line of business includes Flamingo Produce Limited and the produce part of our Kenyan farms.
3. Afriflora’s legal entity is Blooming Holdings B.V.
4. Bigot Seasonal line of business is the seasonal flowers (excluding roses) sold through Bigot France Holdings.

Flamingo Produce

Flamingo Produce started in 1982 selling courgettes, chillies and fine beans and is one of the largest suppliers of all year-round premium produce into UK supermarkets, selling 27 thousand tonnes in 2025. We supply asparagus, green beans, tenderstem broccoli and mixed pack vegetables, grown on 381 hectares of land at our farms in Kenya as well as sourced from strategic partners in the UK, Mexico, Morocco, Peru, Kenya, and many other countries around the world. We are a lead supplier into Tesco and M&S in our categories, and also supply Waitrose, Ocado, Amazon and other retailers.

Number of products

40

Tonnage sold

27k

Number of countries sourced from

16

Number of Farms

2

Number of packing facilities

2

Number of people

3,558



Bigot Seasonals

Bigot France Holdings was founded by Jean-Paul Bigot in 1958, and bought by the Group in 2021. We grow three seasonal crops - tulips, peonies and lily of the valley - in the Le Mans district of France, growing 30 million stems in 2025 from 67 hectares of our own farming land.

We believe we are one of the largest-scale French home-grown seasonal flower farmer selling directly into the largest French supermarkets, including E.Leclerc, Lidl, Systeme U and Carrefour.

Number of varieties

3

Millions of seasonal stems sold

30

Number of people

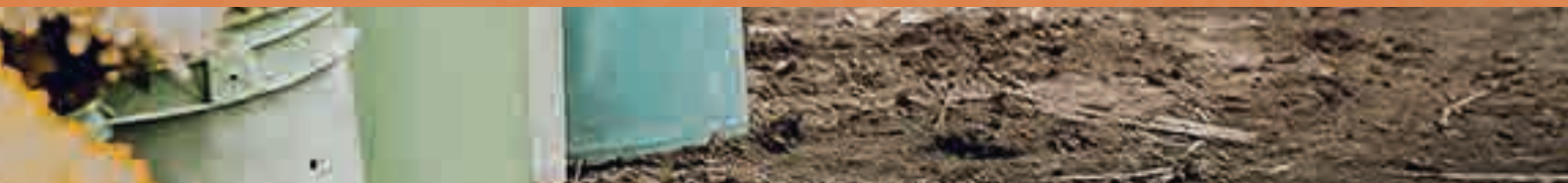
88





Strategic Report

The Directors submit their strategic report and audited financial statements of Flamingo Group International Limited (“the Company”), and the Group headed up by the Company (together “the Group”), for the 53-week period ended 3 January 2026. The comparative information is for the 52-week period ended 28 December 2024.





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Chief Executive Officer's Statement



Positive progress as our farm direct strategy builds momentum

Olivia Streatfeild
Chief Executive Officer

2025 marked another year of positive progress as we continued to execute our strategy to become the most resilient, best-value farm-direct grower with the lowest environmental footprint.

Working in close partnership with our growers, customers and communities, we strengthened our operational performance, delivered for customers and continued to build long-term resilience across the Group. I am deeply grateful for the commitment and partnerships that make this growth possible.

Solid financial performance

Adjusted EBITDA has grown 9% y-o-y, driven by stronger margins in Afriflora and Flamingo Flowers alongside continued streamlining of Group functions. Afriflora achieved higher profitability through an increased mix of high-margin product lines, supported by disciplined cost control and favourable foreign exchange dynamics. Flamingo Flowers gained market share in a growing category and sold more packed-at-source bouquets and delivered improved operational

efficiency in the UK through footprint consolidation.

During the year, we also started transferring back-office functions to Kenya to improve efficiency across the Group.

Cash generation continued to strengthen with our three core business lines delivering robust operating cash flow. Net cash flow (pre debt movement and supply chain finance) was £15.6m in 2025, improving £8.8m on the prior year.

Stronger customer delivery

Our deep collaboration between customers, growers and colleagues has enabled us to further differentiate our customer proposition: in resilience, value-for-money, and quality. Flamingo Flowers saw strong market share gains in the UK, and double-digit revenue growth in Germany.

Flamingo Produce improved service levels by 2.9% over the year, propelling market share gains in our category for Tesco and M&S. Afriflora achieved record breaking Valentine's and International Women's Day volumes, exceeding previous peaks recorded during the Covid period.

Accelerated strategic progress

We have made significant progress in the second year of our strategy to become the most resilient, best value

farm direct grower, at the lowest environmental footprint.

Some key highlights:

- Invested more than 52,000 hours in colleague training, including Continuous Improvement and Kaizen training that resulted in 18 new projects in Kenya alone to improve productivity, resilience, and quality.
- Launched our Empowerment Model in Ethiopia through 'Cooking Stones' Production Units, driving step changes in productivity, absenteeism and colleague turnover.
- Launched market exclusive packed-at-source Asparagus with our longstanding strategic growing partner, Altar, in Mexico.
- Expanded farm-direct bouquets in Kenya, increasing volumes a further 18% vs 2024.
- Initiated cross functional weekly 'destructive quality benchmarking' in all product areas, systematically dissecting our products to drive continuous improvements in on-shelf competitiveness.
- Transferred back-office functionality such as payroll, purchase ledger, sales ledger, and data collection to Kenya.
- Implemented a number of customer contract extensions across the business, including with Tesco,



Waitrose, Coop, Bloom & Wild, Edeka, Rewe and Lidl.

- Upweighted degree hour management & tracking across Kenya, UK and Germany supply chain, including investing in more vacuum coolers
- Automated Bigot Seasonal's Tulip factory, delivering material reductions in labour and waste.
- Enhanced our Sales & Operations Planning (S&OP) processes, supporting improved service levels and reduced discards.

Continued focus on sustainability

A core part of our strategy is to transform the lives of the communities in which we serve, and lower our environmental footprint. Our priority focus areas include carbon, water, biodiversity, gender, living wage, and community investment and voice.

Our total community investment in 2025 was £3.5m and while there is still a tremendous amount to do, we continue to make important progress. 2025 highlights:

- Carbon: the Group saw an 16% decrease in overall emissions (Scope 1,2 and 3), which includes a drop in the air freight emissions factor but highlights the work that has been

done in non-air transportation and solar investment.

- Appointed Women in 55% of promotions to supervisory roles in 2025, reducing our 'female leadership gap' (the difference between the % of female supervisors and the % of females in the general population) to -11% in 2025 (from -15% in 2024).
- Deployed new soil moisture probes (Aquacheck) in Kenya, reducing water usage by 31% in the areas where it is deployed.
- Continued to support 6,300 school children and 100,000 patient appointments at our Sher hospital. In addition to this our school feeding program in Kenya provided daily meals to approximately 3,300 school children.
- Supported community-based reforestation projects in Kenya and Ethiopia (Werja Hill) and crop growing projects in Tulu (Ethiopia).

Our Empowerment Model

We know that we are at our most resilient, best value and best quality when each and every part of our supply chain – from own growers to third party growers, to logistics & planning, to customers - are working in full unison together.

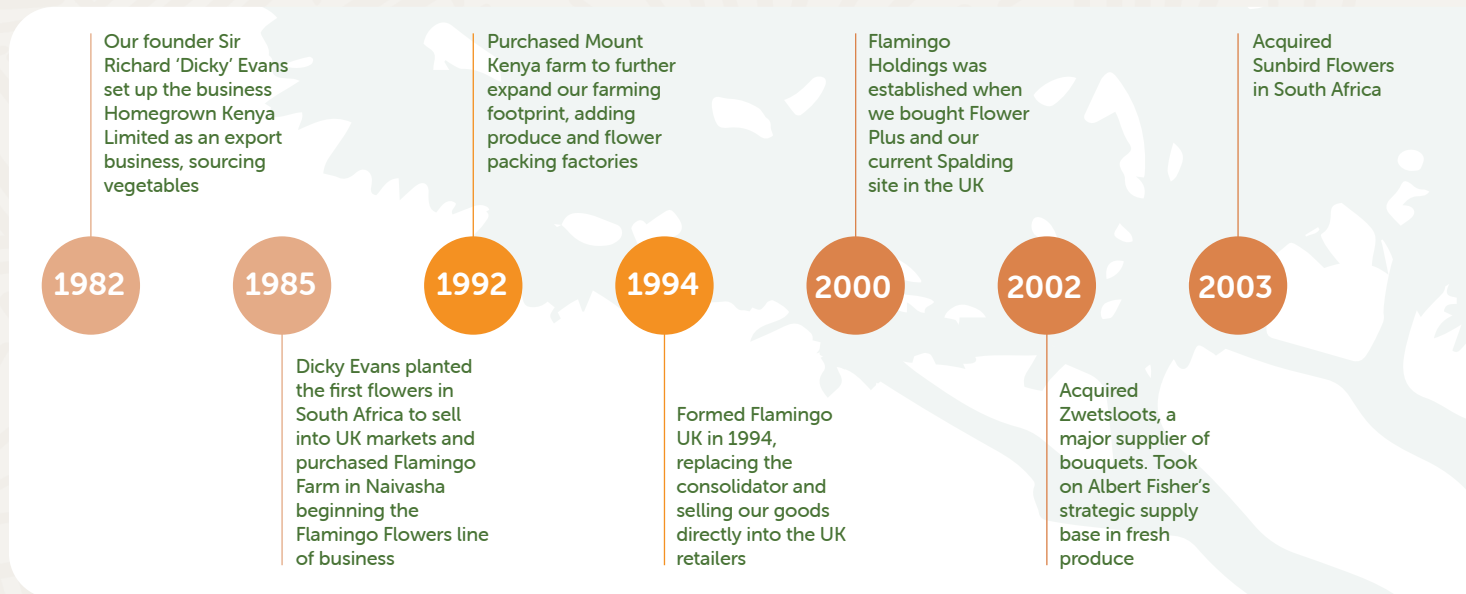
Our empowerment model unites our people and partners through our shared values of togetherness, boldness, and future-focused growth. Our resilience and success starts and ends with empowering our colleagues, growers and communities.

All of us here at Flamingo come to work each day knowing we have barely scratched the surface in truly embodying our Empowerment Model. We carry a deep responsibility to continually learn and challenge each other to re-shape our policies, processes, capabilities and investments to better line up to this ethos.

It is an immense privilege to lead a such a purpose-driven group of colleagues and partners. Together, we look forward to 2026 and beyond even more committed to making a difference for communities, customers, and markets alike.

With deepest gratitude,
Olivia Streatfeild

Company Ownership & History



Company History

The Group of today is very much born from both our Kenyan and Ethiopian roots. Everything we do starts and ends with our growing communities.

Flamingo Flowers & Produce – The Early Days

The seeds of our business started in 1982 when our founder Sir Richard 'Dicky' Evans set up the business Homegrown Kenya Limited. Fuelled by his fervent belief that Kenyans could do anything as well as anyone on the world stage, he envisioned a global farming future that few could have imagined. He started small as an export business, sourcing courgettes, chillies and fine beans from small scale farmers and selling directly into a large fresh produce consolidator who supplied onto UK supermarkets, marking the beginning of the Flamingo Produce line of business. By 1985 mangetout, sugar snap peas, melons, cherry tomatoes and fresh strawberries had been added.

Sir Evans quickly saw another opportunity in growing flowers, and in 1985 planted the first flowers in South Africa to sell into the UK and purchased Flamingo Farm in Naivasha. This marked the beginning of the Flamingo Flowers line of business. We then purchased our

Mount Kenya farm in 1992 to further expand our farming footprint. On the back of the growth in Kenya we formed Flamingo UK in 1994, replacing the consolidator and selling our goods directly into UK retailers.

From the very beginning, the Group prioritised speed to market and product temperature to ensure the best shelf life in fresh produce and vase life in flowers. Starting in 1982 with a single refrigerated container, the cool chain quickly evolved to provide on Farm and at Port refrigeration that is industry leading.

Ignited by Dicky's restless leadership, our Kenyan teams developed ground-breaking water capture and irrigation technologies to maintain our flower and vegetable crops for up to 4 months without rain; he inspired Africa's first integrated pest management business, giving rise to the widespread adoption of non-chemical ways of controlling harmful pests; and he led the way in onsite solar energy generation.

Flamingo Flowers & Produce – 2000's

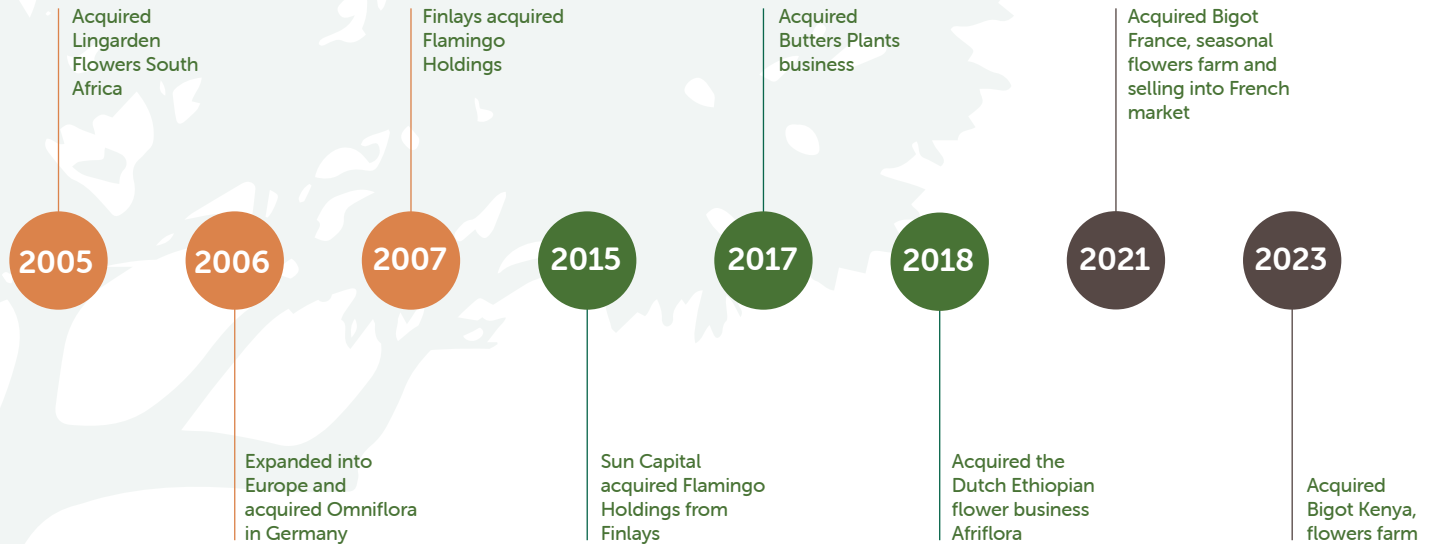
Our flowers business continued to expand with multiple acquisitions in the UK, Europe and Africa. In 2000 Flamingo Holdings Limited was established as we made our first acquisition, buying Flower Plus and our current Spalding site in the UK. Flower Plus was a producer of

mixed bouquets largely sourced out of the Netherlands, enabling us to shift from just supplying straight-line roses, and starting our mixed bouquet model. In 2002 we acquired Zwetsloots, a major supplier of bouquets to primarily Tesco, based out of Sandy, Bedfordshire, where we still operate today. In 2006, we moved into Europe and acquired Omniflora GmbH in Germany which is a sales, packing and distribution business selling into German supermarkets and florists.

We continued expanding our Kenya farming footprint including buying Sulmac Farm in 2000 (now Kingfisher Farm Naivasha). We then acquired two South Africa flower farms, Sunbird Flowers in 2003 and Lingarden Flowers in 2005.

Our produce business expanded into a vertically integrated growing and sourcing business, when in 2002 we took on Albert Fisher's strategic supply base in fresh produce.

In 2007 Finlays acquired Flamingo Holdings Limited, where it became part of a larger Group helping to professionalise our ways of working. Over the coming eight years the focus continued to be on growth and innovation. In this time, we invested in new state of the art packhouses on Kingfisher farm in Naivasha and on



Ibis farm in the Mount Kenya region and expanded our farm water storage infrastructure.

Flamingo Group International Limited – European Growth

In 2015 an affiliate of Sun Capital acquired the business from Finlays, beginning our transformation into a larger and more geographically diverse business.

We further expanded the Flamingo Flowers line of business by acquiring Butters in 2017, which is a plants and nurseries business in the UK.

In 2018 we then made the transformative acquisition of the Dutch Ethiopian flower business Afriflora (Blooming Holdings B.V.), which had grown to become one of the world's largest rose growers. The acquisition diversified our flowers footprint and customer base.

Afriflora has a similar story to Homegrown, where another pioneering family, the Barnhoorns, had the vision to start farming flowers in Ethiopia and investing in the community. In 2005, in Ethiopia's quiet village of Ziway, the Barnhoorn's created the country's first rose farm, Sher Ethiopia PLC. They later expanded their farming footprint, opening farms in Koka in 2009 and Adami Tulu in 2017.

The Barnhoorns had a similarly bold vision to match their farming investment with the amount they supported their surrounding community. In 2007 they opened the first hospital and school, and they steadfastly stuck to their principle of adding a hospital or school room for every greenhouse that was required. And now these schools, hospitals, roads and the water infrastructure we have built stand as pillars of progress. There were circa 6,300 pupils attending our schools and 100,000 patients visits to our hospital in 2025.

We are as proud of transforming Ziway into the thriving and bustling town that it is today, as we are becoming the world's largest rose exporter and leading grower of Fairtrade roses, exporting a previously unimaginable 2.8 million roses per day.

In 2021 we made the smaller acquisition of Bigot France Holdings, creating our fourth line of business Bigot Seasonals. Our strategic focus is on the 3 seasonal flower crops it grows locally in Le Mans, France, which are tulips, lily of the valley and peonies. In the same year we also exited and sold our South African farming operations.

More recently, in 2023 we acquired Bigot Kenya Plc, a rose farm which already supplied the Group to further strengthen our vertically integrated farming model in the Flowers line of business.

Current Ownership

Flamingo Group International Limited is a subsidiary undertaking of Zara UK Holdco Limited, and the company is incorporated in the UK.

Copies of the financial statements of the Group and Parent company can be obtained by a request in writing to the Group's registered office, details of which can be found in appendix 1 on page 127.

The ultimate parent undertaking and controlling party is a private equity investment fund advised by an affiliate of Sun Capital Partners, Inc. ('Sun Capital'), a company incorporated in the USA.

The Group was purchased by an affiliate of Sun Capital in November 2015. The current portfolio of around 35 companies operates in a diverse range of sectors.

Representatives of Sun Capital support the Group with regular meetings during which the Group's strategy and performance are discussed. Representatives of Sun Capital act as advisors to the Group Board.

Our Company Values

The Importance Of Our People

With over 40 years' experience growing and supplying highly perishable products across a complex global supply chain, we know that we are at our best when each and every part of our supply chain – from our own and third party growers to our logistics partners and customers - are working in full unison together.

How We Created Our Values

Our values come from our people, the result of over 350 hours of interviews to identify a common purpose and values that our colleagues, partner growers, and customers can align around. We spoke to team members across all of our Group, to ensure we represented all our diverse backgrounds and experiences.

We have a wide range of cultures and company histories, but find our commonality in the importance of being

together, being bold, and building for future generations. African proverbs are used to simply and powerfully share our Group values.

Our values and behaviours are embodied in our "Empowerment Model" demonstrating our profound belief that our ability to differentiate our product in the market starts and ends with empowering our communities, colleagues and growers.

How We Are Living Our Values

Following the launch of our company values towards the end of 2024 / early 2025, we have continued to embed these into our business. Our values are an integral feature of our branding and to further embed our values, during the year we shared internal videos of interviews with long serving members of staff about what the values mean to them.

Each value is brought to life through three core behaviours, and we have embedded these behaviours into our annual reviews process through our revised Talking Performance form.

In addition to this we have created new induction and recruitment materials for our colleagues which help leaders see how they can incorporate our values into selection and onboarding our new team members.

Our Empowerment Model has been used with customers and growers to show how greater empowerment can deliver competitive advantage, which leads to further investment and greater capability. This model is used a practical tool in the business to illustrate optimum working relationships, like our grower empowerment model.

Our Empowerment Model



Explaining Our Values



We are together

'Three stones make a hearth, but one stone does not cook'

Three cooking stones must be balanced, aligned, and grounded in order to hold the pot – a powerful way to communicate togetherness. Whether it is balance and alignment between our retailers, growers and the Group, or balance and alignment between harvesters, engineering and agronomists in the greenhouse, we find ourselves frequently drawing upon the cooking stone analogy to challenge root causes of misalignment or optimise teamworking in our Organizational Design.



We are bold

'Bravery compels us to push boundaries'

Women represent 54% of our global teams, and we know that particularly our African female colleagues have had to push extremely hard to lift their life trajectories to create better opportunities for themselves and their families. African women's bold and relentless quest to transform opportunities for themselves and their families serve as an inspiration for all of us here at Flamingo to continually raise the bar, and face into challenges and opportunities with courage and conviction.



We build for future generations

'A society grows great when men plant trees in whose shade they know they shall never sit'

We know that the decisions we make on behalf of our own grown farms and strategic partner farms are generational. It is a profound responsibility, and ensures we are truly making decisions for the long-term resilience of the company.

Business Model

Our business is focused on creating value for our stakeholders by delivering the most resilient, best value farm direct flowers and produce, with the lowest environmental footprint. Our value chain covers five key operational steps which include **Sourcing, Growing, Packing, Distributing and Selling**, shown in the diagram on the right.



Sourcing

We source flowers and produce from a global network of strategic suppliers, many of which are through exclusive agreements and represent decades long relationships. We also source raw materials such as chemicals, fertilisers and packaging which support growing and packing our quality fresh flowers and produce.

Benefits:

- Resilient supply to provide strong service across all seasons.
- High sourcing security with traceability and quality standards.
- Workers in the value chain – using SMETA audits to ensure that human rights are protected throughout our supply chain.
- Sector leading use of 'integrated pest management' (IPM)
- All our chemicals are EU approved.



Growing

We operate our own world-class farms, growing c75% of our own Flowers and c25% of our own Produce. As well as sourcing from our strategic supply network. On our farms we employ over 24,000 people and aim to provide leading pay and benefits to empower our communities and drive differentiation.

Benefits:

- Best practice farming techniques which drive stronger yields and crop resilience.
- Strong control over product costs and margins.
- High sourcing security with traceability and quality standards.
- Farm workers in East Africa paid at or above Fairtrade Standard pay, with welfare committees in all farms.

Afriflora

We source raw materials from the Far East and Africa to achieve value for money.

We are one of the world's largest rose growers, with 561 hectares of land across 3 farms in Ethiopia, with 20 years growing experience.

Flamingo Flowers

We source flowers and plants from 96 supply partners across 14 countries. We source raw materials to grow our own Kenyan flowers from high-quality suppliers.

We operate four of our own farms in Kenya at Naivasha and Mount Kenya, and have been growing flowers for 40 years. We grow a wide selection of flowers on 484 hectares of land, which includes roses, carnations, mathiola, chrysanthemum and alstroemeria.

Flamingo Produce

We source 32 different produce crops from 50 supply partners across 16 countries. We source raw materials to grow our own Kenyan produce from high-quality suppliers.

We also grow in Naivasha and Mount Kenya a wide range of vegetables on 381 hectares of land, including tenderstem broccoli, fine beans, runner beans, babycorn and mange tout.

Bigot

We source raw materials to grow our flowers including bulbs to grow tulips, seeds for our crops and pots for lily of the valley plants.

We are one of the only largest-scale French growers of tulips, peonies and lily of the valley flowers, with 67 hectares of land, growing seasonal flowers for over 60 years.



Packing

Distributing

Selling

We have packing facilities on all our farms so products can be prepared, packed, bar-coded, processed and shelf-ready from the farm, whilst also having the flexibility to pack onshore in the UK and Europe.

Benefits:

- Large flexible, skilled workforce on the farms.
- Low-cost packed at source operating model.
- Fresher product with less double handling at destination.

We operate an integrated distribution network from farm to market. Product is transported in refrigerated lorries from the farms to the airports, shipped with our freight forwarding partners by air or sea to European destinations, then delivered to processing facilities for conditioning and quality control before primary and secondary delivery into our customers.

Benefits:

- High quality products delivered with freshness and speed.
- Full traceability of supply.
- Strong freight forwarding and airline relationships in East Africa make supply more resilient.

We are one of the UK and Europe's leading fresh category suppliers, selling our products into 11 of the top 15 supermarkets, as well as online retailers.

Benefits:

- Longstanding relationships with retailers
- Category management and advisory services, able to shape category innovation.

Our team in Ethiopia is skilled at processing and packing high volumes, with focus on lowest cost to serve.

We have a longstanding relationship with Ethiopia Airlines, able to leverage our scale to deliver low-cost to serve.

We sell directly and via wholesalers into Edeka, Netto, Biedronka, Kaufland, Lidl, Aldi, Plantas, Salling group and other major European retailers, and sell via the Dutch auction.

One of our competitive advantages is we build and pack mixed bouquets direct at our Kenyan farms. We also have significant onshore facilities in the UK and Germany to build and pack mixed bouquets. Our packing facilities in Kenya and the UK are Tesco Top-rated.

We have strong relationships with airlines and freight forwarders taking our own-grown flowers from Kenya into Liege, and then into the UK and Germany. We have similar infrastructure as we source product from around the world. We have invested in cool chains across our network to protect the freshness of our flowers. Our future focus will be on shipping via sea from Kenya, developing flowers which have significantly longer shelf-life.

We sell into Tesco, Waitrose, Coop, Bloom & Wild, M&S, Salling and Rewe, as well as other leading supermarkets and online florists in the UK and Europe. We design new bouquets and partner with our customers in category management.

We have high-quality packing facilities in our Kenya-owned farms for prepared vegetables as well as packing facilities in partner farms in 10 worldwide countries and onshore operations in the UK, which makes us highly resilient.

Similar to our Flowers business, we leverage the same strong Kenyan and global network to deliver fresh product reliably and cheaply into the UK.

We sell into Tesco, M&S and Waitrose, actively trading and promoting the category with our customers, managing supply volumes across seasons.

We have teams on the farm who bunch and pack our seasonal flowers. We are investing in automation to lower the costs of growing and packing tulips and peonies.

Our Bigot operations are simpler with everything grown and sold in France, distributing to our French customer logistic hubs.

We sell directly into many of the major French supermarkets, leveraging "Made in France", with Carrefour, E.Leclerc, Systeme U and Lidl.

Strategy

Market Trends and Dynamics

The Group operates in a steadily growing market that has demonstrated resilient demand.

Flowers and plants are a consumer staple thanks to the diverse roles they play in markets and societies across the world. They are symbols of celebration, gifts, decoration, aids for wellbeing, and commemoration for loved ones. Fresh produce is another resilient consumer good, benefitting from the trend in scratch home cooking and healthier living.

Our supermarket and home delivery customers demand high-quality, fresh, tailored produce and flowers that are sustainably sourced, and delivered in full and on time. Increasing frequency and severity of extreme weather events pose significant challenges to agricultural production, increasing the importance of our global sourcing model to provide resilient supply. Also, global governments are driving decarbonisation through economies and companies so we must adapt our sourcing and distribution.

Adhering to international standards and regulations, such as Fair-Trade certification, environmental regulations, and pesticide regulations in places like the EU, is essential for market credibility.

Innovations in agricultural practices and supply chain management, such as precision farming, real-time tracking and onshore automation, are enhancing productivity and efficiency.

Our Strategy

Our strategy is to become the most resilient, best value farm direct grower, at the lowest environmental footprint. We are delivering this through 6 strategic pillars.

The world's most resilient, best value farm direct grower, at the lowest footprint

One team, with trust & transparency: Live our values & behaviours, Empowerment as our asset

Farming, Strategic Sourcing

- Consolidate growing in Kenya, Ethiopia; strengthen strategic sourcing relationships in Morocco and Colombia
- Drive yield, quality & resilience through front line Continuous Improvement
- Empower growing partners, joining up innovation strategies

Resilient, Quality Supply Chain

- Continually innovate in long term storage & sea freight
- Fully embed holistic Supply & Operational Planning capabilities
- Transform degree hours performance throughout the supply chain

Operational Excellence

- Right-size our on-shore operations
- Streamline 'box to bucket' operations to lower costs, improve quality
- Establish Continuous Improvement and quality culture

Customer Value Creation

- >15%p.a. growth in packed at source bouquets
- 'Win on shelf' through relentless cross functional teamwork
- Differentiate our category, finding better value ways to meet consumer needs and innovate

Transformed communities:

Lead our sector in carbon, water, bio-diversity, waste, female leadership, and community engagement.

One Team, With Trust and Transparency



To deliver our strategy and strengthen our business for our customers, communities and shareholders it is crucial that all our 26,000 colleagues, third-party growers and customers fully understand the role they play in our Empowerment Model. We have successfully launched our new values, and continue to challenge ourselves and each other to adjust our behaviours, policies, processes, investments and capabilities to better live in to these values and the empowerment ethos.

We continue to streamline and reduce our overheads across our business, including offshoring back office functions to Kenya, and selectively leveraging AI.

Farming and Strategic Sourcing



Across all our own farms our aim is to produce market leading yields and quality, whether it be our sweetheart roses in Afriflora, our mathiola in Flamingo Flowers or our stir fry ingredient crops in Flamingo Produce. We have conducted intensive Continuous Improvement training across our farms in Ethiopia and Kenya, and with these new capabilities, our growing teams have launched extensive number of projects and trials to drive productivity, resilience and quality.

Just as we are focused on improving our yields, we plan to further strengthen our water efficiency, soil health and reduce our farm waste with the aim of zero to landfill.

One of our greatest strengths is our global network of vertically integrated and strategic third-party farms, which provides large-scale resilient supply into our customers. As we look to further strengthen our product quality and reliability in Flamingo Flowers and Produce, we are deepening our strategic sourcing relationships. In Flowers we are expanding our strategic grower relationships in Central and South America, UK and Holland. In Produce we are deepening strategic grower relationships in Africa, South America and UK to ensure service above 95% resilience and provide long-term, committed growth for our growers.

We continue to invest in Kenya and Ethiopia to expand growing footprint and drive packed at source bouquets.

Resilient, Quality Supply



We continue to strengthen our Sales and Operational Planning (S&OP) processes and capabilities, across all lines of business to further improve our supply resilience and service delivery.

Our ambition is to shift more of our global distribution from air into sea freight, which has a lower carbon footprint and cost to serve. In Flamingo Flowers and Flamingo Produce we currently source product which we sea freight from Colombia and Peru. In Flamingo Flowers we had started regularly sea freighting via the Red Sea in 2023, but with the Red Sea crisis this has been largely halted, except for occasional trial shipments. We have been supplementing our trial shipments with on farm simulations and trials.

In order to be the 'best value farm direct grower' our product must have superior shelf life. This is directly linked to keeping our cool-chain degree hours as low as possible (degree hours are calculated as hours in transport multiplied by temperature). We continue to invest in temperature tracking and vacuum cooling technologies to continually improve shelf life.

Strategy continued

Operational Excellence



In 2024 we consolidated and closed one of our four UK flowers sites at Kellet Gate, Spalding, Lincolnshire ('Plants'), which was a significant operational change and has resulted in material efficiencies. We have now disposed of the site, and operational changes have been fully embedded.

In 2025 we consolidated flower stores distribution into our Sandy site.

Across all our lines of business we are embedding a continuous improvement culture in our end-to-end operations. This started in our Kenyan farms with daily huddles around an operational whiteboard and has now spread across the Group. We have also initiated cross functional weekly 'destructive quality benchmarking' in all product areas, wholly dissecting our products to continually improve competitiveness on shelf.

We are systematically engineering out time and touch in onshore operations. In Flamingo Flowers and Produce we are pushing more activity to happen in the farms, whilst in Bigot Seasonals we have invested in state-of-the-art technology to automate our tulips growing and packing.

Customer Value Creation



Our ambition in flowers is to be the UK and Europe market leader in both farm-direct mixed bouquets and straight-line roses, through Flamingo Flowers and Afriflora. In Produce we are targeting to be UK market leader in premium prepared vegetables.

Our focus is to work directly with our existing supermarket and home delivery customers, growing their market share in the categories we serve by differentiating in value for money, quality, and proposition design.

Investing In Our Environment and Communities



A core part of our strategy is to transform the lives of the communities in which we serve and lower our environmental footprint. Our priority focus areas include carbon footprint, water usage, biodiversity, waste reduction, female empowerment, living wage, and community investment & voice.

Key initiatives include increasing non-air transport, solar energy, soil moisture probes, composting, re-pyoling plastics into posts & bricks, Inua Jamii community investment programmes, educating 6,300 students in our own operated schools, and providing 100k of appointments a year in our hospital.

Performance and Financial Review

This performance and financial review covers the Group's financial performance and position in 2025. In reviewing our performance, we have shared and commented on both our financial accounts and our key financial and non-financial key performance indicators (KPIs).

Flamingo Group International Limited's overall financial performance saw strong revenue growth, and strong adjusted EBITDA growth in both the Afriflora and Flowers lines of businesses, and improved Operating Cash Flow generation compared to the prior year. EBITDA growth was a result of increased higher margin product lines, cost control along with favourable foreign exchange in Afriflora, and revenue growth from market share gains, increased packed-at source bouquets and operational efficiencies in Flowers.

Basis of Preparation

The Group is presenting its results for the 53-week period ended 3 January 2026, with comparative information for the 52-week period ended 28 December 2024. The financial statements of the Group are prepared in accordance with the UK adopted International Accounting Standards and in conformity with the requirements of the Companies Act 2006.

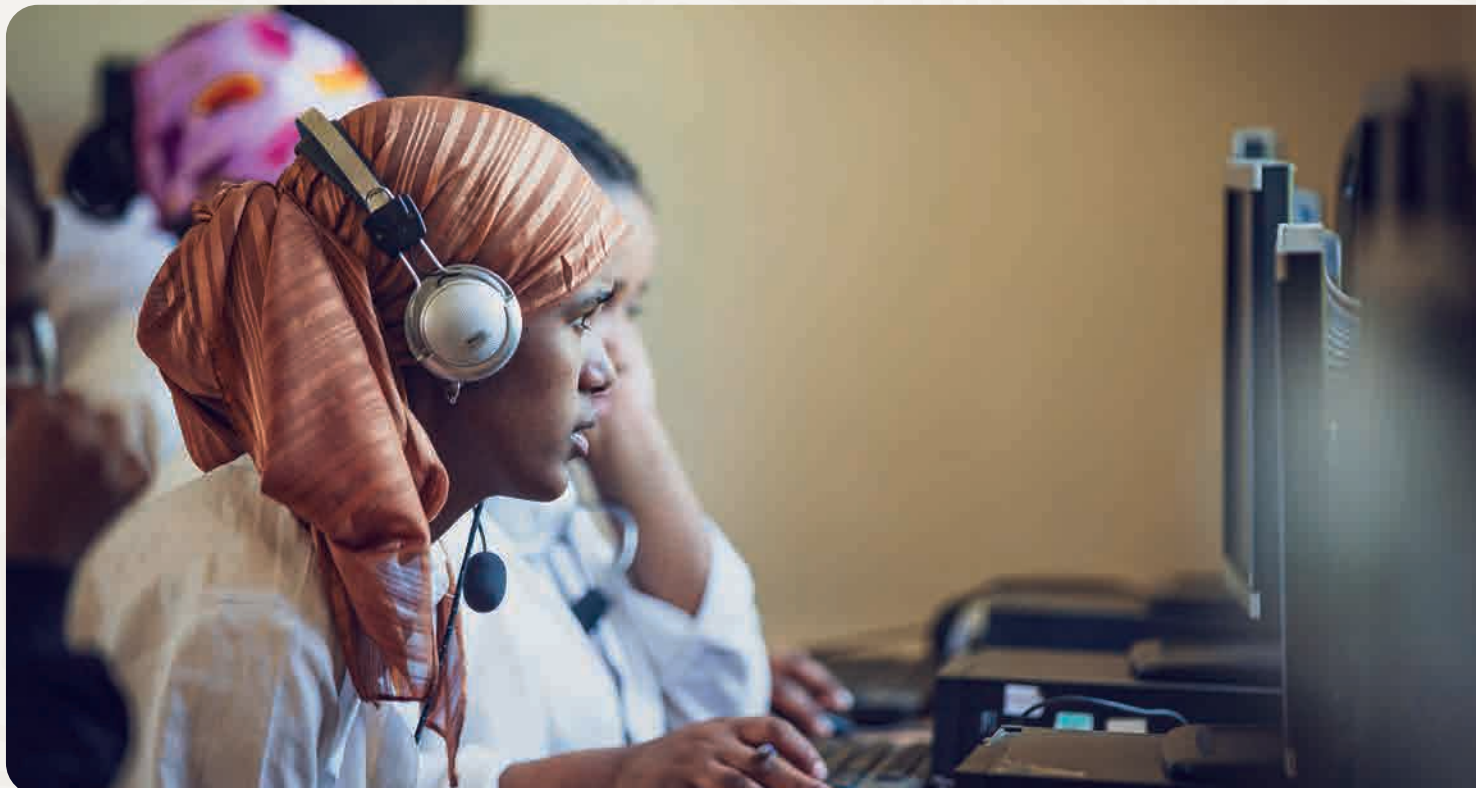
Key Performance Indicators

The Directors and Board use a number of financial and non-financial key performance indicators ("KPIs"), known

as Alternative Performance Measures ("APMs"), to monitor the underlying performance of the Group. These APMs are not required by or presented in accordance with International Financial Reporting Standards. The APMs included do not alone provide a sufficient basis to compare the Group's performance with that of other companies and should not be considered in isolation or as a substitute for an equivalent IFRS measure (if applicable) or any other generally accepted measure as an indicator of operating performance or liquidity. Such APMs are unaudited. Where applicable, reconciliations are

provided below to reconcile the APMs to captions shown on the face of the primary statements.

The Directors believe that these APMs assist in providing additional useful information on the trends, performance and position of the Group, and are consistent with how management views the business for internal reporting, analysis, planning and decision-making. Further, the APMs are the key measures by which the Group's external lenders assess our performance.



Financial KPIs

Revenue Growth (%)

6%



Definition

Year on year revenue growth expressed as a percentage.

Strategic Relevance

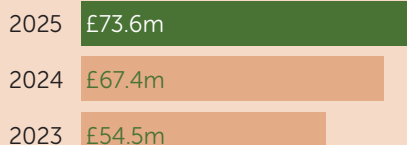
Profitable growth is central to our strategy and reflects progress with customers.

FY25 Performance

Revenue grew 6% driven primarily by Flamingo Flowers due to category value growth along with market share gains from customer tender wins.

Adjusted Earnings Before Interest, Tax, Depreciation & Amortisation (EBITDA) (£m)

£73.6m



Definition

EBITDA is calculated by adjusting Operating Profit to exclude amortisation and depreciation, asset disposals and impairments, and is further adjusted for Exceptional and Material items (see Notes 6 and 7 on page 88), hedging fair value movements, foreign exchange on non-trading balances and other non-Statutory non-trading items.

Strategic Relevance

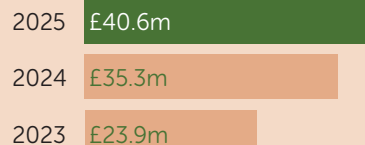
The Group uses Adjusted EBITDA to measure the underlying operating performance of each part of the business and of the Group as a whole.

FY25 Performance

Adjusted EBITDA increased £6.2m (9%). Key drivers were pricing performance, FX in Afriflora, volume growth and overheads savings in Flamingo Flowers.

Operating Cash Flow (£m)

£40.6m



Definition

Adjusted EBITDA less capital expenditure, assets held for sale, lease costs, exceptional and material cash items, and net working capital.

Strategic Relevance

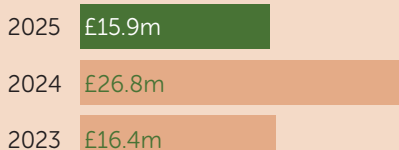
The Group uses Operating Cash Flow to measure the underlying cash generation and our ability to pay financing and tax liabilities.

FY25 Performance

Operating Cash flow increased £5.3m due to higher adjusted EBITDA, lower exceptional costs and asset sales, partly offset by working capital timings in the prior year.

Capital Expenditure (£m)

£15.9m



Definition

The total costs of property, plant and equipment and intangible assets of which the Group takes ownership within a financial period.

Strategic Relevance

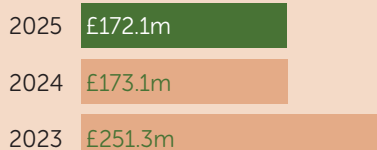
Ensures we are maintaining our infrastructure and flower crops and investing for future growth.

FY25 Performance

Spend decreased £10.9m following higher FY24 investments in Flowers Kenya farms replanting and capacity expansion.

Net Debt (£m)

£172.1m



Definition

Total external debt excluding IFRS16 lease liabilities, net of cash on balance sheet. Refer to a breakdown in the Capital Structure, Net debt and leverage section is on page 125.

Strategic Relevance

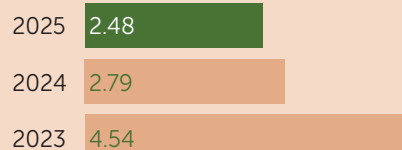
Net Debt is included as a key measure used by the Group's investors and lenders to assess performance.

FY25 Performance

Net Debt reduced by £1m versus 2024. Adverse translational FX of £9.8m on the Group's Euro-denominated term loan was more than offset by positive cash generation.

Adjusted Leverage (times)

2.48



Definition

Adjusted Net Debt as per Senior Secured Agreement excluding cash divided by adjusted EBITDA plus material and exceptional items less IFRS16.

Strategic Relevance

Leverage is included as an APM as a key measure used by the Group's investors and lenders to assess performance.

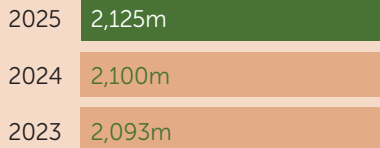
FY25 Performance

Leverage reduced to 2.5x due to Adjusted EBITDA growth and positive cash generation more than offsetting adverse translational FX on the term loan.

Non-Financial KPIs

Group Flower Businesses Flower Stems Sold (millions)

2,125m



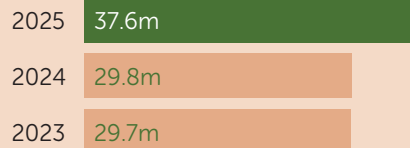
Definition
Number of stems sold.

Strategic Relevance
The Group's business model is based on selling high volumes of mixed stems, optimising internal production is the key to success.

FY25 Performance
Growth in stem volumes sold due to market share gains from customer tender wins.

Group Flower Businesses Mixed bouquets sold (millions)

37.6m



Definition
Number of mixed bouquets sold.

Strategic Relevance
Our strategy is to grow our mixed bouquet sales into UK and Europe, both with own-farms and strategic grower partners

FY25 Performance
Strong growth in volumes, with market share gains from customer tender wins and 18% growth in packed at source bouquets from our Kenyan farms

Flamingo Produce Produce Volumes Sold (Tonnage)

27k



Definition
Volumes sold to UK customers expressed in tonne weight.

Strategic Relevance
Our strategy for the line of business is to grow volumes, leveraging our global strategic sourcing platform.

FY25 Performance
Volumes were stable year-on-year. Underlying category growth was offset by a lower market share position due to loss of customer depots.

Female Leadership Gap (%)

(11)%



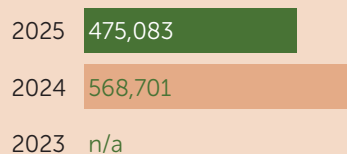
Definition
The % gap between the proportion of females in the total workforce (%) and the proportion of females in First Line Management positions (%).

Strategic Relevance
Our strategy is to have a representative workforce, where we empower equal opportunities and female progression into managerial roles.

FY25 Performance
Improved from -15% in 2024 due to promotions strategy enhanced by the reporting of gender data, which included reporting on gender split of new appointments and promotions.

Carbon Emissions (Co2e Tonnes)

475,083



Definition
Group-wide carbon emissions for Scope 1,2 and 3. Refer to Sustainability section on page 38.

Strategic Relevance
Group strategy is to operate with "lowest possible footprint" and our ambition is to materially lower emissions.

FY25 Performance
16% reduction mostly due to a drop in the air freight emissions factor.

2025 Financial Performance

Summary

The Group delivered a strong overall performance in FY25, making significant progress across all our key financial metrics. Revenue increased by 6% (albeit FY25 contained an extra week, so like for like growth was 5%); Adjusted EBITDA increased 9% as we continued the execution of our new strategy; operating cash flow increased 15% and leverage reduced by 0.3x (despite adverse translational FX on the Group's Euro-denominated term loan).

Revenue

Revenue for the period was £646.7m, an increase of 6% on FY24. The revenue growth came from the extra week and stronger sales in Flamingo Flowers due to volume growth, including gains from customer tender wins.

Operating Profit and Adjusted EBITDA

Group Operating Profit decreased from £34.4m in FY24 to £23.6m in FY25. Operating Profit includes a fair value movement on foreign exchange hedges of £9.5m. Adjusted EBITDA increased by £6.2m, driven by strong pricing performance in Afriflora and revenue growth and overheads savings in Flamingo Flowers.

Exceptional and Material Items (see Notes 6 and 7 on page 88) decreased from £29.6m in FY24 to £11.4m in FY25. FY24 included £1.6m of refinancing costs, £4.8m restructuring and advisory costs and £21.6m of goodwill impairment (mainly in Afriflora, related to revaluation of land and buildings in our Ethiopian operations). FY25 comprises £8.2m of restructuring and advisory costs, £1.6m of software development expenses not meeting the requirements for capitalisation under IAS38 and £1.5m impairment of goodwill related to Plants business acquired September 2017.

Adjusted EBITDA increased to £73.6m in FY25 (£67.4m FY24), Adjusted EBITDA margin increasing slightly to 11.4% (FY24: 11.1%) due to focus on overhead savings with improved operational efficiency in the UK, through footprint consolidation. During the year, we also started transferring back-office functions to Kenya to improve efficiency across the Group.

Profit & Loss Account	FY25	FY24	YoY%
Operating profit	23.6	34.4	(31%)
Fair value movements on hedging	4.3	(5.2)	(183%)
Depreciation & amortisation	34.2	34.4	(1%)
Material items	9.9	6.3	56%
Share based payments	2.4	0.8	210%
FV movements in biological assets	(0.4)	(2.1)	(82%)
Loss on sale of assets	0.8	0.2	398%
Other - non-trading expenses inc non-trading FX	(1.2)	(1.4)	(8%)
Adjusted EBITDA	73.6	67.4	9%
Exceptional items	1.5	23.3	94%

Net Finance Costs

The Group's net bank interest cost was £17.7m in FY25, a decrease of £2.1m versus FY24. The decrease was driven by lower debt levels during FY25.

The Group's non-cash finance charge in FY25 was £14.9m, an increase of £15.4m versus FY24 due to foreign exchange movement on borrowings.

Profits Before and After Tax

The Group's reported loss before taxation increased from a loss of (£9.0m) in FY24 to a loss of (£10.5m) in FY25. Due to the increase in finance costs relating to foreign exchange movements and material items partially offset by lower goodwill impairment charges.

The Group's taxation charge for the period was £9.5m, compared to £11.8m in FY24. A reduction in Deferred taxation of £4.5m predominately related to timing differences in overseas entities partly offset by a £2.3m increase in current tax, due to higher Afriflora profits.

The Group's Loss after taxation was £20.1m, compared to £20.8m in FY24.

Capital Expenditure

Capital expenditure decreased to £15.9m in FY25 (FY24: £26.8m FY24) following higher investments in the prior year in replanting and capacity expansion on our Kenyan farms.

Cash Flow

Operating Cash Flow (excluding the impact of supply chain finance) increased by £5.4m to £40.6m in FY25. This was driven by higher Adjusted EBITDA, lower Exceptional and Material items and lower Capital Expenditure, partly offset by working capital timing (due to abnormally low working capital in Flowers in the prior year).

Adjusted Pre-debt Net Cash Flow (excluding the impact of supply chain finance) improved from £6.9m inflow in FY24 to £15.6m inflow in FY25.

Net assets

The Group's net assets decreased from £95.0m in FY24 to £77.9m in FY25. The movement primarily relates to the loss from the period of £20.1m.

Capital Structure, Net Debt & Leverage

The Group is funded through a capital structure of equity, external debt and cash on balance sheet. The table below provides a summary of the Senior Secured Net Debt (as defined by management) as at 3 January 2026.

Facility	Net Amount in Base Currency	Net Amount in Pounds	Maturity	Interest Rate
Cash and Cash Equivalents	n/a	£38.2m		
Revolving Credit Facility	–	–	August 2027	EURIBOR + 450 bps
First Lien Term Loan	€236.5m	£206.2m	August 2028	EURIBOR + 575 bps
Senior secured Net Debt excl. IFRS 16 Lease Liabilities		£168.0m		
Bank interest		£6.8m		
Other external debt		£5.2m		
Capitalised bank fees		(£7.9m)		
Net debt		£172.1m		

The Group's primary restricting covenant is operating under a leverage ratio of 5.95x. As per our financing agreement we must also use three-quarters of any surplus net cash flow to pay down the term loan borrowings. The Group has policies and procedures in place to ensure that it continues to comply with its covenants and was compliant with its covenants throughout FY25.

The Group's leverage, measured as Senior secured Net Debt (as above, excluding IFRS 16 Lease Liabilities) divided by Adjusted EBITDA including material and exceptional items reduced to 2.48x as at 3 January 2026, compared to 2.79x in December 2024. The reduction was driven by EBITDA growth and cash generation, more than offsetting adverse translational FX on the Euro-denominated term loan.

Liquidity

The Group significantly improved cash generation in 2025. Our operating cash flow increased by £5.4m to £40.6m for FY25. Net cash flow pre debt movement and excluding supply chain finance was £15.6m, improving by £8.8m compared to FY24. Net cash flow post interest and tax payments was an inflow of £12.8m (FY24 outflow £1.7m).

The Group has access to sufficient liquidity in the form of cash on balance sheet and a revolving credit facility (RCF) of €15m. The RCF has not been drawn at any point throughout 2025.

The Group also benefits from supply chain finance (SCF) facilities, where we can receive payments sooner than standard agreed customer terms. We had access to as much as £33m liquidity in 2025. The SCF facilities are used particularly during peak trade periods. At the end of 2025 the facility was not being utilised.

Financial Risks

The key financial risks faced by the Group are macroeconomic changes, liquidity and funding, foreign currency and interest rate risks. The policies and strategies for managing these risks are summarised below with further detail in Note 28 Financial Instruments in the notes to the Financial Statements.

Economy Risk

The cut flower and vegetable markets in the UK and Europe are highly competitive and margins continue to be tight. Our business, like others, is dependent on the economic situation in the UK and Europe, and we are exposed to national and global economic, political, social and other trends that could impact our operations and financial performance.

Treasury Management

The Group does not engage in any speculative trading in financial instruments and transacts only in relation to its underlying business requirements. The Group's treasury policy is designed to ensure adequate financial resources are made available as required for the continuing development and growth of its businesses, whilst taking practical steps to reduce exposures to foreign exchange, interest rate fluctuation, credit and liquidity risks, as described below.

Foreign Exchange Risk

Whilst the presentational currency of the Group is Sterling, a significant proportion of its earnings and payments are generated in other currencies, including the US Dollar, Euro, Kenyan Shilling and Ethiopian Birr. The earnings of the Group's overseas subsidiaries are translated into Sterling at the average exchange rates for the year and their assets and liabilities at the year-end closing rates.

The Group's policy is to use forward currency exchange rate contracts for the purpose of mitigating commodity risk occurring in the normal course of business. At no time will the Group take positions in derivative instruments for the purpose of earning a stand-alone profit from such instruments. The Finance function forecasts the timing and level of foreign currency requirements and then buys forward contracts accordingly.

Interest Rate Risk

This risk stems from the fact that the interest rates on the Group's term loan borrowings are variable, being at set margins over EURIBOR and other interbank rates which fluctuate over time.

Credit Risk

As the Group's customers comprise a number of successful and credit worthy major multiple supermarkets and home delivery customers, the level of credit risk is considered to be low. There have been few incidences of bad debts, with Wilkinson's the only material incidence. The Finance function

2025 Financial Performance continued

monitors the credit rating of customers who trade with credit. The Group has sufficient access to funding as noted in the Capital Structure and Liquidity sections.

Tax Strategy

The Group is committed to paying the right amount of tax at the right time and complying with all relevant laws and regulations. We have a low-risk appetite toward tax planning, with a simple corporate structure based around our commercial operations. We do not engage in planning schemes or arrangements that could be considered aggressive or artificial in nature. We recognise the importance of the tax contributions that we make in the countries in which our profits originate, and we consider the needs of all our stakeholders.

Future Developments

The Group's strategy is to become the world's most resilient, best value farm direct grower, at the lowest footprint. As outlined in the Strategy section on pages 16-18, we are pursuing 6 key pillars to deliver this strategy: one team with trust and transparency, farming excellence & strategic sourcing, supply chain resilience, operational excellence, customer value creation, and transforming our communities. Despite significant global uncertainty, we operate in resilient

sectors and see significant scope to continually improve our business in line with our strategy, generating steady profit growth and continuing to deliver positive net cash flows. Please refer to our Strategic report on pages 6-53 for more detail on the future developments for each strategic pillar.

Middle East geopolitical risk

At the time of writing, management continues to closely monitor developments arising from the Iran and wider Middle East conflict and to assess the potential implications for the Group's operations, supply chain and cost base. The conflict has contributed to significant increases in fuel costs, and heightened volatility and uncertainty in raw material availability. Which could indirectly affect input costs (including potential increase in fertiliser prices) and logistics. Management has implemented a range of mitigating actions, working closely with our customers and suppliers, including active engagement with logistics providers, disciplined cost control and close monitoring of working capital and liquidity. The situation remains fluid, and management will continue to assess risks and take appropriate mitigating actions as circumstances evolve.

Going Concern Statement

The Directors, after undertaking analysis, are satisfied the Group has adequate resources to continue to operate and meet its liabilities as they fall due for the foreseeable future, a period considered to be at least 12 months from the date of signing these financial statements. For this reason, they continue to adopt the going concern basis for preparing the financial statements.

The Directors have performed a detailed assessment, including a review of the Group's budget for the 2026 financial year and its longer-term plans. The financial resilience of the Group has been assessed by applying significant downside sensitivities to the Group's cash flow projections as part of a severe but plausible downside scenario, including higher levels of net cost inflation, lower sales growth and adverse foreign exchange developments. In such scenarios, the Group would employ mitigating actions within its control, which would include a reduction in non-business critical projects and accelerating cost reduction projects.

The Group faced moderate levels of cost inflation like most other businesses across Europe in 2025, affecting labour and raw materials. The Group was able to successfully mitigate these cost headwinds, by adjusting the customer proposition and delivering cost efficiencies, improving profitability year on year. The escalation of conflict in Iran and the wider Middle East

since early 2026 has resulted in additional inflationary pressure on freight, fuel and raw material costs. The Directors have considered the estimated impacts on the Group, the mitigating actions already implemented and the opportunities for further cost savings and efficiencies within the Group's control.

Allowing for these sensitivities and potential mitigating actions the Board is satisfied that the Group can continue to operate well within its banking covenants, operating under a leverage ratio of 5.95x, and has adequate headroom.

As part of its going concern assessment, the Directors have considered the maturity profile of the Group's debt facilities. During the course of 2026, management expects to engage proactively with the Group's lending syndicate regarding the refinancing of the senior secured term loan facility, which matures in August 2028, and the revolving credit facility, which matures in August 2027. These discussions are intended to ensure that the Group maintains an appropriate and sustainable capital structure, taking into account its operating performance, cash generation and liquidity position. Based on current forecasts and the Group's continued covenant compliance, the Directors believe that the timing of these maturities provides sufficient headroom to progress refinancing discussions in an orderly manner.

Financial Review by Line of Business

Afriflora

	FY25	FY24	YoY%
Revenue (£m)	104.7	102.5	2%
Adjusted EBITDA (£m)	37.2	33.6	12%

Revenue increased by 2% year-on-year in FY25. Stem volumes reduced by 5%, as strong consumer demand around our peaks in Q1 and Q2 was offset by lower summer demand (as Europe experienced high temperatures) and lower production in Q3 and Q4 due to adverse weather conditions in Ethiopia. Lower volumes were more than offset by robust pricing performance.

Adjusted EBITDA increased by £3.6m year-on-year to £37.2m in FY25, driven by the stronger selling prices and transactional and translational FX benefits.

Flamingo Flowers

	FY25	FY24	YoY%
Revenue (£m)	358.4	330.4	8%
Adjusted EBITDA (£m)	29.1	25.9	12%

Revenue increased 8% year-on-year in FY25, benefitting from category value growth along with market share gains from customer tender wins in the UK and successful promotions with REWE in Germany.

Flowers Adjusted EBITDA was £29.1m in FY25, increasing £3.2m year-on-year, driven by revenue growth and overheads initiatives, and UK footprint consolidation. During the year, we also started transferring back-office functions to Kenya to improve efficiency.

Flamingo Produce

	FY25	FY24	YoY%
Revenue (£m)	174.2	166.6	5%
Adjusted EBITDA (£m)	11.5	12.4	(7%)

Revenue increased 5% year-on-year in FY25, while volumes were stable, due to positive price-mix due to move to added value items such as prepared vegetables.

Adjusted EBITDA reduced by £0.9m year-on-year to £11.5m in FY25, impacted by higher Kenyan freight costs and transactional FX.

Bigot Seasonals

	FY25	FY24	YoY%
Revenue (£m)	9.5	9.3	2%
Adjusted EBITDA (£m)	0.7	1.1	(31%)

Revenue increased by 2% in FY25, driven by higher sales of Peonies.

Adjusted EBITDA reduced by 31% to £0.7m in FY25. Impacted by delays in removing indirect labour costs, related to ceasing the selling of internal roses, due to the need to comply with statutory obligations regarding consultation.

Responsible Business Overview

S172 & Stakeholder Engagement

Engagement with stakeholders is a key consideration for the Board and Leadership teams in decision-making and promoting the long-term success of the Group. This section sets out our key stakeholders, how we engage with them, and how this shapes and influences how we do business.

During the year ended 3 January 2026, the directors of the Company believe they have, in good faith, acted in accordance with Section 172 of the Companies Act 2006, promoting the long-term success of the company for the benefit of its members as a whole and other stakeholders, whilst maintaining high standards of business conduct.



Customers



Colleagues



Communities



Suppliers



Shareholders and Lenders



Customers

We trade with many of Europe’s largest supermarkets and large-scale online florists. Many of these are long-term relationships where we operate as partners, shaping the customer proposition.

In our Afriflora business we trade directly with supermarkets and also indirectly via wholesalers. Afriflora’s customers are focused on availability, high-quality fresh product, sustainability in the supply chain and community programs and almost all our customers are relationships lasting > 20 years. We operate closely with both the supermarkets and wholesalers, and discuss, amongst

other things, performance and market related developments, as well as weekly operational calls focused on volume planning, service levels, quality and pesticide reporting. Our team regularly visit the stores of our customers to review trading. We will also host our larger customers, supermarkets and wholesalers, in our farms in Ethiopia.

In our Flowers and Produce lines of business, we have long-term partnerships with many of our customers, many of these over 10 years, and work closely with them to shape the customer proposition. Our customers are focused on strengthening the resilience of supply chains, ensuring high-quality fresh

product, lowering supply costs, advancing the sustainability of the supply chain, including shifting more to sea freight, and investing in our farming communities. We hold quarterly senior director meetings, bi-annual meetings to agree seasonal programming and weekly business meetings. Our team also hosts a range of farm visits, across our global third-party grower platform and our own farms in Kenya.

Over the last 12 months, we have implemented a number of customer contract extensions across the business, including with Tesco, Waitrose, Coop, Bloom & Wild, Edeka, Rewe and Lidl.



Colleagues

People are at the heart of our operation, and we know they are key to our success. We have over 26,500 colleagues across 7 countries in Europe and East Africa. Our farm colleagues make up approximately 96% of our workforce, with the remaining 4% in our European businesses.

Colleague Engagement

The Group is committed to the highest levels of employee engagement. Our annual employee satisfaction survey showed a score of +90% on our key engagement question ("Flamingo is a great place to work").

The Group operates employee representative committees in Europe and Africa and on our farms. We invest significant time and training in our welfare, gender and Fairtrade committees. We believe a strong employee voice will only lead to greater collaboration and understanding and enable us to respond to the needs of our colleagues. Committees are all employee led and key posts elected by peer group.

We have used some of the direct feedback provided by our colleagues in the UK to create feedback boards ("you said, we did") which has helped raise awareness of our employee benefits offering as well as raising expectations of employees in terms of their own professional development.

The Group has a talent management cycle that includes half-yearly reviews for management (known as Talking Performance), values-linked behaviours assessments and Talent Panels to support development and succession. The executive team held two Talent Panel sessions in 2025.

Recruitment, Training and Development

Training and development opportunities are key to attracting and retaining talent, as well as enabling our colleagues fulfil their potential.

We are an equal opportunities employer and undertake to use objective criteria to assess merit and suitability for all roles. We aim to ensure that no applicant, employee or 3rd party worker receives less favourable treatment on the grounds of a protected characteristic. This includes (but is not limited to): race, nationality, ethnicity, gender, sexual orientation, disability, trade union affiliation, or religious beliefs. All employees will be given equal opportunity for progression and development to help them to progress within the business. This means having access to a range of materials (including e-learning) as well as other methods such leadership programs.

Our Graduate Trainee Program, identifies and nurtures future leaders in the business. We recruit graduates in Kenya and the UK and put them through a structured plan, giving training and the opportunity to lead business critical projects.

In addition to this our Emerging Business Leaders (EBL) program, launched in 2022, helps identify some of the highest potential talent in the organization and support them with leadership and functional training as well as providing mentorship from other senior leaders. This structured approach to talent and development ensures there is a strong pipeline of internal candidates ready to step into critical leadership positions.

We currently have 27 graduates in Kenya, 4 in the UK and launched our second cohort of EBL with high potential

managers from Ethiopia, Kenya and the UK in early 2026. We are working closely with Strathmore University in Kenya to deliver this course in 2026, and it will include, for the first time, a personalized development needs analysis.

We are focused on improving female representation in leadership and non-traditional areas so that it more accurately reflects the total make up of our workforce. We currently have a "female leadership gap" of -11% between our First Line Management ("FLM") group and the general population i.e. females represent 54% of the total workforce but only 43% of FLMs and are determined to reduce this gap. This has reduced from 15% in 2024. Focused training for female employees has helped build confidence and practical skills as well changing perceptions about females working in historically male dominated areas.

Overall in 2025 we delivered over 52,000 hours' worth of training to c3,000 colleagues across a mixture of operational (CI), technical and compliance areas.

The Group recognises that investing in the growth and advancement of its employees is crucial for its long-term success.

Colleague Reward

The Group looks to offer fair pay to all our employees. We operate in multiple territories and adopt a local approach to pay reviews.

In Kenya our General Worker salary is +68% higher than government minimum wage and exceeds the industry recognized CBA (Fairtrade standard). We have convened a monthly focus group aimed at developing a plan to close the gap to Living Wage, which involves local benchmarking and in 2025 included a presentation to the Executive Team.

Responsible Business Overview continued



In Ethiopia, we have continued to make significant increases to wages, and we comply with the minimum standard set by Fairtrade. We work with the local labour unions to understand the challenges in the region. In addition to this we support healthcare and education for employees and their families through the Sher Hospital and School. In 2025 we also supplied food parcels to employees in order to mitigate the impacts of inflation.

The Sher hospital in Ziway provides access to free medical care for all employees, and the Sher school provides free education for the children of the majority of employees. In Kenya we work in partnership with local medical centres to provide free of charge access to employees and their families, and we support several schools in the local area with building classrooms, providing books and equipment as well as sponsoring teachers.

In the UK, France, Germany and Netherlands we are compliant with all obligations under National Living Wage and sector specific CBA awards, relevant to our sector.

We provide employees with pension benefits, and subsidised private healthcare and life assurance in the UK and make use of government provided healthcare programmes in France, Germany and the Netherlands.

We provide pension scheme support (private and state) in line with local legislation in all our territories, including Kenya.

Beyond this, the Group celebrates the achievements of its people through various employee recognition schemes. These include recognizing long-service awards (Kenya and UK), outstanding individual achievement (Going the Extra Mile – UK) as well as celebrating operational achievements for new

initiatives, such as the Production Unit project in Ethiopia.

We operate Productivity Related Pay (PRP) schemes in parts of both Kenya and Ethiopia, which focus on improving productivity whilst providing additional income to workers. These include bunching, packing and manufacturing bonuses.

Inclusive Culture

The Group operates in an inclusive and diverse environment, recognising the value of diversity of thought and experience in decision making.

Key aspects of this approach include:

Equitable Policies: Family-friendly policies, such as, enhanced maternity leave, flexible working arrangements, and subsidised childcare.

The Group has dedicated breastfeeding rooms at its farms in Kenya, for new mothers returning from maternity leave.

In addition to this recruitment is monitored in Kenya to record levels of employment in local communities, information which is then shared with community representatives to increase transparency and governance.

Gender Pay Gap Monitoring: The Group closely monitors gender pay gaps, particularly in the UK where such reporting is mandatory.

Female Leadership Development: The Group is committed to increasing female representation in leadership roles. The Group tracks the proportion of women appointed to leadership roles as well as the % of females in total at these levels.

African Talent

The development of our Group shared services centre in Nairobi demonstrates the commitment to creating opportunities at all levels within Kenya and increased the talent pool from which the business can recruit. At the end of

2025, we had recruited 31 colleagues into a newly created team, providing services in: Finance, HR, IT, Commercial and ESG. Colleagues are supported through an onboarding process called Career Box, which helps equip them with the necessary skills in their role.

Diversity

The Group believes that greater diversity of our leadership will promote greater breadth of thinking. In improving the number of opportunities at all levels our leadership teams will more closely reflect the communities in which we operate and provide a greater breadth to our thinking and decision making.

Gender Representation

The table below shows the gender split at different organizational levels for the Group as a whole, at the end of 2025:

Title	F	M	Females %
Group Board	2	2	50%
Executives	2	5	29%
Senior Leadership Team	60	110	35%
Middle Management	107	228	32%
FLM / Supervisors	714	964	43%
General Workers	13,115	10,397	56%
Total	14,000	11,706	54%

Group Board: includes four directors, our non-executive chair, non-executive sustainability director, our Group Chief Executive Officer and Group Chief Financial Officer. The female representation is 50%.

Executive Team: is a seven-member Executive management team (excluding our Group Chief Executive Officer).

The current Executive Team includes 2 female executive out of 7 (29% female).

Senior Leadership Team: has a total of 170 employees of which 110 are male and 60 female, (35% female).

ETHIOPIA SCHOOL



Responsible Business Overview continued



Middle Management: is 335 in total, with 228 male and 107 female (32% females).

FLM & Supervisors are entry level leadership roles, where there are 714 females out of a total population of 1,678 (43%).

This leaves us with a gap of -11% between the female representation in our first level of leadership (43% female) and our global population (54% female). We refer to this as our female leadership gap.

Flamingo Flowers UK has mandatory Gender Pay Gap (GPG) reporting. Its current GPG is 10.84% (mean) and 5.98% (median). In addition, we are reporting Flamingo Produce UK for the first time in 2025 which has a current GPG of -2.01% (mean) and 1.20% median.

Colleague Wellbeing

The Group is committed to supporting the overall wellbeing of its employees, We have the following services:

Employee Assistance Program (EAP):

The Group provides all employees in the UK businesses with access to a comprehensive Employee Assistance Program (EAP). This confidential service offers 24/7 support for a wide range of personal and work-related issues, including mental health, financial management, and legal concerns.

In addition to this some our private medical benefit providers (Bupa, Westfield) offer support with mental health for participating employees. In Kenya there are also monthly clinics available to employees on the farm to discuss issues with qualified therapists and mental health professionals.

This is supported by a team of mental Health First Aiders (Kenya and UK) who are drawn from different functions across the business.

Mental Health Awareness: The Group has implemented several initiatives to raise awareness and provide resources around mental health. This includes training managers to recognise the signs of difficulty and respond with empathy and support.

Occupational Health Services: The UK business operates on-site occupational health clinics at its major facilities, providing employees with free access to medical care and health screenings, ensuring that workers can promptly address any physical or mental health concerns.

In the Netherlands, Germany and France we use public medical services and in Kenya and Ethiopia this is provided as part of the health provision made for employees.

Health & Safety

Health & Safety We are committed to ensuring the health, safety and welfare of our colleagues.

Highlights are:

1. Accident Frequency Rate (AFR): the introduction of AFR reporting in 2025 provides a more accurate and relative reflection of accidents performance. This was reported as 3.46 accidents (per 100,000 hours worked), with a high point of 3.90 in Sept 2025.
2. H&S Plan Completion: All sites are required to complete an annual H&S plan, with H&S objectives.
3. Near Miss Reporting: Overall, near miss engagement improved.

In 2025 we saw greater consistent and accurate reporting across all global sites. UK site audits showed strong results in SMETA audit which assesses core H&S elements aligned to ISO45001 requirements. The Group Health, Safety and Environment Committee met bi-monthly to provide oversight and governance on lead KPIs, major issues and shared best practice.



Responsible Business Overview continued



Community

The Group recognises the importance of supporting the economic growth and development of our communities, particularly those in Kenya and Ethiopia. Our employees support a wider network of over 100,000 dependants and we know that growth must be combined with long- term decision making in order to build for future generations.

We are heavily engaged in the communities in which we operate in Kenya and Ethiopia. We meet regularly with local leaders and community committees to understand issues in our immediate environment and discuss how we can support communities in resolving them.

In Ethiopia the Sher hospital offers free of charge medical treatment to employees and subsidised treatment for community members. They had c100,000 patient appointments in the year.

The Sher Ethiopia schools provide education from age 5 to 18 years old. We operate a rolling 3-year plan for the school and will be opening 4 new classrooms in the Tulu area in 2026 to keep up with demand. The schools are funded by the business, using Fairtrade sales premiums, and consistently achieves some of the best results nationally.

In Kenya, Inua Jami Zetu is, a community based programme aimed at improving skills and economic wellbeing of members of our local communities.

Highlights include:

- Water access project with the Kalalu community.
- Delivering over 100 Adult education and vocational training courses to staff and community members.
- Environmental projects to help mitigate our impact on our natural resources.

In addition to this, through our Fairtrade premium, we fund a community training centre in Mt Kenya region, which has enrolled 415 students since it opened in July 2024.

We continue to provide sanitary towels to female workers in our communities and farms and currently donate more than 10,000 sanitary products across the group monthly.

The group also works to support various educational initiatives including educational scholarships (bursaries), building and renovating infrastructure and sponsoring of teachers. In Ethiopia in 2025 we have begun working on two key wider community projects:

Community Pharmacy – to construct a pharmacy facility for all residents of Ziway to access.

Injera Factory – supporting the construction of an Injera (Ethiopian bread) factory in Ziway to improve supply in the local area and boost entrepreneurial development.

In Kenya, our school feeding programme provides a daily meal to over 3,300 school children, using edible food waste from our production facility in Ibis, Mt Kenya. In the UK, the Group has worked in partnership with 3 local food charities. To donate

c275,000kg of edible food waste to local charities which we estimate contributes to c1,800 meals per day.

Our partnership with Waitrose Foundation (operated through Farm Africa) provides a micro-lending programme for employees and community members in Kenya. This programme provides subsidized loans to individuals for entrepreneurial projects or education fees and often provides access to capital to individuals who would otherwise be unable to obtain it.

By investing in the wellbeing and prosperity of the communities it serves, the Group reinforces its position as a trusted and responsible partner.

Community engagement plays a key role in our understanding of the issues and needs in the areas where we operate. We continue to hold bi-monthly and ad-hoc community engagement meetings with neighbouring community representatives and believe this two-way interface is invaluable in developing deeper community ties.

The Human Rights Impact Assessment (HRIA) that was carried out in May 2025 in Kenya has made some clear recommendations around ways in which we can engage further in our communities, and we intend to incorporate the feedback into our plans for the coming year. We will always listen and engage with any issues raised by the communities in which we operate.



Suppliers

Across the Group, we work with hundreds of suppliers and third-party growers who are critical to our business.

Grower Partners

In our Flowers and Produce lines of business, we source circa two-thirds of our flowers and produce from a network of third-party growers from around the world.

Almost all our third-party grower partners are family-owned and run businesses. They care about the sustainability of the crops and financial returns, long-term contracts and plans to ensure there is stability for future generations. They want to see Flamingo and supermarkets operate with integrity and fairness.

We engage on a long-term basis with all key grower partners, agreeing future crop plans. Our teams will regularly visit

the grower partners' farms around the world and also bring our supermarket customers.

We are constantly working with our partners to understand how we can support with financial investment, logistics, packaging and innovation as well as regularly carrying out audits to ensure technical and quality standards are delivered.

Over the past 12 months, we have materially strengthened the resilience of our Flowers and Produce businesses. We have embedded a more diversified and balanced sourcing model, expanded production across multiple territories for key crops, and continued to invest in protected and under-cover growing to mitigate climate and weather-related risk.

In 2026 we will continue scaling partnerships in priority regions and

embed higher technical and quality standards at origin.

Non-Sale Suppliers

We have a wide range of suppliers who provide us with seeds, fertiliser, chemicals, plastics, packaging and plant hardware as well as services such as air, sea and road freight. They care about long-term contracts and supply certainty, forward planning of supply, making reasonable profits and being treated with integrity and fairness. We have long-term relationships with many of these suppliers. We hold regular meetings with our supplier partners, at senior and operational levels.

We will regularly tender our supply requirements to ensure we have the most resilient, best value, innovative and sustainable solutions. When tendering we will engage with multiple suppliers in an open and transparent manner.



Shareholder, Lenders and Financial Third Parties

The Group is majority owned by an affiliate of the private-equity fund Sun Capital and we hold term loan borrowings of €236m and revolving credit facilities of €15m across 16 lenders.

We meet monthly with our shareholders to update on progress with our strategy and financial performance, and

representatives of the private-equity fund observe our Group Board as advisors. Annually, we share our strategy, financial targets and significant investments.

We are required to meet with our term loan lenders every quarter and provide a formal update on progress with our strategy, financial performance and line

of business trade performance. We also share our financial accounts monthly and our compliance with lending covenants quarterly. This information is also shared with other third parties such as our banks, rating agencies and trade credit insurers.

Sustainability and ESG Report

Our Group recognizes the impact that our operations can have on the natural environment and communities in which we operate. Strong environmental and social stewardship, alongside a robust plan for building a sustainable future, is fundamental to long-term success.

By managing environmental and social impacts, maximizing our positive impacts and ensuring responsible governance, we deliver sustainable growth, strengthen resilience and create value for all our stakeholders. This responsibility lies not only within our own footprint but also across our third-party supply base.

Our Sustainability plan is a core part of our overall strategy and day to day running of the business. It is designed to help drive the Group towards a sustainable future through responsible working practices which ultimately deliver a profitable and successful business for all our stakeholders.

Strategic Priorities

In the last 12 months, we have continued to refine our reporting, plans and ambitions and we expect these to continue to evolve. We appointed a non-executive director in February 2025, Rosalind Kainyah, who sits on the Flamingo board and chairs our Sustainability Committee and during the year we continued to develop our approach to Sustainability.



Transform the lives of our farming communities, at lowest footprint



Environmental

Lowest carbon footprint: Invest in renewable energy and shift into sea and land freight; underpinned by clear SBTi targets.

More crop per drop: Reduce water usage through smarter capture, storage, recycling and tracking.

Biodiversity: Lower chemical usage in our farms, greater tree planting & beehive support, and zero deforestation.

Circular economy: Maximise proportion of recycled and recyclable products in our end-to-end supply chain.

Food waste: Halve baseline 2019 food waste by 2030 through better forecasting & planning, reusing, and composting.



Social

Female leadership: Increase women proportion of supervisors to mirror the workforce (54%), supported by training, mentoring and family-friendly policies.

Sector leading pay and benefits: Improve living standards, through security and fairness as the employer of choice in the areas where we operate.

Social investment and voice in our farming communities: Invest in education, vocational training, health and water access. Establish and continually encourage transparent, constructive two-way dialogue with our local communities.

Workers in supply chain: Use our influence with our suppliers to ensure that human rights are respected and promoted—resulting in good work environments and social conditions.

Safe and secure environment for all: Ensure zero critical health and safety incidents per year.



Governance

Robust governance structure: Ensure clear reviews and structures escalating from front lines up to the Board.

Business integrity: Train in code of conduct, anti-bribery and corruption, and whistle-blowing policies for employees and community members.

Human rights at core of our business: Conduct Human rights training for all colleagues, with ethical trading embedded in our supply chain. Ensure Executive oversight of employee and community grievances.

Environmental

The Group recognises the importance of environmental stewardship and will comply with all environmental regulations and legislation and approved codes of practice, whilst developing plans and activity that help to restore and revive areas in which we farm. It is our objective to co-operate and maintain good relations with all regulatory authorities as well as challenge ourselves to leave a legacy for future generations.

We will look to minimise the impact of our operations as well as in our third-party supply chain, by reviewing all our environmental activities.

Carbon Emissions Reduction: We are strengthening the reporting of our carbon emissions to fully understand our business impact and looking to explore the development of Science Based Targets (SBTI). We aim to increase the usage of sea freight from our Kenya farms as we look to develop viable road freight solutions where possible. We invest in solar panels across our operations and are developing programmes to pursue other initiatives such as reducing fertilizer use.

Water Usage: we will reduce our usage per square meter in our farming using technology such as soil moisture probes. In 2025 we found an average reduction of 31% in the amount of water used in farming areas where probes (Aquacheck) were used to make decisions on irrigation. We also participate in water stewardship projects across our farming communities in both Ethiopia and Kenya.

Biodiversity: We continue protect biodiversity on our farms in Kenya and Ethiopia through Integrated Pest Management (IPM) as the primary method of pest and disease control. IPM promotes a more sustainable way of farming by making use of insects and fungus to prevent disease and improve crop health without the need for chemicals – for example, we have a significantly reduced herbicide usage in Kenya by c80%. In addition, we run several projects geared towards biodiversity restoration such as beekeeping, composting, and tree planting.

Circular economy: we aim to minimise waste through our supply chain and operations. In packaging, we are targeting green category packaging with UK customers including zero deforestation from our supplier. We will continue to reduce food wastage in our supply chain using KPI's and targets through each stage of our products lifecycle starting with production and planning and managing excess. An example of this is through our established school feeding programmes, which take excess produce from our farm production and uses it to provide local schoolchildren with a hot meal every day, and our partnership with food charities in Stevenage who make use of edible waste from our processing facility.

Social

The Group is fully committed to enhancing the lives of our employees and the communities in which we operate. One of the Group's core values is to build for future generations and our Empowerment Model shows the mutually beneficial impact of growing our people and communities alongside our business.

Pay & Benefits: We are committed to improving the standards of living through fair pay and reward, particularly in our Kenya and Ethiopia farming operations (refer to page 29 on colleague reward).

Community Investment: We actively invest in our communities to support colleagues, their families and communities, focusing on health and education (refer to page 34 on communities).

Female Empowerment: We want to increase the proportion of women in leadership, so that it more fairly reflects the make up of our total business (refer to Female Leadership Development on page 30).

Governance

The Group is committed to operating a strong governance framework to provide all stakeholders with transparency and confidence around the core activities of the business, strong oversight enables us to deliver our strategy and simplify how we operate. As part of this, we operate a Corporate Code of Conduct, which was updated in 2025 and rolled out alongside an accompanying e-learning module, looking at Human Rights, Anti-Bribery and Corruption and Modern Slavery. The Code sets out standards, expectations and commitments which we deem key to our corporate responsibility.

Progress Made in 2025

The focus of the last year has been improving our strategic decision making and reporting capability.

In addition to the appointment of Rosalind Kainyah our Head of Sustainability (appointed in 2024) the Group has worked with a specialist third party (The Rock Group), to help develop our strategy and provide Executive governance through a monthly ESG meeting.

Environmental

Carbon Reduction: The Group continued to run sea freight trials as it explores alternatives to Kenya air-freight transportation. Unfortunately trials were impacted by the closure of the Red Sea and the subsequent reduction in shipping capacity.

We know that air freight will remain part of the logistics solution out of East Africa and are keen to explore trials in Sustainable Aviation Fuel. We also recognise the wider benefits of the floriculture sector in East Africa, where, for example, our employees support an estimated +100,000 direct dependants.

We have continued to invest in solar energy in Mt Kenya at our Olive packhouse (340kW peak capacity), as well as completing projects in Naivasha at Bigot farm (208 kW peak capacity).

Bigot Seasonals' air-freight emissions decreased year-on-year, driven largely by ceasing the import of roses from Kenya.

Greenhouse gas emissions and energy consumption

In 2025 we continued to develop our internal systems and processes to expand the scope and integrity of data, with the aim of providing more robust Greenhouse Gas (GHG) emissions disclosures.

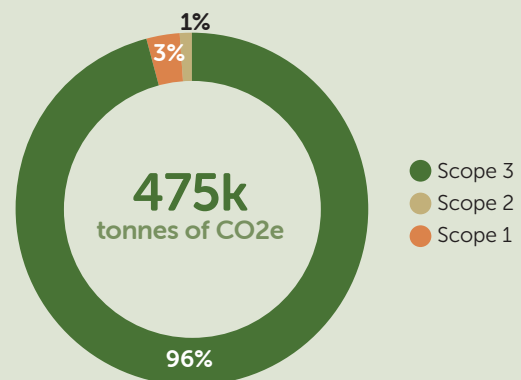
Group Carbon Emissions

In 2025, we further improved the scope and granularity of emissions data captured across the Group. As we continue to understand the material sources of our carbon emissions, we are provided with a benchmark to implement carbon reduction strategies and projects. The data and graph below show that scope 3 emissions account for **96%** of the total Group Carbon Emissions (tCO₂eq), a **1%** decrease over the prior year. Additionally, the Group saw an **16%** decrease in overall emissions as consequence of a drop in air freight emissions factor, highlighting the importance of freight carbon reduction initiatives to make real world progress.

Table of Group Carbon Emissions

Greenhouse Gas (GHG) Category (tCO ₂ e)	2025	2024	% Change
Scope 1	15,818	16,193	(2%)
Scope 2 – Location Based	3,353	3,883	(14%)
Scope 2 – Market Based	6,579	6,885	(4%)
Scope 3	455,912	548,625	(17%)
Total Emissions (Scope 2 Location)	475,083	568,701	(16%)
Total Emissions (Scope 2 Market)	478,309	571,703	(16%)

Group Emissions 2025



Please note that 82% of total emissions relate to air freight which is embedded in the Scope 3 data.

* Emissions factor used to calculate tCo2eq in 2025 has fallen by 19% in a like-for-like comparison (vs 2024).

Environmental

Scope 1 and 2 (UK Operations)

Our Scope 1 and 2 carbon emissions, reported in line with the Greenhouse Gas (GHG) Protocol, are from fuels, refrigerants and electricity used in our sites and offices. They also include the fertilisers and chemicals used in the growing and production of our products.

The table below represents emissions and energy consumption for our UK operations, reported in line with the Streamlined Energy and Carbon Reporting (SECR) requirements.

UK Emissions

Greenhouse Gas (GHG) Category (tCO ₂ e)	2025	2024	% Change
Scope 1	1,816	2,458	(26%)
Scope 2 – Location Based	1,472	1,888	(22%)
Total (Location)	3,288	4,346	(24%)
Scope 2 – Market Based	4,064	4,341	(6%)
Total (Market)	5,880	6,799	(14%)

Supplementary Data

	2025	2024	% Change
Energy Consumption (kWh)	12,041,129	14,276,253	(16%)
Scope 1 and 2 Intensity (tCO ₂ e/£m revenue)	6.91	9.91	(30%)

Our total Scope 1 and 2 location based emissions have decreased by 24%. We continue to review and introduce energy efficiency through our operations such as review and reorganisation of operations e.g. in 2025, we closed the Kellet Gate (Plants) site, sea freight trials underway to dramatically reduce freight energy usage away from air freight as well as investment in Moroccan supply base from air to road freight further reducing energy usage.

Scope 3 - UK Operations:

In 2025 we committed to enhancing the integrity of our Scope 3 reporting which remains an ongoing process. Improvements made in our ESG reporting enable analysis of key year-on-year data and drivers as outlined below.

The data below provides some analysis and breakdown of the UK Scope 3 emissions only, not the total group.

Breakdown of UK Operations' Scope 3 Emissions (tCO₂eq) by Category

Scope 3 Category	Categories	2025 (tCo2e)	2024 (tco2e)	% Change
1	Purchased Goods and Services - (Packaging materials, fertilisers and chemicals)	10,998	11,544	(5%)
3	Fuel- and Energy-Related Activities (Not included and in Scope 1 or Scope 2)	398	452	(12%)
4	Upstream Transportation and Distribution (Air, Sea and Road Freight)	234,234	309,776	(24%)
5	Waste	44	65	(32%)
6	Business Travel	361	422	(14%)
	Total	246,035	322,259	(24%)

Table above shows a breakdown of the top 5 categories – guidance from GHG Protocols require reporting on categories that are material for the organisation.

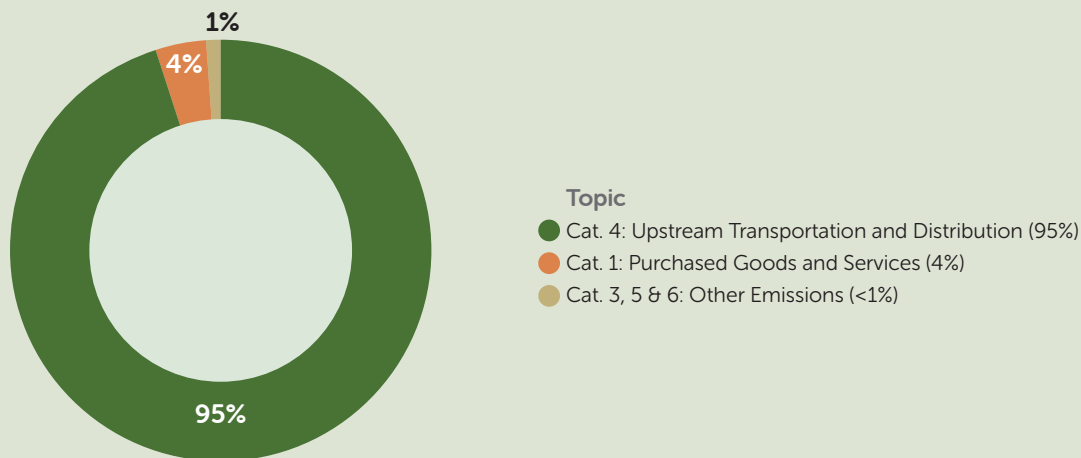
Sustainability and ESG Report continued

Environmental

Scope 3 CO2 emissions data capture has improved with greater granularity of data collected.

The chart highlights the updated position of our Scope 3 emissions, which reflects that air freight from our farms in Kenya as well as other growers globally contributes to 95% of the UK business' total Scope 3 emissions.

UK Scope 3 Emissions (2025)



Please note that 90% of the total UK emissions relate to air freight which in this analysis is embedded in the figures for category 4 – upstream transport and distribution.

Methodology and assumptions

The methodology covers Scope 1, Scope 2 and selected material Scope 3 activities across the Group's lines of business: Flowers and Plants, Produce, Afriflora, Flamingo Horticulture Kenya, FFBV, Omniflora and Bigot Seasonals. This methodology covers emissions associated with the:

- production and movement of product from Flamingo farms
- movement of product from non-Flamingo farms to UK and EU packhouses.

The emissions for own farms includes fuels and refrigerants, purchased electricity, freight, fertilisers and chemicals, packaging, business travel and purchased assets where these are included in the internal data collection. Activity data is collected from operational, procurement, finance, logistics and sustainability teams and multiplied by relevant reporting-year emission factors by activity type, geography and unit. Where exact data is unavailable, documented assumptions are applied, including gross weight uplifts for freight, weighted-average transport distances, fertiliser nitrogen-content assumptions, liquid density assumptions and location-based electricity factors. Key assumptions, evidence sources and recalculations are logged to support transparency, review and auditability.

Social

Pay & Benefits: We have maintained pay rates in line or above Fairtrade standards in Kenya and Ethiopia. We are paying materially above government minimum wage in Kenya, and also ahead of the Fairtrade standard. In 2025 our pay increase for our lowest paid workers was 8% in Kenya and 15% in Ethiopia. In addition we increased food support in Ethiopia and implemented new productivity incentives to provide colleagues with increased scope for earning.

Community Investment: Our commitment to our communities continues to be anchored around three key pillars of empowerment and education, wellness and environment. We have continued our longstanding investment in education with our schools (which provide a full-time education to 6,300 students) and hospital (with more than 100,000 patient appointments annually)

in Ethiopia. In Kenya, the Group continues to provide educational scholarships, directly fund additional teachers and also support the building of new facilities, such as a science laboratory for a local secondary school in Naivasha.

Female Empowerment: We have continued to provide capacity building for females and achieved +55% of female promotions in the year 2025. This has increased the proportion of women in management positions and our female leadership gap to FLM roles fell from 15% to 11%.

These improvements can be largely attributed to our efforts to improve female representation, by investing in female leadership training through programmes such as Inua Dada, which have also focused on increasing female representation in non-traditional areas.

Governance

We have continued to strengthen our Group oversight, following the appointment of Rosalind Kainyah as non-Exec director on our Board, chairing our Sustainability Committee. This is a continuation of the wider work to strengthen governance within the organisation, which has seen the business operate committee us operate a:

- Risk & Audit Committee,
- Investment Committee (management team)
- Liquidity & Financial Risk Committee
- Sustainability Committee
- Remuneration Committee
- Health & Safety Committee (internal)

Human Rights Impact Assessment (HRIA)

In addition to this the business has carried out a Human Rights Impact Assessment (HRIA) in Kenya and has

commissioned a further HRIA in Ethiopia, which will be completed in 2026. There is a weekly meeting of the Executive team where key issues are raised and when dealing with significant issues, ad-hoc governance structures are developed to ensure that there is oversight and guidance for teams within the business.

The structure and remit of these committees is described further, later in this report and we are committed to strengthening our governance, which we believe will provide greater oversight and more transparent decision making, support effective risk management and improve operational efficiency to the ultimate benefit of all of our stakeholders. It is critical, operating in the territories that we do, that we understand the human rights impact our actions could have on our employees and the communities in which we operate.

Sustainability and ESG Report continued

Focus Areas in 2026

Sustainability Plan

We will continue to shape and refine our Sustainability plan, with a firm commitment to communicate internally and externally on the plan, milestones and progress on key projects. We will build on the Human Rights Impact Assessment (HRIA) carried out in 2025 in Kenya by developing an action plan for implementing recommendations and we will also carry out a HRIA in Ethiopia in the first half of 2026.

Environmental

Carbon Reduction: As part of our wider strategy and target setting, we will explore the process for agreeing and establishing SBTIs for the total Group. We will continue to make use of renewable energy, as well as expanding our solar programme at our own farms in Kenya. Key to our carbon emissions reduction plan is a shift from air to land and sea freight.

Key Projects 2026:

- Exploration of Science Based Targets (SBT) through the development of a proposal to be brought to Executive team.
- Continuing to develop carbon capture processes and systems to support the needs of our customers, supply partners and investors.
- Continuation of sea freight trials with Flowers to look at opportunities to reduce air freight, with or without Red Sea restrictions.
- Increased road freight opportunities for Produce transportation out of North Africa.

Water Usage: Our plan to improve our water usage coined as 'more crop per drop' will include further enhancing measurement across the Group, as well as focusing on expanding our use of soil moisture probes (Aquacheck), which has led to a c31% reduction in water usage in the areas it has been deployed. We recognise that water is a scarce resource for most of the regions we operate in and we continue to support community initiatives to improve clean water access for communities.

Key Projects 2026:

- Continued roll out of Aquacheck soil probes across Kenya and Ethiopia.
- Develop standardised, crop specific water usage guidelines to remove inconsistency.
- Standard measurement of water intensity usage.
- Expand community water access projects in Mt Kenya.

Food & Flower waste: We have continued to invest in improving our sales and planning (S&OP) and hold meetings between the farms and markets to agree short-, medium- and longer-term volume plans. We are working with our key customers to deliver targets on recyclable packaging continue and monitor degree hours to improve quality.

Key Projects 2026:

- Targeting green category packaging including zero deforestation with our suppliers and UK customers.
- Drive Sales & Operations planning processes
- Developing initiatives around Composting (ET & Kenya), and plastic recycling (Rhino Ark)
- Continue to expand programmes to repurpose edible food waste (Kenya & Stevenage)

Biodiversity: We are committed to minimising our impact on both our local and global environment. We prioritise the use of Integrated Pest Management ('IPM') within our farming practices as an alternative to chemicals in protecting crops from pest and disease.

Key Projects 2026:

- Continue Werja Hill Project with Partner Africa, 5000 moisture retaining trees planted on 10.5 Ha
- Continue with key regenerative farming projects e.g. soil health, cover crops and reduced herbicide usage.
- Launch Happy Rose trial house in Ziway, Ethiopia to look at alternative approaches to soil health, water and IPM.

Social

Pay & Benefits: We are committed to continually improving our colleagues' quality of life as we develop our roadmap towards a living wage in our sector. We work with employee representative groups to understand the concerns of our workers, and we remain committed to ensuring that our pay remains at or ahead of the standard used by Fairtrade.

Key Projects 2026

- Develop Living Wage road map including local benchmarking on basket of goods.
- Review and enhance PRP schemes in Kenya and Ethiopia to drive earning opportunities.
- Extend CI / Kaizen training and Production Unit model in Ethiopia, to increase empowerment and leadership opportunities.
- Enhance further communication on employee benefits, L&D opportunities and alignment with Values and Strategy.

Community Investment: Our commitment to our communities continues to be anchored around education, health and capacity building. Our Sher school, hospital / medical facilities and community programmes (Inua Jami Zetu) will continue to deliver investment into communities and we will use our Human Rights Impact Assessments to enhance and improve community listening and engagement.

Key Projects 2026

- Continue expansion of Sher school in Tulu to meet ever increasing demand.
- Continue Inua Jami Zetu – social investment projects with focus on water access projects in Mt Kenya region.
- Continue with direct school investment (including educational bursaries) in Kenya

- Conduct key social projects such as Community Pharmacy (Ziway) and Injera factory (Ziway).

Female Empowerment: Aligned with our aim to increase the proportion of women in leadership roles so that it more closely reflects the whole organisation, we will continue to share data at all levels across the group and invest in training and development of women across the business. We are aiming to narrow the gap further in female leadership representation in 2026.

Key Projects 2026

- Continued reporting of promotions and new appointments.
- Female Leadership training including EBL programme in 2026
- Inua Jami Zetu: empowerment and training for women in the workforce and community.

3rd Party Supply Chain: We will continue to work with our supply partners to support and evaluate their progress on our compliance requirements (led by SMETA audit standards) as well as participating in cross-industry forums as part of our role as a leading player in the industry.

Key Projects 2026

- SMETA Audit certification programme as well as other industry frameworks (ETI, Fairtrade, FNET)
- Continued participation in key industry projects: ETI Türkiye flowers, GAIA SGBV (Kenya), Stronger Together (Latin America suppliers)

Governance

Our focus in 2026 will be on consolidating the governance improvements made in 2025. This includes conducting a gap analysis of our policies across the Group, and returning further our Human Rights; covering critical areas such as anti-bribery and corruption, modern slavery and sexual and gender based violence awareness (including harassment). We are committed to training business-critical areas such as cyber security to further develop our risk management capabilities.

Sustainability and ESG Report continued

Non-Financial and Sustainability Information Statement

As implemented by the UK Government, the Group is required to comply with climate-related financial disclosures which are aligned to the Taskforce on Climate-related Financial Disclosures (TCFD)'s recommendations. The disclosures below are structured in line with the four core elements of the TCFD framework: Non-financial and sustainability information statement. In accordance with section 414CB of the Companies Act 2006 ('the Act'). The Board provides, within this Statement, the climate-related financial disclosures for the Group.

Introduction

The Group faces increasing risks due to climate change, given the inherent susceptibility of farming to weather and climate conditions. Such risks include heavy rainfalls or prolonged periods of dry, hot weather, affecting crop production. We have undertaken a Financial Materiality Assessment around Sustainability issues in 2025 and will use that to help identify the risks faced and mitigations available to the business.

Governance

We have continued to enhance our Sustainability governance model in the last year to ensure the most important issues facing the Group are given visibility across the organisation. The Executive Team has overall responsibility for Sustainability matters, including management of climate-related risks and opportunities.

The Sustainability Committee met on a quarterly basis throughout 2025 and was chaired by Rosalind Kainyah, one of our non-executive directors. Committee membership also includes our Group Chief Executive Officer, our Group Chief Sustainability Officer, and our Group Chief Financial Officer. The Committee's mandate is to oversee the strategy and implementation of our environmental and community initiatives, to monitor and review progress, and also to address any compliance issues.

Climate Risk Management

Climate change is a principal risk to Flamingo which has the potential to significantly impact our business in the short and long term. Our potential risks include changing customer priorities, extreme weather and water scarcity. The Group also faces the risk that regulation and consumers sentiment move away from low value, high carbon impact goods, prompting retailers to re-evaluate their supply chain. The Group will take this into account in developing the overall strategy and has increased its focus on the climate impact of sourcing strategies.

The process for assessing and identifying climate-related risks is the same for each of the principal risks and is described below.

Climate Related Risks

We have evaluated the impacts of climate change, incorporating key climate risks in our decision making.

Own Farms: climate change considerations are deeply anchored into the operations of our own farms in Kenya and Ethiopia. Areas of focus on the farms have included:

- **Carbon Emissions:** To reduce the emissions from air freight, we maximise product fill, minimising the number of flights. We have also focused heavily on sea freight trials for flowers from Kenya to the UK, and identified viable road freight alternatives for veg. We remain impacted by the closure of many commercial shipping routes through the Red Sea.
- **Water Management:** One of the biggest risks we face is potential water shortages. The significant investment in new dams in the Mount Kenya region along with improvements to water capture has left the region in a stronger position.

However this remains a long-term challenge for the communities in the area and therefore the business.

We also face risks in locations where growers operate in water scarce environments.

- **Plastics Usage:** Our farms generate significant plastic waste and we have invested in plastic recycling equipment that turns used greenhouse (and other) plastic into fence posts which are then reused as part of the farm infrastructure or donated to the KWS (Kenya Wildlife Service).
- **Pollution:** Our farming operations tightly control the use of approved chemicals and make use of Wetlands in both Kenya and Ethiopia to ensure that water used in the growing and packaging of crops is safely processed.
- **Composting:** Investments have been made to ensure that all green waste either from production or packing is composted and used to restore soil health. We are focused on identifying further regenerative farming techniques to improve soil health.

Sourcing: The Group's sourcing teams incorporate sustainability and undertook a workshop in 2025 to look at how Sustainability strategy impacts on their role. They assess and review current supply models to identify risks around water, climate change, and ecosystem impacts. This is supported through SMETA (SEDEX Members Ethical Trade Audit) third party audits based on the ETI Base code, as well as through the use of tools like the World Wildlife Fund (WWF) and Water Risk Filter.

Commercial: The commercial teams work alongside our customers to understand their needs and also held sustainability workshops during 2025.

Consumers are increasingly concerned with issues such as sustainable production, and we must have product offerings and marketing strategies that meet those needs accordingly.

This includes transparency around sourcing, production and evaluating of optimum sourcing locations, such as Morocco and the UK, as well as working with suppliers to implement sustainable practices.

A further example of this is the LEAF standard which has been implemented globally in The Group's fresh produce supply chain.

The Group has identified several climate related risks and opportunities, which are potentially financially material to the business, pulled together with the support of an expert third party (The Rock Group) and we have summarised these risks below:

Description	Financial Impact		Mitigating Actions
	Category	Impact	
Physical risks			
Extreme Weather			
Extreme weather events such as heavy rains, floods, hurricanes and drought could become increasingly common and intense, impacting crop production patterns and reducing crop yields and quality. In addition, these weather events could cause disruptions to critical suppliers / supply infrastructure.	Cost of goods sold	Mid	<ul style="list-style-type: none"> Our flower crops are grown in protective greenhouses, shielding the flowers from some of the weather conditions. Advancements in regenerative agricultural initiatives such as using composting, Integrated Pest Management (IPM). Contingency plans are in place for sourcing produce in the event of extreme weather event.
Carbon Emissions			
A loss of buyer trust due to being unable to meet sustainability expectations around carbon emissions due to the heavy reliance on air freight.	Cost of goods sold	Mid	<ul style="list-style-type: none"> We have agreed to explore the establishment of Science Based Targets ("SBTI"). Alternatives to air freight are explored as a way of reducing dependence on this form of freight. Socio-economic impacts of the business in supporting more than 26,000 are balanced against concerns regarding emissions.
Water Scarcity			
Water scarcity could lead to increased risk of crop failure and even drought, which could impact our farms and surrounding communities.	Cost of operations	Mid	<ul style="list-style-type: none"> Sourcing and planting decisions informed by information on water intensity. Soil moisture probes are deployed to support reduced water usage. Water collection and storage maximised through closed loop irrigation systems. Community projects to improve water access are funded and supported.

Sustainability and ESG Report continued

Description	Financial Impact		Mitigating Actions
	Category	Impact	
Transition risks			
Policy risks – Compliance to Legislation			
Changes to legislation in the areas that we operate could place an increased financial burden on the business.	Tax costs / Compliance costs	Low	<ul style="list-style-type: none"> Legislation and reporting requirements are monitored in all territories. We have agreed to explore establishment of SBTIs. Specialist ESG team in place to keep up to date with developments.
Policy risks – packaging and materials			
Increased legislation and stakeholder expectation regarding recyclable packaging and regulation about deforestation in the supply chain. This includes increase demands on product health and safety with reporting and auditing regulations.	Cost of goods sold / operations	Mid	<ul style="list-style-type: none"> Establishment of targets and data reporting developed in conjunction with customers. Legislation and reporting requirements are monitored in all territories.
Policy risks - regulation of fertilizers and chemicals use			
Increased regulation on chemical and fertiliser usage places additional obligations on the business.	Cost of goods sold / Compliance costs	Mid	<ul style="list-style-type: none"> Governance supported through regular testing and provision of data. Product standards for both flowers and plants are adhered to. All staff who handle chemicals are provided with training and suitable PPE. Compost and IPM are used as an alternative for chemicals.
Reputation			
Adverse impacts on Flamingo's reputation resulting from issues or incidents relating to our approach and response to the impacts of community impact, climate change (including water scarcity).	Net revenue	Mid	<ul style="list-style-type: none"> Our commitment to managing climate related risks is anchored in our strategy. Community relations are maintained through investment and open dialogue.

Opportunities

The Group will continue to explore potential opportunities that may arise from our climate-related considerations, such as:

- Increasing operational efficiency through maximising product fill on air freight.
- Leading the market on sea freight from Kenya and exploring viable road freight alternatives.
- Continuing to invest in solar infrastructure lowering carbon emissions and reducing operating costs.
- Seeking long-term partnerships with customers and suppliers who are committed to our value of 'building for future generations'.
- Improving dialogue with local communities to further understand the challenges that they face and the impacts (positive and negative) of the farms activity.

The Group is improving its reporting by regularly reviewing risks and opportunities, through our Risk and Audit Committee, We are planning to further develop our reporting on

Sustainability again with more clearly defined targets.

Climate Risk Scenarios

Climate scenario planning is a critical component to understanding and managing climate-related business risks and their financial impacts. The sustainability team will explore climate scenario planning as part of future work, with a view to highlighting risks and potential mitigations.

Strategy

As part of our wider Sustainability strategy, and in line with our core value to build for future generations, our environmental / climate strategy is anchored on:

- Carbon reducing our Carbon Footprint.
- Water: make efficient use of water.
- Reducing food and flower waste.
- Packaging: using recyclable packaging that does not contribute to further deforestation.
- Biodiversity: Protecting our natural environment by finding alternative to chemicals.

- Soil Health: improving soil health and promoting the use of regenerative agricultural techniques.

Metrics and Targets

In 2025 we further enhanced our data collection and reporting for all relevant carbon metrics, The aggregation of this data has further developed the thinking behind our approach to carbon and it was agreed by the Executive Team in August 2025 that we would begin to explore establishing SBTs that will ultimately form the detailed targets in our plan. In 2026, we will continue to collect and refine data, particularly around water usage intensity and to support solutions through improved community dialogue.

Risk Report

Effective risk management is critical to our strategy of resilient, high-quality supply and building our business for future generations.

Approach to Risk Management

The Board is ultimately responsible and accountable for overseeing the effectiveness of our risk management process, which includes identifying the principal risks facing our business and challenging Management’s implementation of mitigating actions. The Board has delegated the responsibility for reviewing the effectiveness of the Group’s internal controls and risk management arrangements to the Risk & Audit Committee.

We assess and manage our business risks using formalised risk registers, which capture the likelihood and severity of a risk, identify any recent risk events we can learn from, document mitigating actions and outline any future control actions.

Each line of business reviews their risk registers at least twice per year, followed up with a review with the Group Chief Financial Officer and Executive Team. The risk register is then discussed at the Risk & Audit Committee.

Principal Risks

The most significant business risks that the Group faces, together with the measures we have adopted to mitigate these risks, and the trend in residual risk level, are outlined in the following tables. These include those risks that are the most material to our performance and those that could threaten our business model or the future long-term solvency or liquidity of the Group. The principal risks do not comprise all the risks associated with our business and are not set out in priority order. Additional risks not known to management, or currently deemed to be less material, may also have an adverse effect on our business.

Strategic Risks

Transforming Our Business

The Group is pursuing an ambitious change program to address the challenges we face and create a better business for our customers, colleagues, communities and shareholders. There is a risk that change management and execution are not effective in protecting the day-to-day running of the business or fully delivering the expected benefits.

Context and Potential Impact

- We have set the strategy to become “the world’s most resilient, best value farm-direct grower, with the lowest possible footprint” with six supporting change pillars. Delivery of these transformation projects is critical to ensuring our business is competitive and thrives over the long term.
- If there is a significant amount of change in the business this could impact our colleagues’ time, resource, and ability to serve customers day-to-day.

Mitigations and Controls

- There is a robust governance framework in place. Each strategic project has an Executive sponsor, there are quarterly delivery milestones which are tracked monthly, and we discuss progress in our monthly business review meetings.
- We have a group of senior leaders from across the business, our Strategy Development Group, who shape and deliver our plans and gauge organisational capacity and capability to deliver.
- A communication plan is in place from Chief Executive Officer down with engagement across the entire business to ensure alignment on purpose, goals and activities.
- The strategy is aligned to our financial plan and there is regular tracking of benefits delivery.

Change in risk Key

-  Risk Decreasing
-  Risk Stable
-  Risk Increasing

Financial Risks

Liquidity and Funding

There is a risk that the Group is unable to access the short-term and long-term funding required to meet business needs.



Context and Potential Impact

- The availability and ability to access appropriate levels of funding and maintain ample liquidity is critical for continued business operations.
- There is a risk that the Group is unable to access financial markets to obtain appropriate sources and levels of funding at economic rates, or debt funding is removed due to non-compliance with lending agreements and related covenants.
- There is a risk related to giving credit to our non major supermarkets.
- There is a risk of a working capital outflow in the event of a significant reduction in payment terms with customers or suppliers.
- Our term loan is not on a fixed rate, so there is a risk that the cost of our borrowings increase should the underlying market interest costs increase.

Mitigations and Controls

- The Group's Treasurer monitors current and forecasted cashflows, and, working with the Group Chief Financial Officer, ensures there is adequate funds in place.
- The Liquidity and Financial Risk Committee meets monthly to review our liquidity, and Covenant compliance is reviewed quarterly by the Group Financial Controller.
- The Finance function monitors the credit rating of customers.
- The Group's debt facility, amended and extended in January 2024, matures in August 2028.
- The Group engages with and provides quarterly updates to lenders.
- Leverage has reduced from 2.79x in Dec-24 to 2.48x in Dec-25.
- The Group has access to €15m RCF, which has not been drawn in FY25. We use SCF facilities with multiple customers, under which we can receive payments sooner than agreed standard terms.

Currency

The Group is exposed to multiple foreign currencies which can materially impact profitability.



Context and Potential Impact

- The Group sources products from around the world and sells into the UK and Europe, trading in GBP, USD, EUR, KES and ETB. There is volatility in all currencies, particularly the African currencies. Swings in currency rates can materially impact profitability in the short to medium term.

Mitigations and Controls

- The Group's Treasurer monitors the foreign currency trends, working closely with our banks.
- We have evolved our currency policy, hedging up to 18 months on a tapering percentage of cover.
- The Liquidity and Financial Risk Committee meets monthly to review our hedge cover and agree on executing new hedges.
- Our UK businesses agree foreign currency hedges with customers.
- Our commercial teams regularly review pricing with customers to reflect material movements in currency rates.

Cost Management and Inflation

Inflationary pressure in our cost base and inability to pass on to customers may negatively impact our financial performance.



Context and Potential Impact

- There continues to be high levels of inflation in parts of our business, putting pressure on our cost base and profitability. In Ethiopia, Birr devaluation continues to create high inflation. In the UK, labour costs have increased with changes to the National Living Wage and employer national insurance contributions as well as general inflation (CPI) above the historical average. Kenya air freight prices have increased linked to global supply and demand.
- The Group's global sourcing, and usage of air freight, means we use material amounts of fuel. Shifts in the oil prices can cause changes in profitability.
- At the date of this report, post year-end, the costs and inputs of the Iran and wider Middle East conflict have resulted in further inflationary pressures, particularly in freight, fuel and fertilisers.
- Competitor and market dynamics means we are sometimes unable to pass cost price increases on to end consumers

Mitigations and Controls

- Commercial teams in each line of business regularly review cost price trends including oil prices and then discuss cost mitigations and retail price changes with our customers. Many of our Flamingo Flowers and Produce contracts in the UK have mechanisms to pass through cost increases, whilst Afriflora has annual contract negotiations.
- The Group's Treasurer monitors oil price trends and hedges up to 18 months on a tapering percentage of cover.
- As part of our business transformation program, we continuously look for cost saving opportunities to offset inflation.
- Up-weight CI/Kaizen training across the group to accelerate identification of efficiency opportunities.

Risk Report continued

Financial Risks (continued)

Taxation and Levies

High levels of country borrowing in our two main East Africa operations, Ethiopia and Kenya, could result in higher taxation and levies, which in turn impacts our financial performance.



Context and Potential Impact

- Both the Kenyan and Ethiopian government hold material borrowings with the IMF and World Bank. The governments are targeting financial reform to repay the debts and invest in national economic growth.
- In Kenya, the Kenyan Revenue Authority have been slow to pay back VAT monies owed to Flamingo and there is currently an £9.8m outstanding balance.
- In Ethiopia and Kenya, the tax authorities could challenge the transfer pricing policy and move more taxation into those countries, where taxation rates are higher.

Mitigations and Controls

- In the Group accounts we have recognised a time-value adjustment on the Kenyan VAT outstanding balance (see page 105).
- Local finance directors in Kenya and Ethiopia have regular contact with tax authorities and ensure timely filing of returns and full support on audits.
- The Kenyan Revenue Authority has issued us with Refund Vouchers that can be utilised against future tax obligations.
- Group directors, including the Group Chief Executive Officer and Chief Financial Officer, are in regular contact with Kenya and Ethiopia government officials, US and British embassy officials and industry bodies as part of engagement efforts to emphasise the importance of fair and predictable taxes in business.

People Risks

Recruitment and Retention

The ongoing success of the Group is dependent on attracting and retaining high quality talent, with the right skills, experience, and sector knowledge to effectively implement our strategy.



Context and Potential Impact

- Our ability to attract, retain and develop talented colleagues is important for long-term stability and success. There is a risk that we are unable to attract or retain talented colleagues and key individuals.

Mitigations and Controls

- We use a mixture of direct recruitment, temp to perm and 3rd party recruitment specialists (for more complex or senior roles). This includes retained campaigns for Executive roles.
- We operate investment in personal development, which includes an Emerging Business Leaders (EBL) and graduate recruitment program.
- We conduct regular spot benchmarking to inform decision making on pay and benefits, (using Willis Towers Watson in some territories) and an annual engagement survey to monitor engagement and prioritise initiatives
- We have targeted development plans through our annual Talking Performance process.
- The Executive Team conduct Talent Panels twice per year to ensure we continue to identify and develop our key talent.

Change in risk Key

- Risk Decreasing
- Risk Stable
- Risk Increasing

People Risks (continued)

High Reliance on Labour

We are reliant on high amounts of labour on our farms. High labour turnover, linked to inflationary pressures or geopolitical risks, could increase the cost of labour and impact labour relations.



Context and Potential Impact

- Circa 26,000 people work on our farms in Kenya and Ethiopia. In Kenya we have a low labour turnover and a very loyal workforce. Ethiopia has higher labour turnover with a more migrating workforce and higher inflationary pressures. Access to trained labour is key to resilient supply and high productivity.
- Increasing wage inflation increases the need for greater productivity and use of technology.

Mitigations and Controls

- A new operating model in Ethiopia and improved wages has resulted in a reduction in employee turnover.
- Our Global employee survey reports that +90% of employees responded favourably to our NPS question - Flamingo is a great place to work.
- Our shared service centre in Nairobi is an example where roles have been relocated to geographies with a greater availability of candidates.
- Regular wage and benefits benchmarking is in place.
- We maintain proactive and cooperative relationships with trade unions and employee representative groups.
- Success Factors in Ethiopia has given better insights and supports stronger labour planning.

Commercial Risks

Customer

The Group has some very large customer accounts and if we were to see a significant reduction in demand with one of these, there could be a material impact to our profitability



Context and Potential Impact

- In the UK our largest customer is Tesco, in Afriflora our largest customers are Edeka and Lidl. If we were to lose one of these contracts, it could have a significant impact on our short-term profits.

Mitigations and Controls

- We have diversified our customer base, with Flamingo Flowers benefitting from customer tender wins including Waitrose and Co-Op. We also supply 11 of the top 15 supermarket chains across UK and Europe. Afriflora sells into the Dutch auction and also via intermediaries such as Dutch Flower Group.
- We regularly engage at senior levels with our largest customers, which includes visits to our farms.
- Our vertical integration, ethos and focus on sustainability and empowerment provide strong points of differentiation compared with other suppliers.

ESG Risks

Climate Change

The Group's business and supply chain is affected by climate change risks comprising both physical and transition risks. Physical risks include long-term rises in temperature as well as changes to the frequency and severity of extreme weather events. Transition risks include policy changes, reputational impacts, and shifts in market preferences and technology.



Context and Potential Impact

- Our own farms and third-party farms are susceptible to extreme drought or flooding linked to climate change.
- Adverse weather conditions can reduce crop production, in turn impacting supply resilience and financial performance.

Mitigations and Controls

- Our farming footprint is geographically dispersed, supporting supply resilience, with owned farms in different regions across Kenya, Ethiopia and France.
- Our flower crops are grown in protective greenhouses, shielding the flowers from some of the weather conditions.
- Our Flowers and Produce businesses have global sourcing networks across Africa, Europe, North and South America and the UK. Contingency plans for sourcing produce pull on global third-party grower companies which we implement as necessary
- On our owned farms, we have invested in dams for droughts and drainage tunnels for floods.

Risk Report continued

ESG Risks (continued)

Sustainability



The Group has significant farming operations and a global supply chain, and with it comes a responsibility to operate with the lowest possible environmental footprint. Failure to sufficiently monitor and manage operational activities to minimise the environmental impacts could lead to business disruption, no longer being competitive and cause financial and reputational damage to the Group.

Context and Potential Impact

- Our customers and end consumers are becoming increasingly focused on the environmental impact of supply chains, expecting certain standards.
- There is increasing local and European regulation, requiring our business to make improvements and to be able to report fully on our supply chains.
- There is pressure to reduce our carbon footprint and shift more volumes into sea and land freight as opposed to air freight; we also must protect biodiversity and soil health, driving sustainable crop rotation growing practices and reducing use of chemicals

Mitigations and Controls

- Sustainability is one of our strategic focus areas, and the Executive Team takes collective responsibility for the agenda. Within our Executive Team, our Chief People and Sustainability Officer is the sponsor of our Sustainability approach business wide.
- Advancements in regenerative agricultural initiatives such as using composting and Integrated Pest Management (IPM) and soil health.
- We have a dedicated team developing our sustainability reporting and published our first annual sustainability report in Q3 2025 as well as providing data for review by the Executive Team.
- We have continued to conduct sea-freight trials and also increased road freight in the year.

Operational Risks

Supply Chain



The Group operates a complex, global supply chain and our competitive advantage is our ability to provide resilient supply into our supermarket customers. Repeated under-supply can result in customer loss.

Context and Potential Impact

- Our business success relies on matching supply with demand. If we are short on supply, supermarket customers will be disappointed, and we risk losing customer contracts. If we are over on supply, then we experience high waste and lower profits.
- While our supply is relies heavily on own farms, we also source flowers and produce from a global network of strategic suppliers. Our customer relationships and profitability could be negatively impacted in the event we lost a strategic supplier, for example if a grower chose to move supply to one of Flamingo's competitors.

Mitigations and Controls

- Flamingo Flowers and Produce operate global supply chains to increase supply resilience, and our owned farms are geographically spread in Kenya, Ethiopia, and France.
- We have materially upweighted our capability and focus on forward-looking sales and operational planning (S&OP) across our commercial, farming and third-party supply teams. This includes seasonal reviews to identify learnings and improvement opportunities
- Our supply teams work closely with third party suppliers, embedding empowering partnership principals where possible while retaining flexibility to respond to customer needs.
- We conduct regular reporting on customer service levels and forecast accuracy.
- We have specialist teams to manage our daily distribution network; they have strong, longstanding relations with freight forward agents and operators to manage air, land and sea freight.

Change in risk Key

- Risk Decreasing
- Risk Stable
- Risk Increasing

Operational Risks (continued)

IT Systems and Cyber Security

There is a risk that Group systems are vulnerable to cyber-attacks or data breaches which could lead to significant limitations in ability to operate, loss of earnings, brand and reputational damage and regulatory fines.



Context and Potential Impact

- Our operations are underpinned by a variety of IT systems. There is a risk that the Group's systems are vulnerable to cyber-attacks which could lead to significant limitations in ability to operate, loss of earnings, reputational damage and regulatory fines.

Mitigations and Controls

- The Group has in place various measures to help protect it from Cyber-attacks, underpinned by ISO 27001 (Information security, cybersecurity and privacy protection) compliance.
- Full suite of audited governance to manage Cyber Security with policies, procedures and standards published to wider business.
- External penetration testing conducted by an accredited third party.
- Vulnerability monitoring of devices, supported by patch management process for critical systems.
- Dedicated internal security team supported by external Security Operations Centre (SOC).
- Cyber-security awareness & training for our workforce, with job role targeted training and regular phishing testing.
- A Virtual Chief Information Security Office ('vCISO') to support the ongoing management of the cyber security services and processes, as well as provide incident support in the case of any future breach.
- Yearly audit to maintain ISO 27001 certification.

Soil and Crop Disease and Product Quality

Our crops could be infected with pest or other soil diseases, or suffer from poor product quality, impacting our financial performance and brand reputation.



Context and Potential Impact

- With intensive growing operations of our scale and in the aftermath of flooding events, it's inevitable there will be some incident of soil crop disease.
- Should False Coddling Moth ("FCM") be detected on a large scale or there be repeated incidents in a short period of time, we can temporarily lose our export licence, which impacts supply resilience and financial performance.

Mitigations and Controls

- There are quality management systems across all our farms, with specific day to day operating measures to avoid, monitor, report and remediate. Teams are fully trained on these policies and protocols.
- There are specific IPM treatments to tackle pests such as FCM.
- There is highly visible daily reporting on checks and results, with immediate escalation to the Chief Operating Officer in the farms.
- We deploy crop rotation farming practices, including planting cover crops, composting, and experimenting with new soil protection techniques.

This report was approved by the Board on 30 April 2026 and signed on its behalf by

Olivia Streatfeild
Director



Corporate Governance Report



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Corporate Governance Statement

Introduction to Corporate Governance

The Board recognises the importance of strong corporate governance. Over the past two years, we have formalised and professionalised how we manage the business, and increased transparency around the activities and performance of the business.

There are a number of enhancements we have made in the to our corporate governance, which include:

- Operating a Group Board and series of sub-committees to govern key decisions and provide more formal oversight (see page 60).
- Holding a quarterly investor presentation where we update our term-loan lenders and rating agencies on business progress and financial performance.
- Providing enhanced annual reporting disclosures required of larger private equity companies in accordance with the Guidelines for Disclosure and Transparency in Private Equity, the "Walker Guidelines".

In 2025 we have:

- Appointed Rosalind Kainyah as our non-executive Sustainability director who also sits as a board member. They chair a quarterly Sustainability committee and provide input on environmental and sustainability strategy and activities.
- Continued to develop our key governance policies and procedures and upskilled several key people within the business.
- Brought key decision on capital expenditure and spending to a monthly Executive meeting Investment committee.
- Held monthly ESG meetings to provide Executive Team governance over the Sustainability strategy.

Corporate Governance Framework

The governance framework is summarised below in the context of the Wates Principles, the corporate governance framework published by the Financial Reporting Council in 2018. The Group has since 1st January 2019 adhered to the principles issued as guidance for large private companies.

Principle 1: Purpose & Leadership

Purpose

We define our purpose as "making a difference in horticulture, everyday".

Values and Culture

Our three core values "we are together", "we are bold" and "we build for future generations". Refer to pages 12-13 for more information on our values reflect our farming roots and culture, and how these are applied to run our business.

Strategy

The Directors have developed a long-term strategy which identifies the vision of the business, the strategic pillars required to deliver the vision, and a five-year financial plan for 2026-2030.

The strategy is to "become the world's most resilient, best value farm-direct grower, with the lowest possible footprint" it is supported by six strategic pillars including one team with trust and transparency, farming and strategic sourcing, resilient quality supply chain, operational excellence, customer value chain, and our environment and community strategy.

Management and our Board regularly monitor and discuss progress of both our strategic and financial plans.

Principle 2: Board Composition

The Group is ultimately governed by the Board of Directors of Flamingo Group International Limited. The Board comprises four directors and three observers from the private-equity owner Sun Capital. The four directors include the Non-Executive Chairman, Non-Executive Director for Sustainability & ESG, the Group Chief Executive Officer and the Group Chief Financial Officer. The Board meet regularly to monitor performance and progress with delivery of the strategy and to make key decisions.

Balance, Size and Structure

Our Board and Executive Team comprise directors who have sufficient skills, background experience and knowledge to lead a business within our sector. The size and construction of the Board is commensurate with an organisation of our size.

The scrutiny, review and support provided by the Board provides an appropriate amount of independent rigour and challenge to the operation and decisions of the Executive Team. This includes participation in appointments to the Board and Executive Team, monitoring the effectiveness of the Board and Executive Team and implementation of governance approval procedures.

Effectiveness

There are periodic evaluations of the constitution and effectiveness of the Executive Team and additional appointments are made where necessary to deliver the appropriate diversity and expertise. Further, Executive Team members have a formal appraisal process twice annually which considers performance and reward.

Principle 3: Directors' Responsibilities

The Board and Executive Team observe corporate governance policies and procedures which set out clear guidelines as to which internal stakeholders within the Group and ownership structure need to be informed, consulted with or approve certain matters, which ensures that there are appropriate checks and balances in place before making decisions.

Individual responsibilities are clearly defined by the Group Chief Executive Officer and any changes to an Executive Team member's area of responsibility and/or reporting lines are briefed to the business via colleague email communications. The business therefore has a clear understanding of each Executive Team member's responsibilities and remit. Where individuals are directors of separate legal entities within the Group, they are aware of their responsibilities regarding each of these legal entities.

Our Governance Committees

We have a range of committees with Board-delegated authority which meet regularly to manage day-to-day operations and decision-making on behalf of the Board. These include Risk & Audit, Investment, Liquidity & Financial Risk, Sustainability and Remuneration & Nominations Committees. Committees are chaired and attended by members of the Board and Executive Team as appropriate, and other relevant members of senior management. These Committees operate under clearly documented terms of reference and the remit of each is regularly reviewed, and the terms of reference are updated as and when required. Refer to page 60 for more information on our governance committees.

The day-to-day running of the business is managed by the Executive Team, which comprises the Group Chief Executive Officer and her leadership team, who provide strategic leadership and operational management of the different Group businesses.

Principle 4: Opportunity & Risk

Opportunity

Our Board and Executive Team promote the long-term sustainable success of the company by conducting regular reviews to identify & pursue opportunities consistent with our strategy. We have an annual strategic planning process, complemented by quarterly reviews.

Risk

The Group has a risk management framework which identifies, mitigates, and monitors significant risks, with oversight by the Risk & Audit Committee. Please refer to the Risk Report on pages 48-53.

Principle 5: Remuneration

The Group aims to attract and retain talent through fair and affordable remuneration at all levels in our organisation. Remuneration decisions are handled by the Remuneration & Nominations Committee, with remuneration reviewed and benchmarked against a recognised global benchmarking system to which the company subscribes (Willis, Towers Watson).

Senior leaders participate in an annual bonus scheme, which is linked to delivery of annual performance targets, including profit and cash to ensure affordability of any bonus payment.

Board and Executive Team pay is regularly benchmarked against competitors to ensure the appropriate individuals are attracted or retained.

Principle 6: Stakeholder Relations & Engagement

The Group engages regularly with each of its key stakeholder groups to ensure their needs are appropriately reflected in our purpose and priorities. Key stakeholder groups include customers, colleagues, suppliers, and investors. Please refer to the 'Our Stakeholders' section on pages 28-35 for details on how we engage with each group.

Leadership Team

Executive Board



Mike Logue
Non-Executive Chairman

Tenure: Started July 2023

Biography

Mike has over 30 years leadership experience in retail businesses, working with household brands such as M&S, Asda and Mothercare. Between 2013 and 2021 Mike was CEO of the beds brand Dreams during Sun Capital's ownership period, where he transformed performance and led the sale of the business.

Current External Appointments:
Advisor at Mancini's Sleepworld

Committees



Rosalind Kainyah
Non-Executive Director
Chair of the Sustainability
Committee

Tenure: Started February 2025

Biography

Rosalind is an experienced NED with over 30 years' combined experience at senior management, executive and Board level. Her background is in corporate and environmental law, government relations and ESG and she has held Non-Executive Director and Trustee roles in publicly listed businesses, private companies and in not-for-profit organisations for over 20 years.

Current External Appointments:
Rosalind is currently a Non-Executive Director of discoverIE plc, a FTSE 250 company on the London Stock Exchange; of LSE listed Gem Diamonds and EnQuest Plc; and of privately owned, WE Soda.

Committees



Olivia Streatfeild
Group Chief Executive
Officer

Tenure: Started September 2023

Biography

Olivia has a strong commercial, strategy and data background. Olivia's early career started with Lehman Brothers and McKinsey & Co, before her move into industry where she was Commercial Director of TalkTalk's consumer business, Partner at Sir Charles Dunston's investment vehicle Freston Ventures and Chief Executive Officer of INTO University Partnerships. Olivia spent three years previously at Flamingo Horticulture Investments Limited, eventually as Chief Executive Officer, overseeing a significant period of growth.

Current External Appointments:
Non-Executive Director for Reach plc and Denhay Farms Ltd.

Committees



Peter Doona
Chief Financial Officer

Tenure: Started December 2025.

Biography






Peter is an international CFO with experience across global and regional markets in international FMCG and healthcare. Most recently, he served as CFO of Curaleaf International, where he led a material scale-up in revenue and profitability and previously, he was at British American Tobacco, playing pivotal roles in major M&A, capital reallocation and FP&A transformation. He began his career in audit and transaction services at EY and PwC.

Current External Appointments:
None

Committees



Committees Key

-  Group Board Committee
-  Risk & Audit Committee
-  Investment Committee
-  Liquidity & Financial Risk Committee
-  Sustainability Committee
-  Nominations & Remuneration Committee

Executive Team



Freark Bruinsma
Chief Executive Officer, Afriflora

Tenure: Started July 2024

Biography

Freark is a globally experienced leader with a background in marketing and sales in consumer goods, retail, and wholesale environments. He has spent the majority of his career at Heineken, in multiple international roles in China, Hong Kong and Singapore. Freark also has experience working in smaller start up environments, working with Koninklijke Oosterberg (a wholesaler in Electrotechnical materials) advising the CEO and Shareholder directly as well as co-founding xXenta, which was developing a learning-centred performance tool leveraging AI.

Current External Appointments: None

Committees
●

James Dale
Chief Executive Officer
Flamingo Produce

Tenure: 17 years

Biography

James is CEO of Flamingo's Produce business. He started his career at Exotic Farm Produce in 2004 and joined Flamingo as a Senior Commercial Manager in 2008. He moved into the role of General Manager in 2017 and was subsequently appointed as MD of Flamingo Produce Limited. He moved across to Flamingo Flowers & Plants in 2023, before being appointed CEO for all of the UK. James is a graduate of the University of Edinburgh, having graduated with a BSc in Plant Sciences.

Current External Appointments: None

Committees
●

Candice Ferreira
Managing Director – Flamingo Flowers UK

Tenure: Started March 2024

Biography

Candice rejoined the business in 2024 as the Chief Commercial Officer (CCO) for Flamingo UK from Ocado where she was Trading Director (2022-2024). Previously to that she had spent 7 years at Flamingo Produce Limited, originally joining as a Commercial Manager, before being appointed Commercial Director in 2020. Her previous experience prior to Flamingo includes Greencore, Loving Foods and Wealmoor.

Current External Appointments: None

Committees
●



Zeri James
Group Chief People and Sustainability Officer

Tenure: 11 years

Biography

Zeri started his HR career with Celebrations Group in 2006 before joining Gist in 2009. Zeri joined Flamingo Horticulture in 2015 as Group HR Director and took responsibility for the HR function of the combined Flamingo Group International Limited (FGIL) business in 2019. He has a BSc in Psychology and a MSc in Human Resource Management.

Current External Appointments: None

Committees
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John Meijer
Chief Operating Officer, Flamingo Kenya

Tenure: 20 years

Biography

John is the CEO of Flamingo Horticulture Kenya Limited, comprising the farming regions in Mt Kenya, Naivasha and Bigot Kenya. John has been in Kenya since 2018 and prior to that was the Managing Director of the Flamingo Horticulture South Africa (Pty) Limited (FHSA) business (which is now separated from the Group). Previously to this John worked with Shasteen Investments in South Africa.

Current External Appointments: None

Committees
●

Governance Committees

Our business is governed by our Group Board which provides delegated authority to a number of internal governance committees to manage the day-to-day operations and decision-making on behalf of the Board. The detail on these committees is provided below.

Overview of Governance Committees



Group Board

The role of the Group Board is to approve and monitor the overall governance framework, approve and monitor progress of the overall strategy and business plan and approve any significant investment or financing decisions. The Committee is chaired by our Non-Executive Chairman and attended by the Non-Executive Director for Sustainability and ESG, the Group Chief Executive Officer and the Group Chief Financial Officer. The Committee meets 4 times per year, and as required.

Risk & Audit Committee

The Committee's role is to provide oversight and effective governance over the integrity and appropriateness of external financial reporting, internal financial controls and risk management systems. The Committee meets every two to three months and is chaired by the Group Chief Financial Officer and attended by the Group Chief Executive Officer, Group Chief People and Sustainability Officer and members of the finance team. We will also invite our auditors, PricewaterhouseCoopers LLP, at least twice per year.

Investment Committee

The Committee's role is to monitor capital spend against budget as well as review and approve material capital and lease investment decisions. We have put in place target asset life cycles for replacement decisions and target paybacks for growth projects. The Committee is a management committee that meets monthly, is chaired by the Group Chief Financial Officer and all members of the Executive Team attend.

Liquidity & Financial Risk Committee

The Committee's role is to monitor the short-term liquidity of the Group, ensure available funds for operating the business, decide on supply chain finance utilisation, and manage financial exposure to foreign currency, fuel and energy movements. The Committee is a management committee that reviews and executes all financial hedges in line with our Group financial hedging policy. The Group Chief Financial Officer chairs the monthly meeting and is attended by senior members of the finance team.

Sustainability Committee

The committee oversees the strategy and implementation of our environmental, sustainability and community ambitions. The meeting is chaired by our Non-Executive Director, Rosalind Kainyah, and attended by the Group Chief Executive Officer, Group Chief People and Sustainability Officer, Group Chief Financial Officer and members of our ESG internal community. The committee meets quarterly.

Remuneration Committee

This Committee oversees and decides on appointment of executive and non-executive directors and approves executive remuneration and senior management bonuses. Nominations for Executive team appointments are shared with the Remuneration committee for approval. The Committee is chaired by the Non-Executive Chairman and attended by the Group Chief Executive Officer and Group Chief Sustainability & People Officer. Meetings are every six months or as required. Rosalind Kainyah was appointed to this committee in 2025.

Directors' Report

The Directors present their report together with the audited consolidated financial statements for the 53 weeks ended 3 January 2026. Reference to other relevant information incorporated into this report is below.

Strategic Report

The Strategic Report on pages 6-53 sets out the performance of the Group's business during the financial year, the position of the Group at the end of the financial year and includes a range of financial and non-financial KPIs. The Report also includes the Group's strategy, future developments and a description of the principal risks facing the Group, and how we are managing these risks. There is information on the Group's financial instruments risks and risk management policies within the Performance Highlights section on pages 22-24.

The Strategic Report includes the Sustainability report on pages 38-40, which provides information on the Group's greenhouse gas emissions.

There is a statement setting out how the Directors have operated in line with Section 172 of the Companies Act 2006, engaging with our key stakeholders.

Governance Report

The Governance Report on pages 54-63 provides information on the Group's compliance with corporate governance framework, the Wates principles, published by the Financial Reporting Council in 2018.

Non-Financial Statutory Disclosures

The following disclosures have been included elsewhere in this Annual Report and are incorporated into the Directors' Report by reference:

Information Requirement	Section	Page(s)
Directors of the Group	Company information	127
Business model and future developments	Strategic report	14-18
Principal risks	Risk report	48-53
Financial risk management	Performance highlights	22-24
Non-financial KPIs	Strategic report	21
Stakeholder engagement	Corporate governance statement	56-57
Environment incl. carbon emissions	Sustainability and ESG report	36-47
Employees including disabilities	Responsible business overview	28-35
Human rights	Sustainability and ESG report	36
Social matters	Sustainability and ESG report	36
Anti-bribery and corruption	Sustainability and ESG report	36

Principal Activities

Flamingo Group International Limited is one of the leading suppliers of flowers, plants and produce into the UK and European retail markets. We aim to be the world's most resilient and best value farm-direct grower, at the lowest footprint.

Results and Dividends

The loss for the period, after taxation, amounted to (£20.1m) (2024: £20.8m loss).

The Directors do not recommend payment of a final dividend (2024: £nil). Interim dividends of £nil were paid in the period (2024 £nil).

Research & Development

Research and development costs incurred by the Group relate to the development of new products and trials for existing customers. During the period the Group spent £414k on research and development (2024: £354k).

Financial Instruments

The Group's principal financial liabilities comprise loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets, other than derivatives, include trade and other receivables and cash and cash equivalents that derive directly from its operations.

Directors

The Directors of the company who were in office during the period and up to the date of signing the financial statements were:

Zeri James
 Olivia Streatfeild
 Steven Nuttall (resigned 24 April 2025)
 Rosalind Kainyah (Appointed 24 April 2025)
 Peter Doona (Appointed 1 March 2026)

Directors' Indemnities

During the period and at the date of approval of the financial statements, the Group maintained liability insurance and qualifying third-party indemnification provisions for its directors, under which the Group has agreed to indemnify the directors to the extent permitted by law in respect of all liabilities to third parties arising out of, or in connection with, the execution of their powers, duties and responsibilities as directors of the Group.

Disabled employees

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of employees becoming disabled, every effort is made to ensure their employment

Directors' Report continued

with the Group continues and appropriate training is arranged. It is the policy of the Group that the training, career development and promotion of disabled employees should, as far as possible, be identical to that of other employees.

Political and Charitable Donations

In 2025, we continued to support the local community in Ethiopia for an amount of £1,426k (2024: £1,680k), by providing free of charge medical services to employees and subsidised services to community members, free education to approximately 6,300 students and various other local projects.

No political donations were made during the current or prior period.

Post Balance Sheet Events

The Group had no post Balance Sheet events as at the date of signing.

Directors' Statement as to Disclosure of Information to Auditors

Each Director has taken steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Group's auditors are aware of that information. The Directors confirm that there

is no relevant information that they know of and of which they know the auditors are unaware.

Independent Auditors

The independent auditors, PricewaterhouseCoopers LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Guidelines for Disclosure and Transparency in Private Equity Statement

The Directors consider the Annual Report and Accounts to comply with all aspects of the Guidelines for Disclosure and Transparency in Private Equity.

This report was approved by the board on 30 April 2026 and signed on its behalf by



Olivia Streatfeild
Director



Statement of Directors' Responsibilities in Respect of the Financial Statements

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the group and the company financial statements in accordance with UK-adopted international accounting standards. In preparing the group and company financial statements, the directors have also elected to comply with International Financial Reporting Standards issued by the International Accounting Standards Board (IFRSs as issued by IASB).

Under company law, directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and company and of the profit or loss of the group for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK-adopted international accounting standards and IFRSs issued by IASB have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

The directors are responsible for safeguarding the assets of the group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

Directors' confirmations

In the case of each director in office at the date the directors' report is approved:

- so far as the director is aware, there is no relevant audit information of which the group's and company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the group's and company's auditors are aware of that information.

Independent Auditors' Report to the members of Flamingo Group International Limited

Report on the audit of the financial statements

Opinion

In our opinion, Flamingo Group International Limited's group financial statements and company financial statements (the "financial statements"):

- give a true and fair view of the state of the group's and of the company's affairs as at 3 January 2026 and of the group's loss and the group's and company's cash flows for the 53 week period then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise:

- the Consolidated Statement of Financial Position as at 3 January 2026;
- the Company Statement of Financial Position as at 3 January 2026;
- the Consolidated Statement of Comprehensive Income for the period then ended;
- the Consolidated Statement of Changes in Equity for the period then ended;
- the Company Statement of Changes in Equity for the period then ended;
- the Consolidated Statement of Cash Flows for the period then ended;
- the Company Statement of Cash Flows for the period then ended; and
- the notes to the financial statements, comprising material accounting policy information and other explanatory information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

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 the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In 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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the group's and the company's ability to continue as a going concern.

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

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' Report for the period ended 3 January 2026 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the group and company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' Report.

Responsibilities for the financial statements and the audit Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' Responsibilities in Respect of the Financial Statements, the

directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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 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 company or to cease operations, or have no realistic alternative but to do so.

Auditors' 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 auditors' 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.

Based on our understanding of the group and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006 and Corporate Tax Legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. 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 accounting entries to manipulate financial results and management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Discussion with management including consideration of known or suspected instances of non-compliance with laws and regulations or fraud;
- Challenging assumptions and judgements made by management in their significant accounting estimates and judgements
- Review of board minutes for consideration of known or suspected instances of non-compliance with laws and regulations or fraud;

- Risk based testing of journal entries;
- Testing debt covenants to ensure compliance with the related facilities agreement; and
- Reviewing the disclosures in the Directors' Reports and Financial Statements against the specific legal requirements

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

D Beer

David Beer

(Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Watford

30 April 2026



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Consolidated Statement of Comprehensive Income

For the period ended 3 January 2026

	Note	53 week period ended 03 January 2026 £'000	52 week period ended 28 December 2024 £'000
Continuing operations			
Revenue	4	646,744	608,793
Cost of sales		(495,921)	(453,184)
Gross profit		150,823	155,609
Administrative expenses		(124,928)	(128,929)
Loss on assets held for sale	20	(327)	–
Other operating income	8	2,302	2,478
Fair value of financial instruments	5	(4,298)	5,198
Operating profit	5	23,572	34,356
Exceptional costs	6	(1,508)	(23,252)
Finance Income	10	129	–
Finance costs	10	(32,730)	(20,126)
Loss before taxation		(10,537)	(9,022)
Taxation	11	(9,529)	(11,768)
Loss for the period		(20,066)	(20,790)
Other comprehensive (loss)/income – items that will not be reclassified subsequently to profit or loss:			
Actuarial gain/(loss) on defined benefit pension scheme	31	(81)	(328)
Other comprehensive income – items that may subsequently be reclassified to profit or loss:			
Foreign exchange gains on consolidation		1,106	10,476
Total other comprehensive income for the financial period		1,025	10,148
Total comprehensive loss for the financial period		(19,041)	(10,642)

Consolidated Statement of Financial Position

As at 3 January 2026

	Note	03 January 2026 £'000	28 December 2024 £'000
Assets			
Non-current assets			
Intangible assets – other	14	75,028	81,463
Intangible assets – goodwill	14	35,412	36,920
Property, plant and equipment	15	203,271	211,352
Right-of-use assets	16	31,056	24,773
Trade and other receivables	19	3,077	83
		347,844	354,591
Current assets			
Biological assets	17	19,502	18,912
Inventory	18	26,767	25,980
Trade and other receivables	19	84,644	71,684
Derivative financial instruments	25	–	2,965
Current tax asset		904	861
Cash and cash equivalents	21	38,179	25,367
		169,996	145,769
Assets classified as held for sale	20	–	4,300
		169,996	150,069
Current liabilities			
Trade and other payables	22	(114,815)	(106,591)
Borrowings	23	(3,608)	(662)
Lease liabilities	24	(4,205)	(3,618)
Current tax liability		(3,879)	(2,407)
Derivative financial instruments	25	(1,406)	–
Provisions	26	(3,505)	–
		(131,418)	(113,278)
Net current assets/(liabilities)		38,578	36,791
Total assets less current liabilities		386,422	391,382
Non-current liabilities			
Trade and other payables	22	(7,960)	(7,960)
Pension obligations	31	(3,274)	(3,144)
Borrowings	23	(199,895)	(190,377)
Lease liabilities	24	(30,044)	(22,934)
Deferred tax liabilities	11	(63,853)	(68,848)
Provisions	26	(3,462)	(3,081)
		(308,488)	(296,344)
Net assets		77,934	95,038

Consolidated Statement of Financial Position

As at 3 January 2026

	Note	03 January 2026 £'000	28 December 2024 £'000
Equity			
Share capital	32	418	418
Share premium reserve	32	106,880	106,880
Foreign exchange reserve		(32,486)	(33,592)
Revaluation reserve		52,781	52,781
Capital contribution reserve		9,962	8,025
Accumulated losses		(59,973)	(39,826)
Equity attributable to owners of the parent company		77,582	94,686
Non-controlling interests		352	352
Total equity		77,934	95,038

The financial statements on pages 68-76 were approved by the Board of Directors on 30 April 2026 and signed on its behalf by:



Peter Doona
Director

Company registration number: 09772068

Company Statement of Financial Position

As at 3 January 2026

	Note	03 January 2026 £'000	28 December 2024 £'000 Restated*	31 December 2023 £'000 Restated*
Assets				
Non-current assets				
Investments	12	156,822	156,822	156,822
Other receivables*	19	94,101	99,034	115,526
		250,923	255,856	272,348
Current assets				
Other receivables*	19	18,442	12,703	13,461
Cash and cash equivalents	21	137	414	249
		18,579	13,117	13,710
Current liabilities				
Borrowings	23	–	–	(59,427)
Trade and other payables*	22	(55,395)	(42,847)	(32,713)
		(55,395)	(42,847)	(92,140)
Net current liability		(36,816)	(29,730)	(78,430)
Non-current liabilities				
Trade and other payables	22	(7,960)	(7,960)	–
Borrowings	23	(198,269)	(185,334)	(199,478)
		(206,229)	(193,294)	(199,478)
Net assets		7,878	32,832	(5,560)
Equity				
Share capital	32	418	418	209
Share premium reserve		49,880	49,880	89
Share-based payment reserve		6,623	5,032	–
Accumulated losses		(49,043)	(22,498)	(5,858)
Total equity		7,878	32,832	(5,560)

*See note 2.28 for details regarding the restatement

Under section 408 of the Companies Act 2006 the Company is exempt from the requirement to present its own Statement of Comprehensive Income. The loss for the period included in the financial statements of the Company was £26,545k (2024: loss £16,640k).

The financial statements on pages 68-76 were approved by the Board of Directors on 30 April 2026 and signed on its behalf by:



Peter Doona

Director

Company registration number: 09772068

Consolidated Statement of Changes in Equity

For the period ended 3 January 2026

	Share capital £'000	Share premium reserve £'000	Foreign exchange reserve £'000	Revaluation reserve £'000	Capital contribution reserve £'000	Accumulated losses £'000	Equity attributable to owners of the parent £'000	Non-controlling interest £'000	Total £'000
Note	32	32							
Balance at 29 December 2024	418	106,880	(33,592)	52,781	8,025	(39,826)	94,686	352	95,038
Loss for the period	–	–	–	–	–	(20,066)	(20,066)	–	(20,066)
Foreign exchange reserve movement in the period	–	–	1,106	–	–	–	1,106	–	1,106
Actuarial gain on defined benefit pension scheme	–	–	–	–	–	(81)	(81)	–	(81)
Total comprehensive loss for the period	–	–	1,106	–	–	(20,147)	(19,041)	–	(19,041)
Transactions with owners									
Share-based payments	–	–	–	–	1,937	–	1,937	–	1,937
Revaluation	–	–	–	–	–	–	–	–	–
Total movement recognised in equity	–	–	–	–	1,937	–	1,937	–	1,937
Balance at 03 January 2026	418	106,880	(32,486)	52,781	9,962	(59,973)	77,582	352	77,934

Consolidated Statement of Changes in Equity

For the period ended 28 December 2024

	Share capital £'000	Share premium reserve £'000	Foreign exchange reserve £'000	Revaluation reserve £'000	Capital contribution reserve £'000	Retained earnings/ (Accumu- lated losses) £'000	Equity attributable to owners of the parent £'000	Non- controlling interest £'000	Total £'000
Note	32	32							
Balance at 31 December 2023	209	57,089	(44,068)	–	8,437	(18,708)	2,959	352	3,311
Loss for the period	–	–	–	–	–	(20,790)	(20,790)	–	(20,790)
Foreign exchange reserve movement in the period	–	–	10,476	–	–	–	10,476	–	10,476
Actuarial gain on defined benefit pension scheme	–	–	–	–	–	(328)	(328)	–	(328)
Total comprehensive loss for the period	–	–	10,476	–	–	(21,118)	(10,642)	–	(10,642)
Transactions with owners									
Issue of shares	209	49,791	–	–	–	–	50,000	–	50,000
Share-based payments	–	–	–	–	(412)	–	(412)	–	(412)
Revaluation	–	–	–	52,781	–	–	52,781	–	52,781
Total movement recognised in equity	209	49,791	–	52,781	(412)	–	102,369	–	102,369
Balance at 28 December 2024	418	106,880	(33,592)	52,781	8,025	(39,826)	94,686	352	95,038

Company Statement of Changes in Equity

For the period ended 3 January 2026

	Share capital £'000	Share premium reserve £'000	Share-based payment reserve £'000	Accumulated losses £'000	Total £'000
Note	32	32			
Balance at 29 December 2024	418	49,880	5,032	(22,498)	32,832
Loss for the period	–	–	–	(26,545)	(26,545)
Total comprehensive loss for the period	–	–	–	(26,545)	(26,545)
Transactions with owners					
Share-based payments	–	–	1,591	–	1,591
Balance at 03 January 2026	418	49,880	6,623	(49,043)	7,878

For the period ended 28 December 2024

	Share capital £'000	Share premium reserve £'000	Share-based payment reserve £'000	Accumulated losses £'000	Total £'000
Note	32	32			
Balance at 31 December 2023	209	89	–	(5,858)	(5,560)
Loss for the period	–	–	–	(16,640)	(16,640)
Total comprehensive loss for the period	–	–	–	(16,640)	(16,640)
Transactions with owners					
Share issuance	209	49,791	–	–	50,000
Share-based payments	–	–	5,032	–	5,032
Balance at 28 December 2024	418	49,880	5,032	(22,498)	32,832

Consolidated Statement of Cash Flows

For the period ended 3 January 2026

	Note(s)	53 week period ended 03 January 2026 £'000	52 week period ended 28 December 2024 £'000 Restated*
Cashflows from operating activities			
Loss for the financial period		(20,066)	(20,790)
Depreciation	15/16	22,606	22,445
Amortisation of intangible assets	14	11,561	11,930
Impairment of goodwill		1,508	21,633
Share-based payment expense	34	2,370	803
Taxation charge	11	9,529	11,768
Fair value movements	5	4,298	(5,198)
Finance costs	10	32,601	20,126
Increase in biological assets		(644)	(2,549)
(Increase)/decrease in inventory		(1,924)	1,246
Decrease/(increase) in trade and other receivables		8,171	(3,848)
(Decrease)/increase in trade and other payables		(16,268)	12,061
Increase in provisions		3,886	1,069
Increase in pension liability		327	671
Corporation tax paid		(9,597)	(7,472)
Impairment of assets held for sale		–	1,452
Loss on disposal of assets held for sale		327	–
Loss on disposals of assets		353	269
Net cash inflow from operating activities		49,038	65,616
Cash flow from investing activities			
Payment for acquisition of subsidiary, net of cash acquired		–	(2,308)
Purchase of intangibles		(1,416)	(1,458)
Purchase of property, plant and equipment		(14,493)	(25,358)
Proceeds on sale of property, plant and equipment		767	–
Proceeds on sale of assets held for sale		3,994	–
Net cash outflow from investing activities		(11,148)	(29,124)
Net cash flow from financing activities			
Issue of ordinary shares		–	50,000
Proceeds from borrowings	35	1,308	202,126
Payments for right-of-use assets	16	(5,785)	(6,072)
Repayment of bank loan	35	(2,037)	(262,775)
Interest paid		(19,886)	(23,267)
Net cash outflow from financing activities		(26,400)	(39,988)
Net increase/(decrease) in cash and cash equivalents			
Cash and cash equivalents at beginning of financial period	21	25,367	27,034
Effect of foreign exchange rate changes		1,322	1,829
Cash and cash equivalents at end of financial period	21	38,179	25,367

Company Statement of Cash Flows

For the period ended 3 January 2026

	Note	53 week period ended 03 January 2026 £'000	52 week period ended 28 December 2024 £'000 Restated*
Cashflows from operating activities			
Loss for the financial period		(26,545)	(16,640)
Taxation		(14)	(1,358)
Share-based payment expense		1,591	4,029
Finance costs		24,911	9,914
Foreign exchange		(3,379)	3,244
Corporation tax (paid)/received		(912)	402
Increase in trade and other payables		14,568	10,396
Net cash inflow from operating activities		10,220	9,987
Net cash flow from investing activities			
Interest received		5,867	10,343
Decrease in trade and other receivables		1,957	11,096
Net cash inflow from investing activities		7,824	21,439
Net cash flow from financing activities			
Issue of ordinary shares		–	50,000
Interest paid		(18,321)	(23,998)
Repayment of loan		–	(259,389)
Loans received		–	202,126
Net cash outflow from financing activities		(18,321)	(31,261)
Net (decrease)/increase in cash and cash equivalents		(277)	165
Cash and cash equivalents at beginning of financial period	21	414	249
Cash and cash equivalents at end of financial period	21	137	414

*See note 2.28.

Notes to the Consolidated Financial Statements

For the period ended 3 January 2026

1. General information

Flamingo Group International Limited is a private company limited by shares, incorporated and domiciled with the Registrar of Companies for United Kingdom, England. The Company's registered address is as follows: Flamingo House, Cockerell Close, Stevenage, Hertfordshire, SG1 2NB.

2. Principal accounting policies

This note provides a list of material accounting policies adopted in the preparation of these financial statements.

These policies have been consistently applied in all the periods presented, unless otherwise stated.

2.1 Basis of preparation

The financial statements of the Group have been prepared in accordance with UK-adopted International Accounting Standards and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards.

The financial statements have been prepared under the historical cost convention in accordance with applicable accounting standards except for land and building, derivative financial instruments and biological assets that have been measured at fair value.

All accounting policies have been applied consistently. No new accounting standards have been adopted in the period.

The financial statements are presented in GBP (£) and have been presented in round thousands (£'000).

2.2 International Financial Reporting Standards in issue but not yet effective

At the date of authorisation of these financial statements, certain new standards, amendment and interpretations to existing standards have been publishing by the IASB but are not yet effective and have not been applied early by the Group.

The following new or amended standards and interpretations are issued and will be effective in future periods. Other than IFRS 18 Presentation and Disclosure in Financial Statements, they are not expected to have a material impact on the Group's consolidated financial statements and related disclosures.

Effective for annual periods beginning on or after 1 January 2026:

- Amendment to IFRS 9 and IFRS 7 - Classification and Measurement of Financial Instruments
- Amendment to IFRS 9 and IFRS 7 - Contracts Referencing Nature-dependent Electricity
- Annual improvements to IFRS - Volume 11
- Amendment to IFRS 1 First-time Adoption of International Financial Reporting Standards;
- Amendment to IFRS 7 Financial Instruments: Disclosures and its accompanying Guidance on implementing IFRS 7;
- Amendment to IFRS 9 Financial Instruments;

- Amendment to IFRS 10 Consolidated Financial Statements; and
- Amendment to IAS 7 Statement of Cash Flows
- IFRS 19 Subsidiaries without Public Accountability: Disclosures

Effective for annual periods beginning on or after 1 January 2027:

- IFRS 18 Presentation and Disclosure in Financial Statements
- Amendments to IAS 21 - Translation to a Hyperinflationary Presentation Currency

2.3 Basis of consolidation

The Consolidated Financial Statements incorporate the results of Flamingo Group International Limited ("the Company") and entities controlled by the Company (its subsidiaries).

A subsidiary is a company controlled directly by the Group. Control is achieved where the Group has the power over the investee, rights to variable returns and the ability to use the power to affect the investee's returns.

Income and expenses of subsidiaries acquired during the period are included in the Consolidated Statement of Comprehensive Income from the effective date of control. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by the parent company.

Goodwill is stated after separate recognition of identifiable intangible assets. It is calculated as the excess of the sum of a) fair value of consideration transferred, b) the recognised amount of any non-controlling interest in the acquiree and c) acquisition-date fair value of any existing equity interest in the acquiree, over the acquisition-date fair values of identifiable net assets. If the fair values of identifiable net assets exceed the sum calculated above, the excess amount (i.e. gain on a bargain purchase) is recognised in the Statement of Comprehensive Income immediately.

Non-controlling interests are measured initially at the non-controlling interest's proportionate share of the recognised amounts of the acquiree's identifiable net assets.

The parent company has taken advantage of section 408 of the Companies Act 2006 and has not included its own Statement of Comprehensive Income in these financial statements. The parent company's loss for the period was £26,545k (2024: £16,640k).

Acquisition-related costs are expensed as incurred.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Notes to the Consolidated Financial Statements continued

2. Principal accounting policies (continued)

2.4 Going concern

Going Concern

The Directors, after undertaking analysis, are satisfied the Group has adequate resources to continue to operate and meet its liabilities as they fall due for the foreseeable future, a period considered to be at least 12 months from the date of signing these financial statements. For this reason, they continue to adopt the going concern basis for preparing the financial statements.

The Directors have performed a detailed assessment, including a review of the Group's budget for the 2026 financial year and its longer-term plans. The financial resilience of the Group has been assessed by applying significant downside sensitivities to the Group's cash flow projections as part of a severe but plausible downside scenario, including higher levels of net cost inflation, lower sales growth and adverse foreign exchange developments. In such scenarios, the Group would employ mitigating actions within its control, which would include a reduction in non-business critical projects and accelerating cost reduction projects.

The Group faced moderate levels of cost inflation like most other businesses across Europe in 2025, affecting labour and raw materials. The Group was able to successfully mitigate these cost headwinds, by adjusting the customer proposition and delivering cost efficiencies, improving profitability year on year. The escalation of conflict in Iran and the wider Middle East since early 2026 has resulted in additional inflationary pressure on freight, fuel and raw material costs. The Directors have considered the estimated impacts on the Group, the mitigating actions already implemented and the opportunities for further cost savings and efficiencies within the Group's control.

Allowing for these sensitivities and potential mitigating actions the Board is satisfied that the Group can continue to operate well within its banking covenants, operating under a leverage ratio of 5.95x, and has adequate headroom.

As part of its going concern assessment, the Directors have considered the maturity profile of the Group's debt facilities. During the course of 2026, management expects to engage proactively with the Group's lending syndicate regarding the refinancing of the senior secured term loan facility, which matures in August 2028, and the revolving credit facility, which matures in August 2027. These discussions are intended to ensure that the Group maintains an appropriate and sustainable capital structure, taking into account its operating performance, cash generation and liquidity position. Based on current forecasts and the Group's continued covenant compliance, the Directors believe that the timing of these maturities provides sufficient headroom to progress refinancing discussions in an orderly manner.

2.5 Revenue

Revenue is recognised when performance obligations are met. To determine whether to recognise revenue, the Group follows a 5-step process:

1. Identifying the contract with a customer.
2. Identifying the performance obligations.
3. Determining the transaction price.
4. Allocating the transaction price to the performance obligations.
5. Recognising revenue when/as performance obligation(s) are satisfied.

The Group enters into transactions involving a range of the Group's products and services, for example the delivery of flowers, plants and produce.

Revenue is recognised at the point in time when the Group satisfies performance obligations by transferring the promised goods or services to its customers.

Variable consideration is accounted for using the most likely outcome method.

Flowers and Plants

Revenue from the sale of flowers is recognised on delivery.

Sales are predominantly on a business-to-business basis although in some cases delivery is direct to the end customer. With business to customer sales the contract is still with the business customer, not the end consumer.

Revenue from auction sales is recognised at the point of sale (auction date).

There are rebate arrangements in place with major customers. Rebates arrangements set volume levels which need to be reached in order for rebates to be given. These rebates are accounted for in line with variable revenue. As these payments are inseparable from the sale of goods it is deducted from revenue in the periods to which it relates.

Produce

Revenue from the sale of produce is recognised on delivery.

There are rebate arrangements in place with major customers. Rebates arrangements set volume levels which need to be reached in order for rebates to be given. These rebates are accounted for in line with variable revenue. As these payments are inseparable from the sale of goods it is deducted from revenue in the periods to which it relates.

Other income

Other income mainly comprises logistical and medical services provided to third parties. Income is recognised when the services are actually provided.

2. Principal accounting policies (continued)

2.6 Finance income and costs

Interest income and expense is recognised using the effective interest method which calculates the amortised cost of a financial asset or liability and allocates the interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability to the net carrying amount of the financial asset or liability.

2.7 Goodwill

Goodwill represents the future economic benefits arising from business combinations which are not individually identified and separately recognised.

Goodwill is capitalised as an intangible asset and is not amortised. Instead it is reviewed annually for impairment with any impairment in carrying value being charged to the Consolidated Statement of Comprehensive Income. Goodwill is carried at cost less accumulated impairment losses.

2.8 Intangible assets other than goodwill

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition. The amounts ascribed to such intangibles are arrived at using appropriate valuation techniques.

Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as finite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by prospectively changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

The amortisation expense on intangible assets with finite lives is recognised in administrative expenses.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Consolidated Statement of Comprehensive Income when the asset is derecognised.

Amortisation is calculated on a straight-line basis over the estimated useful life of the asset as follows:

Intangible asset	Useful life	Valuation method
Customer relationships	9 – 16 years	Estimated discounted cash flow
Trade names	3 – 20 years	Estimated discounted cash flow
Licences	5 years	Estimated discounted cash flow
Software	2.5 years	Historical cost

2.9 Property, plant and equipment

Land and Buildings are recognised at fair value based on periodic valuations by external independent valuers, less subsequent depreciation for buildings. A revaluation surplus/(deficit) is credited/(debited) to other reserves in shareholders equity.

Property, plant and equipment are stated at historical cost less depreciation less any recognised impairment losses. Cost includes expenditure that is directly attributable to the acquisition or construction of these items. Subsequent costs are included in the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Group and the costs can be measured reliably. All other costs, including repairs and maintenance costs, are charged to the Consolidated Statement of Comprehensive Income in the period in which they are incurred.

Depreciation is provided on all property, plant and equipment and is calculated on a straight-line basis as follows:

Land and buildings	Over the period of the lease or 2% to 10% straight line
Plant and machinery	Over the period of the lease or 10% to 20% straight line
Bearer plants	Over the life of the asset, between 5–7 years depending on variety.

Depreciation is provided on cost less residual value. The residual value, depreciation methods and useful lives are annually reassessed. Land is not depreciated.

Each asset's estimated useful life has been assessed with regard to its own physical life limitations and to possible future variations in those assessments. Estimates of remaining useful lives are made on a regular basis for all machinery and equipment, with annual reassessments for major items. Changes in estimates are accounted for prospectively.

The gain or loss arising on disposal or scrapping of an asset is determined as the difference between the sales proceeds, net of selling costs, and the carrying amount of the asset and is recognised in the Consolidated Statement of Comprehensive Income.

Notes to the Consolidated Financial Statements continued

2. Principal accounting policies (continued)

2.9 Property, plant and equipment (continued)

Impairment tests are performed on property, plant and equipment when there is an indicator that they may be impaired. When the carrying amount of an item of property, plant and equipment is assessed to be higher than the estimated recoverable amount, an impairment loss is recognised immediately in the Consolidated Statement of Comprehensive Income to bring the carrying amount in line with the recoverable amount. In the case of right-of-use assets, expected useful lives are determined by reference to comparable owned assets or the lease term, if shorter. Material residual value estimates and estimates of useful life are updated as required, but at least annually.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units that is expected to benefit from the synergies of the combination. Each unit to which goodwill is allocated represents the lowest level within the group that independent cash flows monitored.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired.

2.10 Impairment of non-financial assets including goodwill

At each reporting date the directors review the carrying amounts of the Group's non-current assets, including goodwill, to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where the asset does not generate cash flows that are independent from other assets, the directors estimate the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. The impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit.

An impairment loss is recognised as an expense immediately.

An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where an impairment loss on other non-financial assets subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset or cash-generating unit in prior periods. A reversal of an impairment loss is recognised in the Consolidated Statement of Comprehensive Income immediately.

2.11 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less from inception.

2.12 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost includes all expenses directly attributable to the manufacturing process as well as suitable portions of related production overheads, based on normal operating capacity. Costs of ordinarily interchangeable items are assigned using the first in, first out cost formula. Net realisable value is the estimated selling price in the ordinary course of business less any applicable selling expenses.

The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories, arising from an increase in net realisable value, are recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

The cost of cut flowers transferred from biological assets is its fair value less estimated point-of-sale cost at date of harvest.

2.13 Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Financial assets are classified into the following categories:

- amortised cost
- fair value through profit or loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

In the periods presented the Group does not have any financial assets categorised as FVOCI.

2. Principal accounting policies (continued)

2.13 Financial instruments (continued)

The classification is determined by both:

- the Groups business model for managing the financial asset
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in profit and loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within admin expenses.

Other financial assets and financial liabilities are measured subsequently as described below.

Subsequent measurement of financial assets

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions and are not designated as FVTPL:

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL. All derivative financial instruments fall into this category.

Assets in this category are measured at fair value and gains or losses recognised in profit or loss. The fair value of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

Impairment of financial assets

IFRS 9's impairment requirements use more forward-looking information to recognise expected credit losses - the 'expected credit loss (ECL) model'. Instruments within the scope of the new requirements included loans and other debt-type financial assets measured at amortised cost and FVOCI, trade receivables, contract assets recognised and measured under IFRS 15 and loan commitments and some financial guarantee contracts (for the issuer) that are not measured at fair value through profit or loss.

Recognition of credit losses is no longer dependant on the Group first identifying a credit loss event. Instead the group considers a broader range of information when assessing

credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1') and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2'),

'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date.

12-month expected credit losses' are recognised for the first category while 'lifetime expected credit losses' are recognised for the second category.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

Trade and other receivables and contract assets

The Group makes use of a simplified approach in accounting for trade and other receivables as well as contract assets and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. In calculating, the Group uses its historical experience, external indicators, and forward-looking information to calculate expected credit losses using a provision matrix.

The Group assess impairment of trade receivables on a collective basis as they possess shared credit risk characteristics they have been grouped based on the days past due. Refer to note 28 for a detailed analysis of how the impairment requirements of IFRS 9 are applied.

Financial liabilities

The Group's financial liabilities include trade and other payables, deferred consideration, borrowings and derivative financial instruments.

Trade and other payables and borrowings are recognised initially at fair value less transaction costs and subsequently measured at amortised cost using the effective interest method ("EIR" method).

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the Consolidated Statement of Comprehensive Income.

Notes to the Consolidated Financial Statements continued

2. Principal accounting policies (continued)

2.13 Financial instruments (continued)

Loans and borrowings are classified as current liabilities unless the Group has an unconditional right to defer the settlement of the liability for at least 12 months after the balance sheet date.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

From time to time, the long-term debt held by the Group may be refinanced. The Group reviews whether the debt is accounted for as a modification or an extinguishment of the liability. A substantial modification should be accounted for as an extinguishment of the existing liability and the recognition of a new liability. A non-substantial modification should be accounted for as an adjustment to the existing liability. Both the quantitative and qualitative aspects of the modification are taken into account to ascertain whether the modification is substantial and these can include the change in covenants, repayment dates and the effective interest rate.

If modification accounting is adopted, the gross carrying amount of the financial instrument is recalculated as the present value of the modified contractual cash flows discounted at the original effective interest rate, adjusted for fees paid or costs incurred. If extinguishment accounting is adopted, the existing liability is de-recognised and the new or modified liability is recognised at its fair value, the gain or loss equal to the difference between the carrying value of the old liability and the fair value of the new one is recognised, any incremental costs or fees incurred and any consideration paid or received is recognised in profit or loss and a new effective interest rate for the modified liability is calculated and used in future periods.

Derivative financial instruments

Financial instruments held at fair value through profit and loss (FVTPL) include foreign currency forward contracts, commodity contracts and contingent consideration.

The forward contracts meet the definition of stand-alone derivatives. Derivative financial instruments comprise only in-the-money derivatives and are carried in the Statement of Financial Position at fair value with changes in fair value recognised in the Statement of Comprehensive Income. The fair values are determined by reference to active markets or using a valuation technique where no active market exists.

As required by the reporting framework the likelihood of meeting contingent consideration must be assessed at each reporting date in order to establish an appropriate valuation of the future obligation. All changes in fair value are recognised in the Consolidated Statement of Comprehensive Income. The fair values are determined using a valuation technique.

2.14 Foreign currency

Functional and presentation currency

The Group's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

Foreign operations

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated profit or loss, within 'administrative expenses'.

In the Group's financial statements, all assets, liabilities and transactions of Group entities with a functional currency other than GBP are translated into GBP upon consolidation. The functional currencies of entities within the Group have remained unchanged during the reporting period.

On consolidation, assets and liabilities have been translated into GBP at the closing rate at the reporting date. Goodwill and fair value adjustments arising on the acquisition of a foreign entity have been treated as assets and liabilities of the foreign entity and translated into GBP at the closing rate. Income and expenses have been translated into GBP at the average rate over the reporting period. Exchange differences are charged or credited to other comprehensive income and recognised in the currency translation reserve in equity. On disposal of a foreign operation, the related cumulative translation differences recognised in equity are reclassified to profit or loss and are recognised as part of the gain or loss on disposal.

2.15 Current taxation

Current taxation for each taxable entity in the Group is based on the local taxable income at the local statutory tax rate enacted or substantively enacted at the reporting date and includes adjustments to tax payable or recoverable in respect of previous periods.

2.16 Deferred taxation

Deferred taxation is calculated using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Consolidated Financial Statements. However, if the deferred tax arises from the initial recognition of an asset or liability in a transaction other than a business combination that at the time of the

2. Principal accounting policies (continued)

2.16 Deferred taxation (continued)

transaction affects neither accounting nor taxable profit or loss, it is not accounted for. No deferred tax is recognised on initial recognition of goodwill or on investment in subsidiaries. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax liabilities are provided in full, and are not discounted.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

Changes in deferred tax assets or liabilities are recognised as a component of tax expense in the profit or loss, except where they relate to items that are charged or credited directly to equity in which case the related deferred tax is also charged or credited directly to equity.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority, on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.17 Short-term employee benefits

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay the amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

2.18 Leases

The Group as a lessee

For any new contracts entered into, the Group considers whether a contract is or contains a lease. A lease is defined as 'a contract, or part of a contract that conveys the right to use an asset for a period of time in exchange for consideration'. To apply this definition the Group assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group

- the Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract
- the Group has the right to direct the use of the identified asset throughout the period of use. The Group assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

Measurement and recognition of leases as a lessee

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the statement of financial position. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Group's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in substance or fixed payments.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

2.19 Provisions

Provisions for legal claims, service warranties and make good obligations are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated.

Time value of money provisions are made if the repayment of a debt is expected over a long time period.

Provisions are not recognised for future operating losses.

Notes to the Consolidated Financial Statements continued

2. Principal accounting policies (continued)

2.20 Equity and dividends

Equity comprises the following:

- Share capital - represents the nominal value of equity shares issued.
- Share premium reserve - included any premiums received on issue of share capital. Any transaction costs associated with the issue of shares are deducted from share premium.
- Retained earnings - represents the accumulated profits and losses attributable to equity shareholders.
- Foreign exchange reserve - represents foreign exchange differences arising from the translation of financial statements of the Group's foreign entities into GBP (£).
- Revaluation reserve - represents the increments and decrements on the revaluation of Land and buildings.
- Capital contribution reverse - arises from the issue of equity based share options for certain employees and directors within the Group via a group share option scheme.

All transactions with owners of the parent company are recorded separately within equity.

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

2.21 Research and development

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised on a straight line basis over their useful economic phase only.

2.22 Post-employment benefits

Defined contribution plans

The Group operates defined contribution schemes for all qualifying employees. Contributions paid into the schemes are recognised as an expense when employees have rendered services entitling them to the contributions.

Flamingo Horticulture Kenya Limited Gratuity Scheme

Entitlements for employees in Flamingo Horticulture Kenya Limited to gratuity are assessed using the projected unit credit method. Under this method the cost of providing gratuity is charged to the Statement of Comprehensive Income so as to spread the regular cost over the service lives

of employees in accordance with advice of actuaries who carry out a full valuation of the plan every three years. The gratuity obligation is measured as the present value of the estimated future cash outflows by applying the discount rate used to measure the obligation at the beginning of the annual period to the then net liability, adjusted for any charges in the period. Any actuarial gains and losses are recognised in other comprehensive income. Net interest expense and other expenses related to the gratuity agreement are recognised in the Statement of Comprehensive Income.

Ethiopian Severance Benefit

Employees in Ethiopia are entitled to a severance benefit. The cost of providing this benefit is charged to the Statement of Comprehensive Income. The liability is measured as the present value of estimated future cash outflows by applying a discount rate and is determined based on an actuarial calculation taking into account the composition of the workforce (age, start date, salaries and expected resignations), mortality tables and expected salary increases.

2.23 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 over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments 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.

The fair value of the award also takes into account non-vesting conditions. These are either factors beyond the control of either party (such as a target based on an index) or factors which are within the control of one or other of the parties (such as the Company keeping the scheme open or the employee maintaining any contributions required by the scheme).

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to Consolidated Statement of Comprehensive Income over the remaining vesting period.

Where equity instruments are granted to persons other than employees, the Statement of Comprehensive Income is charged with fair value of goods and services received.

2.24 Biological assets

Biological assets are held for the production of freshly cut flowers, plants and produce for distribution.

2. Principal accounting policies (continued)

2.24 Biological assets (continued)

An entity shall recognise a biological asset or agricultural produce when, and only when:

- the entity controls the asset as a result of past events;
- it is probable that future economic benefits associated with the asset will flow to the entity; and
- the fair value or cost of the asset can be measured reliably.

Biological assets are measured at their fair value less estimated costs to sell with any change therein recognised in profit or loss.

Biological assets in the Kenyan farms are measured using the market approach and Biological assets in the Ethiopian farms are measured using the income approach. Costs to sell include all costs that would be necessary to sell the assets, including transportation costs.

Cut flowers and produce are transferred to inventory at its fair value less estimated costs to sell at the date of harvest.

2.25 Investments

Investments in subsidiary undertakings are stated in the Statement of Financial Position of the Company at cost less impairment written off.

2.26 Capital management

Full details of the Group and Companies capital management are contained in note 29.

2.27 Exceptional items

Exceptional items are those which are considered significant by virtue of their nature, size or incidence. These items, which do not occur as part of the normal course of business, are presented separately within their relevant income statement categories, to assist in the understanding of the performance and financial results of the Group.

2.28 Prior year restatement

The Company's Statement of Financial Position as of 28 December 2024 and 30 December 2023 has been restated to reclassify intercompany balances between current and non-current categories.

Furthermore, the 28 December 2024 Company Statement of Financial Position has been restated to adjust intercompany balances with parent companies. This restatement reflects a revision of the classification and recognition of intercompany payables and receivables to ensure accuracy and consistency in presentation, with no impact on the overall net assets.

	28 December 2024 £'000	Reclassification of intercompany balances £'000	Restatement of intercompany balances £'000	28 December 2024 (Restated) £'000	30 December 2023 £'000	Reclassification of intercompany balances £'000	31 December 2023 (Restated) £'000
Non-current assets							
Other receivables	–	99,034	–	99,034	–	115,526	115,526
Current assets							
Other receivables	156,412	(99,034)	(44,675)	12,703	128,987	(115,526)	13,461
Current Liabilities							
Trade and other payables	(87,522)	–	44,675	(42,847)	(32,713)	–	(32,713)

As a consequence of these restatements, the Company's Statement of Cash Flows for the period ended 28 December 2024 has also been restated. The increase in trade and other payables has been amended from £55,071k to £10,396k, while the increase in trade and other receivables has been restated from £33,579k to a decrease of £11,096k.

Similarly, the Consolidated Statement of Cash Flows for the period ended 28 December 2024 has been restated. The increase in trade and other receivables has been revised from £48,523k to £3,848k, and the increase in trade and other payables has been restated from £56,736k to £12,061k.

These restatements have no impact on the overall cash position or profit or loss but serve to ensure that movements in working capital are presented on a consistent and accurate basis.

Notes to the Consolidated Financial Statements continued

3. Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with generally accepted accounting practice requires management to make estimates and judgements that affect the reported amounts of assets and liabilities as well as the disclosure of contingent assets and liabilities at the reporting date and the reported amounts of revenues and expenses during the reporting period.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Assumptions and accounting estimates are subject to regular review. Any revisions required to accounting estimates are recognised in the period in which the revisions are made including all future periods affected.

The following are the significant estimates and/or judgements used in applying the accounting policies of the Group that have the most significant effect on the financial statements:

Estimates

- Biological assets - the estimate of the fair value of growing crops at the reporting date is based on the estimated yields and the estimated percentage of completion of biological transformation as calculated by management. In most cases the crops are sold at the predetermined estimated prices less the subsequent costs to sell, up to and including harvesting costs which are reasonably predictable. The sensitivity analysis on biological assets is that a 1% quantity increase/decrease would impact the results by £195k (2024: £189k) further details in note 27.
- Impairment review of intangible assets requires an estimation with respect to the discount rate, growth rates and components of forecast cash flows. For the purpose of impairment testing goodwill is split into cash generating units and sensitivities are applied to each cash generating unit:

Blooming Holdings B.V.

If the terminal growth rate in the forecast period was to decrease by 1% it would result in a reduction of headroom of £9,163k (2024: £4,883k further impairment). If WACC in the forecast period was to increase by 1% it would result in a reduction of headroom of £14,385k (2024: £9,526k further impairment).

Bigot France Holdings

If the EBITDA multiplier was to decrease by 1x it would result in a reduction of headroom of £570k. In the previous period the DCF approach was used and if revenue was to decrease by 1% this would have led to a reduction in headroom of £187k.

Critical estimate

- Share based payment awards are calculated by external experts using the valuation of the business as a basis. The valuation consists of several inputs which are subjective.
- Measurement of the provisions requires management to apply significant judgement and are subject to estimation uncertainty. The provision includes estimates for Kenyan VAT and legal costs which are based on management's assessment of information available to date.

Judgements

- Deferred Tax assets are recognised by the Group to the extent that it is probable that the deductible temporary differences will reverse in the foreseeable future. This requires management to estimate the future taxable income which is based on a forecast cashflow from operations and the application of existing tax laws in each jurisdiction. If the deferred tax rates reduced by 1% the impact to the results would be a decrease in tax of £2,267k (2024: £2,430k).

4. Revenue

Revenue is all derived from continuing operations.

Analysis of revenue by category:

	53 week period ended 03 January 2026 £'000	52 week period ended 28 December 2024 £'000
Sale of flowers	423,787	392,667
Sale of fresh produce	173,611	168,120
Sale of plants	49,346	48,006
	646,744	608,793

Analysis of revenue by geographical area:

	53 week period ended 03 January 2026 £'000	52 week period ended 28 December 2024 £'000
United Kingdom	475,092	438,934
European Union	167,817	165,359
Rest of the World	3,835	4,500
	646,744	608,793

5. Operating profit

	53 week period ended 03 January 2026 £'000	52 week period ended 28 December 2024 £'000
Operating profit is stated after charging/(crediting):		
Research and development costs expensed	414	354
Depreciation of property, plant and equipment	17,553	17,497
Depreciation of right-of-use-assets	5,053	4,948
Amortisation of intangible fixed assets	11,561	11,930
Impairment of assets held for sale	–	1,452
Inventory recognised in cost of sales	347,145	317,229
Stock impairment	1,200	406
Loss on disposal of fixed assets	505	–
Loss/(gain) on movement in fair value of financial instruments	4,298	(5,198)
Gain on movement in fair value of biological assets included in cost of sales (note 27)	(366)	(2,058)
Auditors' remuneration:		
– Fees payable to the company's auditors for the audit of the parent company.	28	27
– Audit of the financial statements of the company's subsidiaries	980	878
– Non audit costs*	30	60
Defined contribution costs	2,418	2,625
Defined benefit scheme current service costs	(271)	(368)

* Included in the non-audit fees are amounts relating to tax and advisory services of £30k (2024: £60k).

Notes to the Consolidated Financial Statements continued

6. Exceptional costs

The Group has identified some costs which are considered exceptional, these are shown

		53 week period ended 03 January 2026 £'000	52 week period ended 28 December 2024 £'000
Refinancing costs	(a)	–	1,619
Impairment of goodwill	(b)	1,508	21,633
		1,508	23,252

6(a) Refinancing costs

The Group agreed an Amend and Extend of its existing debt facility, the professional costs associated with the transaction have been included as an expense.

6(b) Impairment of goodwill

The Group impaired the goodwill relating to the plants and nurseries business formerly known as Butters (acquired in 2017), following an impairment review (£1,508k). Prior year impairment of goodwill related to Blooming Holdings B.V. (£21,045k), this was not trading relating but due to revaluation of Land and Buildings substantially increasing the assets of the business and in Bigot Kenya Plc (£588K) following an impairment review.

7. Material profit or loss items

The Group has identified a number of items which are material due to the significance of their nature and/or amount. These are listed separately here to provide a better understanding of the financial performance of the Group.

		53 week period ended 03 January 2026 £'000	52 week period ended 28 December 2024 £'000
Transformation programme (included within administrative expenses)	(a)	3,050	3,304
Legal and professional costs	(b)	5,185	1,553
Software costs	(c)	1,630	–
Asset impairment	(d)	–	1,452
		9,865	6,309

7(a) Transformation programme

The Group has continued its transformation programme and incurred a number of transformation and restructuring costs during the period amounting to £3,050k (2024:£ 3,304k).

7(b) Legal and professional costs

The Group incurred legal costs in relation to an ongoing legal case in Kenya (see note 26), and the sale of assets held for sale. Prior year related to the legal case in Kenya.

7(c) Software costs

The Group incurred £1,630k of costs relating to purchasing and installation of software which do not meet the criteria for capitalisation under IAS38.

7(d) Asset Impairment

In the prior year the group impaired the value of 2 pieces of land held for sale to the expected sale price.

8. Other operating income

		53 week period ended 03 January 2026 £'000	52 week period ended 28 December 2024 £'000
Hospital receipts		809	1,058
Rental income		568	542
Sundry income		925	878
		2,302	2,478

9. Directors and employees

The aggregate payroll costs of employees were as follows:

	Group		Company	
	53 week period ended 03 January 2026 £'000	52 week period ended 28 December 2024 £'000	53 week period ended 03 January 2026 £'000	52 week period ended 28 December 2024 £'000
Staff costs				
Wages and salaries	76,934	78,763	4,972	3,369
Social security costs	6,950	6,286	352	241
Other pension costs (note 31)	2,147	2,285	45	40
Share-based payment expense	2,370	803	2,018	4,029
	88,401	88,137	7,387	7,679

Average monthly number of persons, including directors, employed during the period were as follows:

	Group		Company	
	53 week period ended 03 January 2026 Number	52 week period ended 28 December 2024 Number	53 week period ended 03 January 2026 Number	52 week period ended 28 December 2024 Number
By activity:				
Directors (including directors of group subsidiaries)	14	16	2	3
Management and administration	1,225	1,192	10	8
Operatives	25,544	24,396	–	–
	26,783	25,604	12	11

Remuneration of the Directors included within the Statement of Comprehensive Income is as follows:

	53 week period ended 03 January 2026 £'000	52 week period ended 28 December 2024 £'000
Remuneration of Directors		
Remuneration	1,128	2,150
Other pension costs	11	15
Share-based payment expense	1,809	2,982
	2,948	5,147

During the period retirement benefits were accruing to 1 directors (2024: 2) in respect of defined contribution pension schemes. During the period the value of share options exercised was nil (2024: nil).

	53 week period ended 03 January 2026 £'000	52 week period ended 28 December 2024 £'000
Emoluments of highest paid Director		
Remuneration	649	1,108
Share-based payment expense	1,430	1,967
	2,079	3,075

The highest paid director is entitled to receive shares under a long-term incentive plan, which will only vest upon a sale of the company. No shares were received or receivable during the year as the vesting condition had not been met

Details of key management personnel and their remuneration is disclosed within note 33.

Notes to the Consolidated Financial Statements continued

10. Finance Income and costs

Finance income

	53 week period ended 03 January 2026 £'000	52 week period ended 28 December 2024 £'000
Interest receivable	129	–
	129	–

Finance costs

	53 week period ended 03 January 2026 £'000	52 week period ended 28 December 2024 £'000
Bank interest payable	17,731	19,871
Other interest payable	141	789
Bank arrangement fees	3,401	2,863
Interest expense for leasing arrangements	1,639	1,458
Foreign exchange movement on borrowings	9,818	(4,855)
	32,730	20,126

11. Taxation

Analysis of charge in the period

	53 week period ended 03 January 2026 £'000	52 week period ended 28 December 2024 £'000
Corporation tax		
Current tax on profits for the period	9,796	8,289
Foreign tax on income for the period	1,060	1,053
Group relief receivable	(107)	–
Adjustments to tax charge in respect of prior periods	976	193
Total current tax	11,725	9,535
Deferred tax		
Origination and reversal of temporary differences	(7,376)	(28)
Adjustments to tax charge in respect of prior periods	437	335
Movement in unrecognised deferred tax	4,743	1,926
Total deferred tax	(2,196)	2,233
Taxation on loss	9,529	11,768

11. Taxation (continued)

	53 week period ended 03 January 2026 £'000	52 week period ended 28 December 2024 £'000
Loss on continuing operations before taxation	(10,537)	(9,022)
Loss on ordinary activities before taxation by rate of tax of 25% (2024: 25%)	(2,634)	(2,255)
Income not subject to tax	2,277	758
Expenses not deductible for tax purposes	1,104	9,603
Adjustments to tax charge in respect of prior periods	1,413	528
Movement in unrecognised deferred tax	4,743	1,926
Other differences leading to an increase in the tax charge	1,612	939
Difference in overseas tax rates	636	(10)
Impact of overseas tax	378	278
Total tax charge for the period	9,529	11,768

Deferred tax balances:

Group	Property plant and equipment £'000	Intangible £'000	Revaluation of land £'000	Biological assets £'000	Functional currency £'000	Tax losses £'000	Other £'000	Total £'000
At 31 December 2023	(6,650)	(22,535)	(10,683)	(3,852)	(2,802)	800	4,350	(41,372)
(charged)/credited								
– to profit or loss	(1,273)	2,681	592	(767)	(3,143)	(129)	(194)	(2,233)
– to other comprehensive income	(15,142)	–	(7,407)	287	–	–	48	(22,214)
– Exchange adjustments	(1,414)	671	(1,981)	(380)	183	26	(134)	(3,029)
At 28 December 2024	(24,479)	(19,183)	(19,479)	(4,712)	(5,762)	697	4,070	(68,848)
At 29 December 2024	(24,479)	(19,183)	(19,479)	(4,712)	(5,762)	697	4,070	(68,848)
(charged)/credited								
– to profit or loss	(2,141)	2,841	1,404	733	(3,715)	(105)	3,179	2,196
– to other comprehensive income	4,384	(66)	–	(1,182)	–	–	(126)	3,010
– Exchange adjustments	(10)	(904)	977	68	(351)	(10)	19	(211)
At 03 January 2026	(22,246)	(17,312)	(17,098)	(5,093)	(9,828)	582	7,142	(63,853)

	At 03 January 2026 £'000	At 28 December 2024 £'000
(Liability)/asset expected to be utilised within 12 months of the reporting date	98	(4,292)
Liability expected to be utilised after 12 months of the reporting date	(63,951)	(64,556)
	(63,853)	(68,848)

The Group has unrecognised deferred tax assets in relation to gross losses of £41,217k (2024: £37,050k) due to significant uncertainty regarding future taxable profit forecasts in the relevant jurisdictions. Of these losses £nil (2024: £nil) is expected to expire within 5 years. The rest of the losses have no expiry date and can be carried forward indefinitely.

The Group has not recognised any deferred tax liability in relation to gross unremitted earnings of £30,193k (2024: £31,500k) in relation to its foreign subsidiaries. This is on the basis that the Group is able to control the timing of the reversal of these temporary differences and it is not probable that any distributions from the relevant jurisdictions will be made in the foreseeable future.

Notes to the Consolidated Financial Statements continued

11. Taxation (continued)

A potential deferred tax asset has not been recognised in respect of interest amounting to £82,503k (2024: £66,438k), which are disallowed under the corporate interest restriction rules.

Pillar 2

6(g) OECD Pillar Two model rules

Flamingo Group International Limited is within the scope of the OECD Pillar Two model rules. Pillar Two legislation has been enacted in the UK, the jurisdiction in which the entity is incorporated, and is effective in 2025.

Under the legislation, the group may be liable to pay a top-up tax in the UK for the difference between the GloBE effective tax rate for each jurisdiction and the 15% minimum rate. In addition, top-up taxes are payable locally where qualifying domestic minimum top-up taxes have been legislated and are in effect. For FY25, based on the Country by Country Reporting work and safe harbour analysis undertaken, we have determined that the safe harbour rules apply, and no top-up tax should apply for any jurisdiction in the Group.

The group applies the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes, as provided in the amendments to IAS 12 issued in May 2023.

12. Investments

Company

	53 week period ended 03 January 2026 £'000	52 week period ended 28 December 2024 £'000
Cost and Net book value	156,822	156,822

Subsidiary undertakings

Details of the Group's subsidiaries are as follows:

Name	Registered address	Class of shares	Country of incorporation	Holding	Principal activity
Flamingo Group Midco Limited	Flamingo House, Cockerell Close, Stevenage, Hertfordshire, SG1 2NB	Direct Ordinary	United Kingdom	100%	Holding company
Flamingo Horticulture Limited	Flamingo House, Cockerell Close, Stevenage, Hertfordshire, SG1 2NB	Indirect Ordinary	United Kingdom	100%	Investment company
Flamingo Horticulture Investments Limited	Flamingo House, Cockerell Close, Stevenage, Hertfordshire, SG1 2NB	Indirect Ordinary	United Kingdom	100%	Holding company
Flamingo Holdings Limited	Flamingo House, Cockerell Close, Stevenage, Hertfordshire, SG1 2NB	Indirect Ordinary	United Kingdom	100%	Holding company
Flamingo Horticulture South Africa (Pty) Limited	Plot 25 Syferbult Road Tarlton South Africa	Indirect Ordinary	South Africa	100%	Flower grower and distributor
Flamingo Horticulture Kenya Limited	Watermark Business Park Ndege Road PO box 10222-00400 Nairobi, Kenya	Indirect Ordinary	Kenya	100%	Growing and exportation of flowers and produce
Flamingo Tanzania Limited	Plot JJ55, Nelson Mandela Rd PO Box 23111 Oloreni, Tanzania	Indirect Ordinary	Tanzania	100%	Packing of vegetables

12. Investments (continued)

Subsidiary undertakings (continued)

Name	Registered address	Class of shares	Country of incorporation	Holding	Principal activity
Flamingo Produce Limited	Flamingo House, Cockerell Close, Stevenage, Hertfordshire, SG1 2NB	Indirect Ordinary	United Kingdom	100%	Distribution of vegetable products
Flamingo Flowers BV	Jupiter 185 2675 LV Honselersdijk Netherlands	Indirect Ordinary	Netherlands	100%	Flower wholesaler
Flamingo Flowers Limited	Flamingo House, Cockerell Close, Stevenage, Hertfordshire, SG1 2NB	Indirect Ordinary	United Kingdom	100%	Flower and plant distributor
Omniflora GmbH	Blumen Centre GmbH Odenwaldstrasse 7-9 63263 Neu-Isenburg Germany	Indirect Ordinary	Germany	100%	Distribution of flowers, vegetables and herbs
Kingsholme Limited	Watermark Business Park Ndege Road PO box 10222-00400 Nairobi, Kenya	Indirect Ordinary	Kenya	100%	Growing and exportation of horticultural produce
Siraji Limited	Watermark Business Park Ndege Road PO box 10222-00400 Nairobi, Kenya	Indirect Ordinary	Kenya	100%	Dormant
Mlasia Limited	Watermark Business Park Ndege Road PO box 10222-00400 Nairobi, Kenya	Indirect Ordinary	Kenya	100%	Dormant
Flamingo Plants Group Limited	Flamingo House, Cockerell Close, Stevenage, Hertfordshire, SG1 2NB	Indirect Ordinary	United Kingdom	100%	Dormant
Flamingo Castlegate 363 Limited	Flamingo House, Cockerell Close, Stevenage, Hertfordshire, SG1 2NB	Direct Ordinary	United Kingdom	100%	Dormant
Flamingo Plants Limited	Flamingo House, Cockerell Close, Stevenage, Hertfordshire, SG1 2NB	Direct Ordinary	United Kingdom	100%	Dormant
Flamingo Plants Properties Limited	Flamingo House, Cockerell Close, Stevenage, Hertfordshire, SG1 2NB	Indirect Ordinary	United Kingdom	100%	Dormant
Blooming Holdings B.V.	Legmeerdijk 313, 1430 BC Aalsmeer, The Netherlands	Indirect Ordinary	Netherlands	100%	Holding company
Sher Holland B.V.	Legmeerdijk 313, 1430 BC Aalsmeer, The Netherlands	Indirect Ordinary	Netherlands	100%	Flower distributor
Sher Flowers B.V.	Legmeerdijk 313, 1430 BC Aalsmeer, The Netherlands	Indirect Ordinary	Netherlands	100%	Holding company
Sher Ethiopia PLC	Bole Sub-City Kebele 03-05 number 2263 PO box 152 code 110 Addis Ababa, Ethiopia	Indirect Ordinary	Ethiopia	100%	Growing and exportation of flowers

Notes to the Consolidated Financial Statements continued

12. Investments (continued)

Subsidiary undertakings (continued)

Name	Registered address	Class of shares	Country of incorporation	Holding	Principal activity
Sher Ethiopia Hospital PLC	Bole Sub-City Kebele 03-05 number 2263 PO box 152 code 110 Addis Ababa, Ethiopia	Indirect Ordinary	Ethiopia	90%	Medical services
Bigot France Holdings	Les Mardelles, 72700 Allonnes, France	Indirect ordinary	France	100%	Holding company
SAS Bigot Jean-Phillippe Horticulture	Les Mardelles, 72700 Allonnes, France	Indirect ordinary	France	100%	Electricity generation
Bigot Finances	Les Mardelles, 72700 Allonnes, France	Indirect ordinary	France	100%	Holding company
Les Fleurs de Nicolas	Les Mardelles, 72700 Allonnes, France	Indirect ordinary	France	100%	Sale of flowers
Societe Civile Immobiliere Bigot Jean-Phillippe	Les Mardelles, 72700 Allonnes, France	Indirect ordinary	France	100%	Real estate company
Bigot Fleurs	Les Mardelles, 72700 Allonnes, France	Indirect ordinary	France	100%	Growing flowers
Bigot Flowers Kenya Plc	Watermark Business Park Ndege Road PO box 10222-00400 Nairobi, Kenya	Indirect Ordinary	Kenya	100%	Sale of flowers

The following UK companies are exempt from audit, having taken the exemption in Section 479A of the UK Companies Act 2006 (the Act) from the requirements in the Act for their individual financial statements to be audited.

Flamingo Group Midco Limited
Flamingo Horticulture Limited
Flamingo Horticulture Investments Limited
Flamingo Holdings Limited

The guarantees given by the Company under section 479C of the Act are disclosed in Note 30.

The following companies were dissolved in January 2026.

Flamingo Plants Limited
Flamingo Plants Properties Limited
Flamingo Plants Group Limited
Flamingo Castlegate Limited

13. Parent company loss for the period

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements. The loss after tax of the parent Company for the period was £26,545k (2024: £16,640k).

14. Intangible assets

Group	Customer relationships £'000	Trade names £'000	Licences £'000	Software £'000	Total £'000
Cost					
At 29 December 2024	146,794	3,601	9,488	5,808	165,691
Additions	–	–	1,163	297	1,460
Exchange adjustments	6,317	162	397	(521)	6,355
At 03 January 2026	153,111	3,763	11,048	5,584	173,506
Accumulated amortisation					
At 29 December 2024	72,111	1,618	6,379	4,120	84,228
Charge for period	9,961	169	793	638	11,561
Exchange adjustments	3,030	(96)	256	(501)	2,689
At 03 January 2026	85,102	1,691	7,428	4,257	98,478
Net book value					
At 03 January 2026	68,009	2,072	3,620	1,327	75,028
At 28 December 2024	74,683	1,983	3,109	1,688	81,463
	Customer relationships £'000	Trade names £'000	Licences £'000	Software £'000	Total £'000
Cost					
At 31 December 2023	152,649	3,752	8,625	5,475	170,501
Additions	–	–	1,243	220	1,463
Exchange adjustments	(5,855)	(151)	(380)	113	(6,273)
At 28 December 2024	146,794	3,601	9,488	5,808	165,691
Accumulated amortisation					
At 31 December 2023	64,553	1,344	5,633	3,285	74,815
Charge for period	9,878	322	1,013	717	11,930
Exchange adjustments	(2,320)	(48)	(267)	118	(2,517)
At 28 December 2024	72,111	1,618	6,379	4,120	84,228
Net book value					
At 28 December 2024	74,683	1,983	3,109	1,688	81,463
At 30 December 2023	88,096	2,408	2,992	2,190	95,686

Included in customer relationships are 8 customers in Blooming Holdings B.V. (2024: 8) which are deemed individually material to the financial statements, the carrying values of the individual relationships range from between £2,690k – £17,493k and are all amortised over a 16 year period.

Notes to the Consolidated Financial Statements continued

14. Intangible assets (continued)

Amortisation is included within administrative expenses. The amortisation periods are:

- Customer relationships 16 years.
- Trade names 3-20 years.
- Licences 5 years
- Software 2.5 years

Goodwill

Impairment testing for cash-generating units containing goodwill

The Group tests goodwill for impairment on an annual basis by considering the recoverable amount of individual cash-generating units against carrying value.

Cash generating units comprise operating segments. This is the lowest level at which goodwill balances are monitored for impairment by management. There are no intangible assets with indefinite useful lives (other than goodwill).

For the purpose of impairment testing, the recoverable amount of each cash-generating unit is based on fair value less costs of disposal ("FVLCOB").

This valuation approach is determined by applying the income approach, discounted cash flow ("DCF") method or the Market approach applying an EBITDA multiple.

For Bigot France Holdings the Group compared the recoverable amount using the DCF method and the market based approach and for this period used the market based approach (2024: DCF approach).

The Blooming Holdings B.V. recoverable amount was calculated using the DCF method (2024: DCF approach).

Management's approach and the key assumptions used to determine the CGU's FVLCOB using the DCF method were as follows:

	Period over which management approved forecasts are based		Growth rate		Pre-tax discount rate	
	2025	2024	2025	2024	2025	2024
Flamingo Flowers Limited	–	3 years	–	2.0%	–	14.4%
Bigot France Holdings	–	3 years	–	2.0%	–	14.4%
Blooming Holdings B.V.	5 years	6 years	2.1%	2.2%	15.8%	16.1%

In preparing value in use calculations for cash-generating units, the Group has estimated the long-term growth rates for each unit based on current market assessments, using data such as inflation forecasts, for each individual cash-generating unit. The discount rates used in each value in use calculation have been based upon the Group's post-tax weighted average cost of capital ("WACC") together with divisional specific risk-taking account factors such as the nature of service user need, cost profiles and the barriers to entry into each market segment as well as other macro-economic factors.

The market-based approach was based on an EBITDA multiplier of x8, representing the median of the range provided by external third party valuations for the Group, less costs to sell of 6%, using the current years actual EBITDA.

As the future EBITDA multiplier is unknown, the fair value measurement of the Bigot France Holdings goodwill is classified as a level 3 type of measurement.

14. Intangible assets (continued)

Goodwill (continued)

The Directors believe that, even in the current economic climate and public spending environment and taking into account the nature of the Group's operations, any reasonably possible change in the key assumptions on which recoverable amounts are based would not cause the cash-generating units' carrying amount to exceed the recoverable amount.

Group	53 week period ended 3 January 2026 £'000	52 week period ended 28 December 2024 £'000
Goodwill upon acquisition	75,209	75,209
Acquired in the period	–	–
Accumulated impairment	(39,797)	(38,289)
Period end carrying value	35,412	36,920

The carrying value of goodwill is split between the following cash-generated units.

Group	3 January 2026 £'000	28 December 2024 £'000
Flamingo Flowers Limited	–	1,508
Bigot France Holdings	3,776	3,776
Blooming Holdings B.V.	31,636	31,636
Balance at the end of the period	35,412	36,920

An impairment of £1,508k has been identified in the current reporting period based on the most recent assumptions of the plants business within Flamingo Flowers Ltd. In 2024 there was an impairment of £21,045k relating to Blooming Holdings B.V. associated with the revaluation of land and buildings, and £588k relating to Bigot Flowers Kenya Plc.

A sensitivity analysis on the goodwill has been performed by management.

Blooming Holdings B.V.

If the terminal growth rate in the forecast period was to decrease by 1% it would result in a reduction of headroom of £9,163k (2024: £4,883k further impairment). If WACC in the forecast period was to increase by 1% it would result in a reduction of headroom of £14,385k (2024: £9,526k further impairment).

Bigot France Holdings

A decrease of the EBITDA multiplier of 1x would result in a reduction of headroom of £570k. In the previous period the DCF approach was used and if revenue decreased by 1% this would have led to a reduction in headroom of £187k.

Included in the OCI are £1,564k (2024: £187k) of exchange rate differences arising on goodwill.

Notes to the Consolidated Financial Statements continued

15. Property, plant and equipment

Group	Land and buildings £'000	Plant and Machinery £'000	Bearer plants £'000	Total £'000
Cost				
At 29 December 2024	208,236	93,694	49,069	350,999
Additions	6,472	4,705	3,324	14,501
Reclassification	(14,549)	6,662	5,863	(2,024)
Disposals	(615)	(9,837)	(1,895)	(12,347)
Exchange adjustments	(3,170)	(2,387)	(1,011)	(6,568)
At 3 January 2026	196,374	92,837	55,350	344,561
Accumulated depreciation				
At 29 December 2024	42,726	66,197	30,724	139,647
Charge for period	4,547	8,503	4,503	17,553
Reclassification	(1,705)	(1,684)	1,365	(2,024)
Disposals	(22)	(8,977)	(1,808)	(10,807)
Exchange adjustments	(897)	(1,681)	(501)	(3,079)
At 3 January 2026	44,649	62,358	34,283	141,290
Net book value				
At 3 January 2026	151,725	30,479	21,067	203,271

Group	Land and buildings £'000	Plant and Machinery £'000	Bearer plants £'000	Total £'000
Cost				
At 31 December 2023	99,126	88,822	41,807	229,755
Restatement*	13,557	(13,557)	–	–
At 31 December 2023 restated	112,683	75,265	41,807	229,755
Additions	14,608	7,212	4,680	26,500
Revaluation	75,325	–	–	75,325
Reclassification	1,410	(2,959)	728	(821)
Assets held for sale	(5,378)	–	–	(5,378)
Disposals	(697)	(2,907)	(2,205)	(5,809)
Exchange adjustments	10,285	17,083	4,059	31,427
At 28 December 2024	208,236	93,694	49,069	350,999
Accumulated depreciation				
At 31 December 2023	26,930	57,763	24,243	108,936
Restatement	8,546	(8,546)	–	–
At 31 December 2023 restated	35,476	49,217	24,243	108,936
Charge for period	5,820	7,362	4,315	17,497
Reclassification	(1,276)	(1,604)	2,060	(820)
Impairment	1,452	–	–	1,452
Disposals	(265)	(2,597)	(2,056)	(4,918)
Assets held for sale	(1,078)	–	–	(1,078)
Exchange adjustments	2,597	13,819	2,162	18,578
At 28 December 2024	42,726	66,197	30,724	139,647
Net book value				
At 28 December 2024	165,510	27,497	18,345	211,352

15. Property, plant and equipment (continued)

Depreciation is included within administrative expenses.

The net book value of land and buildings may be further analysed as follows:

	3 January 2026 £'000	28 December 2024 £'000
Freehold property	77,450	92,670
Long leasehold	68,056	65,997
Short leasehold	6,219	6,843
	151,725	165,510

Included in land and buildings is freehold land held at fair value of £1,696k (2024: £1,819k), which is not depreciated.

Included in long and short leasehold property are leasehold improvements with carrying value of £68,055k (2024: £65,997k) and £6,219k (2024: £6,843k) respectively.

16. Right-of-use assets

The Statement of financial position shows the following amounts relating to right-of-use assets:

	03 January 2026 £'000	28 December 2024 £'000
Net book value		
Long leasehold property	27,787	20,623
Short leasehold	117	363
Plant and machinery	3,152	3,787
	31,056	24,773

During the period there were additions of £11,799k relating to right-of-use assets (2024: £2,847k).

The statement of Comprehensive income shows the following amounts relating to right-of-use assets:

	53 week period ended 03 January 2026 £'000	52 week period ended 28 December 2024 £'000
Depreciation charge		
Long leasehold property	3,124	2,827
Short leasehold	603	839
Plant and machinery	1,326	1,282
	5,053	4,948
Interest expense (included in finance costs)	1,639	1,458

The Group has not committed to any leases which had not yet commenced (2024:nil).

Total cash outflow for leases for the 53 week period ended 3 January 2026 was £5,785k (2024: £6,072k).

17. Biological assets

	03 January 2026 £'000	28 December 2024 £'000
Group		
Flowers	18,239	17,725
Produce	1,263	1,187
	19,502	18,912

Notes to the Consolidated Financial Statements continued

17. Biological assets (continued)

Biological assets relate to the unharvested produce of bearer plants. Bearer plants themselves are recognised as Property, plant and equipment. The fair value of biological assets is based on management assumptions with regard to the estimated future EBITDA (Earnings before interest, tax, depreciation and amortisation) margin per unharvested produce and stems, adjusted for maturity phase. As future market prices are a significant unobservable input, the fair value measurement of biological assets is classified as a level 3 type of measurement.

	03 January 2026 £'000	28 December 2024 £'000
Ethiopian roses	11,362	10,422
Kenyan roses	667	622
Kenyan mixed flowers	6,210	6,681
Kenyan produce	1,263	1,187
Total	19,502	18,912

The gain recognised in cost of sales in relation to biological assets during the period is £366k (2024: £2,058k).

18. Inventory

Group	03 January 2026 £'000	28 December 2024 £'000
Raw materials	12,622	13,694
Packaging and other consumables	8,353	8,518
Finished goods and goods for resale	5,792	3,768
	26,767	25,980

Inventory recognised in cost of sales during the period as an expense was £347,145k (2024: £317,229k).

An impairment loss of £1,200k (2024: £406k) was recognised in cost of sales against inventory during the period due to slow-moving and obsolete inventory.

19. Trade and other receivables

	Group		Company	
	03 January 2026 £'000	28 December 2024 £'000	03 January 2026 £'000	28 December 2024 £'000 Restated*
Due within one period				
Trade receivables	56,076	48,215	–	–
Other receivables	7,329	2,368	142	77
Prepayments	2,393	1,869	464	63
Accrued income	4,765	5,165	–	–
Other taxation	14,081	14,067	–	–
Amounts owed by group undertakings	–	–	17,836	12,563
	84,644	71,684	18,442	12,703
Due after more than one period				
Amounts owed by parent undertakings	3,026	–	2,375	2,268
Amounts owed by group undertakings	–	–	91,726	96,766
Other receivables	51	83	–	–
	3,077	83	94,101	99,034

* See note 2.28

19. Trade and other receivables (continued)

The directors consider the carrying value of trade and other receivables approximates to its fair value.

All of the Group's trade and other receivables in the comparative periods have been reviewed for indicators of impairment. The impaired trade receivables are mostly due from customers in the business to business market that are experiencing financial difficulties. The Group suffers some incidence of credit losses. However, where management views that there is a significant risk of non-payment, a specific provision for impairment is made and recognised as a deduction from trade receivables.

Note 28 includes disclosures relating to the credit risk exposures and analysis relating to the allowance for expected credit losses. The below shows the loss allowance for the Group using the IFRS 9 expected credit loss model for the current and prior period.

	03 January 2026 £'000	28 December 2024 £'000
Loss allowance	1,849	1,923

The amount of trade receivables past due with no loss allowance at each balance sheet date is as follows:

	03 January 2026 £'000	28 December 2024 £'000
Trade receivables past due	512	110

The Company does not have any trade receivables.

20. Assets classified as held for sale

Group

In the prior year the Group listed the Kellet Gate site and a piece of freehold land at our Sandy site up for sale.

During the period the assets were sold at a loss of £327k

21. Cash and cash equivalents

	Group		Company	
	03 January 2026 £'000	28 December 2024 £'000	03 January 2026 £'000	28 December 2024 £'000
Cash at bank (GBP)	10,763	3,733	133	346
Cash at bank (EUR)	19,149	15,674	4	68
Cash at bank (USD)	4,178	1,325	–	–
Cash at bank (RAND)	45	43	–	–
Cash at bank (KSH)	1,133	3,356	–	–
Cash at bank (ETB)	2,618	1,090	–	–
Cash at bank (OTH)	293	146	–	–
	38,179	25,367	137	414

All significant cash and cash equivalents were deposited with major clearing banks with at least an 'A' rating; the Group and Company believe the risk of impairment of cash and cash equivalents to be low.

Notes to the Consolidated Financial Statements continued

22. Trade and other payables

	Group		Company	
	03 January 2026 £'000	28 December 2024 £'000	03 January 2026 £'000	28 December 2024 £'000 Restated*
Due within one period				
Trade payables	34,641	34,703	–	–
Amounts payable to parent undertakings	6,045	2,713	3,495	3,057
Amounts payable to group undertakings	–	–	42,547	29,415
Other taxation and social security	3,227	3,197	–	–
Other payables	11,448	11,842	101	82
Accrued interest on loan balances and other facilities	6,798	7,403	6,798	7,403
Accruals	52,656	46,733	2,454	2,890
	114,815	106,591	55,395	42,847
Due after more than one period				
Amounts owed to parent undertakings	–	–	–	–
Accruals	7,960	7,960	7,960	7,960
	7,960	7,960	7,960	7,960

*See note 2.28.

Accruals due after more than one period relate to exit fees due on repayment of the term loan.

23. Borrowings

	Group		Company	
	03 January 2026 £'000	28 December 2024 £'000	03 January 2026 £'000	28 December 2024 £'000
Secured – at amortised cost				
– Bank loans and other facilities	208,544	199,675	206,180	196,419
– Arrangement fees capitalised	(7,911)	(11,085)	(7,911)	(11,085)
Unsecured – at amortised cost				
– Bank loans and other facilities	2,870	2,449	–	–
	203,503	191,039	198,269	185,334
Ageing:				
Current	3,608	662	–	–
Non-current	199,895	190,377	198,269	185,334
	203,503	191,039	198,269	185,334

Bank loans and other facilities include £203,503k (2024: £191,039k) of capital in the borrowings table and the accrued interest of £6,798k (2024: £7,403k) is in the Trade and other payables note (see note 22). The total debt in relation to the items is £210,301k as at 3 January 2026 (2024: £198,442k).

Summary of borrowing arrangements:**Bank loans and other facilities**

The terms of the bank loans and other facilities are disclosed in note 28 of these financial statements. There are fixed and floating charges secured against certain assets of the Group.

24. Leases

Lease liabilities are presented in the statement of financial position as follows:

	03 January 2026 £'000	28 December 2024 £'000
Current	4,205	3,618
Non-current	30,044	22,934
	34,249	26,552

The Group has leases for warehouses, buildings, plant and machinery, motor vehicles and some IT equipment. Each lease is reflected on the statement of financial position as a right-of-use asset and a lease liability. The group classifies its right-of-use assets in a consistent manner to its property, plant and equipment (see note 16).

Each lease generally imposes a restriction that, unless there is a contractual right for the Group to sublet the asset to another party, the right-of-use asset can only be used by the Group. Leases are either non-cancellable or may only be cancelled by incurring a substantive termination fee. The Group is prohibited from selling or pledging the underlying leases assets as security. For leases over office buildings and warehouse premises the Group must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease. Further, the Group must insure items of property, plant and equipment and incur maintenance fees on such items in accordance with the lease contracts.

The table below describes the nature of the Group's leasing activities by type of right-of-use asset recognised on the balance sheet:

As at 03 January 2026

Right-of-use asset	No. of right-of-use assets leased	Range of remaining term	Average remaining lease term	No. of leases with extension options	No. of leases with options to purchase	No. of leases with variable payments linked to an index	No. of leases with termination options
Land and buildings	31	1-18	5 years	2	0	3	2
Plant and machinery	122	1-8 years	2 years	0	0	0	0

As at 28 December 2024

Right-of-use asset	No. of right-of-use assets leased	Range of remaining term	Average remaining lease term	No. of leases with extension options	No. of leases with options to purchase	No. of leases with variable payments linked to an index	No. of leases with termination options
Land and buildings	31	1-19	5 years	2	0	3	0
Plant and machinery	128	1-6 years	2 years	0	0	0	0

The lease liabilities are secured by the related underlying assets. Future minimum lease payments were as follows:

As at 03 January 2026

	Minimum lease payments due						
	Within 1 period £'000	1-2 years £'000	2-3 years £'000	3-4 years £'000	4-5 years £'000	After 5 years £'000	Total £'000
03 January 2026							
Lease payments	6,005	5,401	4,947	4,293	4,118	20,014	44,778
Finance charges	(1,827)	(1,633)	(1,446)	(1,275)	(1,113)	(3,204)	(10,498)
Foreign exchange	27	5	10	1	(1)	(73)	(31)
Net present values	4,205	3,773	3,511	3,019	3,004	16,737	34,249

Notes to the Consolidated Financial Statements continued

24. Leases (continued)

As at 28 December 2024

28 December 2024	Minimum lease payments due						
	Within 1 period £'000	1-2 years £'000	2-3 years £'000	3-4 years £'000	4-5 years £'000	After 5 years £'000	Total £'000
Lease payments	4,967	4,006	3,791	3,664	2,746	15,658	34,832
Finance charges	(1,337)	(1,190)	(1,054)	(917)	(798)	(2,865)	(8,161)
Foreign exchange	(12)	(4)	(9)	(9)	–	(85)	(119)
Net present values	3,618	2,812	2,728	2,738	1,948	12,708	26,552

25. Financial instruments

Classification of financial instruments

The tables below set out the Group's accounting classification for the classes of its financial assets and liabilities.

	Group		Company	
	03 January 2026 £'000	28 December 2024 £'000	03 January 2026 £'000	28 December 2024 £'000 Restated*
Financial assets				
Fair value through profit or loss				
Derivative financial instruments	–	2,965	–	–
Measured at amortised cost				
Trade and other receivables (note 19)	71,247	55,831	112,079	111,674
Cash and cash equivalents (note 21)	38,179	25,367	137	414
	109,426	81,198	112,216	112,088

	Group		Company	
	03 January 2026 £'000	28 December 2024 £'000	03 January 2026 £'000	28 December 2024 £'000
Financial liabilities				
Fair value through profit or loss				
Derivative financial instruments	1,406	–	–	–
Measured at amortised cost				
Trade and other payables (note 22)	119,548	111,354	63,355	50,807
Provisions (note 26)	6,967	3,081	–	–
Borrowings (note 23)	203,503	191,039	198,269	185,334
	330,018	305,474	261,624	236,141

*See note 2.28.

A description of the Group's financial instruments risks, including risk management objectives and policies is given in note 28.

26. Provisions

	03 January 2026 £'000	28 December 2024 £'000
Current liability		
Kenyan legal fees provision	3,505	–
	3,505	–
	03 January 2026 £'000	28 December 2024 £'000
Non- current liability		
Kenyan VAT provision	1,658	2,081
Kenyan legal fees provision	1,804	1,000
	3,462	3,081

Kenyan VAT provision

In the 2023 financial accounts a provision was made for the asset held in Flamingo Horticulture Kenya Limited relating to VAT owed by the Kenyan Revenue Authority from prior years. We are continuing with this provision as the late payment continues, albeit the position has marginally improved. We are owed 1.8B Kenyan Shillings for the period 2020-25 in relation to VAT balances, which is translated into £9.8m and this compares in 2024 to 1.5B Kenyan Shillings, converted to £9.2m GBP. Whilst the Group considers there to be limited risk in receiving the payments, we expect there will be a delay in recovering the payments, so it is prudent to make a time value of money adjustment based on the local current 5-year government bond rate, 11.28% (2024: 13%) due to the slow nature of repayments. The reduction in the discount rate reduced the provision by £221k.

Kenyan legal fees provision

As noted in the previous year's report, the Group received pre-action correspondence on 11th March 2024 in which allegations were made regarding the security operations at the Ibis and Siraii farms, part of Flamingo Horticulture in Kenya. We instructed an external investigation to assess the allegations thoroughly and independently, who found no material evidence to support these claims. The Group is continuing to take legal advice around the claims and entered discussions regarding a pre-litigation settlement in late 2025. These discussions are now at an advanced stage with terms of a settlement close to being finalised.

The Group continues to robustly defend its position in relation to the allegations, and any settlement will only be made strictly on the basis that there being no admission of liability.

We have continued to incur costs in 2025 and have included further provision for all expected future costs.

The provision includes amounts that are based on management's best estimate of potential settlement costs. As the settlement process is ongoing and there is no certainty that a settlement will be reached on the terms discussed, these amounts are subject to significant estimation uncertainty.

27. Fair value measurement

The fair value hierarchy groups financial assets and liabilities into three levels based on the significance of inputs used in measuring the fair value of the financial assets and liabilities.

The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level within which the financial asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement.

Notes to the Consolidated Financial Statements continued

27. Fair value measurement (continued)

The Group holds foreign currency forward and option contracts at their fair value. The contracts are the only financial statement item classified at fair value through the profit or loss (FVTPL).

During the period the net effect of the changes in fair value within the Statement of Comprehensive Income was a loss of £4,298k (2024: £5,198k gain).

The gain recognised in cost of sales in relation to the changes in fair value of biological assets during the period are £366k (2024: £2,058k).

The Group holds biological assets in growing fresh flowers and fresh vegetable produce.

The information below sets out the gross amounts of the corresponding assets and liabilities as well as the methodology used to establish their fair values.

Group

	Level 2		Level 3	
	03 January 2026 £'000	28 December 2024 £'000	03 January 2026 £'000	28 December 2024 £'000
Assets				
Foreign Currency	–	4,098	–	–
Biological assets	8,140	8,490	11,362	10,422
Bigot France Holdings Goodwill	–	–	3,776	–
	8,140	12,588	15,138	10,422

	Level 2		Level 3	
	03 January 2026 £'000	28 December 2024 £'000	03 January 2026 £'000	28 December 2024 £'000
Liabilities				
Commodities	1,092	1,133	–	–
Foreign currency	314	–	–	–
	1,406	1,133	–	–

Measurement of fair value of financial instruments

Foreign currency forward contracts (Level 2)

The Group's foreign currency forward and option contracts are not traded in active markets. These have been fair valued using observable forward exchange rates and interest rates corresponding to the maturity of the contract. The effects of non-observable inputs are not significant for foreign currency forward contracts.

Commodity forward contracts (Level 2)

The Group's commodities forward and option contracts are not traded in active markets. These have been fair valued using observable commodity rates and interest rates corresponding to the maturity of the contract. The effects of non-observable inputs are not significant for commodity forward contracts.

Biological assets (Level 2)

The fair value of the Kenyan biological assets is based on observable non-quoted market inputs.

The assumption to calculate this fair value is based upon 45m unharvested roses, 157m various flower stems and 1,261T of various produce (mainly tenderstem broccoli and fine beans).

The 2024 comparatives were valued in a similar way, with 52m unharvested roses, 157m various flower stems and 1,101T of various produce in Kenya.

27. Fair value measurement (continued)

Measurement of fair value of financial instruments (continued)

Biological assets (Level 3)

The fair value method for calculation is the valuation of the future selling price less directly attributable cost of sale and production i.e. pre-harvesting costs, harvesting costs, and post harvesting costs including direct labour, and outbound transportation costs, based on the average maturity period for each identifiable product type.

The assumption to calculate this fair value is based upon 191m unharvested roses in Ethiopia (2024: 192m).

Bigot France Holdings goodwill (Level 3)

The EBITDA multiplier calculation used in the valuation of the CGU goodwill uses assumptions regarding the multiplier the Group will achieve and the % of the costs to sell it will incur.

	Level 2 £'000	Level 3 £'000
Biological assets		
Period ended 03 January 2026		
Opening balance	8,490	10,422
Sales	(8,490)	(10,422)
Current period fair value	8,140	11,362
	8,140	11,362
	Level 2 £'000	Level 3 £'000
Period ended 28 December 2024		
Opening balance	6,462	8,777
Sales	(6,462)	(8,777)
Current period fair value	8,490	10,422
	8,490	10,422

A sensitivity analysis on the biological assets, where quantity and EBITDA (earnings before interest, tax, depreciation and amortisation) were increased/decreased by 1% is shown below:

	Period ended 3 January 2026			Period ended 28 December 2024		
	EBITDA Movement			EBITDA Movement		
	1% decrease £'000	Current £'000	1% increase £'000	1% decrease £'000	Current £'000	1% increase £'000
Quantity (1% decrease)	19,114	19,307	19,502	18,536	18,723	18,912
Quantity (current period)	19,307	19,502	19,697	18,723	18,912	19,101
Quantity (1% increase)	19,502	19,697	19,894	18,912	19,101	19,292

28. Financial instrument risk exposure and management

The Group and Company's operations expose it to degrees of financial risk that include liquidity risk, credit risk, interest rate risk, and foreign currency risk.

This note describes the Group and Company's objectives, policies and process for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented in the notes.

The Group's principal debt facilities comprise of a €236m term loan maturing August 2028, and €15m currently unused revolving credit facility. The Group has also put in place multiple supply chain finance schemes. The Group's primary restricting covenant is a leverage ratio of 5.95x.

The Group is exposed to risks arising from environmental and climatic changes. The Groups geographic spread of farms allows a high degree of mitigation against adverse climatic conditions such as drought, floods and disease outbreaks. The Group has strong environmental policies and procedures in place to comply with environmental and other laws.

The Group and Company's principal financial liabilities comprise loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations.

Notes to the Consolidated Financial Statements continued

28. Financial instrument risk exposure and management (continued)

The Group's principal financial assets, include trade and other receivables and cash and cash equivalents that derive directly from its operations. The Company's principal financial assets, include other receivables and cash and cash equivalents that derive directly from its operations.

The Group and Company is exposed to interest rate risk, credit risk, foreign currency risk and liquidity risk. The Group enters into derivatives, principally to minimise foreign exchange risk.

Interest rate risk

The Group and Company's borrowing facilities comprise a term loan, variable loan notes, local overdraft facilities and a revolving credit facility, principally in Euros and GBP. Interest is charged at fixed rates.

Cash and deposits earn interest at floating rates based on the bank's short-term treasury deposit rates, short-term trade and other receivables are interest-free.

At 3 January 2026, if interest rates were 50 basis points lower, with all other variables held constant, annualised net interest expense would decrease by £1,031k (2024: £982k).

The Group and Company's other financial assets and liabilities are not exposed to interest rate risk.

Credit risk

Financial instruments which potentially expose the Group to credit risk consist primarily of cash equivalents and trade receivables. Cash equivalents are deposited only with major financial institutions that satisfy certain credit criteria.

Management has a credit policy in place and exposure to credit risk is monitored on an ongoing basis. Credit evaluations are carried out on all significant prospective customers and all existing customers requiring credit beyond a certain threshold. Varying approval levels are set on the extension of credit depending upon the value of the sale.

The Group provides credit to customers in the normal course of business. The Group applies the IFRS 9 simplified model of recognising lifetime expected credit losses for all trade receivables as these items do not have significant financing component. The amounts presented in the Statement of Financial Position in relation to the Group's trade receivables are presented net of loss allowances. The Group measures loss allowances at an amount equal to the lifetime expected credit losses (ECL's) using both quantitative and qualitative information and analysis based on the Group's historical experience and forward looking information. During the period there was a credit to the Consolidated Income Statement of £74k (2024: £210k) to decrease the loss allowance.

At the reporting date, there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset. Based on past experience, the Group believes that no further impairment allowance is necessary in respect of trade receivables not past due. The Group consider that the carrying value of trade receivables approximates its fair value.

The trade receivables as at 03 January 2026 and 28 December 2024 are aged as follows:

	03 January 2026 £'000	28 December 2024 £'000
Under 3 months past due	55,564	48,105
More than three months but not more than six months past due	273	66
More than six months but not more than twelve months past due	48	(292)
More than twelve months past due	191	336
Trade receivables (note 19)	56,076	48,215

28. Financial instrument risk exposure and management (continued)

Credit risk (continued)

The movement in the loss allowance for expected credit losses in respect of trade receivables during the period was as follows:

	For the 53 week period ended 03 January 2026 £'000	For the 52 week period ended 28 December 2023 £'000
At beginning of the period	1,923	2,133
(Credited)/charged to the Consolidated Income Statement	(74)	(210)
At the end of the period	1,849	1,923

All of the Group's trade and other receivables have been reviewed using the expected credit loss model. Following this review a decrease to the provision of £74k (2024:£210k) has been recorded within administration expenses. The impaired trade receivables are mostly due from customers experiencing financial difficulties.

The Group and Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at the period end, as summarised below:

	Group		Company	
	03 January 2026 £'000	28 December 2024 £'000	03 January 2026 £'000	28 December 2024 £'000
Cash and cash equivalents	38,179	25,367	137	414
Trade and other receivables	71,247	55,831	112,079	111,674
	109,426	81,198	112,216	112,088

As at the period end, Group management considers that all of the above financial assets that are not impaired or past due for each period end reporting dates under review are of good credit quality.

Amounts owed by subsidiaries are unsecured, have no fixed date of repayment and are repayable on demand.

The Group has certain trade receivables that have not been settled by the contractual date but are not considered to be impaired. The amounts at 03 January 2026 and 28 December 2024 analysed by the length of time past due, are:

	03 January 2026 £'000	28 December 2024 £'000
Not more than 3 months	–	–
More than 3 months but not more than 6 months	273	66
More than 6 months but not more than 1 period	48	(292)
More than 1 period	191	336
	512	110

There were no amounts for the Company that have not been settled by the contractual date and no allowance for impairment in respect of trade receivables.

Foreign currency risk

The Group and Company's main operating entities' functional currency and the Group and Company's presentational currency is GBP, although some transactions are executed in non-sterling currencies, including Euros and US dollars. The transactional amounts realised or settled are therefore subject to the effects of movements in these currencies against sterling. Management of these exposures is centralised and managed by the Group's finance function by entering into foreign exchange forward contracts for all significant net exposures.

Notes to the Consolidated Financial Statements continued

28. Financial instrument risk exposure and management (continued)

Foreign currency risk (continued)

Group

The Group generates about half of its profits in non-GBP currencies and has assets in non-GBP jurisdictions, principally in Africa where the currency utilised is the Kenyan Shilling and Ethiopian Birr and Europe where the currency utilised is the Euro.

To mitigate the Groups exposure to foreign currency risk, the Groups forecasted procurement in non GBP currencies and cash spend is monitored and foreign exchange contracts are entered into in accordance with the group hedging policies as agreed by directors.

The table below shows the Group's currency exposures that give rise to net currency gains and losses recognised in the consolidated Statement of Comprehensive Income as a result of assets and liabilities that are not denominated in the functional currency of the subsidiaries involved.

	Sterling £'000	Euro £'000	US Dollar £'000	Ethiopian Birr £'000	Kenyan Shilling £'000	Other £'000	Total £'000
03 January 2026							
Cash and cash equivalents	10,763	19,149	4,178	2,618	1,133	338	38,179
Trade receivables	48,534	7,328	70	129	2	13	56,076
Secured loans	–	(208,544)	–	–	–	–	(208,544)
Unsecured loans	–	(2,870)	–	–	–	–	(2,870)
Accrued interest on bank loans and other facilities	–	(6,798)	–	–	–	–	(6,798)
Trade payables	(7,618)	(11,063)	(10,712)	(414)	(4,827)	(7)	(34,641)
Balance sheet exposure	51,679	(202,798)	(6,464)	2,333	(3,692)	344	(158,598)
28 December 2024							
Cash and cash equivalents	3,733	15,674	1,325	1,090	3,356	189	25,367
Trade receivables	40,916	7,026	125	125	23	–	48,215
Secured loans	–	(199,675)	–	–	–	–	(199,675)
Unsecured loans	–	(2,449)	–	–	–	–	(2,449)
Accrued interest on bank loans and other facilities	–	(7,403)	–	–	–	–	(7,403)
Trade payables	(6,434)	(14,644)	(10,213)	(736)	(2,670)	(6)	(34,703)
Balance sheet exposure	38,215	(201,471)	(8,763)	479	709	183	(170,648)

A 1% weakening of the following currencies against the pound sterling at 03 January 2026 would have increased (decreased) equity and profit or loss by the amounts shown below. This calculation assumes that the change occurred at the balance sheet date and had been applied to risk exposures existing at that date. This analysis assumes that all other variables, in particular other exchange rates and interest rates, remain constant.

	03 January 2026		28 December 2024	
	Equity £'000	SOCI £'000	Equity £'000	SOCI £'000
South African Rand	64	64	49	49
Kenyan Shilling	37	37	(7)	(7)
Euro	2,028	2,028	2,015	2,015
US Dollar	65	65	88	88
Ethiopian Birr	(23)	(23)	(5)	(5)
	2,171	2,171	2,140	2,140

A 1% strengthening of the above currencies against the pound sterling at 03 January 2026 would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

We are applying a consistent 1% across all currencies as 1% is deemed an appropriate fluctuation of the largest GBP conversion currency.

28. Financial instrument risk exposure and management (continued)

Company

The Company generates and makes payments in Sterling, however settles interest on the term loan in Euros.

The table below shows the Company's currency exposures that give rise to net currency gains and losses recognised in the Statement of Comprehensive Income as a result of assets and liabilities that are not denominated in the functional currency of the subsidiaries involved.

03 January 2026	Sterling £'000	Euro £'000	Total £'000
Cash and cash equivalents	133	4	137
Trade and other receivables	77,354	34,725	112,079
Trade and other payables	(63,355)	–	(63,355)
Accrued interest on bank loans and other facilities	–	(6,798)	(6,798)
Secured loans	–	(206,180)	(206,180)
Balance sheet exposure	14,132	(178,249)	(164,117)

28 December 2024	Sterling £'000	Euro £'000	Total £'000
Cash and cash equivalents	346	68	414
Trade and other receivables	71,908	39,766	111,674
Trade and other payables	(50,807)	–	(50,807)
Accrued interest on bank loans and other facilities	–	(7,403)	(7,403)
Secured loans	–	(196,419)	(196,419)
Balance sheet exposure	21,447	(163,988)	(142,541)

A 1% weakening of the following currencies against the pound sterling at 03 January 2026 would have increased (decreased) equity and profit or loss by the amounts shown below. This calculation assumes that the change occurred at the balance sheet date and had been applied to risk exposures existing at that date. This analysis assumes that all other variables, in particular other exchange rates and interest rates, remain constant.

	03 January 2026		28 December 2024	
03 January 2026	Equity £'000	SOCI £'000	Equity £'000	SOCI £'000
Euro	1,782	1,782	1,640	1,640

A 1% strengthening of the above currencies against the pound sterling at 03 January 2026 would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

Liquidity risk

Group

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

The Group manages liquidity risk through both the treasury and finance functions. Cash flow forecasts are prepared and reviewed on a weekly basis, normally covering a period of 3 months.

In addition, cash flow forecasts are prepared as part of the Group's overall budgeting and forecasting process and performance is monitored against this each month. This is intended to give the Board sufficient forward visibility of debt levels and cash requirements.

Notes to the Consolidated Financial Statements continued

28. Financial instrument risk exposure and management (continued)

Liquidity risk (continued)

The tables below show the undiscounted cash flows on the Group's financial liabilities as at 03 January 2026 and 28 December 2024, on the basis of their earliest possible contractual maturity:

	Carrying Value £'000	Contractual Cashflow £'000	Within 3 months £'000	Within 3-6 months £'000	6-12 months £'000	1-2 years £'000	Greater than 2 years £'000	Greater than 5 years £'000
At 03 January 2026								
Trade payables	34,641	34,641	30,318	1,690	2,083	550	–	–
Other payables and accruals	72,064	72,064	64,104	–	–	–	7,960	–
Accrued interest on bank loans and other facilities	6,798	6,798	6,798	–	–	–	–	–
Amounts payable to parent undertaking	6,045	6,045	–	–	–	–	–	6,045
Borrowings	203,503	253,359	8,685	2,241	8,747	16,861	216,658	167
	323,051	372,907	109,905	3,931	10,830	17,411	224,618	6,212

	Carrying Value £'000	Contractual Cashflow £'000	Within 3 months £'000	Within 3-6 months £'000	6-12 months £'000	1-2 years £'000	Greater than 2 years £'000	Greater than 5 years £'000
At 28 December 2024								
Trade payables	34,703	34,703	33,496	1,739	378	(910)	–	–
Other payables and accruals	66,535	66,535	58,575	–	–	–	7,960	–
Accrued interest on bank loans and other facilities	7,403	7,403	7,403	–	–	–	–	–
Amounts payable to parent undertaking	2,713	2,713	2,713	–	–	–	–	–
Borrowings	191,039	270,978	10,274	850	10,487	20,616	228,424	327
	302,393	382,332	112,461	2,589	10,865	19,706	236,384	327

In assessing and managing liquidity risks of its derivative financial instruments, the Group considers both contractual inflows and outflows. As at 3 January 2026, the contractual cash flows of the Group's derivative financial assets and liabilities are as follows:

	Within 12 months £'000
At 03 January 2026	
Gross-settled forward contracts	
– Cash outflow	(215,515)
– Cash inflow	215,201
Total	(314)

This compares to the contractual cash flows of the Group's derivative financial assets and liabilities in the previous reporting period as follows:

	Within 12 months £'000
At 28 December 2024	
Gross-settled forward contracts	
– Cash outflow	(189,055)
– Cash inflow	193,153
Total	4,098

28. Financial instrument risk exposure and management (continued)

Liquidity risk (continued)

Terms and debt repayment schedule 03 January 2026:

	Currency	Interest rate %	Period of maturity	Face value €'000	Carrying amount £'000
Credit Suisse	EUR	EURIBOR + 5.75	2028-08	236,488	206,180
Credit Suisse	EUR	EURIBOR + 4.5%	2027-08	15,000	–
Capitalised arrangement fees	GBP			–	(7,911)
Credit Agricole	EUR	3.40%	2026-10	250	17
Credit Agricole	EUR	1.26%	2026-05	120	7
Credit Agricole	EUR	0.84%	2027-04	300	50
Societe Generale	EUR	0.58%	2026-04	21	2
Credit Agricole	EUR	0.55%	2026-04	930	85
Credit Agricole	EUR	4.07%	2030-07	500	299
Societe Generale	EUR	3.53%	2030-07	500	292
Credit Agricole	EUR	3.00%	2028-07	7	3
BPI France	EUR	4.45%	2028-08	500	233
Credit Agricole	EUR	3.23%	2027-06	100	12
Credit Agricole	EUR	3.23%	2027-07	100	13
Credit Agricole	EUR	1.61%	2026-04	200	10
Credit Agricole	EUR	1.60%	2026-01	41	0
Societe Generale	EUR	1.35%	2027-03	120	19
Societe Generale	EUR	0.58%	2027-04	97	9
Credit Agricole	EUR	0.55%	2026-05	671	62
BPI France	EUR	1.80%	2026-04	230	25
Credit Agricole	EUR	4.07%	2030-04	500	289
Societe Generale	EUR	3.51%	2030-03	150	88
Credit Agricole	EUR	1.00%	2026-11	120	14
BPI France	EUR	0.00%	2027-11	75	26
Credit Agricole	EUR	2.05%	2028-03	230	14
Credit Agricole	EUR	1.90%	2029-07	218	62
Credit Agricole	EUR	1.97%	2033-05	165	76
Credit Agricole	EUR	1.82%	2030-09	52	19
Credit Agricole	EUR	1.82%	2030-10	38	14
Credit Agricole	EUR	0.95%	2031-02	11	5
Credit Agricole	EUR	0.95%	2031-03	31	2
Credit Agricole	EUR	1.25%	2033-11	252	149
Credit Agricole	EUR	1.25%	2033-09	382	221
Credit Agricole	EUR	0.52%	2027-04	2,500	773
Credit Agricole	EUR	0.00%	n/a	1,700	1,486
Credit Agricole	EUR	0.00%	n/a	550	480
Asba Bank Kenya	EUR	EURIBOR - 3 months	2027-01	2,000	378
				265,149	203,503

Notes to the Consolidated Financial Statements continued

28. Financial instrument risk exposure and management (continued)

Liquidity risk (continued)

Terms and debt repayment schedule 28 December 2024:

	Currency	Interest rate %	Period of maturity	Face value €'000	Carrying amount £'000
Credit Suisse	EUR	EURIBOR + 5.75	2028-08	236,488	196,419
Credit Suisse	EUR	EURIBOR + 4.5%	2027-08	15,000	–
Capitalised arrangement fees	GBP			–	(11,085)
Credit Agricole	EUR	3.40%	2026-10	250	37
Credit Agricole	EUR	1.26%	2026-05	120	23
Credit Agricole	EUR	0.84%	2027-04	300	84
Societe Generale	EUR	0.58%	2026-04	21	6
Credit Agricole	EUR	0.55%	2026-04	930	276
Credit Agricole	EUR	4.07%	2030-07	500	341
Societe Generale	EUR	3.53%	2030-07	500	335
Credit Agricole	EUR	3.00%	2028-07	7	4
BPI France	EUR	4.45%	2028-08	500	304
Credit Agricole	EUR	3.23%	2027-06	100	20
Credit Agricole	EUR	3.23%	2027-07	100	21
Credit Agricole	EUR	1.61%	2026-04	200	27
BPI France	EUR	2.28%	2025-08	300	37
Credit Agricole	EUR	1.60%	2026-01	41	5
Credit Agricole	EUR	0.95%	2025-02	100	2
Societe Generale	EUR	1.35%	2027-03	120	33
Societe Generale	EUR	0.58%	2027-04	97	29
Credit Agricole	EUR	0.55%	2026-05	671	199
BPI France	EUR	1.80%	2026-04	230	71
Credit Agricole	EUR	4.07%	2030-04	500	331
Societe Generale	EUR	3.51%	2030-03	150	100
Credit Agricole	EUR	1.00%	2026-11	120	28
BPI France	EUR	0.00%	2027-11	75	37
Credit Agricole	EUR	2.05%	2028-03	230	–
Credit Agricole	EUR	1.90%	2029-07	218	75
Credit Agricole	EUR	1.97%	2033-05	165	82
Credit Agricole	EUR	1.82%	2030-09	52	22
Credit Agricole	EUR	1.82%	2030-10	38	17
Credit Agricole	EUR	0.95%	2031-02	11	6
Credit Agricole	EUR	0.95%	2031-03	31	17
Credit Agricole	EUR	1.25%	2033-11	252	157
Credit Agricole	EUR	1.25%	2033-09	382	236
Credit Agricole	EUR	0.52%	2027-04	2,500	1,273
Credit Agricole	EUR	0.00%	n/a	1,700	166
Credit Agricole	EUR	0.00%	n/a	550	457
Asba Bank Kenya	EUR	EURIBOR - 3 months	2027-01	2,000	692
Barclays Kenya	EUR	EURIBOR - 3 months	2026-01	800	155
				266,349	191,039

28. Financial instrument risk exposure and management (continued)

Company

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due.

The Company manages liquidity risk through both the treasury and finance functions. Cash flow forecasts are prepared and reviewed on a weekly basis, normally covering a period of 3 months.

In addition, cash flow forecasts are prepared as part of the Company's overall budgeting and forecasting process and performance is monitored against this each month. This is intended to give the Board sufficient forward visibility of debt levels and cash requirements.

The tables below show the undiscounted cash flows on the Company's financial liabilities as at 03 January 2026 and 28 December 2024, on the basis of their earliest possible contractual maturity:

	Carrying Value £'000	Contractual Cashflow months £'000	Within 3 months £'000	Within 3-6 months £'000	6-12 months £'000	1-2 years £'000	Greater than 2 years £'000	Greater than 5 years £'000
At 3 January 2026								
Other payables and accruals	10,515	10,515	2,555	–	–	–	7,960	–
Accrued interest on bank loans and other facilities	6,798	6,798	6,798	–	–	–	–	–
Amounts payable to parent undertaking	3,495	3,495	–	–	–	–	–	3,495
Amounts payable to group undertakings	42,547	42,547	42,547	–	–	–	–	–
Borrowings	198,269	247,960	8,031	–	8,031	16,124	215,774	–
	261,624	311,315	59,931	–	8,031	16,124	223,734	3,495

	Carrying Value £'000	Contractual Cashflow months £'000	Within 3 months £'000	Within 3-6 months £'000	6-12 months £'000	1-2 years £'000	Greater than 2 years £'000	Greater than 5 years £'000
At 28 December 2024								
Other payables and accruals	10,932	10,932	2,972	–	–	–	7,960	–
Accrued interest on bank loans and other facilities	7,403	7,403	7,403	–	–	–	–	–
Amounts payable to parent undertaking	3,057	3,057	–	–	–	–	–	3,057
Amounts payable to group undertakings	29,415	29,415	29,415	–	–	–	–	–
Borrowings	185,334	264,969	9,464	–	9,464	18,981	227,060	–
	236,141	315,776	49,254	–	9,464	18,981	235,020	3,057

Terms and debt repayment schedule 03 January 2026:

	Currency	Interest rate %	Period of maturity	Face value €'000	Carrying amount £'000
Credit Suisse	EUR	EURIBOR + 5.75	2028-08	236,488	206,180
Credit Suisse	EUR	EURIBOR + 4.5%	2027-08	15,000	–
Capitalised arrangement fees	GBP			–	(7,911)
				251,488	198,269

Notes to the Consolidated Financial Statements continued

28. Financial instrument risk exposure and management (continued)

Company (continued)

Terms and debt repayment schedule 28 December 2024:

	Currency	Interest rate %	Period of maturity	Face value €'000	Carrying amount £'000
Credit Suisse	EUR	EURIBOR + 5.75	2028-08	236,488	196,419
Credit Suisse	EUR	EURIBOR + 4.5%	2027-08	15,000	–
Capitalised arrangement fees	GBP			–	(11,085)
				251,488	185,334

Financial compliance risk (Group and Company)

Risk

The Group and Company is subject to banking covenants - which were first tested for the quarter ended 30 September 2018. In the event that the covenants are not met, the Group would be in breach of its loan agreements and, as would be the case in any covenant breach, the bank could withdraw a portion of their funding to the Group, requiring early repayment of part of the loan. Since incorporation the Group has always met its covenant requirements with its bankers.

In addition to covenant compliance the Group and Company must ensure that it manages its liquidity such that it has sufficient funds to meet its obligations as they fall due.

Mitigation

The Group reviews its performance on an on-going basis. The Group and Company manages liquidity risk through the finance function. Cash flow forecasts are prepared and reviewed on a weekly basis covering near term fluctuation of liquidity on a short term 3 month period, along with cash forecasts for the full period which are reviewed monthly following trading updates. A top level cashflow for the 53 week period of the strategic plan is prepared annually. In addition, cash flow forecasts are prepared as part of the Group and Company's overall budgeting and forecasting process and is monitored against this each month. In the event of a forecast covenant breach the Group and Company would seek a covenant waiver or amendment from its lenders.

29. Capital management

The Group and Company manages its capital through on-going reviews of working capital and continuous monitoring of trading to ensure that the Group and Company has sufficient funds in place moving forward to meet payment requirements and regulated minimum capital requirements, as necessary.

Management monitor projected trading cash flows and establish capital requirements well in advance of the date required.

The Group and Company defines and monitors capital on the basis of the carrying amount of equity plus its outstanding loan notes, less cash and cash equivalents as presented on the face of the statement of financial position and as follows:

	Group	Company	Group	Company
	03 January 2026 £'000	03 January 2026 £'000	28 December 2024 £'000	28 December 2024 £'000
Equity	77,934	7,878	95,038	32,832
Borrowings	203,503	198,269	191,039	185,334
Cash and cash equivalents	(38,179)	(137)	(25,367)	(414)
	243,258	206,010	260,710	217,752

The directors are satisfied that the capital management procedures are appropriately implemented and that controls are operating effectively.

The Group and Company are not subject to any externally imposed capital requirements.

30. Guarantees and other financial commitments

Under the senior financing agreement any group entities which contributes 5% or more of the group EBITDA have granted security of its material assets.

The UK trading companies' banker, NatWest Plc., has provided a duty deferment guarantee of £462,500 to HM Revenue & Customs (2024: £462,500).

The UK trading companies provide an unlimited cross guarantee to their principle bankers NatWest Plc. concerning their liabilities. The total liabilities for the period ending 03 January 2026 were £370,274k (2024: £322,488k).

The UK trading companies form a Group VAT registration and as such are jointly and severally liable for the VAT liabilities.

Flamingo Horticulture Kenya Limited has provided a bank guarantee of £280k to Kenya Power and lighting (2024: £170k).

Flamingo Flowers BV has provided a bank guarantee of £148k to ABN Amro (2024: £142k).

Bigot France Holdings has £380k (2024: £434k) of secured loans with Societe Generale, £1,373k with Credit Agricole (2024: £1,974k) and £233k with BPI France.

Sher Ethiopia PLC has been subject to claims by individuals alleging former ownership of land parcels in the Adami Tulu and Koka regions of Ethiopia. These parcels were lawfully and contractually acquired by Sher Ethiopia PLC from the Oromia Regional Government in 2014, with consideration determined and paid in accordance with applicable laws and regional directives.

Management categorically disputes the legitimacy of these claims, as the transaction was conducted with the regional government and not with private individuals. Accordingly, management does not consider the company liable and expects no material adverse outcome.

As of the reporting date, total claims amounted to approximately ETB 140 million (£763k). Of this amount, ETB 129 million (£703k) was dismissed by the court. Sher Ethiopia PLC was required to pay ETB 12.9 million (£70k) based on a court ruling.

Subsequently, an appeal was lodged with the Oromia Supreme Court, which partially overturned the decision of the Oromia High Court. The Supreme Court ruled that Sher Ethiopia and the Woreda Administration are jointly liable to compensate Birr ETB 55.9 million (£305k), together with 10% legal fees and interest at a rate of 9%, out of an original claim of ETB 140 million. Management will file a further appeal against the compensation award with the Federal Cassation Court and is confident about positive outcome.

Additionally, Sher Ethiopia PLC has initiated legal proceedings against its former insurer, Nile Insurance Company S.C., concerning a denied claim from 2020 amounting to ETB 55 million (£300k) plus 9% interest (ETB 17.7 million (£96k)) plus court and attorney fees (ETB 2.0 million (£11k)). The Ethiopian court has ruled in favour of Sher Ethiopia PLC, ordering Nile Insurance to make the payment. However, the compensation has been paid in March 2026,

Flamingo Horticulture Kenya Ltd received a Transfer Pricing assessment from the Kenyan Revenue Authority ("KRA") in November 2025, relating to tax years 2020-2023. The company is working with external tax advisers, who have carried out an independent review of the assessment. Based on the advice received, the company believes that an outflow of resources is not probable. However, the KRA's inquiries have not yet been resolved and additional tax liabilities could arise.

In accordance with Section 479C of the Companies Act 2006, the Company has provided a guarantee over the liabilities of certain subsidiaries as shown in note 12, however it is expected that no liability will arise under the guarantee.

31. Pension obligations

Kenya

The Group operates an unfunded gratuity arrangement in Kenya and the gratuity benefits are paid out of the Group's general revenues as and when they arise. Upon retirement, resignation, or death in service, the arrangement provides a benefit of 23 days basic pay per period worked to employees with over 5 years of service. The arrangement also pays an additional death in service lump sum of £253, KShs 43,000 (2024: £265, KShs 43,000).

Since the plan is unfunded, neither the Group nor the employees make any contribution. Further, there are no assets held separately in respect of this arrangement. However, an employee benefit liability is made in the Group's financial statements in relation to the end of service gratuity benefits to employees. The results of the actuarial valuation were updated at 03 January 2026 by an independent qualified actuary in accordance with IAS 19 "Employee Benefits".

Notes to the Consolidated Financial Statements continued

31. Pension obligations (continued)**(a) Major assumptions used by the scheme's actuaries at the balance sheet date (in nominal terms)**

	03 January 2026	28 December 2024
Rate of increase in pensionable salaries	5.00%	5.00%
Discount rate	13.00%	13.9%

The discount rate is determined with reference to Government of Kenya long-term bond yields.

Demographic assumptions -

- Employees are assumed to retire at the age of 60.
- Assumptions regarding future mortality have been based on the A1949-1952 ultimate table for pre-retirement mortality.
- Terminations (voluntary or resignation) are assumed to follow the Specimen Salaried Male/Female Ultimate Experience Table scaled up to 200%. No allowance is made for retrenchment, redundancies and dismissals.
- Retirement due to ill health is based on average experience of other similar arrangements.

The assumptions represent management's best estimate of long-term expectations.

(b) The amount included in the balance sheet arising from the Group's obligations in respect of all the gratuity scheme and the movements during the period are as follows:

	For the 53 week period ended 03 January 2026 Group £'000	For the 52 week period ended 28 December 2024 Group £'000
At the beginning of the period	(1,583)	(1,050)
Current service costs	-	-
Net interest expense	(196)	(183)
Actuarial (loss)/ gain	(179)	(217)
Benefits paid	195	130
Foreign exchange differences	109	(263)
Carried forward	(1,654)	(1,583)

(c) Amounts recognised in income in respect of the gratuity scheme

	For the 53 week period ended 03 January 2026 Group £'000	For the 52 week period ended 28 December 2024 Group £'000
Current service costs charged to operating profit in the income statement	-	-
Net interest expense	(196)	(183)
Total gratuity charge	(196)	(183)

Gratuity costs have been charged in the Statement of Comprehensive Income within administration expenses.

31. Pension obligations (continued)

Sensitivity analysis

The results of the actuarial valuation will be more sensitive to changes in the financial assumptions than changes in the demographic assumptions. In preparing the sensitivity analysis, the actuaries have relied on their calculations of the duration of the liability. Based on this methodology, the results are summarised below:

	Discount rate	One percentage point increase/decrease £'000
Effect on defined benefit obligation – 2025	13.0%	+/-110
Effect on defined benefit obligation – 2024	13.9%	+/-98

Since all the benefits payable under the arrangement are salary-related, the sensitivity of the liability to a change in the salary escalation assumption is not expected to be materially different from the sensitivity of the interest rate calculations. As the benefits are based on the final salary, any changes in salary that differ from the salary escalation rate assumed will have a direct bearing on the benefits paid under the gratuity arrangement.

The timing of benefit payments is influenced by the age at which employees retire or leave service from the Group.

Ethiopia

The Group operates an unfunded severance benefit plan in Ethiopia and the gratuity benefits are paid out of the Group's general revenues as and when they arise. Employees who have served the Company for 5 years or more and are below the retirement age (i.e. has not met the requirement to access the pension fund) are entitled to the benefit. The final pay-out is determined by reference to the final monthly salary and number of years in service computed as one month salary for the first period in employment plus one-third of monthly salary for subsequent years to a maximum of twelve months salary.

Since the plan is unfunded, neither the Group nor the employees make any contribution. Further, there are no assets held separately in respect of this arrangement. However, an employee benefit liability is made in the Group's financial statements in relation to the end of service gratuity benefits to employees. The results of the actuarial valuation were updated at 03 January 2026 by an independent qualified actuary in accordance with IAS 19 "Employee Benefits".

(a) Major assumptions used by the scheme's actuaries at the balance sheet date (in nominal terms)

	03 January 2026	28 December 2024
Rate of increase in pensionable salaries	13.75%	12.75%
Discount rate	15.75%	14.75%

The discount rate is based on the average lending rate in the third quarter of 2023/24 as provided by the National Bank of Ethiopia Quarterly Bulletin.

Demographic assumptions -

- Employees are assumed to retire at the age of 60.
- Assumptions regarding future mortality have been based on the A1949/52 ultimate table for pre-retirement mortality.
- Terminations (voluntary or resignation) are based on average experience of other similar arrangements.
- Retirement due to ill health is based on average experience of other similar arrangements.

The assumptions represent management's best estimate of long-term expectations.

Notes to the Consolidated Financial Statements continued

31. Pension obligations (continued)

Ethiopia (continued)

(b) The amount included in the balance sheet arising from the Group's obligations in respect of all the gratuity scheme and the movements during the period are as follows:

	For the 53 week period ended 03 January 2026 Group £'000	For the 52 week period ended 28 December 2024 Group £'000
At the beginning of the period	(847)	(966)
Current service costs	(271)	(368)
Net interest expense	(131)	(114)
Actuarial benefit/(loss)	143	(238)
Benefits paid	35	74
Foreign exchange differences	220	765
Carried forward	(851)	(847)

(c) Amounts recognised in income in respect of the gratuity scheme

	For the 53 week period ended 03 January 2026 Group £'000	For the 52 week period ended 28 December 2024 Group £'000
Current service costs charged to operating profit in the income statement	(271)	(368)
Net interest expense	(131)	(114)
Total gratuity charge	(402)	(482)

Gratuity costs have been charged in the Statement of Comprehensive Income within administration expenses.

Sensitivity analysis

A sensitivity analysis on the defined benefit obligation to changes in the weighted principal assumption is:

	Change in assumption	Increase £'000	Decrease £'000
Discount rate	1%	1,898	1,997
Salary increases	1%	1,983	1,911

The timing of benefit payments is influenced by the age at which employees retire or leave service from the Group.

Defined contribution schemes

The Group operates multiple defined contribution schemes for all qualifying employees. The pension costs, which represents contributions payable by the Group, amounted to £2,147k (2024: £2,256k). The largest 3 schemes are detailed below:

Sher Ethiopia PLC's pension plan is a state pension plan. The Ethiopian government is responsible for the execution and pension payments after retirement. The pension obligations are recognized in accordance with defined contribution schemes. This approach accounts for the contribution payable to the government as an expense in the Statement of Comprehensive Income. As at period-end 2026, there are no obligations for which a pension provision has been included. The pension expenses (defined contribution) charged to the Statement of Comprehensive income amount to £800k (2024: £882k). Employer and employee contribute for a fixed part (11% and 7% respectively of basis salary) in the annual pension premium.

The UK workplace pension plan is financed through contributions to insurance companies. The pension obligations are recognized in accordance with defined contribution schemes. This approach accounts for the contribution payable to the insurance Company as an expense in the Statement of Comprehensive Income. The pension expenses (defined contribution) charged to the Statement of Comprehensive income amount to £780k (2024: £845k). Employer and employee contribute in accordance with UK Government Workplace minimum pension contributions (3% and 5% respectively of basis salary) in the annual pension premium.

31. Pension obligations (continued)

Ethiopia (continued)

Sher Holland' B.V.'s pension plan is financed through contributions to insurance companies. The pension obligations are recognized in accordance with defined contribution schemes. This approach accounts for the contribution payable to the insurance Company as an expense in the Statement of Comprehensive Income. As at period-end 2026, there are no obligations for which a pension provision has been included. The pension expenses (defined contribution) charged to the Statement of Comprehensive income amount to £275k (2024: £275k). Employer and employees contribute for 75% and 25% respectively in the annual pension premiums due to the pension provider. Pension premiums vary as they depend on the employee's personal situation (i.e. age and marital status).

32. Share capital

The total allotted share capital is:

Authorised, allotted, issued and fully paid

	3 January 2026		28 December 2024	
	Number	£'000	Number	£'000
Classed as equity:				
Ordinary shares of £0.01 each	41,882	418	41,882	418
Total share capital	41,882	418	41,882	418

The share premium reserve includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium.

33. Related party transactions

Group

During the period the Group purchased £154k (2024: £125k) in consulting fees from Sun Capital Partners Management VI, LLC a related party. Sun Capital Partners Management VI, LLC is an affiliate of Sun Capital Partners, Inc. As at the period end the total amount outstanding was £28k (2024: £21k) which was paid 10 February 2026.

During 2025 one of Flamingo Group International Limited's subsidiaries, Sher Holland B.V. rented cold room facilities from Simba BV, a company owned by one of the Flamingo Group International Limited directors. In the accounting period ending 03 January 2026 the transaction amounted to £85k (2024: £69k). As at the period end the total amount outstanding was £3k, which was paid in January 2026.

Key management personnel are identified as the senior executives of the Group, and their remuneration is disclosed as follows:

	For the 53 week period ended 03 January 2026 £'000	For the 52 week period ended 28 December 2024 £'000
Remuneration of key management personnel		
Short-term employee benefits	3,311	4,409
Post-employment benefits	54	75
Share-based payment	2,370	803
	5,735	5,287

34. Share-based payments (continued)

	B5 shares		D shares		D1 shares	
	Number of shares	Weighted average exercise price per share £	Number of shares	Weighted average exercise price per share £	Number of shares	Weighted average exercise price per share £
Outstanding at 31 December 2023	16,052	0.17	–	–	24,000	59.51
Granted	–	–	–	–	–	–
Forfeited	–	–	–	–	–	–
Exercised	–	–	–	–	–	–
Outstanding at 28 December 2024	16,052	0.17	–	–	24,000	59.51
Granted	–	–	38,680	16.07	–	–
Forfeited	–	–	–	–	–	–
Exercised	–	–	–	–	–	–
Outstanding at 3 January 2026	16,052	0.17	38,680	16.07	24,000	59.51
Exercisable at 3 January 2026	–	–	–	–	–	–
Exercisable at 28 December 2024	–	–	–	–	–	–

	D2 shares	
	Number of shares	Weighted average exercise price per share £
Outstanding at 31 December 2023	50,000	61.71
Granted	–	–
Forfeited	(50,000)	61.71
Exercised	–	–
Outstanding at 28 December 2024	–	–
Granted	–	–
Forfeited	–	–
Exercised	–	–
Outstanding at 3 January 2026	–	–
Exercisable at 3 January 2026	–	–
Exercisable at 28 December 2024	–	–

	B1 & B2 shares	B3 shares	B4 shares	B5 shares*	D shares*	D1 shares*	D2 shares*
Option grant dates	29 Nov 2016	15 Sept 2025	15 Sept 2025	2 Dec 2020	3 Oct 2025	30 Mar 2022	30 Mar 2022
Vesting commencement dates	29 Nov 2016	1 Sept 2023	1 Sept 2023	20 Jun 2019	1 July 2024	2 Feb 2018	1 Sep 2018

Weighted average exercise share price at the date of the exercise of the share options exercised during the period

Weighted average exercise price of options outstanding at 1 January 2025	£23.75	£41.73	£25.92	£0.17	£16.07	£59.51	–
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Weighted average remaining contractual life	–	4.7	4.7	–	4.8	–	–
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* These awards were communicated to participants prior to being granted. On the basis that service was provided from the vesting commencement date the expense is being recognised from that date.

Notes to the Consolidated Financial Statements continued

34. Share-based payments (continued)

Cash settled awards

Details of the cash settled are shown below, in prior periods accounts these were shown as exercised shares now treated as cash settled. The revaluation at the period-end is based on the valuation of the company.

	B2 shares			B4 shares			B5 shares		
	Number of shares	Fair value price per share £	Fair value of shares £'000	Number of shares	Fair value price per share £	Fair value of shares £'000	Number of shares	Fair value price per share £	Fair value of shares £'000
As at 31 December 2023	27,000	44.84	1,211	16,800	7.43	125	16,052	0.67	11
Fair value adjustment	–	1.60	43	–	37.30	626	–	34.10	547
As at 28 December 2024	27,000	46.44	1,254	16,800	44.73	751	16,052	34.77	558
Vested shares	–	–	–	–	–	–	–	–	–
Fair value adjustment	–	0.70	19	–	15.15	255	–	9.57	154
As at 3 January 2026	27,000	47.14	1,273	16,800	59.88	1,006	16,052	44.34	712

The aggregate of the estimated fair values of the shares issued to certain directors and employees of the Group is £10,783 (2024: £nil). The fair values as at the financial period end have been calculated using the Monte Carlo simulation model.

During the period a debit of £2,370k (2024: £803k) was recognised as an expense for share-based payments and £nil (2024: £nil) for national insurance on share-based payments.

	For the 53 week period ended 3 January 2026 £'000	For the 52 week period ended 28 December 2024 £'000
Charge for the year	1,943	3,753
Forfeited shares	–	(4,167)
Fair value of cash settled shares	427	1,217
Charge to the income statement	2,370	803

The key assumptions used by the Monte Carlo model were:

	B1 & B2 shares	B3 shares	B4 shares	B5 shares
WACC	–	–	–	12%
Long term growth rate	–	–	–	2%
Volatility (sigma)	29.0%	35%	35%	41.5%
Risk free rate	0.36%	3.83%	3.83%	(0.02%)
Employee exit rate (per annum)	0%	0%	0%	0%
Dividend yield (per annum)	0%	0%	0%	0%

	D shares	D1 shares	D2 shares
WACC	–	12%	12%
Long term growth rate	–	2%	2%
Volatility (sigma)	35%	41.5%	41.5%
Risk free rate	3.82%	0.06%	0.06%
Employee exit rate (per annum)	0%	0%	0%
Dividend yield (per annum)	0%	0%	0%

Volatility was based on a weighted volatility calculation with reference to the historic daily share price movements of identified comparable companies, from the respective issuance dates.

Risk free rates were, for B1 & B2 shares and for B3 shares respectively, the yield on a 3.5% nominal zero coupon government security and a 2.5 period nominal zero coupon government security at the Grant Dates, in line with the expected years through to the Exit Date. The risk free rate on B4 shares is the yield on 3 period nominal zero government security at the Grant Date. The risk free rate on B5, B6, D, D1 and D2 shares is the yield on a nominal zero coupon government security at the Grant Date, in line with the number of years until the Exit Date in each scenario.

35. Net debt

Reconciliation of liabilities arising from financing activities

The changes in the Group's liabilities arising from financing activities can be classified as follows:

	Long-term borrowings £'000	Short-term borrowings £'000	Total £'000
At 29 December 2024	211,017	13,967	224,984
Cash flows:			
Repayments of bank loans	–	(2,037)	(2,037)
Interest paid on bank loans and other facilities	–	(18,093)	(18,093)
New loan	1,308	0	1,308
Payments for right-of-use assets	–	(5,785)	(5,785)
Non-cash:			
Capitalised arrangement fees			
Amortisation	3,174	–	3,174
Lease liability movement	7,111	6,372	13,483
Accrued interest	–	(605)	(605)
Convert to long term borrowings	(2,689)	2,689	–
Finance costs	–	18,093	18,093
Foreign exchange movement	10,027	–	10,027
At 03 January 2026	229,948	14,601	244,549
	Long-term borrowings £'000	Short-term borrowings £'000	Total £'000
At 30 December 2023	232,156	75,624	307,780
Cash flows:			
Repayments of bank loans	(243,917)	(18,858)	(262,775)
Interest paid on bank loans and other facilities	–	(22,064)	(22,064)
New loan	202,126	–	202,126
Payments for right-of-use assets	–	(6,072)	(6,072)
Non-cash:			
Capitalised arrangement fees	(13,847)	–	(13,847)
Amortisation	2,763	–	2,763
Lease liability movement	(2,382)	5,542	3,160
Accrued interest	–	(2,547)	(2,547)
Convert to long term borrowings	39,550	(39,550)	–
Finance costs	–	22,064	22,064
Foreign exchange movement	(5,432)	(172)	(5,604)
At 28 December 2024	211,017	13,967	224,984

36. Ultimate controlling party

As at the 03 January 2026 Flamingo Group International Limited was a subsidiary undertaking of Zara UK Holdco Limited, the smallest and largest group to consolidate, a company incorporated in the UK.

The immediate parent undertaking is Zara UK Topco Limited, a company incorporated in the UK.

Copies of the financial statements of the Group and Parent company can be obtained by a request in writing to the Group's registered office.

The ultimate parent undertaking and controlling party is a private equity investment fund advised by an affiliate of Sun Capital Partners, Inc. a company incorporated in the USA.



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Company Information

Directors:

Zeri James

Steven Nuttall (resigned 24 April 2025)

Olivia Streatfeild

Rosalind Kainyah (appointed 24 April 2025)

Peter Doona (appointed 1 March 2026)

Independent Auditors:

PricewaterhouseCoopers LLP

40 Clarendon Road

Watford

Hertfordshire

WD17 1JJ

Company registration number:

09772068

Registered office:

Flamingo House

Cockerell Close

Stevenage

Hertfordshire

SG1 2NB



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