




















Virgin wines

Virgin Wines UK plc

Annual Report & Accounts 2026

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> "It has been encouraging to see the business return to growth and deliver significant market share gains*, with strong progress across all four strategic growth pillars.



Jay Wright
Chief Executive Officer

*IMRG online retail tracker

> "You'll discover wines you'd never find in the supermarkets, and they tend to be of a much higher quality for an equivalent price.

Chris, September 2026

Key statistics and highlights

Financial

Revenue increased by 3% against a backdrop of double-digit decline across the online drinks sector, supported by investing in key initiatives to drive medium-term growth.

Revenue
£61m (+3%)
FY25: £59m – FY24: £59m

Adjusted EBITDA[1]
-£0.2m
FY25: £2.3m – FY24: £2.8m

Profit/loss before tax
-£1.5m
FY25: £1.6m

Gross Margin
28.3%
FY25: 30.1%

Cash/Working Capital

The business remains debt-free with a healthy balance sheet despite significant investment in growth, the development of an app and a share buyback programme.

Inventory[2]
£6.0m
FY25: £5.6m

Gross cash[3]
£14.7m
FY25: £17.6m

Net cash[4]
£5.8m
FY25: £9.3m

Cash used for FY26 share buyback
£2.4m

[1] Adjusted EBITDA is before share-based payments.
[2] Denotes inventory excluding prepaid duty for a like-for-like comparison.
[3] Gross cash includes all cash balances.
[4] Net cash is gross cash less ring-fenced WineBank deposits.

Customer Base

The health of the customer base remains excellent with loyalty, retention and repeat sales all performing ahead of the previous year.

WineBank membership
132k (+3%)

WineBank cancellation rate
15.5%
FY25: 14.7%

Lapsed rate
30.6%
FY25: 33.2%

Trade rate
72.8%
FY25: 71.1%

Sales retention rate
92%
FY25: 88%

Customer retention rate
86%
FY25: 83%

Customer Acquisition

Significantly increased investment in acquiring new customers delivered 41% growth year-on-year with the total investment per recruit only increasing 16%.

Total customers acquired
113k (+41%)

Total investment per new customer acquired
£24.02
FY25: £20.70

Operations

Despite substantial increases in a multitude of costs the business continues to perform as the lowest cost to serve.

Full operating variable cost as % of sales
11.7%
FY25: 11%

Operating variable cost per case
+2% YOY

Case volume
847k
FY25: 788k

Growth strategy in action

Prior to the start of FY26 the business announced it was investing in four key pillars to drive its growth towards £100m over the next five years. These were centred on increased customer acquisition, driving growth through our B2B Commercial channel, investing in our value proposition, Warehouse Wines, and leaning more heavily into technology to drive a more relevant and personalised customer experience at scale and the introduction of a mobile app.

1) Customer acquisition

At a time when many businesses are reducing their investment in acquiring new customers, we are expanding our reach and taking opportunities that present themselves to deliver a bigger and more profitable business.

Our acquisition strategy has always been driven by a highly disciplined approach where quality, quantity and cost are aligned. We use multiple propositions and channels to deliver our results with partnerships, strategic accounts, digital and social, re-recruitment and recommend a friend/walk up all playing a significant part.

In particular, the volumes we deliver through our partnership team are vital to keep the cost profile in line with our objectives whilst our digital and social activity has delivered significant year-on-year growth.

In a subdued market it has been encouraging to see total customers acquired across the Group increase by 41% year-on-year, whilst the cost per acquisition only rose by 19%. We are also delivering a fully costed return on investment on each customer acquired in less than 24 months.

This disciplined approach will continue as we look to deliver further growth, along with a rapid payback, over the coming years.



2) Commercial

Our B2B channel has been on a continual growth trajectory since its inception, driven by a mix of highly valued partnerships, work within the incentive market, corporate gifting and strategic wholesale.

We have a long-standing relationship with Moonpig and are their key partner in the alcohol gift sector, whilst we continue to expand our volume through our relationship with Ocado.

We have successful supply agreements with a number of train providers including Avanti and Great Western Railway whilst the year-on-year growth through our corporate gifting activity was highly beneficial.

A new channel supplying sports stadiums with their wine requirements is under way, with Lincoln City, a Championship football club, having seen a material increase in volume through the increased quality and competitive pricing achieved. There are a number of football, rugby and cricket venues interested in pursuing this opportunity with us and we see it as a significant growth channel moving forwards.

AVANTI WEST COAST

GWR

moonpig

ocado

WHSmith

3) Warehouse Wines

Our value proposition, Warehouse Wines, has gone from strength to strength with growth of 92% year-on-year. Our strategy of offering a home delivery wine service that is focused on everyday low prices between £6.99 and £8.99 a bottle, no subscription schemes and outstanding levels of service has clearly resonated with wine enthusiasts across the UK. The ability for supermarket buyers to 'drink better, spend less' has been fully embraced and we have been delighted with the progress shown.

Revenue from repeat customers has increased by 118% showing the loyalty of the growing customer base, whilst we brought in 57% more new recruits over the year. With over 1,130 reviews on Trustpilot we are also delighted to be rated 'Excellent' as customers enjoy the quality of the wines, the value for money prices and the outstanding customer service.



WAREHOUSE WINES

"Great wines, excellent value and first-class customer care. I wouldn't hesitate to order from Warehouse Wines again. Highly recommended."

A.B, Aug 2026



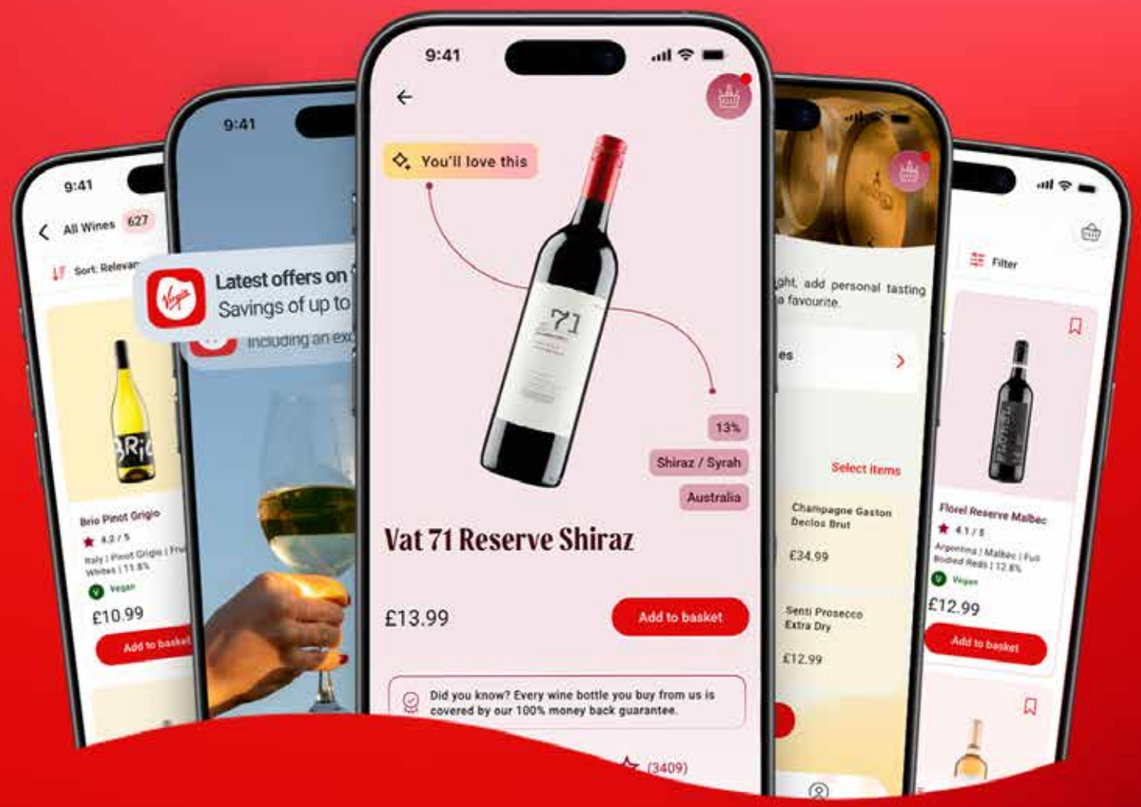
4) Technology

At the start of the year, we shared plans to develop a mobile app to allow our customers a new way to shop with us. Our aim was for that to increase engagement, increase order frequency and deliver a more convenient, seamless way to interact with Virgin Wines through a mobile device.

The app was launched on time, and on budget, at the end of March 2026 and we have been delighted with the early adoption numbers as well as key indicators such as dwell time, average order value and frequency of visit. (See page 5 for more information).

In addition, our desire to give customers the most relevant and personalised experience possible is advancing through the increased use of our AI recommendation engine, Preferabli. This has been designed to use customer preferences, previous purchase history, re-orders, ratings and reviews to highlight wines we are sure an individual customer will enjoy, to ensure they will never buy a bottle they won't love.

In addition, the integration of a new Customer Data Platform, Bloomreach, will allow email personalisation at scale to incorporate propensity modelling, individual wine preferences and pricing architecture into our campaign management, giving a more appropriate and targeted experience for every customer.



App launch

The Virgin Wines experience just got even better

We've delivered over £359k in sales with nearly 15k app downloads. We will continue to convert our loyal base into app users as well as target new customers as part of our 2030 growth strategy.

A smoother way to shop for our customers

A big moment for us in the last financial year was launching our mobile app in March 2026. It is not just a new sales channel or a convenience layer, our app is a strategic transformation of how we sell wine. It reshapes how customers discover wine through a highly personalised and engaging experience that builds wine buying confidence.

For more than two decades, our growth has been built on great wines, strong customer relationships and a deep understanding of what our customers love. Our expertise, storytelling and approachable Virgin personality have helped create an exceptionally loyal community of wine drinkers. But the way people discover, choose and buy wine is changing. Customers increasingly expect digital experiences to be simpler, smarter and more personal. The app is the next evolution of the Virgin Wines experience, combining everything we already do well with technology that makes discovering and buying great wine more effortless, engaging and personal.

Over 70% of retail browsing now begins on mobile, with app penetration highest among under-45s. Our mobile app taps into this lucrative audience, who are generally younger and more tech savvy than those who typically shop on desktop. With the help of Brightec (our wonderfully clever mobile app development partner), we have designed our app to enable users to find wines they'll love faster through personalised wine picks, curated lists and a smooth, enjoyable browsing experience.

Personalisation is a core promise of our app. What it means for customers is the more they use it and rate our wines, the better the experience gets. The app learns what they like, bottle by bottle, and will show them better recommendations as a result. In turn this builds confidence. This is where the power truly lies and is the aspect of the app we will be developing more in the future.

Our app launch strategy was a phased approach, initially launching on Google and Apple stores without any major marketing activity. The next phase was to invite our existing base to download it through large CRM campaigns, with messaging emphasising the app's more personalised experience. As of the new financial year, we've delivered over £500k in sales with nearly 15,000 app downloads. We will continue to convert our loyal base into app users as well as target new customers as part of our 2030 growth strategy. This will involve multiple tactics including CRM, digital marketing channels and wine tasting events across the UK.

After a promising start, we're excited to build on, and evolve, the app experience for our customers. It is the bridge between what Virgin Wines is today and what it must become over the next decade.

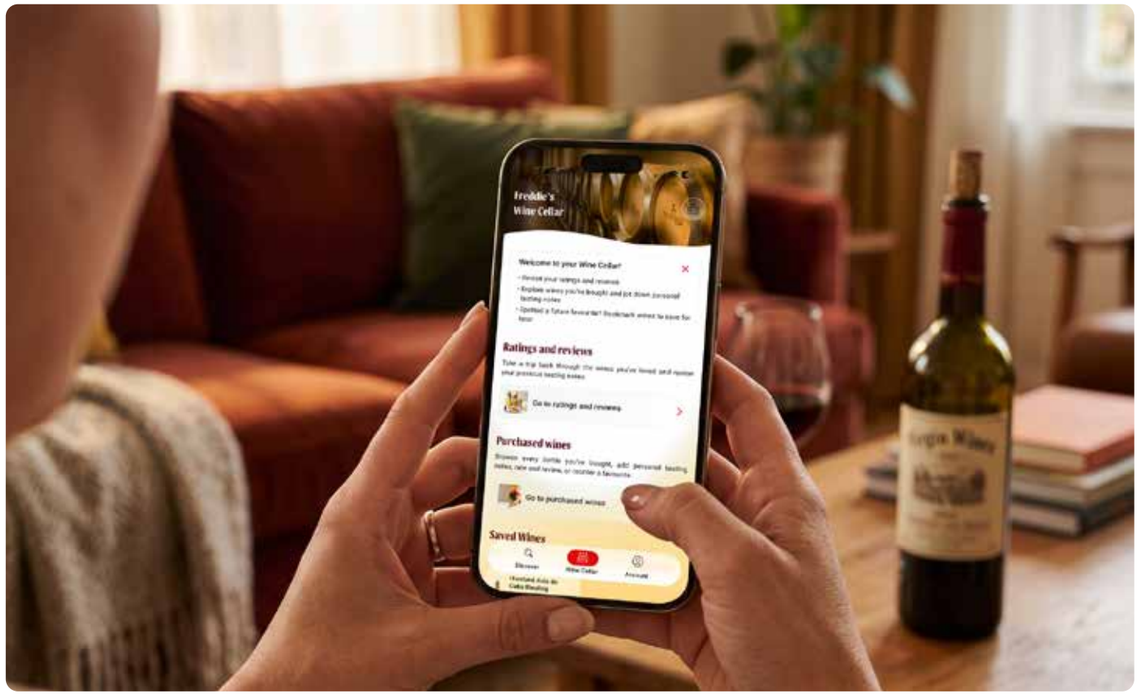
A smoother way to shop
Browse, explore and buy wine in just a few taps - whether you know what you want or just want to discover something new.

Your personal Wine Cellar
Keep track of what you've loved, add personal tasting notes, save new discoveries and reorder your favourites in seconds.

Recommendations tailored to you
Our super-smart wine tech can suggest wines we know you'll love, so you can choose with confidence every time.

> **Great service and always great-tasting wines, along with great deals. Delivery is always well tracked and the app is very easy to use.**

★★★★★
Jeremy - 15 July 2026



25th anniversary celebrations

Throughout the 10-month campaign, we sold over 87,000 bottles generating £1.1 million in sales, with bestsellers including our Perez Cruz Cabernet Sauvignon Gran Reserva and Stephen Huse Cellar Reserve Malbec.

Turning our milestone into momentum

In March 2025, Virgin Wines turned 25 years young. The vision for our silver anniversary year was to create an exciting calendar of marketing activity, exclusive product releases and joyful celebrations that got people talking and buying. And we certainly did that!

The headlines? We released a collection of 12 limited edition anniversary wines, crafted in partnership with winemaking friends around the world, designed to showcase the fantastic breadth of wines available across our range. Throughout the 10-month campaign, we sold over 87,000 bottles generating £1.1 million in sales, with bestsellers including our Perez Cruz Cabernet Sauvignon Gran Reserva and Stephen Huse Cellar Reserve Malbec. These impressive numbers were achieved through all areas of the business coming together to deliver exceptional campaigns, including a 'Celebrating the greats' series that told the human story behind each anniversary wine. We also ran incredibly successful pre-sells where customers could reserve bottles from just £1 before release.

Press for our celebrations reached far and wide. We started our calendar of activity with a unique PR stunt that saw us collaborate with the Virgin Group, what3words and other key partners. The concept was an 'easter egg hunt for grownups', reflecting our playful anniversary tagline of being '25 years young'. Over three social media posts, we leaked a code that would reveal the location of our secret treasure stash once entered into the what3words app. Participants then raced to Virgin Hotels London Shoreditch to claim a giant silver egg containing a prize donated by our partners, including a diamond necklace. Our PR stunt was featured in TimeOut, twice!



Other spotlight moments in the press included our stand at the Big Christmas Press Show in September, our special anniversary press event in London in October, and our anniversary-themed advent calendars being shown on This Morning on 18 November 2025.

Our social media platforms were our most powerful marketing channels for raising awareness. Our best moments were a 'cheers to 25 years' video posted from Richard Branson's Instagram account, our new '25 tips to have you drinking like a pro' series that reached over 540,000 people, and a huge collaborative competition with Virgin Atlantic, Virgin Limited Edition and Virgin Red to win a once-in-a-lifetime trip to South Africa. This received 10,582 entries.

Our silver milestone was used for good internally, too. Our purpose programme encouraged staff to raise money for our chosen charities through initiatives such as a six-week walking challenge, where we managed a total of 35,124,412 steps collectively.

In March 2026, a year after we launched our anniversary activity, brand health reports from the Virgin Management Brand Health Tracking Programme showed that Virgin Wines' brand share of voice (our visibility and presence in the market compared to competitors) had significantly increased throughout the campaign period. We are now in a position where we are reaping the rewards of our big year, and will use this momentum to continue strengthening our brand.

Virgin wines Est. 2000 | 25 years young

Swirl, sip, celebrate

Wine tasting events

Sharing our love of wine, face to face

One of the ways we create joyful moments for our customers is through memorable wine tasting events. Being an online retailer, these opportunities to bring our wines and business to life in a physical setting can transform how customers experience Virgin Wines.

Our popular wine tastings throughout England and Scotland bring members of our community together all under one roof, from loyal WineBank members to prospective customers, winemakers to suppliers, and Virgin Wines staff from all areas of the business. In the last financial year, we held six large events in major UK cities including London, Manchester and Edinburgh, selling over 2,600 tickets. The venues may be grand, but the experience is always personal, with a friendly welcome at every table and opportunities for customers and staff who have spoken via email, phone and our social media channels to put a face to a name.

We have a diverse range of wine styles in the room showcasing many of the world's best wine-producing regions and the different approaches to winemaking that comes with them. From Champagne and Prosecco on one table to rich reds and fortified favourites on the next, there's an eclectic mix of over 150 wines to try at each event, and around 250 at our largest tasting in London. Ticketholders also have the chance to place an order before they leave, taking advantage of event-only prices and offers, making these wine tastings an effective way to 'try before you buy'.



For Wine Boards we partner with (wine bodies who raise the profile of regions such as Bordeaux, Rioja and California) and key winemakers, we provide opportunities to have an entire table dedicated to their wines, giving them great exposure to UK wine drinkers. We also work closely with the Virgin motherbrand to ensure that Virgin Red (the rewards club from Virgin) has a presence, too.

Having hosted countless wine tastings in our time, you could say we're a dab hand at these. But that doesn't mean we're resting on our laurels. We have big ambitions to digitise the experience through interactive maps, pop-up experiences, exclusive loyalty offers and push notifications to customers during and after the event via our new app. A seamless, more personal event journey will further improve brand perception, reputation and word of mouth, ultimately increasing commercial returns.



Awards season

Throughout the year, our wines had a lot of love, too. Several of them, including our hugely popular The Black Pig The Prize Shiraz, achieved gold and silver medals at the International Wine & Spirit Competition (IWSC) 2026.

The wins kept pouring in

The award ceremonies of the last financial year gave us plenty of reasons to raise our glasses. And not simply because of the quantity of trophies. The best part is the variety of recognition that truly highlights the strength of the business.

Our winning streak started with a bang in September, when the People's Choice Wine Awards named us 'Online Retailer of the Year' for 2025. This is the only UK wine awards dedicated to and judged by wine consumers, so the accolade means a lot to us. It reflects the success of our wine buying model and service, which puts customer feedback and preferences at the heart of every decision.

In October, Virgin Wines was named 'Most Improved' at the Best Employers Awards Conference 2025. This was judged on feedback received from our staff (85% of whom took part in the survey) showing that we had improved in every single area except Customer Focus, which was already top-scoring and held steady. Our biggest jumps were in Clarity of Vision, Motivation, Brand, Staff Development and Organisational Wellbeing - proof of the progress we're making in how we communicate internally, support staff and grow as a team.

In May, we were delighted to win not one but four significant industry awards. Virgin Wines was crowned 'Online Retailer of the Year' at the Drinks Business Awards 2026, and our buying team won 'Sustainable Drinks Buying Team of the Year' at the Drinks Buyers Awards 2026. These two awards are particularly special, recognising both the strength of our business and our continued commitment to making a positive impact through our ESG efforts.

The Drinks Buyers Awards 2026 also recognised Issy Wardlow, our Junior Buyer, as 'Rising Star Drinks Buyer of the Year', and Dave Roberts, our Senior Buyer, was named 'Wine Buyer of the Year' in the supermarkets and multiple wine retailers' category.

Throughout the year, our wines had a lot of love, too. Several of them, including our hugely popular The Black Pig The Prize Shiraz, achieved gold and silver medals at the International Wine & Spirit Competition (IWSC) 2026. Meanwhile, the International Wine Challenge (IWC) 2026 and Decanter 2026 gave us a few silver medals between them, and many of our wines received gold, silver and bronze medals at the Drinks Business Autumn Tasting 2025 and Drinks Business Spring Tasting 2026.

From recognition by our customers and industry peers to awards that celebrate our people and progress, it's been a year of wins we're incredibly proud of. Each one tells us we're getting something right, whether that's the wines we put on the table, the way we do business or the culture we're building behind the scenes.



Gold medals	Silver medals	Bronze medals
5	30	29



Virgin Wines
The Drinks Business Awards 2026 Winner

Virgin Wines
People's Choice Wine Awards: Online Retailer of the Year

Virgin Wines
Drinks Buyers Awards 2026: Sustainable Drinks Buying Team of the Year

Virgin Wines - Issy Wardlow
Drinks Buyers Awards 2026: Rising Star Drinks Buyer of the Year

Virgin Wines - Dave Roberts
Drinks Buyers Awards 2026: Wine Buyer of the Year - Supermarket/Multiples

Chief Executive's review



> Following the encouraging progress made over FY26 by focusing on the key pillars of our growth strategy, we enter our new financial year with real momentum.

Jay Wright
Chief Executive Officer

Introduction

I am pleased to report on another year of excellent progress for Virgin Wines, as we have continued to invest in our growth strategy. Despite a challenging consumer environment, we returned the business to growth after three years of flat like-for-like sales, as well as delivering meaningful market share gains.

During the year we increased revenue by 3.4% to £61m, which is all the more creditable when compared with the broader online wine, beer and spirits market which experienced a double-digit decline. Against a backdrop of continued pressure on consumer confidence, alongside increased alcohol duty, EPR and inflationary cost pressures, this performance demonstrates the resilience of the business and the strength of our proposition.

Importantly, we are seeing clear evidence that the investments we are making are having a demonstrable impact, in particular reflected by a 41% increase in customers acquired year-on-year. Our active 1–12-month customer base grew year-on-year to 148k, our customer retention rate increased to 86% (FY25: 83%) whilst the sales retention rate also increased to 92% (FY25: 88%). The loyalty of our key WineBank customer base continued to be shown by its low annual cancellation rates of just 15.5%.

Our Commercial channel continued to grow, generating revenue of £9.4m during the year, with our key partnerships such as Moonpig and Ocado continuing to perform well and show growth. We continue to believe our commercial proposition has the potential to become an increasingly meaningful contributor to the Group over the medium term with a significant pipeline of new opportunities available.

Warehouse Wines also maintained its strong trajectory, with revenue increasing by 92% to £3.45m.

Technology is also playing an increasingly important role. During the year we launched our mobile app on time and on budget, with 15k downloads in the first three months following launch and encouraging early levels of engagement. We are continuing to invest in our wider technology and data capabilities, which will allow us to communicate with customers in a more personalised, relevant and targeted way, enhancing the customer experience.

Alongside investing in growth, we have maintained our focus on operational efficiency. We continue to enhance our warehouse management technology and the integration of our systems, helping us improve productivity, accuracy and service levels. We have also taken an important step in the evolution of our operational infrastructure through the agreement of a lease for a new warehouse facility in Preston, which will consolidate our fulfilment operations onto a single site and provide meaningful efficiencies as the business expands.

Our balance sheet also remains healthy, the Group remains debt-free with gross cash of £14.7m and net cash of £5.8m (excluding customer WineBank deposits). Our strong cash position has enabled us to invest in customer acquisition, technology and our operational infrastructure while also returning a further £2.4m to shareholders through our share buyback programme (following £2m the previous year).

Finally, I would like to thank everyone across Virgin Wines for their continued hard work, energy and commitment. The team has shown great tenacity in what has been another challenging year for the sector, working tirelessly to implement a strategy of investment and change across the Business, which positions the Group well for the future.

Financial overview

During the year, revenue increased by 3.4% to £61m (FY25: £59.0m), demonstrating an encouraging return to growth.

Adjusted EBITDA for the year was -£0.2m (FY25: £2.3m), with a loss before tax of £1.5m (FY25: £1.6m profit). As previously stated, the fall in profitability reflects both the planned increased investment behind our growth strategy and the significant cost pressures currently facing the sector.

FY26 represented the first full year of the new alcohol duty regime and EPR, alongside further increases in the National Living Wage, National Insurance contributions and other significant input costs.

We have continued to work hard to mitigate these pressures through disciplined management of our operations, customer acquisition and fixed costs, alongside the flexibility provided by our open-source buying model. This includes adapting where we source from, blending wines to deliver the best possible quality and value, managing alcohol levels where appropriate and making greater use of UK bottling.

Our balance sheet remains strong, and the Group remains debt-free, with gross cash of £14.7m at year end and net cash, excluding ring-fenced WineBank customer deposits, of £5.8m. This is after continued investment in our growth strategy, technology and operations, and leaves us well positioned to fund our next phase of growth.



Growth strategy

We have made encouraging progress across each of the four pillars of our growth strategy during the year. Our strategy is focused on four key levers:

1. New customer acquisition

Customer acquisition remains a major focus and an area where the increased investment made during FY26 is delivering clear results.

Across the Group, the number of customers acquired increased by 41% year-on-year to 113k. Importantly, we have achieved this significant increase in volume while retaining our disciplined approach to investment, with cost per acquisition at a still modest level of £15.63 (FY25: £13.76).

We continue to use a broad mix of channels to recruit customers, including partnerships, strategic accounts, digital and social marketing and email re-recruitment. This diversity gives us flexibility over where we deploy investment and allows us to focus on the channels delivering the strongest customer returns for various customer segments and at certain times.

There remains considerable opportunity ahead. Continued investment in our technology and data platforms will allow us to make our marketing increasingly personalised, relevant and targeted, supporting further recruitment while maintaining attractive lifetime value.

2. Commercial

Our Commercial channel continues to provide an important source of growth, allowing us to utilise our sourcing, fulfilment and operational capabilities across a broader range of partners, customers and occasions.

Revenue from the channel increased to £9.4m during the year (FY25: £8.9m). Key partnerships, such as Moonpig and Ocado, continue to perform well. We continue to strengthen our presence in the travel sector, through our ongoing relationships with train operators including Avanti and Great Western Railway, which continue to provide valuable routes to market. We have also started to expand into new areas of supply, including a presence across sports stadiums and events/festivals across the UK, where we see considerable room for further growth.

Corporate gifting remains an important element of the channel, alongside the business incentives market, while relationships with partners including Virgin Red and Amazon provide further opportunities to reach customers through incremental channels.

We are excited about the pipeline of opportunities available to us, both through expanding existing partnerships and establishing relationships in new areas.

3. Technology and customer engagement

Technology is increasingly central to how we acquire, engage and retain our customers.

We successfully delivered our mobile app on time and on budget during FY26. Early performance has been encouraging, with the app outperforming our mobile website across key measures including average order value, browse time on site, engagement rate, visits per week and order frequency. Our focus in FY27 will be on building scale and increasing adoption.

The launch of our app is complemented by a broader investment in our technology and data capabilities, helping us better understand customer preferences and deliver more personalised, relevant communications. Over time, we expect this to strengthen engagement and retention while making customer acquisition increasingly effective.

4. Warehouse Wines

In its second full year of trading, Warehouse Wines has continued its excellent progress and remains an exciting growth opportunity for the Group. Revenue increased by 92% year-on-year to £3.45m, with 28,000 new customers acquired during the year.

Warehouse Wines was created to address a significant segment of the market looking for great quality wine at highly competitive price points. Our existing sourcing expertise, infrastructure, fulfilment network and technology mean we can operate the proposition efficiently while offering customers outstanding value.

The performance to date gives us confidence that Warehouse Wines is resonating strongly with its target customer. We remain optimistic about its continued growth and its potential to become an increasingly meaningful contributor to Group revenue and profitability.

Chief Executive's review *continued*









Operational excellence

Operational efficiency has always been an important characteristic of Virgin Wines, and our ambition remains to continue being the lowest cost to serve operator in the sector.

Despite significant increases in wages, fuel, packaging and other operating costs, variable operational cost per case increased by just 2% during FY26, demonstrating the continued focus across our warehouse and Customer Service teams on productivity and cost discipline.

We have continued to invest in and enhance our warehouse management technology, improving integration between our systems and creating further opportunities to improve productivity, accuracy and fulfilment.

Crucially, our focus on efficiency has been achieved without compromising customer experience. Delivering exceptional levels of customer service remains our number one operational priority. Our Trustpilot score achieved 4.5 out of 5 and is also rated as 'Excellent', with 78% of our customers providing 5-star reviews over the course of the year.

Towards the end of the year, we agreed a lease for a new warehouse facility in Preston. The new site will enable us to consolidate our existing Preston and Bolton fulfilment operations into a single facility, removing inter-site transport requirements and delivering meaningful synergies, economies of scale and structural operational benefits from FY28 onwards. The build and fit-out will take place during FY27, with the Bolton site expected to close by the end of February 2027.

Our open-source wine buying model

Our flexible open-source buying model remains one of Virgin Wines' key competitive advantages and is especially important in an environment where both consumers and our business face significant cost pressures.

Rather than being tied to particular vineyards or regions, our buying team works with a wide network of trusted winemaking partners around the world. This gives us the flexibility to adapt our sourcing according to changes in quality, cost and availability and focus volumes on the areas delivering the most attractive quality to value ratios for our customers.

We also work closely with our winemaking partners on blending and alcohol levels where appropriate, without compromising the stylistic integrity or quality of the product, while increasing the amount of wine shipped in bulk and bottled in the UK.

This flexibility has helped us mitigate some of the increased costs facing the industry and minimise price rises for our customers. During the year, we also utilised our strong cash position to prepay duty ahead of the latest increase in February, protecting both pricing and margin.

Maintaining relatively low inventory levels remains important to this model, with the business holding approximately 12–14 weeks of stock at any given point. This allows us to respond quickly to changes in the market, ensure cash committed to working capital is low, whilst maintaining a largely exclusive range of wines that continue to be highly rated by our customers.

Sustainability

Sustainability remains an important part of how we operate and how we think about the long-term development of Virgin Wines. We continue to focus on practical changes across our value chain that reduce our environmental impact while also strengthening the resilience and efficiency of the business.

We are now in our second year of reporting greenhouse gas emissions, with our carbon footprint independently verified against the international standard. Having moved away from carbon offsetting, we are directing resources towards insetting and measures that can deliver genuine reductions across our value chain.

During the year, emissions from gas and electricity use were 41.13% lower than FY22, reflecting continued energy efficiency and operational improvements. We also increased the proportion of wines shipped in bulk to 49%, compared with 46% in FY25 and 28% at our FY22 starting point.

We were delighted that our buying team was recognised for its work by being named Sustainable Drinks Buying Team of the Year at the Drinks Buyers Awards 2026.

We remain committed to our emissions reduction ambitions and will continue increasing the proportion of wine shipped in bulk where appropriate. Our move to the new consolidated warehouse in Preston, which will include solar panels, also provides another opportunity to improve the efficiency and environmental performance of our operations.

Our people, culture and values

Our people remain fundamental to Virgin Wines and the culture we have built. Our 25th anniversary celebrations provided an opportunity to recognise both the journey of the business and the contribution made by colleagues, many of whom have been with the company for a substantial part of that journey.

The loyalty and experience within our team is an important strength, while new colleagues bring fresh thinking. Together, this combination creates the energy, enthusiasm and entrepreneurial approach that we believe sets us apart.

Our latest employee engagement survey achieved an 85% participation rate and we were pleased to be recognised by Best Employers Eastern Region for “Most Improved Scores”.

We continue to bring the Virgin Wines brand to life through consumer events, providing opportunities for customers to meet members of the team and experience our wines first-hand. These interactions are an important reminder that the relationships we build with customers extend well beyond an online transaction.

We are committed to creating a positive, supportive and inclusive working environment where people can develop and thrive. We also continue to promote responsible drinking through our communications with both employees and customers.

Chief Executive's review *continued*

Capital allocation

Our strong, debt-free balance sheet provides us with the flexibility to continue investing in the long-term growth of Virgin Wines.

Having now reached the current limit of the share buybacks available to us, our priority is now to deploy capital behind the organic growth opportunities where we see the strongest potential returns.

This includes continued investment in customer acquisition and Warehouse Wines, our website and technology platforms, as well as technology that will allow us to deliver more personalised marketing at scale. The move to our new National Distribution Centre in Preston represents another significant area of investment in FY27 as we build an operational infrastructure capable of supporting our medium-term ambitions.

We will continue to assess M&A opportunities where appropriate but believe that investing in the growth opportunities within the existing business currently provides the clearest route to creating long-term shareholder value. The Board continues to periodically review the possibility of introducing a dividend policy.

Outlook

Following the encouraging progress made over FY26 by focusing on the key pillars of our growth strategy, we enter our new financial year with real momentum.

Trading conditions continue to be challenging and IMRG have consistently reported significant monthly declines in revenue through the online drinks sector over recent months. Despite this, Virgin Wines continues to grow and take market share by delivering revenue growth of 4.5% year-on-year during the first quarter of our new financial year.

We have doubled down on our growth strategy, with the number of new customers acquired across the Group continuing to grow whilst our cost per acquisition has declined from Q1 FY25, showing the excellent cost discipline embedded in the company culture. Revenue through our Commercial channel has been particularly encouraging with double digit growth through Q1 FY27, as well as substantial progress made in opening new long-term opportunities that will deliver continued growth.

Our investment in technology continues, particularly where it allows our marketing to be more personalised, relevant and targeted. Over recent months we have implemented Bloomreach, a market leading customer data platform, that will assist greatly in our ability to understand customers' propensity to purchase, as well as segment and target our push marketing more appropriately. In addition, over the second half of this financial year we will be implementing HubSpot, which will be of significant benefit to our Commercial, Customer Acquisition, Wine Advisor and Customer Service teams.

Warehouse Wines continues its growth trajectory with increased numbers of customers acquired, higher levels of converted customers, and repeat sales growth of 113% showcasing the loyalty and positive ongoing purchase behaviour of the customer base.

As we move into Q2 the development of our new National Distribution Centre is particularly significant given the operational benefits and efficiencies this will deliver from FY28 onwards. The aim is to have exited our Bolton warehouse by the end of February and to have 100% of our fulfilment operating out of the new site by the end of this financial year.

Whilst we acknowledge the many headwinds the sector is dealing with, including the subdued consumer climate, cost of living pressures, unprecedented increases in alcohol duty, the introduction of Extended Producer Responsibility costs, increased wage inflation and National Insurance contributions, the business continues to do all in its power to mitigate these costs.

We also understand that increased scale will allow our business to thrive in a climate where the overall sector is in decline. Our strategy is clear that we believe Virgin Wines is uniquely positioned to capitalise on the significant opportunity the online drinks sector still has for the outstanding businesses to grow over the coming years.

We will achieve this through the following:

- Outstanding loyalty of our existing customer base
- Low cost of new customer acquisition
- Extreme rigour and cost discipline across our business
- Investment in operational efficiencies, maintaining our position as the lowest cost to serve
- Significantly growing the Commercial channel
- Continued growth of Warehouse Wines
- The use of technology to ensure our marketing is increasingly personalised and targeted

I'd like to finish by once again thanking the exceptional team I have the pleasure of working with every day. The talent, commitment, dedication and enthusiasm shown by our people is something I never take for granted, and I am hugely grateful to every one of them for the passion and energy consistently shown.



Jay Wright
Chief Executive Officer



Sustainability

How we're creating joy from grape to glass

Our business purpose – to create joy from grape to glass – underpins our approach to ESG. Whilst we don't have all the answers just yet, we're glass half full when it comes to our ambitions.

Our purpose pillars

People

Bring joy to our people with a safe, happy, and supportive workplace

Communities

Bring joy to the communities throughout our value chain with a commitment to our Community Purpose Programme

Environment

Operate in a way that is more joyful to the planet by lowering our carbon emissions as we work towards net zero and champion sustainable vineyards

Governance

Operate an ethically responsible business whose impact is as joyful as the moment a customer cracks open a bottle



We continue to work on:

- Minimising our environmental impact through product innovation, targeted operational initiatives and collaboration with our stakeholders.
- Maintaining an inclusive workplace that respects and values each employee's individuality, background and experience, while supporting them in ways that mean they can thrive both professionally and personally.
- Operating in a transparent manner and ensuring our products emerge through an ethical supply chain.

Sustainability governance

All departments are committed to embedding sustainable practices. Our ESG strategy is led by the PR, Purpose & Sustainability Manager, with day-to-day responsibility for its development and delivery. ESG progress is regularly reviewed by the Board, which also oversees our carbon targets and approves the overall ESG roadmap.

We also developed our reporting in response to the publication of UK Sustainability Reporting Standards S1 and S2 in February 2026.

Our contribution to the United Nations Sustainable Development Goals (SDGs)

Our ESG efforts align with SDGs 3, 10, 13, and 16. These goals help guide our sustainability decisions and illustrate our contribution to global sustainable development. Throughout this report, we highlight how specific actions support these SDGs.

SDG Alignment



Strategic development

We continue to use the information from the FY24 Double Materiality Assessment, to shape our medium-term goals as we proceed with embedding our three-year sustainability strategy across the business. This three-year framework allows us to implement our priorities, monitor progress and review our approach as our business and sustainability landscape evolve.

Sustainability encompasses social sustainability and environmental sustainability. Our strategy breaks this down one step further by separating social sustainability into two areas; our people and our communities.

This matrix shows the results of the FY24 materiality assessment. It continues to guide our sustainability strategy and was undertaken under the guidance of the GRI Standards and the SASB ecommerce alcohol beverage standards, as well as the consultation of Executive Team members from across the business, industry peers and external consultant Canopy Consulting.

Our current assessment and priorities



The larger the dot, the more impact stakeholders believe we can have in that area.

Environmental sustainability

Operating in a way that is more joyful to the planet, not just our glasses.

The global environmental challenges facing the wine industry are significant. Climate change poses a huge threat to the world's wine supply. In 2026 so far, we've seen increasing temperatures, droughts and wildfires. All climate risks that pose a huge risk to the future of viticulture as we know it.

We try to look at the impact we're having across our entire value chain by considering the environmental impact of our direct actions, as well as the indirect impact of our business operations.

What is Virgin Wines doing about GHG emissions?

Our emissions-reduction target was validated by SBTi in 2021. It's a near-term SME science-based target to reduce Scope 1 and Scope 2 greenhouse gas (GHG) emissions by 42% by 2030 and to lower Scope 3 emissions. Following changes to SBTi's SME framework, its current validation status is under clarification. We remain committed to the target and continue to report our emissions data, while we look for a way forward with the SBTi.

We are now in our second year of reporting our greenhouse gas emissions in accordance with ISO 14064-1. Our carbon footprint has been independently verified as meeting the requirements of this internationally recognised standard, and we continue to disclose our emissions in full. Following our move away from PAS 2060 carbon neutrality and offsetting, we are redirecting resources towards insetting and delivering meaningful emissions reductions across our value chain.

Emissions from gas and electricity use have decreased by 41.13% since FY22, driven by energy efficiency measures and operational improvements.

This year, we bulk shipped 48.71% of our wines, up from 46% in FY25 and 28% from our recorded starting point in FY22. Bulk shipping lowers emissions by reducing transport weight and making more efficient use of container space. The wines are then bottled in lightweight glass at Greencroft Bottling Company, a BRC Grade AA+ facility and sustainability pioneer.

As a founding signatory of the Sustainable Wine Roundtable's (SWR) Bottle Weight Accord, we committed to reducing the average weight of our 750ml still wine bottles to 420g by 2026 - well below the industry average of 550g. This year, we achieved an average bottle weight of 414.9g, meeting our commitment ahead of schedule. We are also a founding signatory of the SWR's new Sparkling Wine Bottle Weight Accord.

What else?

- Our buying team were named Sustainable Drinks Buying Team of the Year at the Drinks Buyers Awards 2026. A real testament to their work with sustainable winemakers and commitment to lower bottle weights and bulk shipping.
- We continue to be members of the Sustainable Wine Roundtable and Harpers Sustainability Charter, championing a collective industry approach to improving sustainability.
- We are 0% to landfill, with 238.60 tonnes of waste recycled or used for energy recovery in 2026.
- Our transport boxes are made from 100% recycled materials and use over 70% less ink than our previous packaging.

Methodology of our GHG emissions certification

We have reported on emission sources required under the Companies Act 2006 (Strategic Report and Directors' Reports) Regulations 2013 and the Streamlined Energy and Carbon Reporting requirements.

Emissions have been quantified in accordance with ISO 14064-1:2019, using the UK Government GHG Conversion Factors for Company Reporting (2025 and 2026). The operational control approach has been applied to define organisational boundaries, and the location-based method has been used for Scope 2 emissions. The methodology is consistent with the GHG Protocol Corporate Standard.

- The GHG emissions report has been submitted to NQA for the second year running under ISO 14064-1 but for the previous three years under PAS 2060. It has been appointed to an independent third-party to verify our GHG inventory as part of the ISO certification process.
- FY26 reporting covers all business and facility operations occurring in all three locations. It includes all applicable Scopes 1, 2 and 3 emissions.
- Virgin Wines is not currently required to report against the TCFD (Task Force on Climate Related Financial Disclosure). However, during the new financial year we will identify our key risks and review which elements related to the TCFD recommendations we are able to implement as we develop our climate-related reporting.

Sustainable Credentials

We have a 'Sustainable Credentials' badge to highlight wines on our websites that meet our sustainability standards. This badge indicates that the wine comes from a vineyard with an official sustainable certification. These certifications vary by country, and some vineyards that operate sustainably may not hold one. We now offer more than 98 wines that carry this Sustainable Credentials badge.



	FY26 tCO2e	FY25 tCO2e
Scope 1	**32.98**	**36.13**
Scope 2	**37.42**	**40.62**
Category 1 – Purchased goods and services	3202.99	3689.39
Category 2 – Capital goods	10.08	4.13
Category 3 – Fuel and energy related emissions not included in Scope 1 and Scope 2	482.34	419.60
Category 4 – Upstream transportation and distribution	1826.78	1896.15
Category 5 – Waste generated in operations	1.33	1.83
Category 6 – Business travel	45.65	60.85
Category 7 – Employee commuting	207.11	169.02
Category 9 – Downstream transportation and distribution	908.10	507.97
Category 10 – Processing of sold products	0.00	0.00
Category 11 – Use of sold products	59.61	149.02
Category 12 – End-of-life treatment of sold products	127.17	172.98
Category 13 – Downstream leased assets	0.00	0.00
Category 14 – Franchises	0.00	0.00
Category 15 – Investments	0.00	0.00
Total	**6,941.54**	**7,147.68**
Per employee	43.38	43.06
Per £m turnover	113.79	121.15
Total energy consumption (kWh) Scope 1 and Scope 2	**420,490**	**406,351**

What are we planning going forward?

We remain focused on driving meaningful change across our value chain. Guided by our double-materiality assessment, we have made strong progress against our three-year strategy and delivered many of the goals we set ourselves.

Next year, we will move to a modern, consolidated warehouse with solar panels, helping us operate more efficiently and reduce our environmental impact. We also plan to continue increasing the proportion of wine we ship in bulk. From grape to glass, the actions we take today are designed to create lasting benefits for our business and the wider wine industry.

Social sustainability

We want to bring joy to our people as well as communities throughout our value chain.



Social sustainability remains a key priority in our three-year strategy. We approach this through two distinct areas: our people and our communities. Virgin Wines is committed to creating a safe, positive, supportive and inclusive workplace where everyone feels proud to belong. Beyond our business, we also seek to make a positive contribution to the wider communities in which we operate.

What we're doing for our people

This year was our triennial employee engagement survey which achieved an 85% participation rate, and we were proud to receive Best Employers Eastern Region's award for 'Most Improved Scores.' It's great recognition of the positive actions we've taken over the last three years. This year we've also introduced a Menopause Policy, alongside training for managers and launched our employee-led Social & Wellbeing Committee, which feeds back to the business directly on what they'd like to see, as well as bringing colleagues together to organise quizzes, staff tastings, seasonal celebrations, walking challenges and our lunchtime running club.

We continue to offer an Employee Assistance Programme, including complimentary GP services, flexible hybrid working, and structured onboarding and appraisals aligned with our brand values. Professional development includes funded external courses, BrainCert training and Wine and Spirit Education Trust (WSET) qualifications, while quarterly in-person business updates and our Just the Juice newsletter keep everyone informed and connected.

Long service is rewarded with additional holiday, and in 2025, 45 of our 160 employees received awards for 10–20 years' service, with another 10 recognised for more than 20 years, demonstrating strong retention and long-term commitment.

What we're doing in the community

During FY26, we contributed to our four principal charity partners: Bright Start, Growing Well, Hope After Suicide Loss and The Drinks Trust. Now coordinated through our Community Purpose Programme, these partnerships support causes connected to our value chain and the UK and overseas communities in which we operate.

Employees help select our annual Norwich-based charity and take part in fundraising alongside our corporate contribution. They also receive a wine donation allowance to support personally important causes.

Through these allowances and other charitable giving, we donated more than £2,711.53 of products to smaller UK causes during FY26.

The charities close to our hearts

Hope After Suicide Loss

This was selected by staff as this year's charity of the year. Based near our Norwich head office, it receives a corporate donation and additional funds raised through employee-led initiatives like bake sales and supporting events.

Growing Well

A mental health charity near our Preston and Bolton warehouses which receives an annual corporate donation to support their therapeutic horticulture work.

The Drinks Trust

Dedicated to the wellbeing of the drinks and hospitality sector, The Drinks Trust continues to receive support as part of our commitment to an equitable industry.

Spotlight on Bright Start

Bright Start is a small grassroots charity based in Cape Town, with a powerful mission: to give children from impoverished communities the chance to reach their full potential and dream big.

We work with many great winemakers across South Africa, and we believe in giving back to the communities we source from.

For a small charity like Bright Start, every bit of funding goes a long way. So, in 2025, we established an annual donation to them based on our South African wine volumes that year (equivalent to around 2p per bottle sourced at the time).

While our range and volumes may change year to year, our commitment does not. We continue to honour that original annual donation amount, ensuring consistent, reliable funding for Bright Start's ongoing work. We are also in the process of setting up Bright Start to be the recipient of our Pennies donations.





As Virgin Wines turned 25 years young last year, we wanted to make our anniversary milestone a meaningful one. For Bright Start, we decided to fund their first ever summer camp.

25 children took part in a camp packed with team-building adventures, from outdoor water challenges to army-style obstacle courses. It was about confidence, connection and giving these young people space to grow, have fun and try something new outside of the classroom.

Governance

Operating responsibly, with impact as joyful as opening a bottle.

Key principles

Fair and ethical conduct

We are committed to an ethical supply chain. All new suppliers receive our updated 'Welcome to the bunch' pack, including the Virgin Wines Supplier Code of Conduct and a Declaration of Compliance with the Modern Slavery Act 2015. Suppliers must outline actions taken to minimise slavery risks and share their latest Section 54 statement if applicable. We also conduct on-site vineyard visits and are working to ensure all suppliers align with our sustainability values.

Responsible drinking

Our message, 'Drinking's only fun when you don't overdo it', is shared across all customer channels. We link to practical guidance on alcohol units and support resources, and offer a wide range of low and no-alcohol products. Employees also have access to alcohol support via The Drinks Trust.

Compliance

We maintain key policies on insider trading, anti-bribery, corruption, and whistleblowing, and adhere to the QCA Governance Code (see page 41). We're also a member of the Retail of Alcohol Standards Group, promoting responsible retailing and preventing underage drinking.

Looking ahead

We will continue reviewing supplier compliance and due diligence, promote responsible drinking through customer communications and product range, and ensure employees regularly review policy documents via our new HR system. Membership in the Retail of Alcohol Standards Group will continue.

SDG Alignment





Section 172

The Board considers the needs and concerns of all stakeholders in its running of the Company.

By seeking to understand the differing stakeholder interests and impacts through a proactive programme of engagement, the Directors ensure that their decision making is informed and that the development and delivery of our strategy leads to long-term sustainable success for Virgin Wines UK plc.

This section articulates how, as required by Section 172 of the UK Companies Act 2006, the Directors have acted to promote the success of the Company for the benefit of its stakeholders. In meeting this responsibility during the year, the Directors have had regard, amongst other matters, to:

A. the likely consequences of any decisions in the long term;

B. the interests of the Company's employees;

C. the need to foster the Company's business relationships with suppliers, customers and others;

D. the impact of the Company's operations on the community and environment;

E. the Company's reputation for high standards of business conduct; and

F. the need to act fairly between members of the Company.



Customers

Why we engage

Our unique wine sourcing model is built around our customers' reviews. Plus, in order to continue to deliver exceptional service, feedback at every point during a customer's experience is vital so that we can monitor and react to any area that doesn't meet our high standards.

How we engage and action taken

- Collecting thousands of customer ratings and reviews every year which we use to help shape our range.
- Extensive insight schedule, including NPS score tracked every quarter, a 30+ question biannual survey, encouragement to review us on Trustpilot (currently rating 'Excellent' from over 27,000 reviews), and regular ad-hoc feedback requests focused on specific customer segments.
- One-on-one contact made by our Wine Advisor team with their customer base of over 28,000 customers.
- Regular contact with our customers via digital platforms such as social media and our newsletter.
- Host our live tasting events, giving face-to-face access to over 2,000 customers.

Their material topics

- Access to quality products at fair prices.
- Service levels.
- Customer propositions available.
- Company ethics.



Investors

Why we engage

As an AIM-listed business, we have a wide range of investors, both institutional, private and employee. It's important that we understand fully the matters that are most important to them in their investment decisions and that these are aligned with our corporate strategies.

How we engage and action taken

- Regular reporting of financial performance.
- Updates on corporate strategy and new opportunities.
- Investor meetings to create a two-way dialogue.
- Investor presentation for retail investors.
- Financial PR to inform and update.
- AGM to meet and discuss progress.

Their material topics

- Financial stability of the Company.
- Growth plans for the Company.
- Leadership and Board composition.
- Company ethics.



Employees

Why we engage

The Directors recognise that our people are integral to the success of our business, and we are proud to have many long-serving employees.

How we engage and action taken

- Regular communications from the management team sharing key company information, such as end-of-year results.
- Internal communications covering topics ranging from promoting access to employee wellbeing, and updates on new initiatives across the business.
- Employee purpose group that gives all employees a platform to input and feedback regarding all environmental, social and governance issues.
- Participation in LTIP schemes.
- Provide access to learning and development, such as Wine and Spirit Education Trust (WSET) qualifications run by an internal educator.
- Launched an inclusivity project to gather feedback upon how inclusive employees feel their workplace is, and any actions we should take to further this.
- Introduced Non-Executive Director (NED) listening groups to further increase workforce engagement.

Their material topics

- Providing an inclusive and supportive workplace.
- Career opportunities.
- Fair pay.
- Company ethics.
- Financial stability of the Group.

Section 172 *continued*



Partners and suppliers

Why we engage

Many of our winemakers are small, family-owned businesses. We are proud to partner with them to support their growth and help them to make a positive impact on their local economies.

How we engage and action taken

- We regularly review our supplier base and require our partners to comply with all relevant local legislation regarding working hours, wages and working conditions.
- Active partnerships with suppliers in order to supply the range our customers want, including winery visits and in-person supplier meetings.
- Continuous review of partners and suppliers, with new requirements for all to align with our ethical and environmental position, including agreeing to a Supplier Code of Conduct.

Their material topics

- Company ethics.
- Fair pay.
- Environmental and responsible sourcing practices.
- Longevity of partnerships with the Group.



Communities

Why we engage

We have a responsibility to be a force for good in our community.

How we engage and action taken

- Continuous promotion of our responsible drinking campaign 'Drinking is only fun when you don't overdo it', across all communication touchpoints.
- Ensuring that all internal and external policies are regularly reviewed, updated and published.
- Introduction of a Community Purpose Programme, which includes continued support to a number of charities, the installation of Pennies at our checkout and plans to implement staff volunteering.
- Commitment to cutting our carbon emissions and being a more sustainable business.

Their material topics

- Company ethics.
- Environmental practices.
- Charitable giving.

Considering stakeholders in action

Partners and suppliers

What partners and suppliers told us

Our suppliers and industry partners recognise the need to reduce emissions and improve energy efficiency across the wine supply chain. They also highlighted that changes to shipping and packaging must be introduced collaboratively to maintain wine quality, manage costs and support long-term commercial relationships.

What we did

We continued to increase the proportion of wine shipped in bulk, reducing the energy and emissions associated with transporting finished bottles. We also worked with suppliers towards our 420g bottle-weight target and increased our focus on wines from sustainably certified vineyards.

Our Supplier Code of Conduct further strengthened expectations around ethical and environmental standards across our supply chain.

What we achieved

These actions helped reduce the weight and transport requirements of our products while maintaining quality and supporting resilient, long-term supplier partnerships. We also achieved the industry bottle weight target ahead of time, showing our support for the wider industry's sustainable development, and putting us in a leading position.



Communities

What we were told

Bright Start approached us with its ambition to provide a summer camp for the children it supports. Many of whom had never been on holiday or experienced time away from home. With children facing increased risks of violence and other dangers during the school holidays, providing a safe, positive and engaging environment had become particularly important. Alongside Bright Start's need for more consistent, formal support for the general running of their activities, extra funding would help turn this long-held ambition into a reality.

What we did

As well as placing our support on a more formal footing, we strengthened our relationship with Bright Start by providing funding for its holiday camp. Members of our buying team also visited the charity and spent time with its team, helping us better understand its work, priorities and the needs of the local community.

What we achieved

Our support helped Bright Start deliver its holiday camp while building a closer, more informed partnership. The visit also strengthened the connection between our charitable activity and the South African communities within our wine-sourcing value chain. The children loved the holiday camp and sent us a lovely personal thank-you card.



Financial review



> **The increase in revenue from £59m to £61m provides encouraging early evidence that our growth strategy is beginning to deliver results. At the same time, we remain firmly committed to cost control and operational efficiency, ensuring that growth is achieved in a disciplined and sustainable manner.**

Amanda Cherry
Chief Financial Officer

FY26

	FY26 £m	FY25 £m
Revenue	**61.0**	59.0
Gross profit	**17.2**	17.8
Operating expenses	**(17.4)**	(15.5)
Adjusted EBITDA[1]	**(0.2)**	2.3
Share-based payments	**(0.1)**	0.0
Amortisation and depreciation	**(1.5)**	(1.3)
Operating (loss)/profit	**(1.7)**	1.0
Finance income	**0.4**	0.7
Finance expense	**(0.1)**	(0.1)
(Loss)/profit before tax	**(1.5)**	1.6
Tax	**0.5**	(0.3)
(Loss)/profit for period	**(1.0)**	1.3

Financial summary

In the first full year following the launch of the Group's growth strategy, we delivered encouraging progress across each of our four strategic growth pillars.

- Customer recruitment increased by 41% year-on-year, illustrating the effectiveness of the Group's customer acquisition initiatives. Payback on newly acquired customers is achieved in under two years, reinforcing the Group's confidence in the returns generated from its investment in customer growth.
- Commercial revenue grew from £8.9m to £9.4m in FY26. Performance benefited from acquisition of new commercial customers and increased activity from existing customers, driving revenue growth despite continued challenges in the trading environment.
- Warehouse Wines revenue increased by 92% year-on-year to £3.5m. The business is now expected to become profit-generative in FY27, one year ahead of the original five-year plan.
- The Group successfully launched its customer app, receiving more than 15,000 downloads in FY26. The app enhances customer engagement by providing a more convenient and personalised shopping experience, while creating a direct channel that enables targeted marketing and provides valuable customer insights.

These initiatives contributed to Group revenue increasing from £59.0m in the 52-week FY25 to £61.0m in the 53-week FY26, demonstrating the early success of the strategy and establishing a platform for future growth.

KPIs

Membership of our award-winning WineBank scheme grew 2.8% in the year with revenue from WineBank customers up 4.3% year-on-year.

Back-end sales retention improved from 88% to 92% and customer retention increased from 83% to 86%, reflecting the strong loyalty of our customer base.

Gross margin

The reduction in gross margin from 30.1% to 28.3% reflected a change in sales mix with a higher proportion of lower-margin customer acquisition sales. Margin was also impacted by cost pressures arising from duty increases, the first full year of Extended Producer Responsibility (EPR) charges and inflationary pressures, including higher energy prices which increased transportation and packaging costs.

EBITDA

Consistent with the Group's strategic focus on accelerating growth, £2.7m was invested in customer acquisition during the year. As a result, adjusted EBITDA decreased from £2.3m to a loss of £0.2m as the Group prioritised investment in expanding its customer base to drive future earnings potential.

The Group continued to exercise strong cost management, with fulfilment costs per case increasing by only 2% despite a challenging inflationary environment.

Amortisation and depreciation

The business continues to invest in IT development where there is a clear business case to enhance operational performance or strengthen our consumer proposition.

Amortisation and depreciation increased by £0.2m during the year, primarily reflecting higher right-of-use asset depreciation following rent reviews across the Group's warehousing facilities. Following the reviews, the Group has exercised the break option on its Bolton facility and will relocate to a new warehouse in FY27. The move is expected to deliver operational efficiencies through the consolidation of fulfilment operations while creating capacity for future growth.

Cash and working capital

The Group has no borrowing and continues to maintain a strong balance sheet and disciplined approach to working capital management.

During the year, £5.3m of surplus cash was utilised to prepay excise duty ahead of the duty rate increase implemented in February 2026. This proactive measure mitigated the impact of higher duty costs on margins, with £0.9m of prepaid duty remaining on the balance sheet at the year end.

Gross cash as at 3 July 2026 was £14.7m (2025: £17.6m). Group cash net of WineBank customer deposits was £5.8m (2025: £9.3m). The reduction was driven primarily by £2.4m returned to shareholders through the share buyback programme, alongside investment in customer acquisition initiatives and the development and launch of the Group's customer app.

The Group remains focused on maintaining appropriate inventory levels to support growth while ensuring efficient use of working capital. Inventory remained well controlled at £6.9m compared to £7.2m in the prior year.

Capital allocation

The Group's capital allocation framework is focused on delivering long-term shareholder value through targeted investment in organic growth opportunities while maintaining a strong financial position.

Investment in both operational expenditure and capital expenditure remains the primary use of capital, facilitating the execution of the Group's growth strategy and strengthening the platform for future expansion.

During the year, the Company returned £2.4m to shareholders through the repurchase of 4,262,563 of its own shares. In aggregate, since the commencement of the buyback programme, the Company has repurchased 15% of its issued share capital, the maximum number of shares permitted under the Rule 9 waiver. A total of 726,325 shares were cancelled during the year, and 7,669,536 shares were held in treasury at the year end.

The Board continues to evaluate selective acquisition opportunities and other initiatives that may enhance shareholder value. However, the Group's primary focus remains on delivering sustainable organic growth.

The Group does not currently propose the payment of a dividend. The Board will continue to review its dividend policy regularly, balancing future capital requirements, growth opportunities and shareholder returns.

Key performance measures

	Revenue	Adjusted EBITDA[1]	Reported gross margin
FY26	**£61m**	**-£0.2m**	**28.3%**
FY25	£59m	£2.3m	30.1%

	Gross cash	Net[2] cash
FY26	**£14.7m**	**£5.8m**
FY25	£17.6m	£9.3m

[1] Adjusted EBITDA is before share-based payments
[2] Net cash excludes WineBank customer deposits

Impairment review

In accordance with IAS 36 Impairment of Assets, the Directors performed an annual impairment assessment of goodwill at the reporting date.

The carrying value of the Group's cash-generating unit was compared with its estimated value in use, based on discounted future cash flow projections. The review concluded that no impairment charge was required during the year. Further details are provided in Note 14 to the financial statements.

Outlook

Trading since the year end has been in line with the Board's expectations.

Despite ongoing challenges in the consumer environment, the Group is encouraged by the momentum generated by the growth strategy. The Board remains confident that the Group's differentiated proposition, loyal customer base and effective execution position the business to deliver sustainable growth and long-term shareholder value.

Principal risks and uncertainties

The Board is responsible for identifying key risks, appraising the likelihood of occurrence, the potential impact on the business and the effectiveness of the Group's risk management process to mitigate the impacts. The Board continually reviews and evolves the framework for appraising risk and the mitigating actions in place to minimise the impact on delivering the Group's strategic goals.

Risk management and internal control framework

Board

The Board has undertaken a robust assessment of the principal risks and uncertainties facing the Group and considers risk management to be an integral part of strategic planning and decision-making. The Group maintains a comprehensive Risk Register that identifies principal, emerging and operational risks, together with an assessment of their likelihood and potential impact, the controls in place to manage them, and any further mitigating actions required.

Risks are evaluated against the Group's risk appetite using a structured scoring methodology that considers both the probability of occurrence and the potential severity of impact on the Group's strategy, operations, financial performance and reputation.

The Risk Register is reviewed regularly by the Board throughout the year to ensure that the Group's risk management framework remains effective and responsive to changes in the internal and external environment. The Board's assessment of principal risks supports its consideration of the Group's going concern and longer-term viability.

Audit Committee

The Audit Committee formally reviews the effectiveness of our risk management processes and internal controls throughout the year and supports the Board in identifying the most significant risks and their potential impact.

Leadership team

The Executive Team manages and maintains the Risk Register and are responsible for identifying any new or evolving risks to the Board. The Company regularly updates the Risk Register which is reviewed by the Board quarterly or if a heightened risk is identified. Each risk is allocated to a member of the senior management team who is responsible for managing the risk and updating the Board of any changes in nature, likelihood or impact.

Virgin Wines teams

Everyone at the Group has a role to play in identifying key risks, and in the day-to-day management of risk through applying the appropriate controls, policies and processes.

Risk change key: ▲ Increased ▼ Decreased ◀▶ No change

Climate change ◀▶

Potential causes

Wine is an agricultural product and the quality and yield of harvests may be materially impacted by changes in global temperatures and by regionalised extreme weather events. Extreme weather events may also interrupt supply chains and UK order fulfilment.

Potential impact

Limiting access to important wine regions and products leading to a reduction in the supply of key products. This may drive up product costs and reduce consumer choice. Extreme weather events may also interrupt supply chains and UK order fulfilment impacting service levels.

Mitigating actions

The UK wine market is among the most diverse in the world. Our wine sourcing model allows the Group to move between countries and regions to find the highest quality, best value products. The Group manages inventory levels to ensure continuity of supply of all key lines.

Working with our supply base to reduce the environmental impact of our operations is a key management focus. Business continuity plans ensure we can manage supply and operational disruption caused by severe weather conditions.

Global pandemic and conflict ▲

Potential causes

The Group's operations may be adversely affected by future global pandemics and ongoing geopolitical instability, including the war in Ukraine and escalating conflict in the Middle East.

Potential impact

Staff welfare and public health regulations impacting operations at business units. Supply chain disruption from the impact of global responses to pandemics or conflicts. Increases in energy and other input costs due to reduced availability of key supplies.

Mitigating actions

The Group is fully committed to a hybrid or complete home working environment for all managerial and administrative roles. We have ensured staff are fully equipped and trained for remote working. Safe working protocols have been developed within the national distribution centres. Inventory levels are managed to allow headroom to implement contingency planning. Business continuity plans will continue to evolve and be tested to ensure the business maintains these capabilities.

Foreign exchange exposure ◀▶

Potential causes

The Group purchases the majority of its wine from a global network of winemakers and suppliers. As a result, the Group is exposed to exchange rate risk on purchases primarily in euros, Australian and US dollars.

Potential impact

Increases in the cost of wine driving up retail prices, the affordability of wine and negatively impacting gross margins.

Mitigating actions

The Group monitors key purchasing currencies and works with external advisers to manage FX risk using a Board approved currency hedging policy. As a result, the Group is able to reduce the potential impact of major fluctuations and giving surety of cost prices.

Increases in taxation ◀▶

Potential causes

The Group operates in a highly taxed sector, subject to excise duties, import duties, employment and corporate taxes. From 1 February 2025 the temporary duty easement on wine ended and duty rates were increased. This significantly increased the cost and complexity of wine duty. Given budget constraints the government may be tempted to further increase duty, employment and business taxes.

Potential impact

Increase in business costs, operational and supply chain complexity, pushing up the cost of wine and the RRP of the Group's products. This may impact affordability for some consumers and reduce demand for our products.

Mitigating actions

We continue to work with our industry trade body the WSTA to ensure any future changes to the duty regime do not disproportionately impact the specialist online wine retailers.

Continually review the product range to minimise the financial impact of the new duty regime on our consumers.

Utilise cash and inventory to offset the short-term impacts of higher duty costs.

Principal risks and uncertainties *continued*

Risk change key: ▲ Increased ▼ Decreased ◀▶ No change

Government regulation ◀▶

Potential causes

The regulatory environment continues to evolve, with a number of proposed legislative and regulatory changes under consultation in the UK and internationally. Changes in regulatory requirements, including potential divergence between UK, EU and other international regulatory frameworks, may increase compliance obligations, operational complexity and costs for the Group.

These regulations include the Deposit Return Scheme (DRS), Minimum Unit Pricing (MUP), age verification for distance selling, marketing restrictions on alcohol products and post-Brexit customs regulations including Northern Ireland arrangements.

Extended Producer Responsibility (EPR) was launched in April 2025 bringing an additional waste levy in year one of £0.7m and increased complexity of the waste reporting regime.

Potential impact

All increases in regulation add operational complexity, involve significant amounts of management resources and result in higher business costs and prices. Regulatory changes may also add more complexity for the consumer, negatively impacting the specialist online retailer.

Mitigating actions

We continue to work with the WSTA and actively participate in UK Government consultations to ensure regulatory changes are fair and proportional. The Group continues to invest in technology and expertise to minimise operational impacts and costs.

Changes in customer behaviours ◀▶

Potential causes

Consumer preferences and spending habits may change due to a number of factors outside our direct control. This may include lifestyle, health considerations, attitudes towards online shopping and subscription schemes.

Potential impact

Reduce demand for the Group's products and services and/or increase business complexity and operational costs.

Mitigating actions

The Group has a robust and resilient business model that evolves in line with consumer feedback and changing trends. Product ranges, pricing structures and membership proposals are reviewed continually to ensure they remain relevant and competitive. We listen to our customers through regular surveys, monitor new initiatives in the drinks sector and the actions of our key competitors.

Macroeconomic conditions ◀▶

Potential causes

The Group's financial performance is impacted by general economic conditions, particularly within our core UK market. Declining consumer confidence, higher taxes and sustained high inflation all have a negative impact on consumers propensity to become customers.

Potential impact

Increasing both the cost and difficulty of acquiring new customers. A decline in customer spending frequency reducing the payback of customer cohorts. Increases in input costs making our products less affordable and reducing demand.

Mitigating actions

The Board manages credit risk to ensure the Group has adequate resources and liquidity to manage economic shocks beyond our control.

The business model allows for a high level of variable and discretionary spend that can be flexed to reflect the underlying economic conditions. Our model continually evolves to remain relevant to consumers and offer great customer service and value.

Attraction and retention of key personnel ◀▶

Potential causes

Securing new talent in a competitive market for skills and the retention of key staff and business expertise may impact the Group's ability to deliver our growth plans. Hybrid or home working, high inflation, cost-of-living challenges alongside skills shortages in specialist sectors all contribute to a more challenging employment landscape.

Potential impact

Delay of key Opex and Capex projects, the shortage of expertise to deliver the Group's strategic plans and increased employment costs.

Mitigating actions

The Group seeks to attract, retain and motivate talented employees through competitive remuneration and incentive arrangements, including long-term incentive plans for key management personnel. The introduction of long service awards during the year further reinforces the Group's commitment to recognising and rewarding employee loyalty and contribution. Continue to put staff wellbeing at the centre of everything we do, making Virgin Wines an attractive and rewarding organisation to be part of. Listening to our staff, providing necessary skills training and creating a culture of inclusion for all team members.

Cyber security threats ▲

Potential causes

Cyber attacks leading to unauthorised access to the Group's software and systems, resulting in the potential misappropriation of Group assets or intellectual property, the loss of customer data, the corruption of data or ransomware and denial of service attacks.

Potential impact

Disruption of operations, the impact on customer service and the associated financial costs including possible regulatory fines. Reputational damage and loss of stakeholder confidence.

Mitigating actions

Comprehensive controls protect customer data and systems, including firewalls, access controls, anomaly monitoring, anti-virus protection and two-factor authentication. Migration to AWS and upgraded server environments have enhanced resilience and recovery capabilities, supported by a formal incident response process. Expanded penetration testing, including regular AI-driven testing in the QA environment, and frequent employee phishing awareness campaigns further strengthen defences. In-house expertise and third-party specialists support ongoing security improvements.

Reliance on IT systems ▼

Potential causes

Failure of critical technology without procedures to ensure a prompt recovery. As an online retailer, our operation is dependent on a range of proprietary and third-party software and systems.

Potential impact

Reduction or loss of operational capabilities impacting customer service levels or increasing operating costs. Damage to business reputation and loss of confidence from consumers and other stakeholders.

Mitigating actions

Management maintains a strong focus on technology resilience and business continuity to minimise the likelihood and impact of system outages. Ongoing capital and operational investment is directed towards ensuring systems remain robust, secure and scalable, supported by appropriately skilled internal and external resources. During the year, the Group completed the migration of its hosting infrastructure to Amazon Web Services ('AWS'), enhancing system resilience and disaster recovery capabilities. The Group continues to review and test its business continuity and disaster recovery arrangements, including recovery procedures, backup processes and incident response protocols, to ensure they remain effective and appropriate for the scale of the business.

The Strategic Report was approved on behalf of the Board on 20 October 2026.

Amanda Cherry

Amanda Cherry
Chief Financial Officer



Board of Directors

The Board is responsible for overseeing the management of the business as a whole and for ensuring that high standards of corporate governance are maintained.



Jay Wright
Chief Executive Officer

Jay Wright is CEO of Virgin Wines UK plc, having held the role since 2008 when he successfully merged the Warehouse Wines and Virgin Wines UK plc businesses. In 2013, Jay led a private equity-backed management buyout of the Virgin Wines UK plc business and following substantial growth took the business public in March 2021.

Prior to joining Virgin Wines UK plc, Jay held Managing Director roles at Warehouse Wines, the business he founded in 2000, and prior to that, World Wines Direct, a subsidiary of the Greenalls Group.

In addition to his role as CEO of Virgin Wines UK plc, Jay is also Vice Chairman of Lincoln City F.C.



John Risman
Chairman

John has held the position of Chairman of Virgin Wines UK plc since October 2018. He is also Chief Executive of Hunter Douglas EMEA and UK, Europe's largest window coverings company.

John has 35 years' experience within the retail sector. Prior to joining Hillarys Group in 2005, John was COO at Thresher Group and held various roles at Dixons Retail, where he was latterly a Managing Director. He started his business career as a strategy consultant with LEK Partnership.

R



Amanda Cherry
Chief Financial Officer

Amanda qualified as a Chartered Accountant and began her career in audit, where she developed a strong technical grounding before moving into industry to broaden her experience. She held roles at United Utilities and Interfloor Group prior to joining Virgin Wines UK plc in 2009.

As Head of Group Finance, she supported the business through the management buyout in 2013 and IPO in 2021. Amanda took over as CFO in April 2025.



Sophie Tomkins
Non-Executive Director

Sophie is a qualified Chartered Accountant with substantial Board and Audit Committee Chair experience. She is currently Non-Executive Director and Audit Committee Chair of Wilmington plc and System1 Group plc, the latter also as Senior Independent Director. She is also Non-Executive Director of AO World plc. Previous Board roles have included Hotel Chocolat Group plc, The Snowfox Group and CloudCall Group plc, all of which have seen highly successful capital events. Sophie's executive stockbroking career included senior managerial roles, and she has advised numerous companies on a huge range of transactions.

A R



Helen Jones
Non-Executive Director

Helen is a Non-Executive Director and Chair of the Remuneration Committee. Helen has more than 35 years' experience in the food and beverage sector, both in the UK and internationally. Helen was Group Executive Director at Caffè Nero and Managing Director at Zizzi. She also spent nine years at Unilever, where she launched the Ben & Jerry's brand in the UK and Europe.

In addition to her role at Virgin Wines UK plc, Helen is a Non-Executive Director and Chair of the Remuneration Committee and Workforce Engagement representative at both Premier Foods plc and THG plc.

Alongside these roles, Helen serves on the Board of Whittard of Chelsea and Toast Brewing, a social enterprise.

A R



Ed Wass
Non-Executive Director

Ed is a Director of VCT Portfolio at Gresham House Ventures. He brings more than 20 years' experience of supporting companies to create and realise shareholder value. Prior to joining Gresham House, Ed was Portfolio Partner at Mobeus Equity Partners and Chief Investment Officer at Catapult Ventures. Ed has also previously held a number of senior finance roles, including at ATX Software and The Carbon Neutral Company, having qualified as a Chartered Accountant with PricewaterhouseCoopers LLP.

A

Key

A **Audit Committee** R **Remuneration Committee** ● **Denotes Chair of Committee**

Chairman's statement



> Our performance demonstrates the resilience of our business model, the strength and loyalty of our customer base and, importantly, the impact of the growth strategy.

John Risman
Chairman

Overview

Virgin Wines achieved a resilient and creditable performance in FY26 amidst a challenging consumer backdrop and continued pressures facing the sector. Despite the headwinds affecting the UK consumer, as well as higher alcohol duty and broader inflationary cost pressures for the Company, we are pleased to have returned to growth and continued to take market share of the online sector.

Our performance demonstrates the resilience of our business model, the strength and loyalty of our customer base and, importantly, the impact of the growth strategy, which we set out last year. We have continued to invest across each of the four pillars of that strategy and are encouraged by the progress made to date.

We are also making an important investment in our operational infrastructure through the agreement of a new warehouse facility in Preston. This will enable us to consolidate fulfilment onto a single site and deliver meaningful improvements in efficiency and capacity as the business develops when the warehouse opens in the early part of next year.

Performance

During the year, we were pleased to deliver revenue ahead of the prior year at £61m, against a subdued market backdrop and compared with the overall online wine, beer and spirits sector, which saw a significant decline. This outperformance highlights the market share gains achieved by Virgin Wines.

Customer acquisition has been encouraging. As part of our strategy, we increased investment in targeting new customers and have delivered 41% growth in customers acquired year-on-year across the Group. Importantly, this has been achieved while maintaining our disciplined approach, leveraging the benefits of our multi-channel route to market.

Our value proposition, Warehouse Wines, has continued its fast start, with revenue increasing by 92% year-on-year.

Our Commercial channel has also continued to grow, supported by the strength of our key partnerships, including Moonpig and Ocado, both of which have delivered strong revenue growth.

Growth strategy

The progress on our strategy for growth during the year reinforces the Board's confidence in the four pillars of our medium-term plan and in the opportunities for Virgin Wines over the coming years.

Customer acquisition remains a key focus for the Group. Whilst we are pleased with the 41% year-on-year increase in new customers, demonstrating that Virgin Wines can successfully increase customer recruitment while retaining a disciplined approach to investment, we are focused on accelerating this growth. We believe there remains a significant opportunity to build on this progress by increasing our use of digital channels, data and technology to make our marketing more personalised, targeted and efficient.

Our Commercial channel continues to develop into an increasingly important source of diversified growth. Existing partnerships continue to perform well and we have secured substantial new Commercial relationships during the year, alongside a new supply channel into a number of football and cricket stadiums. These partnerships broaden our reach, provide incremental revenue streams and enable the business to leverage its existing sourcing and operational capabilities efficiently.

Warehouse Wines continues to demonstrate the potential of its value led proposition. With revenue growth of 92% over the year, the brand is resonating with a different customer segment of the UK wine market. We are optimistic about its continued growth and its potential to become a more meaningful contributor to Group revenue and profitability over the medium term.

Finally, our mobile app was successfully launched on time and on budget during the year and its early performance has been encouraging, with high engagement and approximately 15,000 downloads in the three months since launch. We will continue to develop the app and invest in our wider technology and data platforms, allowing the business to engage customers more effectively, enhance the personalisation of our communications and improve operational efficiency and ultimately customer acquisition.

Together, the progress across these four pillars gives us confidence in the strategy. While the external environment has been tough, the underlying direction of travel remains encouraging.

Investment in our operations and capital allocation

During the year, we agreed a lease for a new warehouse facility in Preston, enabling us to consolidate our existing Preston and Bolton fulfilment operations onto a single site. The build and fit out will take place during FY27, with the Bolton site expected to close by the end of February 2027.

The investment is expected to deliver meaningful synergies, economies of scale and structural operational benefits from FY28 onwards. It represents an important investment in the long-term efficiency and scalability of Virgin Wines and provides the operational platform required to support our growth ambitions.

The Group remains debt-free and maintains a healthy cash position.

Outlook

The consumer environment remains challenging, however the Board remains confident in Virgin Wines' strategy and in the Company's ability to deliver increased revenue growth and improved underlying profitability over the medium term.

Trading so far in FY27 has been in line with our expectations and we remain focused on building on the progress made across our strategic growth priorities.

The resilience, commitment and enthusiasm shown by the Virgin Wines team has once again been exceptional. On behalf of the Board, I would like to thank everyone across the business for their hard work during the year.

John Risman

John Risman
Chairman
20 October 2026



Corporate governance report

Introduction by our Chair

I am pleased to present the Corporate Governance Report for the period ended 3 July 2026.

Good corporate governance remains fundamental to the long-term success of Virgin Wines UK plc. During the year, the Board has continued to strengthen its governance framework, ensuring it remains proportionate to the size and complexity of the Group while supporting our strategic objectives. Effective governance enables us to make informed decisions, manage risk appropriately and create sustainable long-term value.

The Board continues to apply the Quoted Companies Alliance (QCA) Corporate Governance Code, which we believe provides the most appropriate governance framework for an AIM-listed company of our size. We continue to review our governance arrangements against the Code as expectations evolve.

The Board remains responsible for the Group's system of internal controls and risk management, reviewing their effectiveness throughout the year. We continue to monitor the external environment, including changes in consumer behaviour, regulatory developments, cyber security risks and wider economic conditions, helping ensure the Group remains resilient and well positioned to respond to changing risks and opportunities. Alongside its oversight of risk, the Board continued to review its own effectiveness, succession planning and the quality of information supporting decision-making.

Constructive engagement with shareholders and wider stakeholders remains an important part of our governance framework. The Board welcomes regular dialogue with investors and values the perspectives of our colleagues, customers, suppliers and other stakeholders in helping to inform Board discussions and strategic decision-making. We continue to oversee the Group's culture through regular reporting from management and employee engagement, ensuring our values and behaviours remain aligned with the long-term interests of the business.

The Board is committed to maintaining an appropriate balance of skills, experience, knowledge and perspectives, reviewing its composition regularly to ensure it continues to support the Group's strategy and effective decision-making.

Details of the activities undertaken by the Board and its committees during the year are set out in the following pages.

On behalf of the Board, I would like to thank our colleagues for their continued commitment throughout the year, together with our shareholders for their ongoing support and confidence, and our customers, suppliers and advisers for their valued contribution.



John Risman
Chairman

Remit of the Board and committees

Board structure and composition

The Board is responsible to the shareholders and to act in the interest of all Group stakeholders. This includes setting the strategy for the Group to achieve its long-term goals, monitoring financial performance, risk management, internal controls, governance, sustainability and organisational culture.

The Board comprises six Directors, two Executive Directors, Jay Wright, and Amanda Cherry and four Non-Executive Directors, Chair John Risman, supported by Sophie Tomkins, Helen Jones and Ed Wass. Both Sophie Tomkins and Helen Jones are fully independent Non-Executive Directors and have a wide range of quoted company experience to support the Board. Further details and Board biographies can be found on pages 35 and 36.

The Chairman is responsible for setting the Board agenda and ensuring its effectiveness while the Chief Executive Officer is responsible for the day-to-day management of the Group and implementation of the Board's strategy. This clear division of responsibilities supports effective governance and independent oversight. As Chair, I am satisfied the Board has the right level of relevant knowledge, expertise and experience to support the Group's strategy, oversee risk effectively and promote long-term sustainable success.

Board and committee attendance

The following table shows the attendance records of the Directors at Board and committee meetings during the period. It should be noted that, in addition to the formal scheduled meetings, the Board and committee members maintain regular contact ensuring the Board remained appropriately informed and able to respond effectively to emerging issues.

	Board	Remuneration Committee	Audit Committee
Formal meetings	**12**	**3**	**2**
John Risman	11	3	
Sophie Tomkins	12	3	2
Helen Jones	12	3	2
Ed Wass	12		2
Jay Wright	12		
Amanda Cherry	12		

The Board

The Board is responsible for the Group's long-term success through its oversight of strategy, performance, risk management, governance and culture. The Board discusses and reviews all matters and issues relevant to the performance of the Group. A rolling agenda of matters to be reviewed is agreed by the Board under the guidance of the Chairman. Certain matters are reserved for the Board, these include:

- setting the Group strategy and long-term objectives;
- approving budgets and forecasts;
- changes to the Group's capital structure and dividend policy;
- extension of Group activities by geographical regions or acquisitions;
- overseeing the Group's sustainability priorities, including climate-related risks and opportunities where material;
- approval of significant contracts, capital or operating expenditure;
- overseeing the effectiveness of the Group's risk management and internal control framework;
- effective communication with shareholders;
- approving interim and annual reporting and regulatory communications.

The Board will normally meet 11 times in a full 12-month cycle – last year there were 12 scheduled meetings. Board members are expected to attend all meetings. Directors declare conflicts of interest relating to items on the meeting agenda. Procedures are in place for members to recuse themselves from a meeting should a conflict arise. Outside formal Board meetings, Non-Executive Directors communicate directly with the Executive Directors and senior management.

Non-Executive Directors are expected to attend committee meetings of which they are a member and devote sufficient time throughout the year to ensure they fulfil their role as Company Directors.

The Chair is responsible for the leadership and effectiveness of the Board, ensuring debate is open and rigorous, that all participants contribute and decisions are reached in a balanced and evidence based manner. The Board continues to receive regular updates from its Nominated Adviser on its AIM Rule obligations, including annual refresher training and advice on governance and regulatory developments where appropriate.

Board committees

The Board delegates specific responsibilities to the Audit and Remuneration Committees. These committees have written terms of reference including their duties and reporting responsibilities. Each committee shall have at least two Non-Executive Directors who are independent of the management and free from any business or other relationship that could interfere with the exercise of their independent judgement. The terms of reference for the committees are kept under review to ensure they remain relevant and reflect changes in regulation and best practice. Given the size and complexity of the Group, the Board has not established a separate Nominations Committee. The Board as a whole undertakes succession planning, Board composition and appointment matters and keeps this arrangement under regular review.

The Audit Committee

The Audit Committee is chaired by Sophie Tomkins with other members Ed Wass and Helen Jones. The Audit Committee is responsible for ensuring the financial performance of the Group is properly reported and reviewed, and for overseeing the framework of internal controls to manage business risk. The committee is responsible for advising the Board on the appointment of the external auditor, monitoring the independence and effectiveness of the external auditor and advising on fees and terms of reference. The committee will receive and review reports from the Group's management and external auditors relating to the interim and annual accounts and the internal controls operating within the Group.

The Audit Committee will meet at appropriate times in the reporting and audit cycle. The Chief Financial Officer may attend the meetings by invitation.

The Remuneration Committee

The Remuneration Committee is chaired by Helen Jones with other members Sophie Tomkins and John Risman. The committee is responsible for ensuring remuneration policies and practices support Group strategy and promote long-term sustainable success. Maintaining a formal and transparent process for developing policy on executive rewards and ensuring executive remuneration is aligned to the Group's purpose and is clearly linked to the successful delivery of long-term strategy.

The Remuneration Committee will also make recommendations to the Board for the granting of share options or other equity incentives in line with share-based incentive plans operating within the Group.

In exercising this role, the Remuneration Committee will have regard to recommendations of the QCA Corporate Governance Code and, where appropriate, the QCA Remuneration Committee Guide and associated guidance. The committee is authorised to appoint external consultants to advise on remuneration policies.

The Remuneration Committee will normally meet at least twice every year.

Relations with shareholders

The Group maintains regular dialogue with shareholders through meetings, presentations, investor events and the publication of its annual and interim results. The Chair and Non-Executive Directors are also available to meet with shareholders if required. Throughout the year the Executive Directors will meet with potential investors and analysts. Shareholder feedback is made available to the Board and shared with our nominated advisors.

Corporate governance report *continued*

The Group is committed to maintaining high standards of corporate governance and continues to apply the Quoted Companies Alliance ('QCA') Corporate Governance Code, which the Board believes is appropriate for an AIM-listed company of our size and complexity. The QCA Code identifies ten corporate governance principles that companies should follow.

Set out below is an explanation of how the Group has applied the principles of the QCA Corporate Governance Code during the year. The Board is not aware of any material departures from the QCA Code during the year. The Directors of the Group (the Board) remain committed to evolving the Group's corporate governance arrangements as the business develops.

Deliver growth

Establish a purpose, strategy and business model which promote long-term value for the shareholders

The Group's strategy is to create a platform for organic growth and potentially for acquisitions in the wine and spirits sector where the opportunity exists to create significant shareholder value through high growth and/or a well-executed consolidation strategy. The Board is responsible for setting the strategy, ensuring it is implemented in a timely manner and tracking the progress towards our strategic goals.

Further information on our growth strategy can be found on pages 3 and 4.

Seek to understand and meet shareholder needs and expectations

The Group has been committed to maintaining an open dialogue with its shareholders to develop a good understanding of the needs and expectations of shareholders and will continue to communicate the Group's strategy at appropriate intervals as progress is made. Executive Directors and senior management engage regularly with investors and analysts throughout the year.

All shareholders have the opportunity, and are encouraged, to attend and vote at the Annual General Meeting of the Group, during which the Board will be available to discuss matters affecting the Group. John Risman will be the primary point of contact for shareholder liaison.

The Group's website contains information on the Group, including the year-end and interim results announcements as well as all Annual Reports, notices of Annual General Meetings and general meetings, proxy voting details, circulars sent to shareholders and any other information sent to shareholders. It also includes information on the Audit Committee and Remuneration Committee terms of reference.

Take into account wider stakeholder interests, including social and environmental responsibilities and their implications for long-term success

The Group has identified our main stakeholders which include customers, suppliers, employees, shareholders and our communities. The Group engages with these stakeholders through direct dialogue and relies on their feedback through meetings, conversations and formal feedback processes. The Board continually assesses the impact of business decisions on all stakeholder groups.

The Group is also aware of the impact its business and operations have on the wider community and places great importance on community and social responsibility.

The Board oversees the Group's sustainability priorities and continues to support initiatives to reduce environmental impact through product innovation, operational improvements and collaboration with suppliers and other stakeholders. The Group has expanded data capture and improved management systems and processes, including the implementation of full emission reporting for both tracking and transparency. Further details can be found in the Sustainability section starting on page 17.

Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation

The Board and Audit Committee conduct regular reviews of the effectiveness of the Group's risk management and internal control framework to ensure compliance with best practice, while also having regard to its size and the resources available. The review covers all material controls, including financial, operational and compliance controls and risk management systems and incorporates an analysis of the regulatory and fiscal position in the territory in which the Group operates.

The Board is responsible for ensuring the Group has effective and robust systems of internal controls and these controls are designed to manage, but not eliminate, the risk of failure to achieve business objectives and provide reasonable, but not absolute, assurance against material misstatements and loss. The Board has compiled a comprehensive list of these risks, which are detailed on pages 31 to 34.

The Group maintains appropriate insurance cover in respect of actions taken against the Board and/or the Group.

Establish a remuneration policy which is supportive of long-term value creation and the Company's purpose, strategy and culture

The Remuneration Committee evaluates Executive Director performance based on annual financial, non-financial and personal objectives. Details of the remuneration policy can be found in the Remuneration Committee Report on pages 47 to 51.

New (or significant amendments to existing) share schemes will be put to a shareholder vote.

Maintain a dynamic management framework

Establish and maintain the Board as a well-functioning, balanced team led by the Chairman

The Board currently comprises a Non-Executive Chairman, two Executive Directors and three Non-Executive Directors (two of whom are considered to be independent). The Board has considered each Non-Executive Director's interests in the share capital of the Group and considers that Helen Jones and Sophie Tomkins are independent in character and judgement. The Board does not believe that either of them has any relationships or circumstances which are likely to affect, or could appear to affect, their judgement as an independent Non-Executive Director.

Each member of the Board will seek re-election annually.

The Board is responsible to the shareholders for the proper management of the Group and meets regularly (meetings and attendance details available on page 39) to discuss the strategy of the Group and review potential opportunities in a structured and orderly manner.

The Executive Directors are required to dedicate appropriate time, being the Company's normal business hours and such other hours required, to the Group. The three Non-Executive Directors and the Non-Executive Chairman are each required to dedicate appropriate time, being two days (or equivalent) per month, to the Group. The Board is aware of the other commitments and interests of its members, and changes to these commitments and interests are reported to and, where appropriate, agreed with the Board.

The Group has put in place an Audit Committee and a Remuneration Committee, summaries of the terms of reference for each are set out under page 40.

The Board has a broad range of skills, knowledge and experience, as illustrated by the biography of each Board member, which can be found on pages 35 and 36.

The Board believes that it has the appropriate mix of experience, expertise, personal qualities and skills in order to effectively implement its strategy.

During the course of the year, the Board continued to receive updates from its nominated adviser and legal advisers on AIM Rule obligations, corporate governance developments and other relevant regulatory matters. Each Director takes responsibility for maintaining his or her own skill set, which includes roles and experience with other Boards and organisations as well as formal training and seminars. This will be reviewed by the Board periodically.

Each member of the Board can take independent professional advice in the continuance of their duties, if necessary, at the Group's expense. In addition, the Board has direct access to the advice and services of the Group advisers, Group Secretary and Chief Financial Officer.

Corporate governance report *continued*

Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement

The Board undertakes a formal process of evaluating its own performance and effectiveness, and that of the individual members of the Board and members of the Board Committees. The evaluation is currently undertaken internally, which the Board considers appropriate given the Group's size and structure.

Recommendations are implemented by the Chair to ensure the Board operates with a culture of continuous development and improvement.

Promote a corporate culture that is based on ethical values and behaviours

The Board has put in place an effective corporate governance and compliance framework. The Board has established a corporate culture based on sound ethical values and behaviours. The Board seeks to promote this culture throughout the Group through its leadership, oversight and decision-making.

As well as being delicious and enjoyable, it is of the utmost importance to us that every wine we sell is created and delivered to customers' homes in a way that we are proud of. This involves ethical sourcing practices, creating a supportive and inclusive workplace, and having a positive impact on our environment. Virgin Wines' approach to ethical values within the Group is further set out in the Sustainability section on page 17.

Maintain governance structures and processes that are fit for purpose and support good decision making by the Board

The Board is responsible for the overall management and control of the Group. The Board reviews its strategy regularly and is responsible for determining the strategic focus of the Group. As set out above, the Board meets 11 times a year to review, formulate and approve the Group's strategy, budgets and corporate actions, as well as oversee the Group's progress towards its goals.

The Group has established an Audit Committee and a Remuneration Committee with formally delegated duties and responsibilities and written terms of reference. The Board regularly reviews its composition and succession planning to ensure it maintains the appropriate balance of skills, experience and knowledge required to support the Group's long-term strategy and effective governance. This includes identifying potential internal and external candidates and supporting the development of future leaders to maintain strong governance and long-term strategic continuity.

The Board discusses and reviews all matters and issues which are important to the business. Certain decisions are reserved for the Board, and they can be found on page 40.

Build trust

Communicate how the Group is governed and is performing by maintaining a dialogue with shareholders and other key stakeholders

The Group communicates with its shareholders through the Annual Report and Accounts, full-year and half-year announcements, the Annual General Meeting and meetings/discussions with the Group's major existing or potential shareholders. The Group will communicate principally by way of the release of regulatory and other announcements as and when information is available to disclose.

The Group's website, www.virginwinesplc.co.uk, is regularly updated. The Group's Annual Report and Accounts are located under the 'Documents' section of the website. Notices of the general meetings of the Group will be located under the 'Financial Calendar' section of the website.

The results of voting on all resolutions at general meetings are posted to the website on a timely basis, including any actions to be taken as a result of resolutions of which votes against have been received by a significant proportion of voters.



Audit Committee report



"I am pleased to present the report of the Audit Committee for the financial period ended 3 July 2026.

Sophie Tomkins
Chair of the Audit Committee

Formal Audit Committee meetings held - 2

Audit Committee members	Attendance
Sophie Tomkins (Chair)	**2/2**
Helen Jones	2/2
Ed Wass	2/2

Members of the Audit Committee

Sophie Tomkins became Chair of the Audit Committee in March 2021. Two members of the Committee, including the Chair, are independent Non-Executive Directors. The Board is satisfied that the Chair of the Committee has recent and relevant financial experience. Sophie is a Chartered Accountant and is currently Chair of the Audit Committee at System1 Group plc and Wilmington plc.

The Chief Financial Officer routinely attends the Audit Committee meetings by invitation, and other Executive Directors or members of the management team may also be invited to attend meetings as required. The Non-Executive Directors are provided with an opportunity at the Audit Committee meetings to discuss matters with the Auditors without the presence of the Executive Directors.

The committee meets formally at least twice a year and more frequently if required, and has unrestricted access to the Group's auditor. Audit Committee meetings are minuted and made available to all Board members along with any formal reports from the Group auditor.

Duties

The main duties of the Audit Committee are set out in its terms of reference, which are summarised on page 40 and available on the Group's website (www.virginwinesplc.co.uk).

The work carried out by the Audit Committee during the financial period comprised the following:

- ensuring the financial performance of the Company is being properly measured and reported on;
- review of the FY26 audit plan;
- consideration of key audit matters and how they are addressed;
- going concern review;
- review of the Financial Statements and Annual Report;
- review of the appropriateness of the Group's accounting policies and judgements made in the preparation of the Financial Statements, and adequacy of the disclosures made therein;
- consideration of the external audit report and management representation letter;
- review of the risk management and internal control systems;
- meeting with the external auditor without management present;
- review of anti-bribery policy and whistleblowing arrangements.

Auditor objectivity, independence, and performance

The Audit Committee monitors the relationship with the external auditor to ensure that auditor independence and objectivity are maintained. As part of this role, the committee reviews any non-audit fees of the auditor. Azets' fees for the financial period to 3 July 2026 are disclosed in note 6. There were no non-audit services or fees relating to the activities of Azets.

The Audit Committee also assesses the auditor's performance. The committee has adopted a broad framework to review the effectiveness of the Group's external audit process and audit quality. This includes assessment of the audit partner and team with particular focus on the lead audit engagement partner; planning and scope of the audit, with identification of particular areas of audit risk; the planned approach and execution of the audit; management of an effective audit process; communications by the auditors with the Committee; how the audit contributes insights and adds value; a review of independence and objectivity of the audit firm; and the quality of the formal audit report to shareholders. Having reviewed the auditor's independence and performance, the Audit Committee recommends that Azets be appointed as the Group's auditor at the next AGM.

Significant issues considered in relation to the Annual Report and Financial Statements

The Audit Committee considered whether the Financial Statements are fair, balanced and provide the necessary information and disclosures for shareholders to assess the Group's performance, strategy and business model. The Committee was satisfied the Financial Statements for the period ended 3 July 2026 are fair and achieved these stated objectives.

In so doing the Audit Committee assessed whether suitable accounting policies were adopted, and the reasonableness of key estimates and judgement used in the preparation of the Financial Statements. In particular, the Audit Committee assessed areas identified as key audit risks including the following:

- the carrying value of goodwill in the Group Financial Statements and judgements on impairment;
- the use of alternative performance measures to provide additional clarity of the Group's financial performance; and
- the impairment assessment of the carrying value of amounts due from Group undertakings and the Parent Company investment.

Internal audit

At present the Group does not have an internal audit function and the committee believes that management is able to derive assurance as to the adequacy and effectiveness of internal controls and risk management procedures without one. The Audit Committee will continue to assess this as the Group develops.

Risk management and internal controls

As described throughout the Annual Report and the Corporate Governance section, the Group has established a framework of risk management and internal control systems, policies and procedures. The Audit Committee is responsible for reviewing the risk management and internal control framework and ensuring that it operates effectively. The committee supports the Board in its overall responsibility for risk management activities and implementing policies to ensure that risks are evaluated, measured and kept under review by way of appropriate KPIs. Presentations from senior management across the business are provided to the Board to further develop information, understanding and debate on risks.

The Group will continue to improve and evolve its risk management framework by developing and embedding the necessary capabilities within the organisation to support informed risk taking by the business. Management, together with the Board, periodically review and revise risk appetites setting out risks that should be avoided and those that can offer sustainable and positive returns.

Whistleblowing

The Group has in place a whistleblowing process whereby an employee of the Group may, in confidence, raise concerns about possible improprieties in financial reporting or other matters. Whistleblowing is a standing agenda item for the Audit Committee meetings. The committee is comfortable that the current policy is operating effectively.

Anti-bribery

The Group has in place an anti-bribery and anti-corruption policy which sets out its zero-tolerance position and provides information and guidance to those working for the Group on how to recognise and deal with bribery and corruption issues. The committee is comfortable that the current policy is operating effectively.

Section 479c Companies Act 2006 Audit exemption

The Group has opted to apply the audit exemption for subsidiary companies available under section 479c of the Companies Act 2006 for the financial period ended 3 July 2026.

Sophie Tomkins

On behalf of the Board
Sophie Tomkins
Chair of the Audit Committee

Remuneration Committee report



> On behalf of the Board, I am pleased to present the remuneration report for the financial period to 3 July 2026. It sets out our remuneration policy and the detailed remuneration for the Executive and Non-Executive Directors of the Group. The information is unaudited except where stated.

Helen Jones
Chair of the Remuneration Committee

Remuneration Committee meetings held – 3

Remuneration Committee members	Attendance
Helen Jones (Chair)	**3/3**
Sophie Tomkins	3/3
John Risman	3/3

As the Company is listed on the Alternative Investment Market it is not required to provide all of the information included in this report. However, the Company has chosen to provide additional disclosures beyond those required by AIM Rule 19 on a voluntary basis to enable shareholders to understand and consider our remuneration arrangements.

The Company is committed to high standards of corporate governance and our remuneration policy and disclosures are designed to reflect this approach.

Composition of the Committee and role

The Committee members are Helen Jones (as Chair), Sophie Tomkins (Non-Executive Director) and John Risman (Non-Executive Chairman). The Executive Directors may attend meetings from time to time at the invitation of the Committee and provide information and support as requested. Directors are excluded from discussion on their own remuneration packages to ensure there is no possible conflict of interest.

The activities of the Committee are governed by its terms of reference, which are available from the Group's website.

In exercising its role, the Remuneration Committee has regard to the recommendations put forward in the QCA Code and, where appropriate, the QCA Remuneration Committee Guide and associated guidance.

The Remuneration Committee determines, on behalf of the Board, the Group's policy for executive remuneration and the individual remuneration packages for Executive Directors.

The Remuneration Committee reviews the incentive and reward packages for the Executive Directors to ensure that they are aligned with the Group's strategic objectives and financial performance; are appropriate to attract, retain and motivate executive behaviour in support of the creation of shareholder value; and drive continued commitment of executives to the Group's success through appropriate incentive schemes.

FIT Remuneration Consultants is appointed as adviser to the Committee. FIT Remuneration Consultants is a signatory to the Remuneration Consultants' Code of Conduct and has confirmed to the Committee that it adheres in all respects to the terms of the code.

The Committee met on three occasions during the year and all members attended each meeting. The Committee normally meets at least twice a year.

Remuneration policy

The Company's remuneration policy is designed to attract, motivate and retain high calibre individuals who will contribute fully to the success of the Group. It is intended that this policy conforms with best practice standards commensurate with its size and market listing.

The key objectives of the policy are to:

- align executive packages with Group objectives and shareholder interests;
- create an appropriate balance between fixed and performance related elements and between short-term and long-term performance;
- ensure variable pay elements are based on appropriate performance criteria;
- promote a high-performance culture;
- support the recruitment, motivation, development and retention of quality people;
- align with the expectations of shareholders; and
- ensure appropriate consideration is given to non-financial and sustainability objectives when setting remuneration packages.

Element and link to strategy	Operation	Maximum opportunity	Performance
Benefits			
Provide a competitive level of benefits.	Benefits are in line with those offered to other senior management employees and may include medical expenses cover and life insurance cover.	The cost of providing these benefits can vary in accordance with market conditions which will, therefore, determine the maximum value.	N/A
Pension			
Provide a competitive level of pension benefit.	Executive Directors are eligible to receive an employer's pension contribution or a cash supplement.	Maximum contribution currently 5% of base salary. This percentage is in line with the pension contribution made by the Company to its workforce.	N/A
Annual bonus			
Incentivise and reward the achievement of stretching one year key performance targets set by the committee at the start of each financial year.	Parameters, performance criteria, weightings and targets are set at the start of each year. Payments are made in cash following completion of the year, subject to the assessment of performance against targets and the committee retains the discretion to adjust the bonus outcomes to ensure that they reflect underlying business performance. Awards are subject to malus/ clawback provisions.	The maximum bonus opportunity for the CEO and CFO is 100% of base salary.	Performance measures may include financial, non-financial, personal and strategic objectives. Performance criteria and weightings may be changed from year to year. At present, the performance target is based on Group revenue and EBITDA which is considered by the committee to be the Group's key financial performance indicator.
Long-term incentive plan			
Incentivise and reward Executive Directors for the delivery of longer term financial performance and shareholder value. Share-based to provide alignment with shareholder interests.	Awards are granted as options or conditional awards which vest after three years subject to the meeting of objective performance conditions specified at award. An additional holding period post vesting may be applied. Awards are subject to malus/ clawback provisions. Dividend equivalents may be added to awards.	The maximum annual award for CEO and CFO is 100% of base salary.	Performance measures may include financial and share price performance-based targets. Performance criteria and weightings may be changed from year to year. At present, the performance target is based on Group revenue and EBITDA which is considered by the committee to be the Group's key financial performance indicator.

Remuneration Committee report *continued*

Element and link to strategy	Operation	Maximum opportunity	Performance
Shareholding guidelines			
Increase alignment between Executive Directors and shareholders.	If any Executive Director does not meet the guideline, they will be expected to retain up to 50% of the net of tax number of shares vesting under any of the Company's discretionary share incentive arrangements until the guideline is met.	Minimum shareholding of 200% of salary for all Executive Directors.	N/A
Non-Executive Director remuneration			
Support recruitment and retention of Non-Executive Directors with the necessary breadth of skills and experience. Provide fees appropriate to time commitments and responsibilities of each role.	Non-Executive Directors are paid a base fee in cash, with additional fees payable for chairing a Board committee. Fees are reviewed periodically. In addition, reasonable business expenses may be reimbursed.	The cost of providing these benefits can vary in accordance with market conditions which will, therefore, determine the maximum value.	N/A

This year we completed a review of our Remuneration Policy, last approved by shareholders in 2021 and agreed that all the elements of the policy being put forward to shareholders at this year's AGM continue to be appropriate.

Executive Directors' service contracts

The CEO entered into a rolling service contract with the Group on admission to AIM in March 2021 with an indefinite term, but a fixed period of 12 months' notice of termination. The CFO's service agreement has an indefinite term, but a fixed period of 6 months' notice of termination.

Non-Executive Directors

The Non-Executive Directors do not have service contracts but have letters of appointment dated 24 February 2021. The appointments are subject to a three-month notice period. Non-Executive Directors' remuneration is approved by the Board.

Summary of Directors' remuneration (audited)

The following table sets out the total remuneration of the Directors who served during the financial period to 3 July 2026

	2026					2025				
Name	**Basic salary/ fee**	**Bonus**	**Pension**	**Benefits**	**Total**	Basic salary/ fee	Bonus	Pension	Benefits	Total
Executive										
Jay Wright	**280,500**	**–**	**14,025**	**7,427**	**301,952**	280,500	–	14,014	6,338	300,852
Amanda Cherry[1]	**150,000**	**–**	**7,500**	**4,119**	**161,619**	37,500	–	1,875	862	40,237
Non-Executive										
John Risman	**74,984**	**–**	**–**	**–**	**74,984**	74,984	–	–	–	74,984
Ed Wass[2]	**48,977**	**–**	**–**	**–**	**48,977**	47,198	–	–	–	47,198
Helen Jones	**53,560**	**–**	**–**	**–**	**53,560**	53,560	–	–	–	53,560
Sophie Tomkins	**53,560**	**–**	**–**	**–**	**53,560**	53,560	–	–	–	53,560

No performance related bonus was payable for FY25 or FY26.

[1] Remuneration from April 2025.

[2] Ed Wass is a Portfolio Partner at Gresham House Asset Management Limited and fees relating to his services on behalf of the Board are paid to Gresham House.

Long-term incentive awards granted

Executive Awards

Long-term incentive awards granted to the CEO and CFO are as follows:

Name	Date of grant	Performance criteria	Shares	Exercise price	Performance period ending
Jay Wright	30 April 2024	FY26 Revenue and Earnings	477,254	£0.01	30 June 2025
	2 May 2025	FY27 Revenue and Earnings	35,106	£0.01	30 June 2026
Amanda Cherry	6 March 2025	FY28 Personal & Company Performance	300,000	£0.01	30 June 2028
	2 May 2025	FY27 Revenue and Earnings	75,094	£0.01	30 June 2027

The criteria for the 30 April 2024 Performance Share Award was not met and the awards duly lapsed in the period.

Awards to Senior Team

On 2 May 2025, a fifth LTIP share award was made to 24 staff with a vesting date of 2 May 2028 with Group revenue and EBITDA performance conditions attached to the award. For the award to fully vest, the Group would need to outperform market expectations at the grant date. A summary of the active staff LTIP awards granted to date is set out below:

Number of staff	Date of grant	Performance criteria	Shares	Exercise price	Performance period ending
LTIP 1 5 Staff	23 June 2021	FY23 Revenue and Earnings	29,201	£0.01	30 June 2023
LTIP 2 5 Staff	6 December 2021	FY24 Revenue and Earnings	33,034	£0.01	30 June 2024
LTIP 3 5 Staff	6 December 2022	FY23 and FY24 Personal Performance	74,160	£0.01	30 June 2023 and 2024
LTIP 5 24 Staff	2 May 2025	FY27 Revenue and Earnings	852,901	£0.01	30 June 2027

The criteria for LTIP 4 granted 30 April 2024 were not met and 1,600,494 share awards duly lapsed in the period. If fully vested, all the remaining staff and executive awards would total 1,399,496 shares representing 2.94% of the voting shares in issue at 3 July 2026.

Directors' interest in shares

The interests of the Directors as at 3 July 2026 in the shares of the Company were:

Name	**Number**	**% of voting shares**
Jay Wright	**4,906,260**	**10.31%**
John Risman	**1,634,315**	**3.44%**
Amanda Cherry	**31,100**	**0.07%**
Sophie Tomkins	**20,000**	**0.04%**
Helen Jones	**5,000**	**0.01%**
Ed Wass	**Nil**	**Nil**

As at 3 July 2026 Rapunzel Newco Limited held the shareholding of four VCT funds managed by Gresham House Asset Management. Ed Wass is a Portfolio Partner at Gresham House Asset Management. The total number of shares held by Rapunzel Newco Limited were 20,131,610 representing 42.31% of the voting shares in issue. In addition to the shareholding of Rapunzel Newco Limited, Gresham House Asset Management held 3,020,304 shares representing 6.35% of the voting shares in issue and taking the total shareholding managed by Gresham House to 48.66%.

Remuneration Committee report *continued*

Directors' remuneration for the period commencing 4 July 2026

Executive Directors

There will be no change in the CEO's salary for FY27. The CFO's salary will increase by 3%. The salaries for CEO and CFO will be £280,500 and £154,500 respectively.

Long-term incentive awards are planned to be granted to the Executive Directors during the year and will operate as set out in the policy table above. The measures and targets are yet to be confirmed but will be disclosed in next year's report.

Non-Executive Directors

There will be no increase to the annual fees payable to the Non-Executive Directors for FY27. John Risman's fee is £74,984, the base fee payable to the other Non-Executives is £48,204, with an additional annual fee of £5,356 payable to Helen Jones and Sophie Tomkins for chairing the Remuneration and Audit Committees.

Helen Jones

Helen Jones
Chair of the Remuneration Committee



Directors' report

for the period ended 3 July 2026

The Directors present their report and audited consolidated Company Financial Statements for the period ended 3 July 2026.

Business review and future developments

A review of Group performance during the period including key performance indicators, business risks and comments on future developments is given in the Chairman's Statement on page 37 and in the Strategic Report starting on pages 1 to 34.

Results and dividends

The Group has prepared its consolidated financial statements and Company accounts in accordance with UK-adopted international accounting standards and the Companies Act 2006.

The Group's revenue in the period was £61.0m (FY25: £59.0m) and loss after tax of £1.0m (FY25: £1.3m profit).

No interim dividends have been paid in the period (FY25: none).

Post balance sheet events

There are no matters arising after the balance sheet date that would require disclosure in the Financial Statements.

Directors and their interests

The Directors of the Company who held office during the period and up to the date of approving the Group Financial Statements were:

Executive

Jay Wright
Amanda Cherry

Non-Executive

John Risman
Helen Jones
Sophie Tomkins
Ed Wass

The Directors who held office during the period had the following interests in the Ordinary Shares of the Company:

Name of Director	Number
Jay Wright	4,906,260
John Risman	1,634,315
Amanda Cherry	31,100

Directors' insurance

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third-party indemnity provision as defined by section 234 of the Companies Act 2006.

The indemnity was in force throughout the last financial year and is currently in force. The Company also purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its Directors.

Appointment and replacement of Directors

The rules governing the appointment and resignation of Directors are contained within the Company's Articles of Association.

The Articles can be found on the Company's website, www.virginwinesplc.co.uk.

Political donations

It is the Company's policy not to make political donations. The Directors confirm that no political donations were made during the period (2025: none).

Share capital and voting

As at 3 July 2026 the Company's issued share capital comprised 55,246,080 Ordinary Shares of £0.01. The holders of Ordinary Shares are entitled to one vote per share at the general meeting.

During the year the Company repurchased 4,262,563 of its shares at a cost of £2.4m to be held in treasury to hedge against future LTIP liabilities and potential shareholder dilution or cancelled as part of the Company's capital management strategy to return value to shareholders. Total shares cancelled during the year were 726,325. Total shares held in treasury at 3 July 2026 were 7,669,536 (2025: 4,257,254).

Significant shareholdings

As at 6 July 2026, the Company has been advised of the following significant shareholding interests in 3% or more of the voting shares in issue.

	Number	% voting shares
Rapunzel Newco Limited	20,131,610	42.31%
Jay Wright	4,906,260	10.31%
Monega Kapitalanlagegesellschaft mbH	4,332,000	9.11%
Graeme Weir	3,130,092	6.58%
Gresham House Asset Management[1]	3,020,304	6.35%
Liontrust Asset Management	1,715,181	3.61%
John Risman	1,634,315	3.44%

[1] Gresham House Asset Management manages the shareholding of Rapunzel Newco Limited (42.31%) in addition to its shareholding of 6.35%.

Employee involvement and equal opportunities

Employee involvement is encouraged at all levels within the Group and is a key part of the Company culture which supports the delivery of the Group's strategy. The Group provides regular communications to staff on corporate strategy and objectives.

Awards under the Group's Long-Term Incentive Plan were made on 2 May 2025 to 24 senior staff.

The Group is committed to eliminating discrimination in any form and promoting diversity within the workforce and the wider group of stakeholders. The Group is committed to providing an inclusive working environment where everyone has equal opportunities to develop and progress.

Corporate Governance

The Company continues to apply the QCA Corporate Governance Code. Our Statement on Corporate Governance is included on pages 39 to 44 of the report.

Statement of engagement with stakeholders

Constructive relationships with our stakeholders are fundamental to the long-term success of the Group. We believe in fostering positive relationships with our staff, suppliers, customers and shareholders. Further information on how we engage with our strategic partners is included in our Strategic Report on pages 1 to 34 and also in our Section 172 statement on pages 25 to 28.

Streamlined Energy and Carbon Reporting (SECR)

The Group is committed to understanding the impact of our business on the environment and taking all reasonable steps to eliminate or reduce any harms caused by our economic activity. Our SECR reporting is included on pages 19 to 20 of this report.

Going concern

During the period the Group met its day-to-day working capital requirements through cash generated from operating activities. The Group's forecasts and projections, taking account of a severe but plausible change in trading performance, show that the Group should be able to operate using cash generated from operations, and that no additional borrowing facilities will be required.

Having assessed the principal risks, the Directors considered it appropriate to adopt the going concern basis of accounting in preparing its consolidated financial statements.

Financial risk

The financial risk management objectives and policies of the Group, including credit risk, liquidity risk, foreign currency exchange risk and capital management, are provided in note 23 of the Financial Statements.

Notice of Annual General Meeting (AGM)

Details of the matters to be conducted at the AGM will be contained in the Notice of Annual General Meeting which will be communicated separately to shareholders. It is the opinion of the Directors that the passing of AGM resolutions is in the best interest of all shareholders.

Disclosure of information to auditors

The Directors of the Company at the date of approval of this report confirm that:

- so far as each Director is aware, there is no relevant audit information of which the Company's and Group's auditors are unaware; and
- each Director has taken all reasonable steps they ought to have taken as a Director to make themselves aware of any relevant information and to establish that the Company's and Group's auditors are aware of that information.

Independent auditor

Azets Audit Services Limited has indicated its willingness to continue in office and a resolution that it be reappointed will be proposed at the Annual General Meeting.

Approval

The Directors' Report was approved on behalf of the Board on 20 October 2026.



Jay Wright
Chief Executive Officer

Virgin Wines UK plc
37–41 Roman Way Industrial Estate
Longridge Road
Preston PR2 5BD

Registered Number 13169238

Statement of Directors' Responsibilities
in respect of the Financial Statements

The Directors are responsible for preparing the Annual 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. The Directors have elected under company law and are required by the AIM rules of the London Stock Exchange to prepare the Group and the Company Financial Statements in accordance with UK-adopted international accounting standards.

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 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.

The Directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The Statement of Directors' Responsibilities was approved on behalf of the Board on 20 October 2026.

Amanda Cherry

Amanda Cherry
Chief Financial Officer



Independent auditors' report to the members of Virgin Wines UK plc

Opinion on the financial statements

We have audited the financial statements Virgin Wines UK plc (the 'parent company') and its subsidiaries (the 'group') for the 53-week period ended 03 July 2026 which comprise the following:

- Consolidated Statement of Comprehensive Income;
- Consolidated and Parent Company Statement of Financial Position;
- Consolidated and Parent Company Statement of Changes in Equity;
- Consolidated and Parent Company Statement of Cash Flows; and
- The related notes to the financial statements, including material accounting policies.

The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards.

In our opinion the financial statements:

- give a true and fair view of the state of the Group's and of the Parent company's affairs as at 03 July 2026 and of the Group's loss for the 53-week period then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor responsibilities for the audit of the financial statements section of our report.

We are independent of the Group and Parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our approach to the audit

Our audit was scoped by obtaining an understanding of the Group and its environment, including Group-wide controls, and assessing the risk of material misstatement at a Group level. We tailored our approach to the audit to reflect how the Group is structured as well as ensuring our audit was both effective and risk focused.

Our risk assessment considered both the Group and its individual components, focusing on areas where the nature of the business gives rise to heightened risks of material misstatement. This included considerations such as the carrying value of goodwill and the carrying value of investment in subsidiaries, along with the amounts due from group undertakings in the parent company.

In establishing the overall approach to our audit, we assessed the risks of material misstatement, considering the nature, likelihood and magnitude of any potential misstatement. Following this assessment, we applied professional judgement to determine the extent of audit procedures performed across the financial statements.

The Group's consolidated financial statements comprise of three (2025: three) reporting components, consisting of three legal entities - Virgin Wine Online Limited, Virgin Wines Holding Company Limited and Virgin Wines UK plc, incorporated and operating in the UK.

We determined that an audit of the complete financial information of Virgin Wine Online Limited and Virgin Wines UK plc was necessary for purposes of the Group audit. Audit work performed on these entities provided coverage of 100% (2025: 100%) of Group revenue and loss after taxation. Virgin Wines Holding Company Limited is not material to the Group and did not require separate audit procedures beyond those performed as part of the Group audit.

In addition, we also performed audit procedures at a Group level including on the consolidation of the Group's results and the preparation of the financial statements and disclosures. No component auditors were instructed, with all audit work carried out by the Group audit team.

This approach ensured that the audit was appropriately focused on the most significant areas of the financial statements and that we obtained sufficient and appropriate audit evidence on which to base our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance during the audit of the financial statements for the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team.

These matters were addressed during our audit of the financial statements as a whole, and in forming an opinion thereon, and we do not provide a separate opinion on these matters. We have outlined below a summary of how the scope of our audit addressed each matter. This is not a complete list of all risks identified by our audit.

Key audit matter	Description of key audit matter
Carrying value of Goodwill - £9,623k (2025: £9,623k) (Group) *Refer to accounting policy in note 2 and note 14.*	It is the responsibility of the directors to test Goodwill for impairment at least annually, under IAS 36. The impairment review is performed by identifying the smallest cash generating unit ('CGU') which management assess to be Virgin Wine Online Limited. Management determines the recoverable amount of the CGU by estimating its value in use, using a discounted cash flow model based on the Board-approved budget. The discounted cash flow model incorporates a number of key assumptions, including growth in revenue, gross margins, EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) profitability, the terminal growth rate and the discount rate. The determination of the recoverable amount involves significant judgement and estimation uncertainty, particularly in relation to the assumptions underpinning the forward looking cash flow forecasts. As a result, this is considered to be a key audit matter.

How the scope of our audit addressed this key audit matter

In order to gain assurance over the valuation of goodwill we:

Obtained management's impairment model and assessed its appropriateness and compliance with the requirements of IAS 36.

- Checked the impairment model for arithmetic accuracy.
- Challenged management's key assumptions and or appropriateness by checking inputs to supporting documentation, comparing assumptions with third party data and considering industry trends.
- Assessed the reasonableness of forecasts used by considering management's historical forecasting accuracy.
- Engaged our in-house valuations specialist to challenge management's discount rate, including by reviewing comparable companies and independently calculating a range for an appropriate Weighted Average Cost of Capital (WACC).
- Performed sensitivity analysis on key assumptions and business development strategies included in the valuation model to assess the impact of changes in those assumptions on the impairment assessment.
- Compared the recoverable amount determined using the discounted future cash flows with the carrying value of Goodwill to assess whether any impairment was required.
- Evaluated the adequacy of the related disclosures in the financial statements against the requirements of IAS 36 and agreed to supporting documentation.

Based on our audit procedures, we identified no material misstatements in relation to the carrying value of goodwill.

Independent auditors' report to the members of Virgin Wines UK plc

Key audit matters *continued*

Key audit matter	Description of key audit matter
Carrying value of Investment in subsidiaries - £1,380k (2025: £1,312k) **and amounts due from Group undertakings - £17,663k (2025: £17,663k)** (Parent) *Refer to accounting policy in note 2, note 3 and note 6 in the company financial statements.*	The Parent company holds an investment in its subsidiaries which is subject to an impairment review. The directors' assessment of the carrying value of these investments uses the same methodology as the goodwill impairment described above. Furthermore, the Parent company also has unsecured loans with its subsidiaries which must be assessed using the expected credit loss ('ECL') model. The ECL model is used to determine if any provision is required on short term intercompany borrowings, on the assumption that the balance was due at the reporting date. The ability of the subsidiaries to repay these loan balances is dependent on their future cash generation. The Directors have assessed this using the same cash flow forecasts referred to above. This is deemed to be a key audit matter due to the significance of the balance to the Parent company's financial position and the level of estimation inherent in the discounted cash flow model referred to above.

How the scope of our audit addressed this key audit matter

In order to gain assurance over the valuation of Investments and amounts due from Group undertakings we:

- Assessed management's assessment of impairment for Investments using the audit techniques as documented in the auditor's response to Goodwill valuation above.
- Evaluated the subsidiary's alternative measures of settling the intercompany balances.
- Evaluated the adequacy of the related disclosures against the requirements of IAS 36 and IFRS 9.

Based on our audit procedures, we concluded that no impairment to the carrying value of investments or amounts due from group undertakings was necessary.

Our application of materiality

Materiality has been applied as a basis for identifying the scope of our work performed in combination with risk assessment procedures. We set certain quantitative thresholds for materiality, in conjunction with qualitative considerations to help determine the scope of our audit and the nature, timing and extent of our audit procedures. We use materiality both in planning the scope of our audit work and in evaluating the results of our work and evaluate the effect of misstatements, both individually and in aggregate, on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as follows:

	Group	Parent
Overall materiality	£312,000 (2025: £295,000)	£141,000 (2025: £163,000)
Benchmark	0.5% of Revenue	1% Net Assets
Performance materiality	£250,000 (2025: 207,000)	£113,000 (2025: 104,500)
Performance materiality % of overall materiality	80%	80%

Our application of materiality *continued*

In determining our benchmark for overall materiality, we have considered the metrics used by investors and other users of the financial statements. Given the group's profit before tax has been historically volatile, we determined that Profit before tax would not be an appropriate benchmark for calculating materiality for the current year audit. Instead, we have determined materiality using the benchmark of revenue which is a key principal consideration in the performance of the group.

For the Parent company, the primary activity of the company is that of a holding company and therefore is not profit or revenue orientated. We have therefore used 1% of Net Assets as a generally accepted audit benchmark for holding companies.

For each component included within the scope of our audit, we allocated a materiality which is less than the overall group materiality stated above. Component materiality allocated to the components ranged from £141,000 to £308,000.

We set performance materiality at a level lower than materiality to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the financial statements as a whole. In determining performance materiality, we considered the quality of the control environment and the nature, volume and size of uncorrected misstatements arising in the previous audit.

We reported any corrected or uncorrected misstatements greater than £15,400 to the Audit Committee as well as those which warranted reporting on qualitative grounds. We also report to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements.

Conclusions relating to going concern

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

Our evaluation of the directors' assessment of the Group's and the Parent company's ability to continue to adopt the going concern basis of accounting included:

- Evaluating the process by which the directors assessed going concern, including how the Group's future cash flow forecasts were prepared;
- Assessing the historical accuracy of the directors' forecasting by comparing previous forecasts with actual results;
- Checking the mathematical accuracy of the forecasts;
- Assessing and challenging the key assumptions in the going concern forecasts including revenue, gross margins and profitability and other cost assumptions for the period to June 2028, and agreeing the forecasts to the Board-approved budget;
- Evaluating the directors' severe but plausible downside scenarios and the assumptions applied, including performing sensitivity analysis over revenue forecasts to consider a severe but plausible change in trading performance;
- Considering the extent to which the Group's and Parent company's future cash flows might be adversely affected by climate change and inflationary pressures;
- Evaluating the adequacy of related disclosures in the financial statements.

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

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

Other information

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

We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006

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

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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

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

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

Independent auditors' report to the members of Virgin Wines UK plc

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 55, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor responsibilities for the audit of the financial statements

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

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

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above and on the Financial Reporting Council's website, to detect material misstatements in respect of irregularities. The extent to which our procedures are capable of detecting irregularities, including fraud, is described below.

We assessed whether the engagement team collectively had the appropriate competence and capabilities to identify or recognise non-compliance with laws and regulations, taking into account their experience, past performance and support available to them.

We obtained and updated our understanding of the entity, its activities, its control environment, and likely future developments, including in relation to the legal and regulatory framework applicable and how the entity is complying with that framework. Based on this understanding, we identified and assessed the risks of material misstatement of the financial statements, whether due to fraud or error. We designed and performed audit procedures responsive to those risks, and obtained audit evidence that is sufficient and appropriate to provide a basis for our opinion. This included consideration of the risk of acts by the entity that were contrary to applicable laws and regulations, including fraud.

We considered the laws and regulations most relevant to the group and parent company to be: UK adopted international accounting standards, the Companies Act 2006, UK tax legislation and the Alternative Investment Market (AIM) Rules for Companies.

We obtained an understanding of how the group and parent company complies with these laws and regulations through enquiries of management and those charged with governance including those of component entities, where relevant. We corroborated these enquiries by:

- Enquiry of management and those charged with governance around actual and potential litigation and claims as well as actual, suspected and alleged fraud;
- Reviewing minutes of meetings of those charged with governance;
- Assessing the extent of compliance with the laws and regulations considered to have a direct material effect on the financial statements or the operations of the entity through enquiry and inspection;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations;

We assessed the susceptibility of the group's and parent company's financial statements to material misstatement due to irregularities, including how fraud might occur, which included evaluating:

- Management's incentives, pressures and opportunities to commit fraud;
- Areas of the financial statements requiring significant judgement or estimation;
- The overall control environment and governance structure;
- Known fraud risk factors in the industry and regulatory environment.
- The overall control environment and governance structure;
- Known fraud risk factors in the industry and regulatory environment;

In addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, we identified a fraud risk in relation to revenue recognition for commercial sales around the period end.

Audit procedures performed to address the risk of material misstatement of the financial statements due to fraud by the group engagement team included but were not limited to:

Risk	Audit procedures performed
Management override of controls	• Testing journals and other adjustments using data analytics to identify characteristics of potential bias or override of controls. • Reviewing judgements made by management in their calculation of significant accounting estimates for evidence of potential management bias. • Making enquiries of management and those charged with governance, and reading board and committee minutes to identify indicators of management bias, pressures on financial reporting, or matters relevant to the risk of management override of controls. • Remaining alert to opportunities for collusion or override and evaluating business rationale of any significant transactions that are unusual or outside the normal course of business.
Revenue recognition around the period end (Corporate sales)	• Applying data analytic procedures to the full population of revenue transactions to identify unusual patterns, trends, or anomalies that may indicate inappropriate recognition. • Performing targeted cut off testing for Corporate sales by selecting transactions recorded before and after the period end and assessing whether revenue was recognised in the appropriate period in accordance with IFRS 15, including evaluating the identification of performance obligations, transaction price allocation, and the point at which control of goods or services transferred to customers.

There are inherent limitations in the audit procedures described above. Non-compliance with laws and regulations that is further removed from the financial reporting process is inherently more difficult for us to detect. The risk of not detecting a material misstatement resulting from fraud is higher than for one arising from error, because fraud may involve deliberate concealment, collusion, forgery, intentional misrepresentation, or override of controls.

Our audit procedures may include testing complete populations using data-analytic techniques; however, they more commonly involve selecting items for testing based on their size, risk characteristics or through sampling. Audit sampling enables us to draw conclusions about the population, but it does not guarantee that all misstatements, whether due to fraud or error, will be detected.

Use of our report

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



Andrew Reddington
Senior Statutory Auditor

For and on behalf of Azets Audit Services
Chartered Accountants
Statutory Auditor
Ship Canal House, 98 King Street, Manchester M2 4WU.

20 October 2026

Consolidated statement of comprehensive income

for the 53-week period ended 3 July 2026

	Note	53-weeks to 3 July 2026 £'000	52-weeks to 27 June 2025 £'000
Revenue	5	**61,012**	59,021
Cost of sales		**(43,774)**	(41,240)
Gross profit		**17,238**	17,781
Administrative expenses		**(5,931)**	(5,940)
Selling and distribution costs		**(13,033)**	(10,845)
Operating (loss)/profit	6	**(1,726)**	996
Finance income	10	**361**	725
Finance costs	11	**(132)**	(129)
(Loss)/profit before taxation		**(1,497)**	1,592
Taxation credit/(expense)	12	**467**	(290)
(Loss)/profit for the financial period and total comprehensive income		**(1,030)**	1,302
Basic earnings per share (pence)	13	**(2.1)**	2.4
Diluted earnings per share (pence)	13	**(2.1)**	2.3

The results for the periods shown above are derived entirely from continuing activities.

The Group has no other comprehensive income or expense other than the profit above and therefore no separate statement of other comprehensive income has been presented.

Consolidated statement of financial position

as at 3 July 2026

Company number 13169238	Note	3 July 2026 £'000	27 June 2025 £'000
ASSETS			
Non-current assets			
Intangible assets	14	**12,305**	11,357
Property, plant and equipment	15	**167**	110
Right of use assets	16	**1,150**	1,877
Deferred tax asset	17	**456**	–
Total non-current assets		**14,078**	13,344
Current assets			
Inventories	18	**6,850**	7,153
Trade and other receivables	19	**2,624**	3,041
Cash and cash equivalents	20	**14,707**	17,579
Total current assets		**24,181**	27,773
Total assets		**38,259**	41,117
LIABILITIES AND EQUITY			
Current liabilities			
Trade and other payables	21	**(17,125)**	(15,874)
Derivative financial instruments	23	**(16)**	(6)
Lease liability	16	**(413)**	(554)
Total current liabilities		**(17,554)**	(16,434)
Non-current liabilities			
Provisions	22	**(501)**	(413)
Lease liability	16	**(915)**	(1,639)
Deferred tax liability	17	**–**	(11)
Total non-current liabilities		**(1,416)**	(2,063)
Total liabilities		**(18,970)**	(18,497)
Net assets		**19,289**	22,620
Equity			
Share capital	24	**553**	560
Share premium		**11,989**	11,989
Own share reserve		**(77)**	(43)
Merger reserve		**65**	65
Share-based payment reserve		**276**	294
Retained earnings		**6,483**	9,755
Total equity		**19,289**	22,620

The financial statements on pages 63 to 90 were approved by the Board of Directors and authorised for issue on 20 October 2026. They were signed on their behalf by:

Amanda Cherry

Amanda Cherry

Chief Financial Officer

The notes on pages 67 to 90 form part of these financial statements.

Consolidated statement of changes in equity

for the 53-week period ended 3 July 2026

	Share capital £'000	Share premium £'000	Own share reserve £'000	Merger reserve £'000	Share-based payment reserve £'000	Retained earnings £'000	Total Shareholders' funds £'000
28 June 2024	560	11,989	(3)	65	552	10,157	23,320
Loss for the financial period	–	–	–	–	–	1,302	1,302
Total comprehensive income for the period	**–**	**–**	**–**	**–**	**–**	**1,302**	**1,302**
Share-based payments (note 9)	–	–	–	–	(35)	–	(35)
Shares issued on exercise of share based payment	–	–	1	–	(223)	223	1
Own shares distributed	–	–	(41)	–	–	(1,927)	(1,968)
Total transactions with owners recognised in equity	**–**	**–**	**(40)**	**–**	**(258)**	**(1,704)**	**(2,002)**
27 June 2025	**560**	**11,989**	**(43)**	**65**	**294**	**9,755**	**22,620**
28 June 2025	**560**	**11,989**	**(43)**	**65**	**294**	**9,755**	**22,620**
Loss for the financial period	–	–	–	–	–	(1,030)	(1,030)
Total comprehensive income for the period	**–**	**–**	**–**	**–**	**–**	**(1,030)**	**(1,030)**
Share-based payments (note 9)	–	–	–	–	68	–	68
Shares issued on exercise of share based payment	–	–	2	–	(86)	86	2
Shares repurchased, held in treasury (note 24)	–	–	(43)	–	–	(2,328)	(2,371)
Cancellation of shares	(7)	–	7	–	–	–	–
Total transactions with owners recognised in equity	**(7)**	**–**	**(34)**	**–**	**(18)**	**(2,242)**	**(2,301)**
3 July 2026	**553**	**11,989**	**(77)**	**65**	**276**	**6,483**	**19,289**

The notes on pages 67 to 90 form part of these financial statements.

Consolidated statement of cash flows

for the 53-week period ended 3 July 2026

	Note	3 July 2026 £'000	27 June 2025 £'000
Cash flows from operating activities			
(Loss)/profit before taxation		**(1,497)**	1,592
Adjustments for:			
Depreciation and amortisation	6	**1,493**	1,298
Share-based payment (credit)/expense	9	**68**	(35)
Net finance income	10, 11	**(229)**	(596)
Decrease/(increase) in trade and other receivables		**417**	(356)
Decrease/(increase) in inventories		**302**	(1,285)
Increase in trade and other payables		**1,405**	1,412
Corporation tax paid		**(60)**	–
Net cash generated from operating activities		**1,899**	2,030
Cash flows from investing activities			
Interest received	10	**361**	725
Purchase of intangible and tangible fixed assets	14, 15	**(1,767)**	(911)
Net cash used in investing activities		**(1,406)**	(186)
Cash flows from financing activities			
Payment of lease liabilities	16	**(864)**	(539)
Payment of lease interest	11, 16	**(128)**	(129)
Payment of other interest		**(4)**	–
Issue of treasury shares		**2**	1
Purchase of own shares	24	**(2,371)**	(1,968)
Net cash used in financing activities		**(3,365)**	(2,635)
Net decrease in cash and cash equivalents		**(2,872)**	(791)
Cash and cash equivalents at beginning of period		**17,579**	18,370
Cash and cash equivalents at end of period		**14,707**	17,579
Cash and cash equivalents comprise:			
Cash at bank and in hand		**14,707**	17,579

The notes on pages 67 to 90 form part of these financial statements.

Notes forming part of the financial statements

for the 53-week period ended 3 July 2026

1. General information

The principal activity of the Group is import and distribution of wine.

The Company was incorporated on 1 February 2021 in the United Kingdom and is a public company limited by shares registered in England and Wales. The registered office is 37-41 Roman Way Industrial Estate, Longridge Road, Ribbleton, Preston, Lancashire, United Kingdom, PR2 5BD. The registered company number is 13169238.

2. Accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the Group consisting of Virgin Wines UK plc and its subsidiaries.

Basis of preparation

The Group's financial statements 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 these standards.

Accounting reference date

UK company law permits a company to draw up financial statements to a date seven days either side of its accounting reference date. For operational reasons the Company has adopted an accounting period of 53 weeks, and as a result of this, the exact year-end was 3 July 2026 (2025: 52 weeks to 27 June 2025).

Historical cost convention

The financial statements have been prepared on a historical cost basis except for certain financial assets and liabilities (including derivative instruments), measured at fair value through the income statement.

New and revised IFRS Accounting Standards in issue but not yet effective

At the date of authorisation of these financial statements, the Group has not applied the following new and revised IFRSs that have been issued but are not yet effective.

The Directors do not expect that the adoption of the Standards listed above will have a material impact on the financial statements of the Group in future periods.

Effective Date	IFRS
1 January 2027	IFRS 18 - Presentation and Disclosures in Financial Statements
1 January 2027	IFRS 19 - Subsidiaries without Public Accountability: Disclosures
1 January 2026	Amendments to IFRS 9 and IFRS 7 - Classification and measurement of financial instruments
1 January 2026	Amendments to IFRS 9 and IFRS 7 - Contracts Referencing Nature-dependent Electricity
1 January 2026	Annual Improvements to IFRS Accounting Standards — Volume 11 Amendments to IFRS 1 - First-time Adoption of International Financial Reporting Standards IFRS 7 - Financial Instruments Disclosures and its accompanying Guidance on implementation IFRS 9 - Financial Instruments IFRS 10 - Consolidated Financial Statements IAS 7 - Statement of Cash Flows

Going concern

The Group's business activities, together with the factors likely to affect its future development, performance and position, are set out in the Strategic Report and the Directors' Report, which also describe the financial position of the Group. The Group's financial risk management objectives and its exposure to credit risk and liquidity risk are set out in note 23.

During the period the Group met its day-to-day working capital requirements through cash generated from operating activities. The Group's forecasts and projections, taking account of a severe but plausible change in trading performance, show that the Group should be able to operate using cash generated from operations, and that no additional borrowing facilities will be required.

Having assessed the principal risks, the Directors considered it appropriate to adopt the going concern basis of accounting in preparing its consolidated financial statements.

2. Accounting policies *continued*

Climate change

The Group recognises the risks of climate change. The Group's current climate change strategy focuses on reducing its carbon footprint through independent verification under ISO 14064-1 and sustainability initiatives to reduce greenhouse emissions. The impact of climate change has been considered in the preparation of these financial statements, including the risks identified as part of the Principal Risks and Uncertainties disclosures on page 32. None of these risks had a material effect on the consolidated financial statements of the Group. In particular, the Directors have considered the impact of climate change in respect of the following areas:

- Going concern and viability of the Group over the next three years;
- Carrying value and useful economic lives of property, plant and equipment; and
- The discounted cash flows included in the value in use calculation used in the annual goodwill impairment testing.

Whilst there is currently no material impact expected from climate change, the Group is aware of the ever-changing risks related to climate change and will continue to develop its assessment of the impact on the financial statements.

Basis of consolidation

The financial statements consolidate the financial information of the Group and companies controlled by the Group (its subsidiaries) at each reporting date.

Control is achieved where the Company has the power to govern the financial and operating policies of an investee entity, has the rights to variable returns from its involvement with the investee and has the ability to use its power to affect its returns. The results of subsidiaries acquired or sold are included in the financial information from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the results of acquired subsidiaries to bring their accounting policies into line with those used by the Group.

All intra-Group transactions, balances, income and expenses are eliminated on consolidation.

The financial statements of all Group companies are adjusted, where necessary, to ensure the use of consistent accounting policies.

Revenue recognition

Revenue from contracts with customers contains one performance obligation, unless it is a WineBank sale, in which case there are two performance obligations and this is described separately below. The single performance obligation is the supply of goods. The transaction price is fully allocated to the single performance obligation for non-WineBank sales. The Group recognises revenue at a point in time when the single performance obligation is satisfied. The performance obligation is satisfied when control is passed to the customer. Control is deemed to pass to the customer upon delivery of the goods.

Revenue is recognised at the transaction price of the sale of goods, net of discounts and excluding value added tax, in the ordinary course of business.

The Group uses its accumulated historical experience to estimate the level of returns on a portfolio level using the expected value method. Credit terms are only provided to corporate customers, and the average credit period is 60 days.

WineBank

Amounts deposited by customers for WineBank are initially reported as a contract liability in the Statement of Financial Position. On registering as a WineBank customer, subscription customers agree to lodge a regular monthly sum into their WineBank account. These sums accumulate in the customer account and build a balance to use against their next purchase from the Group.

Amounts deposited by WineBank customers are reported within the Group cash balance but are held separate to Group funds. WineBank deposits are not used to fund the working capital of the business. WineBank customers can cancel their WineBank account at any time and may request to receive their money back immediately with no penalty whatsoever.

Using funds deposited through the WineBank scheme entitles account holders to benefit from an extra discount on the Group's website prices. This discount represents a 'material right' under IFRS 15 Revenue from Contracts with Customers when customers spend their WineBank cash balance but not the associated interest. The material right performance obligation is calculated on a portfolio basis taking into account inactive customers and expected future cash receipts which reduce the portfolio value of the material right. The material right provision is included within contract liabilities and deferred until the customer uses the discount on a future order.

Orders placed through the WineBank scheme also contain the same performance obligation as for other sales, as described above. The transaction price allocated to this performance obligation is the remaining amount after allocating the element to the material right, and is recognised upon delivery to the customer.

Notes forming part of the financial statements *continued*

2. Accounting policies *continued*

Finance costs

Finance costs on financial liabilities are recognised in the profit and loss account over the term of such instruments at a constant rate on the carrying amount. Issue costs relating to financial instruments are recognised in the income statement over the term of the debt at a constant rate over the instrument's life.

Interest on leases is calculated based on the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used (see lease accounting policy).

Taxation

Tax on the profit or loss for the year comprises current and deferred tax.

Tax is recognised in the Consolidated Statement of Comprehensive Income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates and laws enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future.

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates and laws enacted or substantively enacted at the reporting date. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

The carrying amounts of deferred tax assets are reviewed at each reporting date.

Foreign currencies

Functional and presentational currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The functional currency of the Group is GBP. The financial statements have been rounded to thousands.

Transactions and balances

Transactions denominated in foreign currencies are translated into the functional currency at the exchange rates prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at quoted rates of exchange ruling at the balance sheet date. Exchange profits and losses arising from current trading are included in operating profit.

Goodwill

Goodwill arising on the acquisition of subsidiary undertakings and businesses, representing any excess of the fair value of the consideration given over the fair value of the identifiable assets and liabilities acquired is capitalised.

The goodwill in the consolidated financial statements represents the goodwill recognised in the predecessor holding company financial statements at the original carrying value.

Goodwill is not amortised but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, 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 on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Intangible assets

Computer software is stated at cost less accumulated amortisation and impairment losses. Software is amortised over its estimated useful life, of between five and eight years, on a straight line basis.

Included within intangible assets are capitalised internal development costs, which are calculated based on the salary costs of employees who have directly attributable time to internal development projects.

Where factors, such as technological advancement or changes in market prices, indicate that residual value or useful life have changed, the residual value, useful life or amortisation rate are amended prospectively to reflect the new circumstances.

2. Accounting policies *continued*

Property, plant and equipment

Property, plant and equipment are stated at historic purchase cost less accumulated depreciation and impairment losses. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

- Leasehold property - over the life of the lease
- Fixtures and fittings - 33.33% per annum
- Computer hardware and warehouse equipment - 33.33% per annum

Assets classified as 'work in progress' are not depreciated as such assets are not currently available for (or in) use. Once in use, assets will be re-categorised and depreciated at the rate appropriate to their classification.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the net sale proceeds and the carrying amount of the asset and is recognised in the Statement of Comprehensive Income.

Impairment of non-financial assets (excluding goodwill)

At each reporting date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

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

If the recoverable amount of an asset (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. An impairment loss is recognised immediately in comprehensive income.

Where an impairment loss 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 years. A reversal of an impairment loss is recognised immediately in profit or loss to the extent that it eliminates the impairment loss which has been recognised for the asset in prior years.

Leases

A contract, or a portion of a contract, is accounted as a lease when it conveys the right to use an asset for a period of time in exchange for consideration. Leases are those contracts that satisfy the following criteria:

- There is an identified asset;
- The Group obtains substantially all the economic benefits from use of the asset; and
- The Group has the right to direct use of the asset.

The Group considers whether the supplier has substantive substitution rights. If the supplier does have those rights, the contract is not identified as giving rise to a lease. In determining whether the Group obtains substantially all the economic benefits from use of the asset, the Group considers only the economic benefits that arise from use of the asset. In determining whether the Group has the right to direct use of the asset, the Group considers whether it directs how and for what purpose the asset is used throughout the period of use. If the contract or portion of a contract does not satisfy these criteria, the Group applies other applicable IFRS rather than IFRS 16.

The group leases various offices, warehouses and equipment. Rental contracts are typically made for fixed periods of 5 to 10 years.

Contracts may contain both lease and non-lease components. The group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Notes forming part of the financial statements *continued*

2. Accounting policies *continued*

Leases *continued*

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third-party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by Virgin Wines UK plc, which does not have recent third-party financing; and
- makes adjustments specific to the lease, for example term and security.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the group entities use that rate as a starting point to determine the incremental borrowing rate.

The group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

The Group has elected not to recognise right of use assets and lease liabilities for leases of low-value assets and short-term leases. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Inventory

Inventories are valued at the lower of cost and net realisable value on a FIFO basis. Cost comprises purchase price plus associated freight and duty costs for imported goods. Inventories are regularly assessed for evidence of impairment. Where such evidence is identified, a provision is recognised to reduce the value of inventories to its selling price after incurring any future costs to sell.

Cash and cash equivalents

Cash and cash equivalents include cash on hand and with banks, as well as any deposits made with financial institutions with a maturity period of less than three months from the date of deposit. Cash and cash equivalents also includes amounts received from WineBank customers which are not restricted and as such are presented as cash and cash equivalents.

Financial instruments

Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted by transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities are described below.

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

2. Accounting policies *continued*

Financial instruments *continued*

Classification and subsequent measurement of financial assets

For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

- financial assets at amortised cost; and
- financial assets/liabilities held at fair value through profit or loss (FVTPL).

Financial assets at amortised cost

Financial assets at amortised cost are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition, these are measured at amortised cost using the effective interest method, less provision for impairment. 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.

The Group recognises a loss allowance for expected credit losses (ECL) on financial assets that are measured at amortised cost. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL on trade receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

All income and expenses relating to financial assets that are recognised in the Consolidated Statement of Comprehensive Income are presented within finance costs or finance income, except for impairment of trade receivables which is presented within other administrative expenses.

Classification and subsequent measurement of financial liabilities

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

Financial liabilities are measured at amortised cost using the effective interest method, except for financial liabilities held for trading or designated at FVTPL, that are carried at fair value with gains or losses recognised in the Consolidated Statement of Comprehensive Income.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in the Consolidated Statement of Comprehensive Income are included within finance costs or finance income.

Derivative financial liabilities

Derivatives are initially recognised at fair value at the date a derivative is entered into and are subsequently remeasured to their fair value at each reporting date. A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability. The resulting gain or loss is recognised in the Consolidated Statement of Comprehensive Income immediately. A derivative is presented as a non-current asset or non-current liability if the Group has an unconditional right to defer payment beyond 12 months. Otherwise derivatives are presented as current assets or liabilities.

Provisions

Provisions are recognised when the Group has a legal or constructive present obligation in relation to dilapidation costs on exit of leased properties where it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation.

Notes forming part of the financial statements *continued*

2. Accounting policies *continued*

Employee benefits

The Group provides a range of benefits to employees, including annual bonus arrangements, paid holiday arrangements and defined contribution pension plans.

(i) Short-term benefits

Short-term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.

(ii) Defined contribution pension plans

The Group operates a number of defined contribution plans for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations. The contributions are recognised as an expense when they are due. Amounts not paid are shown in accruals in the balance sheet. The assets of the plan are held separately from the Group in independently administered funds.

(iii) Share-based payments

A transaction is accounted for as a share-based payment where the Group receives services from employees, Directors or third parties and pays for these in shares or similar equity instruments.

The Group makes equity-settled share-based payments to certain employees and Directors. Equity-settled share-based schemes are measured at fair value (excluding the effect of non-market-based vesting conditions) at the date of grant, measured by use of an appropriate valuation model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the period services are received, based on the Group's estimate of shares that will eventually vest. Share options are forfeited when an employee ceases to be employed by the Group unless determined to be a 'Good Leaver'. A 'Good Leaver' is a participant who ceases employment by reason of death, retirement, injury, ill-health or disability.

The Group has discretion to recover the employer's National Insurance liability from the employee. For the current active schemes the Company has chosen to do so.

Merger reserve

The merger reserve was created as a result of the share-for-share exchange under which Virgin Wines UK plc became the parent undertaking prior to the IPO. Under merger accounting principles, the assets and liabilities of the subsidiaries were consolidated at book value in the Group Financial Statements and the consolidated reserves of the Group were adjusted to reflect the statutory share capital, share premium and other reserves of the Company as if it had always existed, with the difference presented as the merger reserve.

Retained earnings

Retained earnings includes all current and prior period retained profits and losses.

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

Dividends are recognised when approved by the Group's shareholders or, in the case of interim dividends, when the dividend has been paid.

Section 479c Companies Act 2006 audit exemption

The subsidiaries Virgin Wine Online Limited (registered number 03800762) and Virgin Wines Holding Company Limited (registered number 07970057) are exempt from the requirements of the Act relating to the audit of accounts under section 479a of the Companies Act 2006.

3. Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these Financial Statements, the Directors have made the following key judgements and estimates:

Goodwill impairment assessment (note 14)

At each reporting date, the Group tests goodwill for impairment in accordance with the requirements of IAS 36. The recoverable amount of the Group's single cash-generating unit (CGU) is determined by calculating its value in use. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the single CGU and to use a suitable discount rate in order to calculate their present value. The value in use is then compared to the total of the relevant assets and liabilities of the CGU. See note 14 for details of the test for impairment and the relevant key assumptions.

Assessment of carrying values of plc company investments and amounts due from Group undertakings

In relation to the plc company's investments in subsidiaries, the Directors are required to assess whether there are any indicators of impairment at each reporting date. All relevant potential indicators are considered, including the performance of the underlying trading subsidiary and the results of the Group's impairment assessment performed as at the same date as described above. The Directors exercise their judgement in determining whether any such indicators exist. Where an indicator of impairment is identified in relation to the company's investments or intercompany receivable balances, a full impairment review is performed. The Directors performed their assessment and concluded that no impairment indicators existed at 3 July 2026 and, as such, a full impairment review over the company's investments in subsidiaries and intercompany receivables was not performed.

In relation to the amounts due from Group undertakings, the Directors are required to assess their carrying amount for any impairment using the expected credit losses (ECL) model. As set out in note 6 to the company financial statements, the amounts owed by Group undertakings are unsecured, interest free and repayable on demand. Consistent with the ECL model, the Directors have assessed the carrying amount for impairment on the assumption that repayment of the amounts were demanded at the reporting date. The Directors, having determined that the borrower had insufficient highly liquid resources at the reporting date, considered the expected manner of recovery and recovery period of these loans (the company's 'recovery scenarios'). The Directors determined that the only non-trivial recovery scenario would be realised by way of a dividend distribution by the Group's trading subsidiary, Virgin Wine Online Limited. The Directors, amongst other factors, considered the ability and intent of the subsidiary to make such a distribution if required, and ultimately determined that any reduction in the carrying amount of these receivables would be inconsequential to the company's financial statements. On that basis, no ECL provision has been recognised.

Sources of estimation uncertainty

The Group has recognised a provision in respect of potential dilapidation costs arising from the exercise of a break clause in relation to a property lease. The provision represents management's best estimate of the costs that may be incurred to satisfy the Group's obligations under the lease and is based on the information available at the reporting date, including property assessments and estimates of the work required.

There is estimation uncertainty in determining the final amount of the provision, as the actual costs will depend on the condition of the property at the date of handover, the extent of remedial works required and the outcome of discussions with the landlord. The provision will be reviewed and updated as further information becomes available.

The Group has considered other estimates and assumptions that, whilst not deemed to represent a significant risk of material adjustment, do represent important estimates at 3 July 2026 and are disclosed accordingly. The valuation of the material right provision is disclosed as another estimate in the current year.

4. Segmental reporting

IFRS 8 requires operating segments to be determined based on the Group's internal reporting to the Chief Operating Decision Maker (CODM). The CODM has been determined to be the Board as it is primarily responsible for the allocation of resources to segments and the assessment of performance of the segments.

The level of aggregation of results reported to and assessed by the CODM supports that there are not operating segments smaller than the business as a whole, there is only one operating segment, which comprises all of the operations of the Group. Performance of this operating segment is assessed on revenue and Adjusted EBITDA (being operating profit excluding share-based payments and any exceptional items, see table on page 29). These are the financial performance measures that are reported to the CODM, along with other operational performance measures, and are considered to be useful measures of the underlying trading performance of the segment. Adjusted items are not allocated to the operating segment as this reflects how they are reported to the Board.

Notes forming part of the financial statements *continued*

5. Revenue

The Directors have considered the requirement of IFRS 15 with regards to disaggregation of revenue and do not consider this to be required as the Group has only one operating segment which is the sale of alcohol.

There is one geographical market being the UK, all revenue streams having similar recognition policies and whilst the Group provides services, Management do not believe such analysis would provide meaningful information for users of the financial statements.

There were no major customers that individually accounted for more than 10% of total revenues (2025: no customers).

6. Operating profit

Operating profit is stated after charging/(crediting):

	3 July 2026 £'000	27 June 2025 £'000
Inventory charged to cost of sales	**40,277**	38,137
Depreciation (note 15)	**150**	171
Depreciation of right of use asset (note 16)	**730**	493
Staff costs (note 7)	**8,718**	7,881
Share-based payments (note 9)	**68**	(35)
Net exchange gains (including movements on fair value through profit and loss derivatives)	**29**	(33)
Movement in inventory provision	**209**	(17)
Intangible asset amortisation (note 14)	**613**	634
Low value and short-term rentals excluded from right of use asset	**58**	70
Auditors' remuneration:		
– for the audit of the Group and Parent Company Financial Statements	**147**	141
– non-audit fees (tax compliance services)	**–**	–

7. Staff costs

	3 July 2026 £'000	27 June 2025 £'000
Staff costs (including directors) consist of:		
Wages and salaries	**7,250**	6,630
Social security costs	**957**	780
Other pension costs	**511**	471
	8,718	7,881

The amount recognised in the Consolidated Statement of Comprehensive Income as an expense in relation to the Group's defined contribution schemes is £511,000 (2025: £471,000).

The monthly average number of employees (including directors) during the period was as follows:

By function	3 July 2026 £'000	27 June 2025 £'000
Sales	**134**	124
Management and administrative	**44**	42
	178	166

The majority of employees are eligible to join the defined contribution pension plan.

8. Key management personnel

	3 July 2026 £'000	27 June 2025 £'000
Short-term employee benefits	**624**	683
Post employment benefits	**22**	25
	646	708

During the period, retirement benefits were accruing to two Directors (2025: 2) in respect of defined contribution pension schemes.

Key management personnel include only the Directors and as such no further disclosures in respect of compensation are given.

Additional analysis can be found in the Remuneration Committee report.

9. Share-based payments

In the 53-week period ended 3 July 2026 the Group operated an equity-settled share-based payment plan as described below.

The charge in the period attributed to the plan was £68,000 (2025: credit of £35,000). The total amount recognised in relation to share-based payments is £700,800 (2025: £632,500).

Under the Virgin Wines UK plc Long-Term Incentive Plan, the Group gives performance share awards (PSA) and restricted share awards (RSA) to Directors and senior staff subject to the achievement of a pre-agreed revenue and net profit figure for the financial year of the Group, three financial years subsequent to the date of the award. These shares vest after the delivery of the audited revenue and profit figure for the relevant financial period has been announced.

Awards are granted under the plan for no consideration and carry no dividend or voting rights.

Awards are exercisable at the nominal share value of £0.01.

Awards are forfeited if the employee leaves the Group before the awards vest, except under circumstances where the employee is considered a 'Good Leaver'.

			27 June 2025		28 June 2024	
Grant date	Vesting date	Expiration date	Share price at grant	Number of share options issued	Share price at grant	Number of share options issued
PSA Share Awards						
2 May 2025	2 May 2028	2 May 2035	**47p**	**963,101**	–	–
30 April 2024	30 April 2027	30 April 2034	**–**	**–**	48p	2,077,748
RSA Share Awards						
6 March 2025	6 March 2028	6 March 2035	**43p**	**300,000**	–	–

Notes forming part of the financial statements *continued*

9. Share-based payments *continued*

	Number of Shares 3 July 2026	Number of Shares 27 June 2025
Outstanding at start of period	**3,601,200**	4,189,775
Granted during the period	**–**	1,263,101
Lapsed during the period	**(2,077,748)**	(1,685,544)
Exercised during the period	**(123,956)**	(166,132)
Outstanding at end of period	**1,399,496**	3,601,200

Of the above shares, 136,395 were vested and exercisable at 3 July 2026 (2025: 260,351).

The average remaining time for awards to vest is 1.6 years (2025: 2.1 years). The awards outstanding at 3 July 2026 have a weighted average remaining contractual life of 8.5 years (2025: 9.1 years).

The fair value at grant date was determined with reference to the share price at grant date, as there are no market-based performance conditions and the expected dividend yield is 0%. Therefore there was no separate option pricing model used to determine the fair value of the awards.

10. Finance income

	3 July 2026 £'000	27 June 2025 £'000
Bank interest	**361**	725

11. Finance costs

	3 July 2026 £'000	27 June 2025 £'000
Interest payable for lease liabilities	**128**	129
Other finance charges	**4**	–
	132	129

12. Taxation

	3 July 2026 £'000	27 June 2025 £'000
Analysis of charge for the period		
Current tax		
Charge for the year	**–**	85
Total current tax	**–**	85
Deferred tax		
Origination and reversal of timing differences	**169**	212
Adjustment in respect of prior period	**3**	(7)
Tax losses	**(639)**	–
Total deferred tax	**(467)**	205
Tax (credit)/charge on profit on ordinary activities	**(467)**	290

Factors that may affect future tax charges:

Deferred taxes at the balance sheet date have been measured using the effective tax rate (25%).

12. Taxation *continued*

The tax assessed for the period is lower (2025: lower) than the standard rate of corporation tax in the UK applied to profit before tax. The differences are explained below:

	3 July 2026 £'000	27 June 2025 £'000
(Loss)/profit before tax	**(1,497)**	1,592
Profit before tax at the standard rate of corporation tax in the UK of 25% (period ended 27 June 2025 – 25%)	**(374)**	398
Effects of:		
Expenses not deductible for tax purposes	**8**	3
Adjustment in respect of prior period	**3**	(7)
Other permanent differences	**(104)**	(104)
Total tax (credit)/charge for the period	**(467)**	290

For further information on deferred tax balances see note 17.

13. Earnings per share

Basic and diluted earnings per share are calculated by dividing the earnings attributable to equity shareholders by the weighted average number of ordinary shares in issue during the period.

At 3 July 2026 the total number of potentially dilutive shares issued under the Virgin Wines UK plc long-term incentive plan was 1,399,496 (2025: 3,601,200). Due to the contingent nature of options under the long-term incentive plan, these shares have no dilutive effect on the profit per share.

The calculation of basic profit per share is based on the following data:

Statutory EPS

	3 July 2026	27 June 2025
Earnings (£'000)		
Earnings for the purpose of basic earnings per share	**(1,030)**	1,302
Number of shares		
Adjusted average number of shares for the purposes of basic earnings per share	**49,964,151**	55,038,450
Adjusted average number of shares for the purposes of diluted earnings per share	**49,964,151**	57,618,515
Basic and diluted earnings per ordinary share (pence)	**(2.1)**	2.4
Diluted earnings per ordinary share (pence)	**(2.1)**	2.3

Notes forming part of the financial statements *continued*

14. Intangible assets

	Goodwill £'000	Software £'000	Total £'000
Cost			
At 29 June 2024	9,623	3,872	13,495
Additions	–	832	832
At 27 June 2025	9,623	4,704	14,327
Additions	–	1,561	1,561
3 July 2026	**9,623**	**6,265**	**15,888**
Accumulated amortisation and impairment			
At 29 June 2024	–	2,336	2,336
Amortisation charge	–	634	634
At 27 June 2025	–	2,970	2,970
Amortisation charge	–	613	613
3 July 2026	–	3,583	3,583
Net book value			
3 July 2026	**9,623**	**2,682**	**12,305**
27 June 2025	9,623	1,734	11,357

Included within Software is £0.9m (2025: £0.2m) net book value in relation to development of the Virgin Wines app which has a remaining amortisation period of four years (2025: five years)

Included in Software is £1.3m (2025: £1.1m) net book value of internally generated asset.

Amortisation is charged to administrative expenses in the consolidated statement of comprehensive income.

Software is amortised over its estimated useful economic life.

The Group is required to test, on an annual basis, whether goodwill has suffered any impairment. The recoverable amount is determined based on value in use calculations. The use of this method requires the estimation of future cash flows and the determination of a discount rate in order to calculate the present value of the cash flows.

The goodwill figure has been derived from the acquisition of 100% of the share capital of Virgin Wine Online Limited by Virgin Wines Holding Company Limited in 2013 and as such there is only one cash-generating unit.

The Group has estimated the value in use of the business as a cash generating unit based on a discounted cash flow model which adjusts for risks associated with the assets. The discount rate applied is a pre-tax rate of 13.4% (2025: 14.5%).

The forecasts for the business are based over a five-year projection period, use past experience and apply a forecast annual growth rate. The key assumptions used in the discounted cash flow were the sales and EBITDA figures (based on Board-approved plans), the future growth rate (including long-term growth rate of 2%) and the discount rate.

The Directors have assessed the sensitivity of the impairment test to reasonably possible changes in the key assumptions described above, and noted that sufficient headroom existed in all cases.

The forecasts in the model prepared expect an average of 11% revenue growth per annum to 2031. On average, a 3% reduction in revenue growth would cause headroom on the impairment of Goodwill to reduce to £nil. In this case, management would reassess marketing strategies and incremental costs to mitigate the impact of any shortfall.

15. Property, plant and equipment

	Leasehold property £'000	Computer hardware & warehouse equipment £'000	Fixtures & fittings £'000	Total £'000
Cost				
At 29 June 2024	20	994	552	1,566
Additions	–	62	17	79
At 27 June 2025	20	1,056	569	1,645
Additions	88	127	7	222
Disposals	–	(371)	(15)	(386)
At 3 July 2026	**108**	**812**	**561**	**1,481**
Accumulated depreciation				
At 29 June 2024	20	882	462	1,364
Charge for the period	–	99	72	171
At 27 June 2025	20	981	534	1,535
Charge for the period	59	71	20	150
Eliminated on disposal	–	(371)	–	(371)
At 3 July 2026	**79**	**681**	**554**	**1,314**
Net book value				
At 3 July 2026	**29**	**131**	**7**	**167**
At 27 June 2025	–	75	35	110

Depreciation is charged to administrative expenses in the consolidated statement of comprehensive income.

Notes forming part of the financial statements *continued*

16. Right of use assets

The Group leases a number of properties across the UK, in Norwich, Preston and Bolton.

	Leasehold property £'000	Warehouse equipment £'000	Total £'000
Cost			
At 29 June 2024	5,060	252	5,312
At 27 June 2025	5,060	252	5,312
Lease modification adjustment	441	–	441
Reassessment adjustment	(690)	–	(691)
Additions	–	252	252
Disposals	–	(69)	(69)
At 3 July 2026	**4,811**	**435**	**5,246**
Accumulated depreciation			
At 29 June 2024	2,807	135	2,942
Charge for the period	450	43	493
At 27 June 2025	3,257	178	3,435
Charge for the period	689	41	730
Eliminated on disposal	–	(69)	(69)
At 3 July 2026	**3,946**	**150**	**4,096**
Net book value			
At 3 July 2026	**865**	**285**	**1,150**
At 27 June 2025	1,803	74	1,877

Lease liability

	Leasehold property £'000	Warehouse equipment £'000	Total £'000
At 29 June 2024	2,611	121	2,732
Interest expense	125	4	129
Lease payments	(620)	(48)	(668)
At 27 June 2025	2,116	77	2,193
New leases recognised	–	248	248
Lease modification	441	–	441
Lease reassessment	(690)	–	(690)
Interest expense	122	6	128
Lease payments	(949)	(43)	(992)
At 3 July 2026	**1,040**	**288**	**1,328**

The Group recognises right-of-use ("ROU") assets in respect of leased properties in accordance with the applicable statutory accounting framework. During the year, the lease arrangements were subject to modifications, including a six-month extension to the lease term and a rent review. This resulted in the increase of the lease liability and ROU asset by £441k.

During the period, management also reassessed an expected lease term following the application of a contractual break clause. Based on the circumstances existing at the reassessment date, management determined that the break clause should be exercised and that the lease would therefore terminate earlier than previously anticipated. The remaining lease term and associated lease payments were consequently reassessed resulting in a decrease of £691k.

17. Deferred tax

	3 July 2026 £'000	27 June 2025 £'000
Brought forward	**(11)**	194
Utilisation through income statement	**467**	(205)
Carried forward	**456**	(11)

The balance comprises temporary differences attributable to:

	Fixed asset differences £'000	Other timing differences £'000	Tax losses £'000	Total £'000
Deferred tax asset at 29 June 2024	73	23	98	194
Recognised in the period through income statement	(116)	9	(98)	(205)
Deferred tax asset at 27 June 2025	(43)	32	-	(11)
Recognised in the period through income statement	(169)	(3)	639	467
Deferred tax (liability)/asset at 3 July 2026	**(212)**	**29**	**639**	**456**

The Directors consider that sufficient future taxable profits will be available and as such deferred tax (liabilities)/assets have been recognised in full for Virgin Wine Online Limited and Virgin Wines UK plc.

A deferred tax asset has been recognised on losses in Virgin Wines Holding Company Limited to the extent to which the losses can be utilised through group relief. The deferred tax asset not recognised in Virgin Wines Holding Company is £0.9m (2025: £0.9m).

The deferred tax asset is expected to be utilised in more than one year. Deferred tax is calculated based on the expected tax rate in force when the timing differences reverse of 25% (2025: 25%).

18. Inventories

	3 July 2026 £'000	27 June 2025 £'000
Finished goods for resale	**6,850**	7,153

There is no difference between the replacement cost of stocks and carrying value (27 June 2025: £nil).

Inventories are stated after provision for impairment of £454,000 (2025: £245,000).

19. Trade and other receivables

	3 July 2026 £'000	27 June 2025 £'000
Amounts falling due within one year:		
Gross carrying amount - trade receivables	**1,332**	1,798
Loss allowance	**(5)**	(5)
Net carrying amount - trade receivables	**1,327**	1,793
Prepayments	**1,258**	1,183
Other receivables	**39**	65
	2,624	3,041

Trade receivables are considered past due once they have passed their contracted due date. Trade receivables and contract assets are assessed for impairment based upon the expected credit losses model.

The Group applies the IFRS 9 Simplified Approach to measuring expected credit losses using a lifetime expected credit loss provision for trade receivables and contract assets. To measure expected credit losses on a collective basis, trade receivables and contract assets are grouped based on similar credit risk and ageing. The contract assets have similar risk characteristics to the trade receivables for similar types of contracts.

The expected loss rates are based on the Group's historical credit losses experienced over the three-years prior to the period end. The historical loss rates are then adjusted for current and forward-looking information on macroeconomic factors affecting the Group's customers.

Notes forming part of the financial statements *continued*

19. Trade and other receivables *continued*

The average credit period on sales is 30 days after the invoice has been issued. No interest is charged on outstanding trade receivables.

At 3 July 2026 there were two (27 June 2025: one) customers who owed in excess of 10% of the total trade debtor balance. These customers were operating within their agreed credit terms and the Directors do not foresee an increased credit risk associated with these customers. As such no provision for impairment has been recognised on these balances.

Trade receivables and contract assets are written off where there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 60 days past due. There are no amounts outstanding on financial assets that were written off during the reporting period and which are still subject to enforcement activity. Impairment losses on trade receivables and contract assets are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

Other receivables relate to uncleared sales receipts from customers, processed in the normal course of business.

The maturity analysis of trade receivables and other debtors is shown below:

			3 July 2026			27 June 2025
	Gross £'000	**Provision £'000**	**Net £'000**	Gross £'000	Provision £'000	Net £'000
Trade receivables and other debtors						
Not yet due	**1,281**	**-**	**1,281**	1,743	-	1,743
Overdue	**51**	**(5)**	**46**	55	(5)	50
	1,332	**(5)**	**1,327**	1,798	(5)	1,793

Movements in the impairment allowance for trade receivables and contract assets are as follows:

	3 July 2026 £'000	27 June 2025 £'000
Opening provision for impairment of trade receivables and contract assets	**5**	6
Recovered provided debt	**(2)**	(5)
Increase during the period	**3**	5
Write off of provided debt	**(1)**	(1)
Carried forward	**5**	5

20. Cash and cash equivalents

Included in Cash and cash equivalents is a balance of £8.9m (27 June 2025: £8.3m) relating to advance payments received from WineBank customers. The corresponding creditor to customers is included in contract liabilities.

£6.6m of the cash balance is held on 95 day notice (2025: £5.4m) at preferential interest rates between 3.85% and 3.9% (27 June 2025: between 4.3% and 4.4%).

21. Trade and other payables

	3 July 2026 £'000	27 June 2025 £'000
Trade payables	**3,437**	2,511
Taxation and social security	**2,424**	2,458
Contract liabilities	**9,543**	8,876
Accruals and other creditors	**1,721**	2,029
	17,125	15,874

The Directors consider the fair value of creditors to be equal to the book value given their short-term nature.

22. Provisions

Leasehold dilapidation provision

	3 July 2026 £'000	27 June 2025 £'000
Brought forward	**413**	367
Charged in income statement	**88**	46
Carried forward	**501**	413

Leasehold dilapidations relate to the estimated cost of returning a leasehold property to its original state at the end of the lease as a result of general 'wear and tear'. The cost is recognised as an expense in the Consolidated Statement of Comprehensive Income and accrued for over the term of the lease, on the basis that the 'wear and tear' increases over the period of the lease. The main uncertainty relates to estimating the cost that will be incurred at the end of the lease.

Maturity analysis for provisions

Dilapidation provisions are expected to mature at the end of the lease term as follows:

	3 July 2026 £'000	27 June 2025 £'000
October 2026	**–**	292
November 2026	**313**	292
March 2027	**188**	121
August 2030	**–**	121
	501	413

The provision relates to the Group's obligations to meet dilapidation and remedial costs arising under its property lease arrangements. During the year, the provision was reassessed following the exercise of a contractual break clause, resulting in an amendment to the estimated costs associated with the Group's lease obligations.

The provision represents management's best estimate of the expenditure required to settle these obligations and is based on the information available at the reporting date, including the expected condition of the property and the estimated scope and cost of remedial works. The timing and amount of the final expenditure remain subject to estimation uncertainty and may be affected by the condition of the property at handover and discussions with the landlord.

23. Financial instruments and financial risk management

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

- trade and other receivables;
- cash and cash equivalents;
- trade and other payables; and
- lease liabilities.

The existence of these financial instruments exposes the Group to the following financial risks:

- credit risk;
- liquidity risk;
- foreign currency risk; and
- capital management.

Notes forming part of the financial statements *continued*

23. Financial instruments and financial risk management *continued*

The Group's financial instruments may be analysed as follows:

	3 July 2026 £'000	27 June 2025 £'000
Trade and other receivables	**1,366**	1,858
Cash and cash equivalents	**14,707**	17,579
Financial assets measured at amortised cost	**16,073**	19,437

	3 July 2026 £'000	27 June 2025 £'000
Derivative financial liabilities measured at fair value through profit or loss	**(16)**	(6)
Financial liabilities measured at fair value through comprehensive income	**(16)**	(6)

	3 July 2026 £'000	27 June 2025 £'000
Trade and other payables, excluding non-financial liabilities	**(5,158)**	(4,540)
Lease liabilities	**(1,328)**	(2,193)
Financial liabilities measured at amortised cost	**(6,486)**	(6,733)

Financial assets which are debt measured at amortised cost comprise trade receivables, other debtors and cash and cash equivalents.

Financial assets measured at fair value through comprehensive income represent the Group's derivative financial instruments, being foreign exchange forward contracts.

Financial liabilities measured at amortised cost comprise trade payables, accruals and other creditors, lease liabilities and loans and borrowings.

Credit risk

The Group's maximum exposure to credit risk is limited to the carrying amount of the financial assets recognised at the reporting date, as summarised below:

	3 July 2026 £'000	27 June 2025 £'000
Financial assets measured at amortised cost	**16,073**	19,437

The Group's cash and cash equivalents are all held on deposit with leading international banks and hence the Directors consider the credit risk associated with such balances to be low.

The Group provides credit to customers in the normal course of business. The principal credit risk therefore arises from the Group's trade receivables. In order to manage credit risk the Directors set credit limits for corporate customers based on a combination of payment history, credit references and a financial review of the business. Credit limits are reviewed on a regular basis in conjunction with debtor ageing and payment history. Historic credit losses of the Group have been negligible as referenced in note 19.

Details of the trade receivables impairment policy can be found in note 19.

23. Financial instruments and financial risk management *continued*

Liquidity risk

Liquidity risk arises from the Group's management of working capital and the amount of funding required for growth. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due.

The Group manages its cash and borrowing requirements through preparation of annual cash flow forecasts reflecting known commitments and anticipated projects in order to maximise interest income and minimise interest expense, whilst ensuring that the Group has sufficient liquid resources to meet the operating needs of the Group. Borrowing facilities are arranged as necessary to finance requirements.

The following table shows the maturities of gross undiscounted cash flows of financial liabilities as at 3 July 2026:

	Carrying amount £'000	Contractual cash flows £'000	<1 year £'000	1-5 years £'000	>5 years £'000
Non-derivative financial liabilities:					
Trade and other payables	**5,158**	**5,158**	**5,158**	**–**	**–**
Lease liabilities	**1,328**	**6,278**	**788**	**4,032**	**1,458**
	6,486	**11,436**	**5,946**	**4,032**	**1,458**
Derivative financial liabilities:					
Foreign currency forwards					
(Inflow)	**–**	**(2,159)**	**(2,159)**	**–**	**–**
Outflow	**–**	**2,143**	**2,143**	**–**	**–**
	(16)	**(16)**	**(16)**	**–**	**–**
Total	**6,470**	**11,420**	**5,930**	**4,032**	**1,458**

Contractual maturities of financial liabilities as at 27 June 2025 are as follows:

	Carrying amount £'000	Contractual cash flows £'000	<1 year £'000	1-5 years £'000	>5 years £'000
Non-derivative financial liabilities:					
Trade and other payables	4,540	4,540	4,540	–	–
Lease liabilities	2,193	2,534	656	1,527	351
	6,733	7,074	5,196	1,527	351
Derivative financial liabilities:					
Foreign currency forwards					
(Inflow)		(1,717)	(1,717)	–	–
Outflow		1,711	1,711	–	–
	(6)	(6)	(6)	–	–
Total	6,727	7,068	5,190	1,527	351

Notes forming part of the financial statements *continued*

23. Financial instruments and financial risk management *continued*

Foreign currency risk

Foreign exchange risk is the risk that movements in exchange rates affect the profitability of the business. The Group purchases goods from overseas suppliers and is invoiced in currencies other than GBP. It is therefore exposed to movements in the GBP exchange rate against the currencies in which suppliers invoice the Group. The Group monitors exchange rate movements closely and ensures adequate funds are maintained in appropriate currencies to meet known liabilities.

The Group enters into forward foreign currency contracts to mitigate the exchange rate risk for certain foreign currency payables. At 3 July 2026, the outstanding contracts all mature within 6 months (2025: 6 months) of the period end. The Group is committed to buy euros, US dollars and Australian dollars (2025: euros and Australian dollars) with a GBP value of £2.16m (2025: £1.72m).

The forward currency contracts are measured at fair value, by reference to the spot rate. This is a level one valuation in that the spot rate is a directly observable input.

The Group's exposure to foreign currency risk at the end of the respective reporting period (after the effect of forward contracts disclosed above) was as follows:

	3 July 2026 £'000	27 June 2025 £'000
AUD	–	1
Total	–	1

Liabilities include the monetary assets and liabilities of subsidiaries denominated in foreign currency.

The Group is exposed to foreign currency risk on the relationship between the functional currencies of Group companies and the other currencies in which the Group's material assets and liabilities are denominated. The table below summarises the effect on reserves had the functional currencies of the Group weakened or strengthened against these other currencies, with all other variables held constant.

	3 July 2026 £'000	27 June 2025 £'000
Loss on 10% strengthening of functional currency	**(109)**	(87)
Gain on 10% weakening of functional currency	**125**	106

Capital risk management

The Group's capital management objectives are:

- to ensure the Group's ability to continue as a going concern so that it can continue to provide returns for shareholders and benefits for other stakeholders; and
- to provide an adequate return to shareholders by pricing products and services commensurate with the level of risk.

To meet these objectives, the Group reviews the budgets and forecasts on a regular basis to ensure there is sufficient capital to meet the needs of the Group.

The capital structure of the Group consists of shareholders' equity as set out in the Consolidated Statement of Changes in Equity. All working capital requirements are financed from existing cash resources.

	3 July 2026 £'000	27 June 2025 £'000
Cash net of lease liabilities (note 25)	**13,379**	15,386
Equity	**19,289**	22,620

24. Share capital

	3 July 2026 £'000	27 June 2025 £'000
Authorised, allotted, called up and fully paid		
55,246,080 (2025: 55,972,405) ordinary shares of £0.01 each	**553**	560

On 2 March 2021 the Group underwent a reorganisation in which Virgin Wines UK plc became the ultimate parent undertaking of the Group. As part of the reorganisation 6,615,413 new Ordinary Shares of £0.01 each were created.

The new shares were fully paid and will rank pari passu in all respects with the existing Ordinary Shares, including the right to receive all dividends and other distributions. £0.98m of costs in relation to the issue of new shares have been charged to the share premium account.

During the year no (2025: nil) Ordinary Shares of £0.01 were issued by Virgin Wines UK plc.

During the year Virgin Wines UK plc acquired 4,262,563 (2025: 4,112,651) of its Ordinary Shares of £0.01 for £2,370,439 (2025: £1,968,476). 726,325 of these shares were cancelled immediately following acquisition. As a result the issued share capital was reduced by £7,263. The remaining shares are held in treasury within the Group.

The Directors have not approved an interim dividend and do not recommend the payment of a final dividend (2025: nil).

25. Analysis and reconciliation of cash net of lease liabilities

This section sets out an analysis of the movements in net cash, which includes cash and cash equivalents and liabilities arising from financing activities.

	29 June 2024 £'000	New leases £'000	Other non-cash changes £'000	Cash flow £'000	27 June 2025 £'000
Cash at bank and in hand	18,370	–	–	(791)	17,579
Lease liabilities	(2,732)	–	(129)	668	(2,193)
Cash net of lease liabilities	15,638	–	(129)	(123)	15,386
Decrease in cash in the period					(791)
Lease interest					(129)
Lease payments					668
Movement in net cash in the period					(252)
Net cash at 29 June 2024					15,638
At 27 June 2025					15,386

Notes forming part of the financial statements *continued*

25. Analysis and reconciliation of cash net of lease liabilities *continued*

	28 June 2025 £'000	New leases £'000	Other non-cash changes £'000	Cash flow £'000	3 July 2026 £'000
Cash at bank and in hand	17,579	-	-	(2,872)	14,707
Lease liabilities	(2,193)	(248)	(569)	1,682	(1,328)
Net cash	15,386	(248)	(569)	(1,190)	13,379
Decrease in cash in the period					(2,872)
New leases recognised					(248)
Lease interest and remeasurement					(569)
Lease payments					1,682
Movement in net cash in the period					(2,007)
Net cash at 27 June 2025					15,386
At 3 July 2026					13,379

26. Related party disclosures

During the period ended 3 July 2026, sales of £802,208 (2025: £839,500) were made by Virgin Wines UK plc to Virgin Wine Online Limited. These have been eliminated on consolidation.

Balances between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation.

Details of remuneration of key management personnel can be found in note 7.

During the period the Group paid £48,977 (2025: £47,198) in monitoring fees and expenses to Gresham House Asset Management Limited. At 3 July 2026 a balance of £5,014 (2025: nil) was due to Gresham House Asset Management Limited. Gresham House Asset Management Limited has significant control over the Group by virtue of their appointment of a Board member.

During the period sales of £26,606 (2025: £28,668) were made to LKB Enterprises Limited. At 3 July 2026 £3,984 (2025: £9,636) remained outstanding from LKB Enterprises Limited, a company in which Virgin Wines UK plc's CEO's wife has significant control.

27. Ultimate parent undertaking

In the opinion of the Directors, there is no single controlling party.

28. Events after the end of the reporting period

There have been no matters arising after the balance sheet date that would require disclosure in the financial statements.

29. Capital commitments and contingent liabilities

On 15 June 2026 the Group entered into a 10-year lease agreement in respect of new warehousing facilities, which is expected to commence on completion of construction.

The lease provides for a rent review at the end of year five. Based on the minimum rent increase, the minimum contractual lease payments over the 10-year lease term are £8,587,404.

As the property was not available for use at the reporting date and the lease had not commenced, no right-of-use asset or lease liability has been recognised in respect of this lease at 3 July 2026.

There were no other material capital commitments or contingent liabilities at the financial year end.

The Group has a bank guarantee in place of £0.1m in relation to the operation of its bonded warehouses.

30. Nature of each reserve

Share premium

Amount subscribed for share capital in excess of nominal value.

Own shares reserve

Nominal value of shares held in treasury.

Merger reserve

The difference between the nominal value of shares issued in exchange for the book value of assets acquired.

Share-based payment reserve

The movements on share-based payments.

Retained earnings

All other net gains and losses and transactions with owners (e.g. dividends) not recognised elsewhere.

Company statement of financial position

as at 3 July 2026

	Note	3 July 2026 £'000	27 June 2025 £'000
ASSETS			
Non-current assets			
Investment	3	**1,380**	1,312
Intangible assets	4	**-**	2
Deferred tax asset	5	**-**	-
Trade and other receivables	6	**17,663**	17,663
Total non-current assets		**19,043**	18,977
Current assets			
Trade and other receivables	6	**21**	29
Total current assets		**21**	29
Total assets		**19,064**	19,006
LIABILITIES AND EQUITY			
Current liabilities			
Trade and other payables	7	**(4,983)**	(2,670)
Total current liabilities		**(4,983)**	(2,670)
Total liabilities		**(4,983)**	(2,670)
Net assets		**14,081**	16,336
Equity			
Share capital	8	**553**	560
Share premium		**11,989**	11,989
Own share reserve		**(77)**	(43)
Merger reserve		**236**	236
Share-based payment reserve		**276**	294
Retained profit/(loss)		**1,104**	3,300
Total equity		**14,081**	16,336

As permitted by section 408 of the Companies Act 2006, a separate Statement of Comprehensive Income, dealing with the results of the Parent Company, has not been presented. The Parent Company profit for the period ended 3 July 2026 is £0.05m (2025: £4.1m).

The Financial Statements on pages 91 to 96 were approved by the Board of Directors and authorised for issue on 20 October 2026. They were signed on its behalf by:

Amanda Cherry

Amanda Cherry
Chief Financial Officer

Company statement of changes in equity

for the 53-week period ended 3 July 2026

	Called up share capital £'000	Share premium £'000	Own share reserve £'000	Merger reserve £'000	Share-based payment reserve £'000	Retained (loss)/ profit £'000	Total shareholders' funds £'000
29 June 2024	560	11,989	(3)	236	552	950	14,284
Profit for the financial period	–	–	–	–	–	4,054	4,054
Total comprehensive profit for the period	–	–	–	–	–	4,054	4,054
Share-based payments	–	–	–	–	(35)	–	(35)
Shares issued on exercise of share based payment	–	–	1	–	(223)	223	1
Shares repurchased, held in treasury	–	–	(41)	–	–	(1,927)	(1,968)
Total transactions with owners recognised in equity	**–**	**–**	**(40)**	**–**	**(258)**	**(1,704)**	**(2,002)**
27 June 2025	**560**	**11,989**	**(43)**	**236**	**294**	**3,300**	**16,336**
28 June 2025	**560**	**11,989**	**(43)**	**236**	**294**	**3,300**	**16,336**
Profit for the financial period	**–**	**–**	**–**	**–**	**–**	**46**	**46**
Total comprehensive income for the period	**–**	**–**	**–**	**–**	**–**	**46**	**46**
Share-based payments	**–**	**–**	**–**	**–**	**68**	**–**	**68**
Shares issued on exercise of share-based payment	**–**	**–**	**2**	**–**	**(86)**	**86**	**2**
Shares repurchased, held in treasury	**–**	**–**	**(43)**	**–**	**–**	**(2,328)**	**(2,371)**
Cancellation of shares	**(7)**	**–**	**7**	**–**	**–**	**–**	**–**
Total transactions with owners recognised in equity	**(7)**	**–**	**(34)**	**–**	**(18)**	**(2,242)**	**(2,301)**
3 July 2026	**553**	**11,989**	**(77)**	**236**	**276**	**1,104**	**14,081**

Company statement of cash flows

for the 53-week period ended 3 July 2026

	3 July 2026 £'000	27 June 2025 £'000
Cash flows from operating activities		
Profit before taxation	72	4,077
Adjustments for:		
Depreciation and amortisation	2	3
(Decrease)/increase in trade and other receivables	8	(4,014)
Increase in trade and other payables	2,287	1,901
Net cash generated from operating activities	**2,369**	1,967
Cash flows from financing activities		
Issue of treasury shares	2	1
Purchase of own shares	(2,371)	(1,968)
Net cash used in financing activities	(2,369)	(1,967)
Net increase in cash and cash equivalents	**–**	–
Cash and cash equivalents at beginning of period	–	–
Cash and cash equivalents at end of period	–	–

Notes to the company financial statements

for the 53-week period ended 3 July 2026

1. General information

The principal activity of the Company is the provision of Group management services.

2. Accounting policies

To the extent that an accounting policy is relevant to both Virgin Wines UK plc and Company financial statements, refer to the Group financial statements for disclosure of the accounting policy.

Basis of preparation

The Group's financial statements 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 these standards.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these Group financial statements.

Accounting reference date

UK company law permits a company to draw up financial statements to a date seven days either side of its accounting reference date. For operational reasons the Company has adopted an accounting period of 53-weeks, and as a result of this, the exact year-end was 3 July 2026 (2025: 52-week period ending 27 June 2025).

Historical cost convention

The financial statements have been prepared on a historical cost basis.

Investments

Fixed asset investments comprise investments by the Company in the shares of subsidiary undertakings. At the end of each financial period, the Directors review the carrying amount of the Company's investments to determine whether there is any indication that those assets have suffered an impairment loss. They are stated at cost less provisions for diminution in value.

Profit for the financial period

The Company had no employees in the current financial period.

Fees paid to the Company's Directors for the current financial period are disclosed in note 8 of the Group Financial Statements.

3. Investment

	Investment in subsidiary companies £'000
Cost	
29 June 2024	**1,347**
Increase in investment	**(35)**
At 27 June 2025	**1,312**
Change in investment	**68**
At 3 July 2026	**1,380**

The increase in investment represents the cost in the current period of share-based payments granted to employees of Virgin Wine Online Limited.

Notes to the company financial statements *continued*

3. Investment *continued*

The Company has investments in the following subsidiary undertakings:

Name	Country of domicile	Registered office	Principal activity	Holding	%
Virgin Wines Holding Company Limited	England	Unit 37-41 Roman Way Industrial Estate, Preston, Lancashire PR2 5BD	Intermediate holding company	Ordinary Shares	100
Virgin Wine Online Limited *	England	4th Floor, St. James' Mill, Whitefriars, Norwich, Norfolk NR3 1TN	Wine import and distribution	Ordinary Shares	100
The Warehouse Wine Company Limited **	England	Unit 37-41 Roman Way Industrial Estate, Preston, Lancashire PR2 5BD	Non-trading	Ordinary Shares	100

On 2 March 2021 the Company acquired the share capital of Virgin Wines Holding Company Limited in a share for share exchange. The cost of investment is recorded at the nominal value of the shares issued.

The Directors believe that the carrying value of the investments is supported by their underlying net assets and future trading forecast.

* Indirect holding.

** Indirect holding and exempt from audit by virtue of s394A of Companies Act 2006.

4. Intangible assets

	Software £'000
Cost	
29 June 2024	15
27 June 2025	15
3 July 2026	**15**
Accumulated amortisation and impairment	
29 June 2024	10
Charge for period	3
At 27 June 2025	13
Charge for period	2
At 3 July 2026	**15**
Net book value	
3 July 2026	**–**
27 June 2025	2

Amortisation is charged to administrative expenses in the statement of comprehensive income.

Software is amortised over its estimated useful economic life.

5. Deferred tax

	3 July 2026 £'000	27 June 2025 £'000
Brought forward	**–**	5
Recognised in the period through income statement	**–**	(5)
Carried forward	**–**	–

Deferred tax is calculated based on the expected tax rate in force when the timing differences reverse of 25%.

6. Trade and other receivables

	3 July 2026 £'000	27 June 2025 £'000
Non-current assets		
Amounts due from Group undertakings	**17,663**	17,663
	17,663	17,663
Current assets		
Prepayments	**21**	29
	21	29

Amounts owed by Group undertakings are unsecured, interest free and repayable on demand.

Amounts due from Group undertakings are non-current. In determining this classification, the Group notes that no repayment plan is in place and there is no reasonable prospect that all or part of amounts owing would need to be repaid within 12 months to achieve Group strategic objectives.

7. Trade and other payables

	3 July 2026 £'000	27 June 2025 £'000
Amounts owed to Group undertakings	**4,833**	2,452
Accruals and other creditors	**150**	218
	4,983	2,670

The Directors consider the fair value of creditors to be equal to the book value given their short-term nature.

Amounts owed to Group undertakings are unsecured, interest free and repayable on demand.

8. Share capital

Details of the Company share capital can be found in note 24 of the consolidated financial statements.

9. Related party transactions

Amounts owed by and to subsidiaries are disclosed in notes 6 and 7 respectively, of the Company financial statements.

Related party transactions are disclosed in note 26 of the Group financial statements.

10. Ultimate parent undertaking

In the opinion of the Directors, there is no single controlling party.

wines

Virgin Wines UK plc,
Units 37-41 Roman Way Industrial Estate,
Longridge Road,
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