Strategy into action

Naked Wines plc | Annual Report and Accounts | 2026

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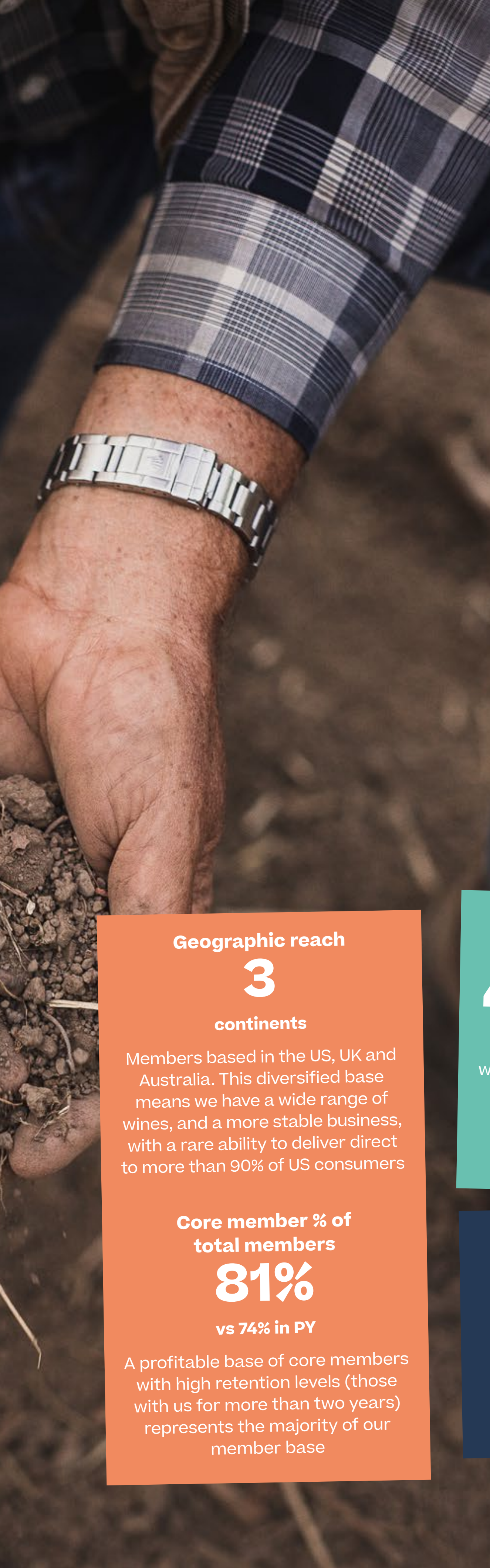
Due to rounding principals, numbers presented in £m may not sum to the totals provided. This can also lead to individual numbers being rounded to zero.



Introduction

We're Naked Wines, and we're here to change the way the world drinks.

At our heart, we're a community-powered movement of half a million wine lovers (we call them Angels) who believe there's a better way to enjoy great wine. What really gets us going isn't just selling bottles; it's relentlessly uniting independent winemakers with the people who love their craft.

We do this by directly funding 281 independent winemakers from all over the world. By cutting out the middlemen and unnecessary markups, we give our makers the creative freedom to produce the wines they've always dreamed of, while ensuring our members get exceptional quality for their money, without the guesswork.

It's a unique, digital-first model built on transparency, fairness, and genuine human connection. Our Angels regularly put money into their own Naked Wines piggy bank, providing the vital investment that allows world-class talent to thrive. In return, they gain exclusive access to industry-leading wines that simply wouldn't exist without them.

Some would say we're a smarter way to buy wine. We'd say we're redefining what a wine retailer can be: a global community championing craftsmanship and creating a fairer, better wine industry for everyone.

Geographic reach

3

continents

Members based in the US, UK and Australia. This diversified base means we have a wide range of wines, and a more stable business, with a rare ability to deliver direct to more than 90% of US consumers

Core member % of total members

81%

vs 74% in PY

A profitable base of core members with high retention levels (those with us for more than two years) represents the majority of our member base

Members

486k

engaged and loyal members with a member retention rate of

76%

vs 75% in PY

Winemakers

281

vs 302 in PY

Independent Winemakers funded across the world

Wine quality

average Vivino score of

3.9

vs 3.9 in PY

Sits roughly in the 80th percentile between good (3.8) and extremely rare (4.2) wines

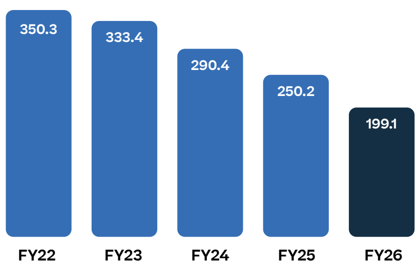
Financial performance summary

Revenue for the 52 weeks ending 30 March 2026

£199.1m

Year-on-year reported
(20)%

Year-on-year constant currency
(18)%

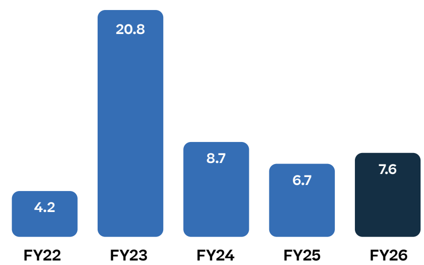


Adjusted EBITDA excluding inventory liquidation and associated costs for the 52 weeks ending 30 March 2026

£7.6m

Year-on-year reported
13%

Year-on-year constant currency
35%

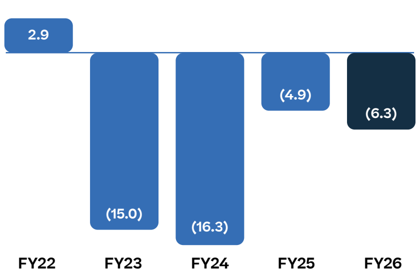


Loss before tax for the 52 weeks ending 30 March 2026

£(6.3)m

Year-on-year reported
29%*

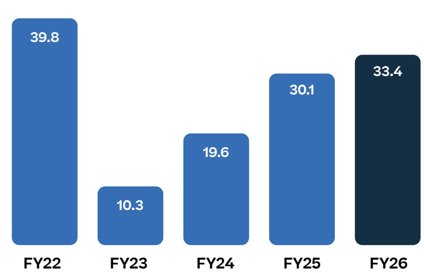
Year-on-year constant currency
15%*



Net cash excluding lease liabilities for the 52 weeks ending 30 March 2026

£33.4m

Year-on-year reported
11%



* Greater loss vs PY

In FY23, we reported a longer, 53-week statutory period; results reported for FY23 are on a 52-week comparable basis. Reconciliation of the APM, Adjusted EBITDA excluding inventory liquidation and associated costs, to operating loss for the period, can be found in the APMs section.

Letter from the Chair

Dear shareholders

It is a privilege to write to you as Chairman of your company. I have known Naked Wines as a customer since 2017, a shareholder since 2018 and a Director since 2023. Helping Naked Wines reach its potential as a business for the benefit of all shareholders, customers, employees and winemakers will be one of the most important tasks that I undertake in my professional life.

While it's impossible to know the exact path this will take, I can promise that the Board will always strive to be rational, data-led and willing to say goodbye to ideas from the past if they are no longer fit for the future.

It is with the last of these that I want to begin. During FY26, we said goodbye to some significant ideas and practices that had prevailed at Naked for many years. We spent a lot of time reflecting on what differentiates Naked and where we deserve to win. The clear conclusion of these discussions was that Naked does not deserve to win at the lowest price points. Our model delivers great wine at attractive prices, but we cannot compete successfully with larger scale retailers at the cheapest, most discount driven end of the market.

Where we do deserve to win is with customers who value the craft of our winemakers, proximity to producers and a community of engaged like-minded members. Nobody does this better than Naked, and our customer satisfaction metrics illustrate the point. Our NPS is 77 (FY25: 76) and once a customer reaches two years' maturity, retention reaches 80% (FY25: 78%). During the financial year, we refocused the business on delighting these customers, re-energising our Angel community and starting to light the fires of referral-led growth once again.

Our loyal and engaged base of customers is our greatest asset. But we have historically spent too long chasing new customers who are attracted by a voucher offering a heavy discount, in an effort to stem revenue decline and support a cost base built for a materially bigger business. In doing so, we accepted acquisition economics that were not only below par but value destructive. Having restored our balance sheet strength, we have now put this behaviour behind us – a discipline that contributed to a 20% decline in revenue in FY26 compared with FY25.

Alongside this discipline on marketing spend, we have brought a new level of discipline to bear on costs at every level and in every part of the business. This can be seen in our FY26 results – the statutory operating loss of £5.2m was impacted by £6.0m of adjusted items which are driving significant savings in FY27 and beyond; it also includes the pre-communicated inventory liquidation costs which are driving cash generation. Maza and Dom discuss this further below, but shareholders should expect significant further savings over coming years, as actions and investments we are making bear fruit.

This focus means that we will remain materially cash generative and increasingly profitable* (at the adjusted EBITDA excluding inventory liquidation and associated costs level) while our revenue declines to stability. It also means that once Naked does return to revenue growth, it will be with much more operational leverage than has been envisaged historically.

Our commitment to be disciplined and rational is perhaps most important when allocating our capital. We made a good start to laying the groundwork for future value creation, repurchasing £6m* worth of shares at prices well below our view of intrinsic value in the period to 30 March. We continue to expect to make significant further repurchases in the months and years to come. The combination of each share representing a bigger piece of the pie, and the pie getting bigger as our intrinsic value grows, should drive material share price appreciation.

As our balance sheet continues to strengthen, we will evaluate select opportunities to apply the lessons we've learned, and toolkits we've built, where we believe they are highly likely to grow intrinsic value per share. Our hurdle rates in evaluating these opportunities will be the returns available from repurchasing our own shares and investing internally.

Finally, your Board and leadership team are working well together, with a shared understanding of what success looks like and what is required to get there. We were sad to have Deirdre Runnette leave the Board after making valuable contributions as Senior Independent Director (SID) and Remuneration Committee Chair (RemCo Chair). But we were equally delighted to welcome Jan-Hendrik Mohr and Susan Hooper to the Board as non-executive directors, as well as Dave Atchison as a board advisor. Susan has taken on the SID and RemCo Chair roles.

On behalf of the whole Board, I want to thank shareholders for your support. We take our responsibility to you very seriously and will do all we can to ensure you are rewarded for your patience.

I would also like to express our sincere thanks to all colleagues across the business for their effort, talent and dedication.

Yours

Jack Pailing

Chairman

* In the front half of this report when we refer to ‘profitable’ or ‘profitability’ in this context, we are referring to adjusted EBITDA excluding inventory liquidation and associated costs. The Group has generated a statutory loss before tax for the 52 weeks ending 30th March 2026.

* £5m executed as at 30 March 2026, with £1m actioned and completed on 12 June 2026.

Investing in Naked Wines




1. An attractive market we are built to win

Direct-to-consumer wine is one of the most attractive segments of the wine industry – higher margins than retail, deeper customer relationships and access to wines that traditional distribution cannot offer. Within that market, Naked Wines is built specifically to serve premium wine drinkers who value craft and producer proximity. Our 486,000 members represent a small fraction of this audience across our three core markets, with substantial runway as more drinkers shift toward direct purchasing.

2. Structurally profitable core

The business is free-cash-flow positive and profitable. Over 400k core members generate £37m (FY25: £42m) of Repeat Core Customer contribution.

3. Cost discipline that compounds

We committed to £23m of annualised savings at our March 2025 Strategy Day. By the end of FY26 we have actioned £25m[1] the majority of which are in marketing costs, and including £5m of general and administrative cost savings from Zero-Based Budgeting. A further £5m of annualised fulfilment and general and administrative cost savings is targeted by FY29 from our digital platform transition. The result is a structurally lower cost base that flows directly to improved adjusted EBITDA excluding inventory liquidation and associated costs and net cash excluding lease liabilities.

4. A balance sheet built for capital returns

Net cash excluding lease liabilities strengthened to £33m in FY26, up £3m on FY25, after £6m[2] of distributions – repurchasing more than 10% of the company – and we will continue to prioritise the return of surplus capital to shareholders where it does not have a higher-return use.

This leaves a further £36m of net cash excluding lease liabilities which is anticipated over the Medium Term as we deliver against our commitment to generate £45m net cash after March 2025.

5. Improved acquisition economics

Disciplined acquisition is the primary driver of long-term growth, and the economics have improved materially. Acquisition Break-even[3] has improved from 75 to 42 months over the financial year, with sub-24 months targeted in FY27. We have permanently stepped away from acquisition activity that does not meet our return thresholds.

6. World-class Winemakers, exclusive wines

281 (FY25: 302) independent Winemakers use Naked's funding to pursue their craft – taking creative risks, planning ahead and producing wines that exist nowhere else. The result is a portfolio of proprietary, award-winning wines, validated by Vivino scores (average 3.9 in both FY25 and FY26) well above traditional retail, that no competitor can replicate.

7. A community customers actively choose

Our customers do not simply transact with us; they belong to a community. NPS of 77 (FY25: 76) and two-year-mature retention of 80% (FY25: 78%) reflect the depth of that relationship. Tasting tours attended by 3,936 members, direct customer-Winemaker connections and word-of-mouth as a growing acquisition channel create a defensible moat that scale-led retailers cannot match.

8. Geographic diversification and growing optionality

Operations across the US, UK, and Australia provide a natural hedge against currency and regional economic cycles, with the structural advantage of legal delivery to over 90% of US consumers. As our financial position strengthens, we will maintain a disciplined approach to capital allocation. This includes exploring opportunities beyond Naked Wines itself, provided they offer a clear and compelling benefit to our shareholders.

1. £14m of which was delivered in FY27 and £11m actioned for delivery from FY27 onwards
2. £5m executed as at 30 March 2026, with £1m actioned and completed on 12 June 2026
3. New payback KPI: Acquisition Break-even: the number of months it takes for the contribution margin generated from a newly-acquired customer to cover the cost of acquiring that customer

Chief Executive's review

What we offer our Angels goes beyond a subscription or loyalty program. It's something harder to replicate and worth protecting: a direct relationship with those who make a very important product in their lives – wine. Independent Winemakers – talented, passionate, and free to focus entirely on their craft – funded by a community of customers who care about provenance, quality and authenticity. That model has always been Naked's edge. In FY26, we recommitted to it – and the results followed.

Our NPS reached 77 (FY25: 76). Member retention rate improved to 76% (FY25: 75%). Angels who have been with us for two or more years stay at rates that reflect the intense loyalty this model generates. Our reputation is shifting – from a discount wine company to one that stands for something today's customers genuinely care about. That doesn't happen by accident. It happens when a business focuses on what makes it special, and then holds that line.

To our Angels: your loyalty and your advocacy are the foundation this business is built on. Thank you.

A more profitable business

In FY26, the lean, high-performance organisation we are building focused on two things: consistently delivering value to our Angels – so that they stay, advocate, and bring others in – and rigorous discipline around every cost and investment. These two factors drove our financial results, and they will continue to do so.

Reviewing our prices had a meaningful impact on profitability – particularly in Q4 – and will have a greater impact still as they annualise into FY27. Paired with structural reductions in fulfilment costs and the deployment of zero-based budgeting across the organisation, we drove adjusted EBITDA excluding inventory liquidation and associated costs to £7.6m (statutory operating loss of £5.2m) on a revenue base 20% smaller than FY25. Margins expanded. We have now actioned £25m* of annualised savings, the majority of which are in marketing costs, exceeding our £23m medium-term target. And we're not done – the SaaS platform transition, discussed below, will deliver a further £5m of target annualised general and administrative savings by FY29, meaning our cost base in FY29/30 will be approximately £10m lower than in FY27. Dom sets out in detail later on the actions on cost, the technology transition and inventory liquidation that reconcile our growing underlying profitability to the statutory loss, which widened.

One of the financial year's most consequential decisions will mean that we will transition our digital platform from a legacy in-house architecture to a third-party SaaS solution. For our customers, it will mean a better, more pleasurable experience. For our teams, it frees them from maintaining ageing infrastructure and refocuses them on what creates value.

For our shareholders, the financials are compelling, with details in the Financial review, but the direction is unambiguous: lower costs, lower capital intensity and a platform built for growth rather than maintenance.

Our B2B channel – launched to address surplus inventory and now evolving into a complementary revenue stream – contributed meaningfully to cash generation in FY26. What began as a pragmatic response to an oversupply problem is becoming a genuine part of how Naked operates.

We ended FY26 with £33.4m (FY25: £30.1m) net cash excluding lease liabilities – after returning over £6m to shareholders through share buybacks, repurchasing more than 10% of the Company in the process. This strong cash position enables us to balance share buybacks with our other capital allocation options.

To our shareholders: your patience has not gone unnoticed, and we hope the buybacks were a tangible signal of our confidence in what we're building.

On acquisition

We acquired fewer new customers than we had planned. We reduced our marketing investment significantly to £9.2m (FY25: £20.3m at constant currency), and underestimated the volume impact that decision would have; the member base closed the financial year at 486,000, down from 581,000 in the prior financial year. When the data confirmed we weren't hitting our payback standards at scale, we cut further. It was a painful decision that contributed to a 20% decline in revenue for the financial year, but the right one for the long-term health of our business. We own the miss on volume.

What we got right was discipline. Acquisition break-even has improved from 75 months to 42 months in FY26. While we acquired fewer customers, the ones we acquired are demonstrably higher quality, with early 5-Year Lifetime Value (LTV) data to back that up. Critically, we now have a much clearer picture of which channels, messages and customer profiles generate the most durable value – and that knowledge is what a responsible acquisition engine is built on. We are significantly more confident in our ability to predict outcomes at different investment levels, and we will not sacrifice that hard-won discipline in pursuit of volume.

Acquiring fewer, better customers is not the destination, but it is a better foundation than the alternative.

Craft, people and connection

While volumes declined, FY26 was the year we rediscovered our spark.

Campaigns built around what makes Naked different generated some of the strongest engagement we've seen in years. Angels didn't just purchase. They shared, they advocated, they brought new people in.

* Either delivered in FY26 or secured for future years

When wildfires tore through Victoria, Angels rallied to support winemakers Nina Stocker and Sam Plunkett – raising AU$80,000 for the communities around them within days. When Arco Laarman, one of South Africa's most beloved winemakers, tragically passed away, Angels helped ensure that every penny from his final wines went to his daughter's education. And when we handed blending gloves to Angels at this summer's Tasting Tour and asked them to make wine with Ben Darnault – they ran with it. Our first ever Angel-blended wine, with the winning Angel's name on the label.

From Victoria to Corbières to Sonoma – Angels and winemakers show up for each other. That's the kind of relationship no competitor can replicate.

Craft, people, connection. A winemaker's relentless focus on quality. A team dedicated to sharing their stories. And a model that puts the person making the wine in direct relationship with the person drinking it. When those three things come together, something special happens. We're doubling down on that and on the channels that let us tell those stories in the most compelling ways.

But we'd be dishonest if we didn't acknowledge what declining volumes mean for the people at the heart of this model. Every bottle we don't sell is a winemaker who feels it.

To our winemakers: thank you for your patience, your commitment, and your belief in what we're building together. We feel the weight of that trust – and it drives us every day.

Two years on

Two and a half years ago, I joined a challenged business with something rare: a model worth fighting for and a community invested in it. The job was to build a business worthy of that uniqueness and that loyalty.

That work is well underway. One year into our new strategic plan, the numbers in this report prove that the path we've chosen is the right one. A customer proposition that earns genuine, lasting trust. A business that's more profitable. A balance sheet that's stronger. And a team that has risen to every challenge.

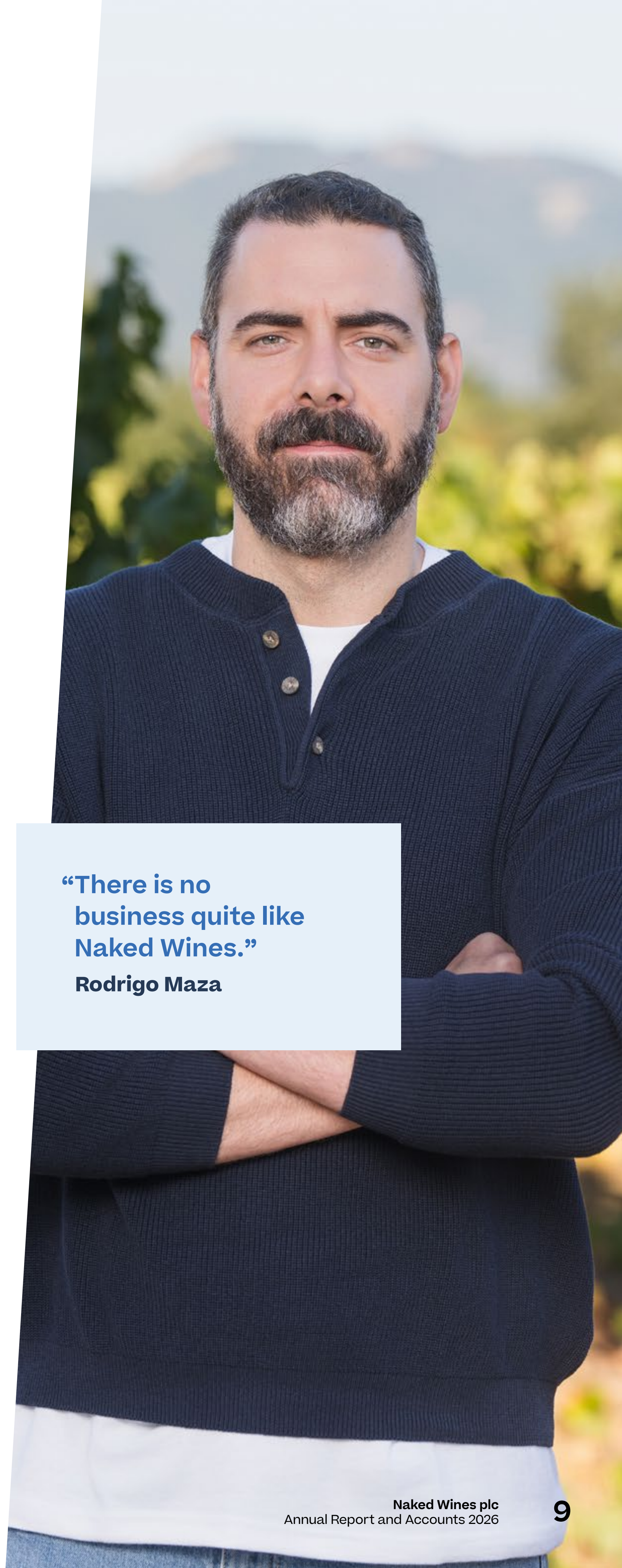
To Naked's team: FY26 asked a great deal of a smaller, leaner organisation. Everybody needed to step up, and you certainly did. I'm proud of what we are building together, and deeply grateful for the passion and the commitment you bring every day.

In FY27, member numbers will not yet have stabilised, and the revenue line will reflect that. But profitability, cash generation, and the quality of our customer base will continue to strengthen… building the foundation for stability and, in time, growth. The trajectory is clear.

We are not done. Far from it. But we know exactly what we're building. The best of Naked Wines is still ahead.

Rodrigo Maza

Chief Executive Officer



"There is no business quite like Naked Wines."

Rodrigo Maza

Market opportunity

A defined market we can win

The online direct-to-consumer wine market in our three core markets – the US, UK, and Australia – is large, under-penetrated by Naked Wines and attractive. With over 485,000 members today, our penetration of this audience remains in the low single digits, leaving substantial headroom for growth, particularly in the US, where awareness of Naked Wines remains low.

What has changed in our thinking is not the size of the prize, but our clarity on which part of it we are best placed to win.

Where we deserve to win

We do not deserve to win at the lowest price points, where larger-scale retailers compete on volume and discount. We do deserve to win – and consistently do win – with customers who value the craft of independent winemakers, proximity to producers and the experience of belonging to a community of like-minded drinkers.

This audience is not a niche. Quality-focused wine drinkers across our three markets number in the millions and share characteristics that differ markedly from the broader wine-buying public: higher discretionary spend on wine, a willingness to discover new producers and a preference for direct relationships over intermediated retail. They are also harder to reach through traditional channels – which is precisely why a direct-to-consumer model with our depth of producer relationships is well-suited to serving them.

Our customer satisfaction metrics evidence the fit. NPS of 77 and two-year-mature retention of 80% are not the economics of a discount-led wine retailer. They are the economics of a brand customers actively choose to belong to.

What is moving in our favour

Three trends in the wine market and the wider consumer landscape support our positioning.

Quality and provenance. Quality focused wine drinkers increasingly prioritise high-quality wines with transparent origins and are less willing than they once were to accept the anonymity of major retail brands. Our model connects over 485,000 members directly with 281 independent Winemakers, a depth of relationship that is reflected in superior Vivino ratings versus traditional retail.

Innovation and agility. Direct partnerships with Winemakers allow us to bring tailored products to market in months rather than years. Low-alcohol wines for our Australian Angels, sparkling reds for the UK, single-vineyard releases the major retailers cannot stock – these are easier for us to do than for any retailer of comparable scale, and they let us respond to consumer trends as they emerge rather than as they peak.

The shift toward recurring relationships. More broadly, consumers are moving toward subscription and curated, non-rigid replenishment-based models across categories. Naked's Angel model has been built around this preference for over a decade – a structural fit with how customers increasingly want to engage with the brands they value.

A structural competitive moat

Our positioning is reinforced by structural advantages that competitors cannot easily replicate.

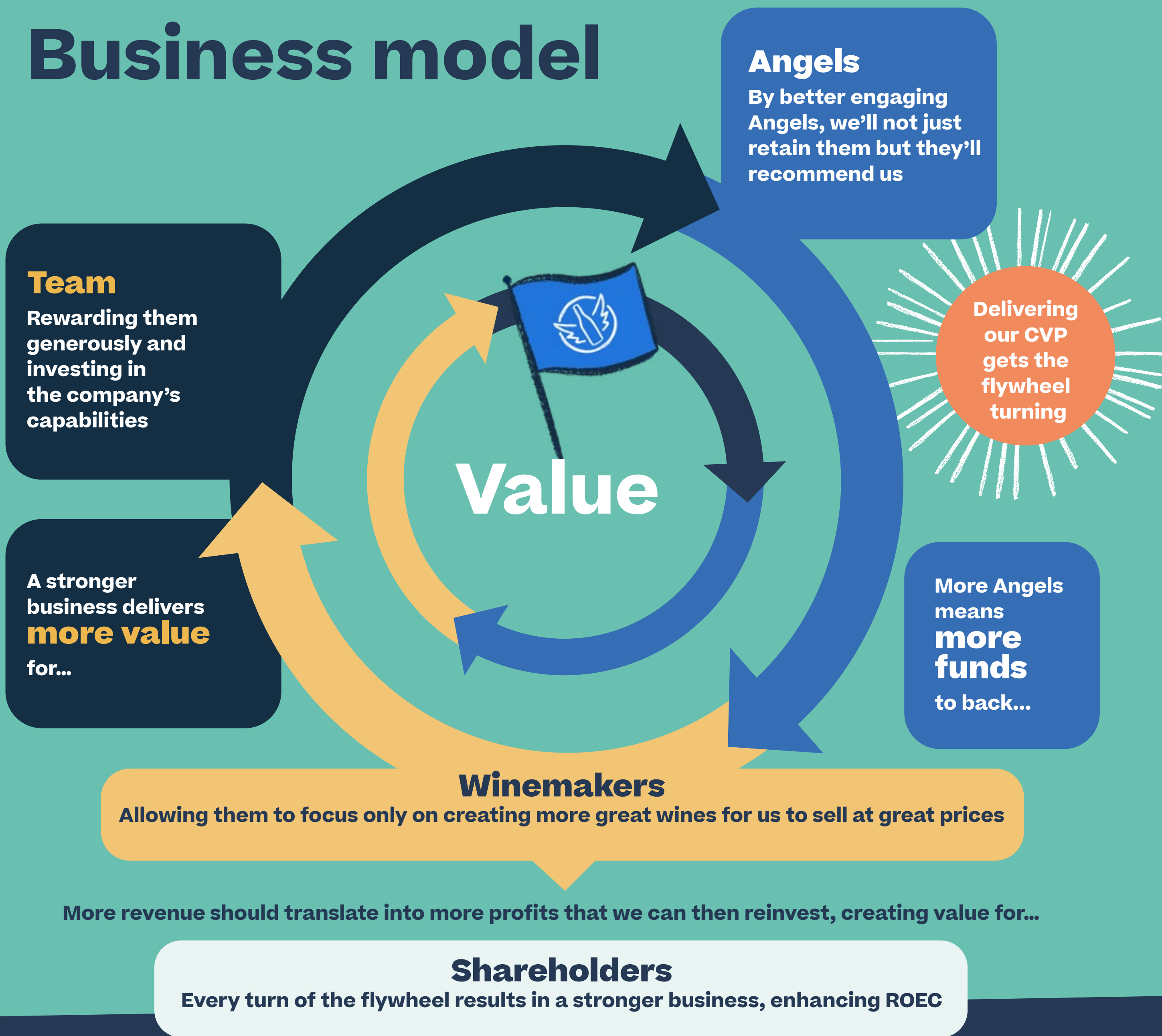
Geographic diversification across the US, UK and Australia provides a natural hedge against currency movements and regional economic cycles. Within the US, our ability to deliver wine to over 90% of the population is a regulatory moat that has taken years to build and that no new entrant can replicate quickly.

The supply side of the model is similarly defensible. Our Winemaker relationships have been built over more than a decade of consistent funding, and they produce wines that exist nowhere else. Independent Winemakers choose to work with Naked because our funding model preserves their creative control – a fit that even the largest wine conglomerates structurally cannot offer. The combination of customer relationships, regulatory reach and Winemaker exclusivity is genuinely difficult to replicate at any scale.

A market we will keep winning

The trends in this market, toward craft, quality, and direct, recurring relationships, are moving toward Naked Wines, not away from us. Our task is to keep deepening our claim on the customers we are best placed to serve, in the markets where we have a structural advantage, with the operational discipline that has defined the last 12 months. The opportunity is large; our right to win it is earned year by year.

Business model



Our Business model: A virtuous circle driven by value

At the heart of Naked Wines is a simple idea: when we create value for our customers, Winemakers, employees and shareholders – everyone wins.

Our flywheel model begins with delivering a compelling **Customer Value Proposition (CVP)** to our Angels. When we better engage them with exceptional wines and a strong sense of community, they stay longer, spend more and recommend us, bringing in new customers and unlocking more funds to invest.

These funds go directly to **independent Winemakers**, enabling them to focus solely on crafting outstanding wines. That in turn enhances the customer experience, driving further loyalty and growth.

As the business strengthens, we generate **value** that can be reinvested across the organisation, in our **team**, in better customer experiences and in smarter, more efficient ways of working. Ultimately, this fuels long-term, sustainable **returns for shareholders**, closing the loop.

Value sits at the centre of this model – guiding every decision and creating a self-sustaining engine of growth, loyalty and shared success.

Meet our Winemakers

Passion and persistence: dreaming big with Sam Plunkett

Self-taught and relentlessly curious, winemaker legend Sam Plunkett joined Naked in 2013 with a simple ambition: to make great wine on his own terms. Today, with over 565,000 ratings backing him up, he's realised a lifetime dream – transforming an old textile factory into a gleaming, high-tech winery. This was all made possible by Angel funding – the same support network that rallied for Sam when those devastating bushfires hit earlier this year.

Sam is about as down-to-earth as they come, but don't let that fool you – there's a sharp, creative mind at work behind the scenes. For him, winemaking is equal parts graft and imagination. Long days, hard labour and tough decisions are balanced by moments of inspiration, where instinct and intellect meet. As Sam puts it, it's about imagining a wine and then gently nudging nature in the right direction. When it all clicks, there's a kind of magic to it.

That passion has driven Sam from humble beginnings (or as humble as you can get as a former winner of Best Shiraz in Australia) to running his own cutting-edge winery. But it's his connection to the Naked community that really defines his journey. When huge bushfires tore through Victoria, Angels rallied together and raised over AU$80,000 through Bushfire Relief cases to support Sam's community. Selfless as ever, he declined direct help – asking instead that the financial support go only to the hardest hit in his community. That's Sam down to a T.

More recently, Sam has been instrumental in shaping the future of mid-strength wines at Naked. In close collaboration, he's helped explore how to create lower-alcohol wines without compromising on flavour. He's even investing in a de-alcoholisation machine from Italy to bring the entire process under his control. Now, he's not only producing his own mid-strength wines but supporting fellow winemakers too, helping expand the range across the portfolio.

It's a perfect example of how Sam works: curious, collaborative and always pushing forward. With Angels behind him, he's not just making wine – he's building something bigger.

"As Sam puts it, it's about imagining a wine and then gently nudging nature in the right direction."

Sam Plunkett

Bill and Claudia Small: the OG Naked legends

Bill and Claudia Small

From the moment they joined Naked, the Smalls have been busy wowing Angels, especially with their Marlborough Sauvignon. In fact, it's some of the highest-rated Sauvignon in New Zealand, made possible thanks to close relationships with the best fruit growers around (not to mention Angel support). This power couple really are the King and Queen of winemaking – after all, they were crowned 2024's Winemakers of the Year.

Side by side, the Smalls have watched Marlborough transform from a quiet farming region into the world's largest Sauvignon Blanc producer.

As innovation grew, so did experimentation in vineyards and winemaking. And when they discovered Naked in 2010, they quickly saw how the model could benefit both Winemakers and drinkers, becoming early adopters and sourcing "lovely fruit looking for a home".

Now, 16 years in the making, their Naked journey has taken the duo from that very first Sauvignon to now – millions of bottles later, three wines named after their kids, and too many special memories to count.

That includes winning Winemakers of the Year, setting the perfect scene to work up their new dream wine. After years of stunning Sauvignon, the Smalls took on a whole new grape – Chardonnay. It's Claudia's favourite, and it was the wine they made especially for Angels as their prize.

They still find deep satisfaction in owning their label and credit Angel support for every vintage and global recognition. Yet for the Smalls, awards matter less than hearing real stories from those who enjoy their wines – the joy, they say, is always in the small things.

Delivering our strategy

The plan we set out at our March 2025 Strategy Day is working. In FY26 we have rebuilt financial resilience, brought new discipline to costs and acquisition, and begun to release capital from the balance sheet. The core business is now structurally profitable and cash generative, and the foundations are in place to compound that strength over the Medium Term.

Our strategy rests on the same three pillars we set out 12 months ago. What follows is an update on each – what we have delivered, and what comes next.

1. Releasing cash from the balance sheet

Our commitment was to improve our cash position by £45m, including distributions to shareholders. We are progressing well with this, and have delivered £9m in FY26, with net cash excluding lease liabilities improving by £3m to £33m, including £6m of share buybacks.

- **Inventory unwind.** Inventory is now at its lowest level in five years, and we continue to target a further £34m of cash release from excess inventory (£6m of the original £40m target was delivered in FY26). Circa £5m is anticipated in each of FY27 and FY28, with the majority of the remaining balance in FY29 and FY30.
- **Improving liquidity and reduced liquidity risk.** Improved profitability and tighter cash management have produced a step-change in our liquidity. Also, we updated terms for new customers in March 2024, which now means that £7m (FY25: £4m) of our Angel balances have changed from a cash/financial liability to an inventory commitment.
- **Capital returns.** Where surplus capital does not have a higher-return use, we will return it to shareholders. £6m of share buybacks were completed in FY26, repurchasing more than 10% of the Company. We continue to anticipate further buybacks or distributions as profitability, share price and cash position allows.

2. Operating a profitable core

The core business has been deliberately recalibrated around profitability and capital discipline: fewer higher-value members; improved unit economics; and a structurally lower cost base.

- **Cost savings – over-delivering against the March 2025 plan.** At our Strategy Day we targeted £23m of annualised savings across COGS, fulfilment costs, marketing and G&A over five years. By the end of FY26 we have delivered or actioned £25m* – exceeding the original target in two years rather than five.
- £5m of the £25m actioned savings is funding our transition from legacy in-house systems onto a third-party SaaS platform, offsetting the implementation costs. The transition also unlocks a further £5m of target annualised general and administrative cost savings by the end of FY29 – separate from and on top of the £25m already actioned. It also reduces capitalised technology spend over FY27 to FY30 by approximately £6m (most of which is now included in the general and administrative implementation costs). By FY29/30, our annual general and administrative cost base will be circa £10m lower than in FY27, as the implementation costs roll off and the additional SaaS savings land in full.

This provides greater confidence in our improving profitability.

* Either delivered in FY26 or secured for future years

3. Returning to sustainable growth

With the balance sheet repaired and the cost base structurally lower, we are positioned to grow again – but on terms that are very different from the past. Disciplined customer acquisition remains the primary driver of long-term growth, complemented by a new B2B revenue stream and the targeted impact of pricing actions taken in FY26.

- **Pricing.** Price increases implemented during FY26 had a meaningful impact on profitability, particularly in Q4, and will have a significantly greater effect in FY27 as they annualise. They also represent a deliberate shift away from the discount-led economics of recent years toward pricing that better reflects the quality and craft of the wines we sell.
- **Customer acquisition – materially improved economics.** Investment is now governed by significantly tighter economic discipline, with focus on higher-quality customer cohorts, improved retention, and marketing channels that deliver clear and repeatable payback. Acquisition Break-even has improved from 75 months to 42 months in FY26, and we continue to target below 24 months in FY27. Investment remains strictly governed by testing, measurement and return thresholds, and we have permanently stepped away from acquisition activity that does not meet those thresholds.
- **B2B services – a new revenue stream.** We are developing a B2B business that monetises capabilities we have built over many years in sourcing, logistics and producer relationships. Early progress in FY26 includes circa £0.3m of incremental EBITDA from wine production and storage services in California in the period. Over time, we expect B2B sales to evolve into a sustainable B2B business with incremental margins above 20% once the inventory unwind completes, while our B2B services continue to deliver higher and sustainable margins.

Building optionality from a position of strength

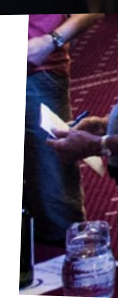
The three pillars set out above continue to deliver against the framework we shared at our March 2025 Strategy Day. As our financial position strengthens, we will maintain a disciplined approach to capital allocation. This includes exploring opportunities beyond Naked Wines itself, provided they offer a clear and compelling benefit to our shareholders. Any such opportunity will be evaluated against strict financial and strategic criteria.

The combination of structural profitability, disciplined capital allocation, and growing optionality is what we believe will compound shareholder value over the Medium Term.

Bringing the Naked Wines community to life

Igniting the power of the Naked Wines community

At Naked Wines we take our mission to unite independent Winemakers and wine drinkers seriously. So, this year, alongside our Winemakers, we crafted unforgettable experiences for customers. Then, alongside our customers, we rallied behind our people when they most needed our support. The result? A community that feels more alive than ever.



Tasting Tour

Our signature event in the UK and Australia is our Tasting Tour, where our model comes to life: our Winemakers and customers in one room, sharing great wine, great stories and a great time.

In its fifteenth and tenth year in the UK and Australia respectively, it remains a highlight for Angels, who get to taste wines from around the globe, poured by the people who crafted them – a personal, genuinely fun wine experience brought to cities across each country.

Sonoma barrel room event

Since taking over a legendary winery in the heart of California wine country early in 2025, we were counting down the days until we could open the doors to our US Angels.

The moment arrived in November, when 26 customers joined us and seven of our Winemakers around picnic tables deep in the barrel room at Naked Sonoma. One Angel described it as a “dream come true – I’ve shared my life with these wines… it was surreal to meet the people behind them.”

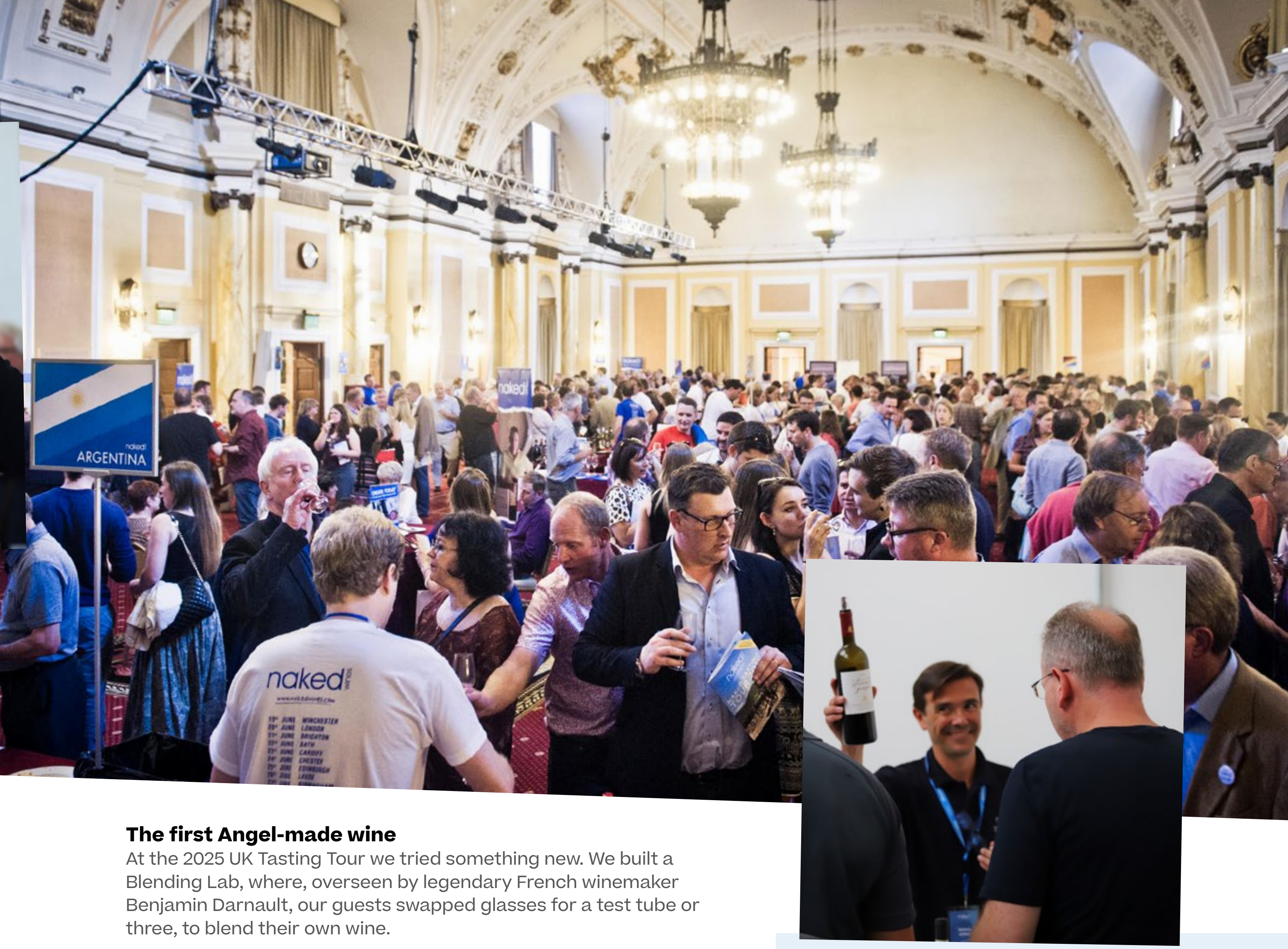
Last year, UK Tour took us to seven cities and 11 different tastings featuring:

3,936
attendees

30
Winemakers

11
tastings over 10 days

122
wines in the room



The first Angel-made wine

At the 2025 UK Tasting Tour we tried something new. We built a Blending Lab, where, overseen by legendary French winemaker Benjamin Darnault, our guests swapped glasses for a test tube or three, to blend their own wine.

This wasn't just a bit of fun – at the end of the Tour, Ben picked a winning blend by couple Peter and Louise. They later travelled to Ben's Languedoc base to blend a full batch of their winning wine, now renamed the Angel Cuvée and available to UK Angels.

Over 8,000 Angels voted on the wine's label design too – fittingly, Peter and Louise's dreamlike feather concept came out on top – further proof that at Naked Wines, we don't just make wine for customers, we make wine with them.

Harvest

Not only did UK Angels give us a hand with winemaking, they also rolled up their sleeves to pitch in with harvest in Derbyshire, home to English wine champion Kieron Atkinson.

The 50 spots in the vineyard were filled within just a few hours, by, what turned out to be, total pros – alongside Kieron's volunteers, the group picked five tonnes of grapes in a single day.

Over in Australia, Angels were invited to six harvest events in March, with live music and food the deserved rewards for any who put their secateurs to work.

"Thanks for putting this wonderful event together. It's an impressive operation with so many wine makers needing to be supported and logistically managed. Thank you!"

Angel

"It was brilliant. Great atmosphere, lovely wines, so many great winemakers and staff, and the friendliness of all attendees is why it's something we never miss."

Fiona, Angel

Bringing the Naked Wines community to life (continued)

Supper club debut

After the barrel room and the vineyard, we decided it was time to invite our customers to dinner.

Katie Jones, a Brit making award-winning wines in the Languedoc, hosted our first supper club at a London restaurant in March. She guided her 32 guests through six wines; all perfectly matched to the meal. The best part? Every single one said they'd love to come again.

Taking care of our own

When Camille Benitah, one of our Sonoma winemakers, experienced a sudden brain haemorrhage in September, we turned to our community once again. And once again they showed up in numbers, buying six-packs of Camille's and fellow Napa and Sonoma winemakers' bottles, raising more than US$35,000 for her recovery fund.

> "This is wonderful from you all, my journey to recovery is happening after weeks of uncertainty. I feel strong and even stronger thanks to all your support, generosity and your big heart. I am still stunned."
> **Camille**

Rebuilding after wildfires

Sadly, last year extreme weather and climate change struck again, with winemaking regions in France and Australia devastated by wildfires.

Immediately, our community stepped up, turning heartbreak into hope. Nearly 7,000 Angels snapped up the Corbières rescue case put together with the help of local winemaker and Naked legend Katie Jones, generating vital funds to rebuild vineyards and restore livelihoods.

Just a few months later, a global effort saw AU$80,000 raised through special Bushfire Relief cases to support fire-hit communities in Victoria, including those of winemakers Sam Plunkett and Nina Stocker.

Australia:

> "The incredible generosity of Angels means so much. It's not just about the money either, it's knowing that so many people out there care, and we are all in this together."
> **Nina Stocker**

> "You guys are amazing."
> **Sam Plunkett**

Corbières:

> "French reds need rescuing? That's mixing humanity with pleasure. Katie's recommending? I'll be there!"
> **Gordon, UK Angel**

> "We're a community of people that appreciate the hard work that goes into the wonderful wines these guys produce. Why wouldn't we help?"
> **Jon, UK Angel**

> "This is why I buy from Naked Wines."
> **David, UK Angel**

“Capital allocation is now the central question for this business – we have the financial strength to answer it well.”

Financial review

A different financial business

When I joined Naked Wines, the financial architecture of the company was built for a different version of the business – a larger revenue base, a higher cost base, working capital trapped on the balance sheet, and a customer acquisition model whose returns we could not consistently defend against the cost of capital. The work of FY26 has been to rebuild that architecture from the ground up.

The result is a business that looks materially different to the one I described twelve months ago. Revenue of £199.1m is 18% lower year-on-year in constant currency, reflecting the deliberate reduction in acquisition investment combined with attrition from the historic FY21/22 cohorts (see revenue bridge on page 27). At a Group level, there was a statutory operating loss of £5.2m, that includes, £6m of adjusted items including restructuring costs and software impairment/write-off costs which are key to significant cost savings in the coming years, along with the previously communicated inventory liquidation costs, which help to deliver cash from inventory. This leaves adjusted EBITDA excluding inventory liquidation and associated costs of £7.6m, up 35% on the prior financial year in constant currency, gross profit margin has expanded by 150 bps improving from 18.4% to 19.9%, and net cash excluding lease liabilities has strengthened by over £3m to £33.4m, even after returning £6m to shareholders through buybacks. The plumbing of the business – working capital, capital intensity, liquidity – is now being managed with more discipline and structure.

The KPIs that follow set out how we measure that change. The remainder of this review explains how we got there, the framework we now operate under, and what it means for the years ahead.

Dominic Neary

Chief Financial Officer

Group key performance indicators

Our KPIs reflect the three pillars of our strategy. Each measures a different dimension of how we are creating value: the cash we release from the balance sheet, the profitability of the core and the customer economics that underpin future growth.

Releasing cash from the balance sheet

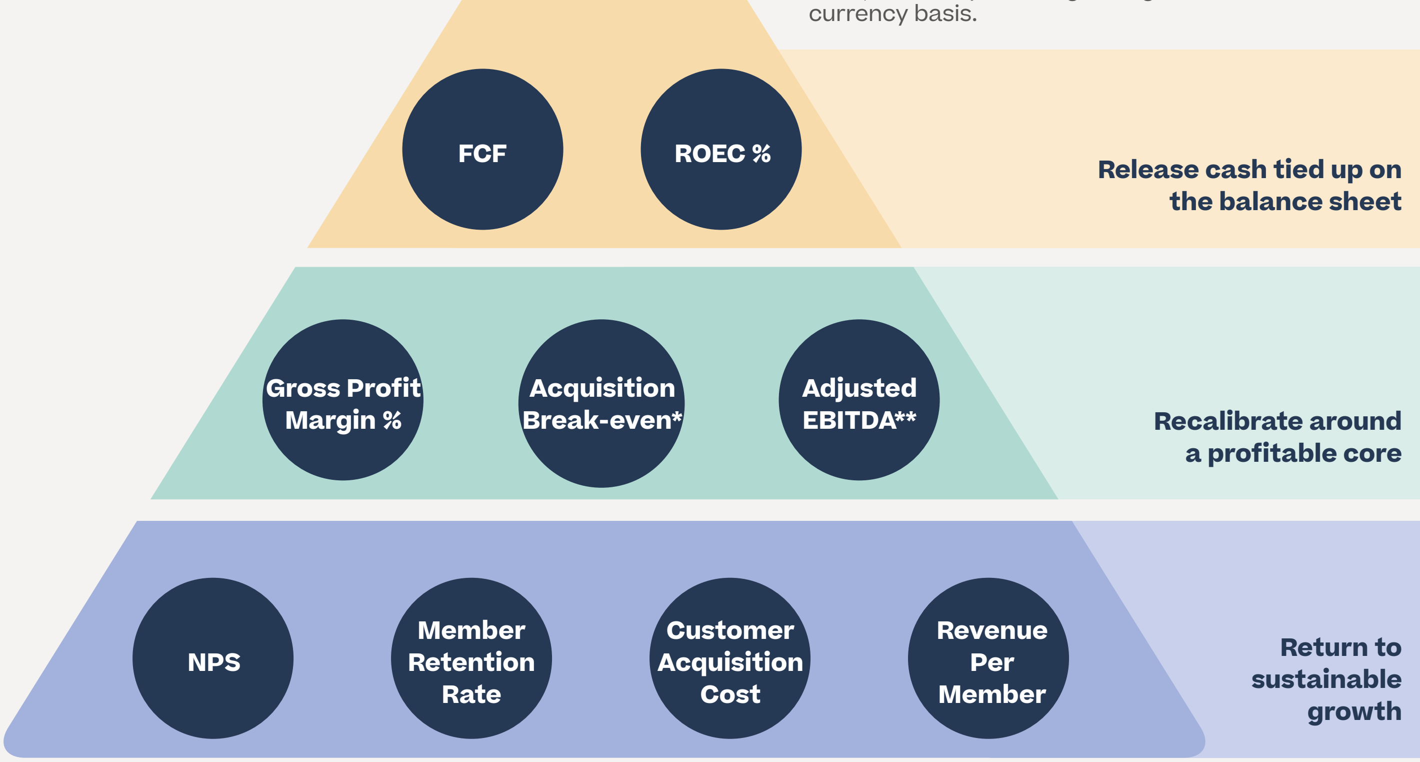
- **Free Cash Flow** of £10.6m (FY25: £18.5m), while lower than FY25, where we had higher positive impact from inventory liquidation, the FY26 performance reflects the structural margin improvement and continued inventory reduction.
- **Return on Equity and Cash (ROEC)** of 12% (FY25: 9%) reflects improving adjusted EBITDA excluding inventory liquidation and associated costs on a smaller capital base as inventory unwinds and capital is returned to shareholders.

Operating a profitable core

- **Gross Profit Margin** of 19.9% (FY25: 18.4%) reflects the pricing actions taken during FY26 and structural improvements in unit economics.
- **Acquisition Break-even** of 42 months (FY25: 75 months) is a material improvement, reflecting the new acquisition discipline. We expect to reach our target of 24 months in Q1 FY27.
- **Adjusted EBITDA excluding inventory liquidation and associated costs** of £7.6m (FY25: £6.7m) – just above the top of our previously communicated guidance range. A full reconciliation from adjusted EBITDA excluding inventory liquidation and associated costs to operating loss, can be found on page 152.

Returning to sustainable growth

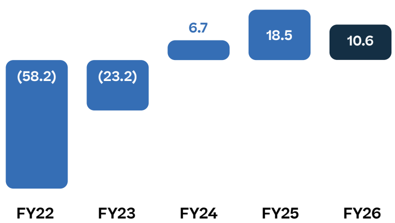
- **Net Promoter Score** of 77 (FY25: 76) reflects both the focus on customer experience and the higher quality of customers acquired during the financial year.
- **Member Retention Rate** of 76% (FY25: 75%); two-year-mature retention sits at 80% (FY25: 78%) – a clear signal of the durability of the model.
- **Customer Acquisition Cost (CAC)** of £76 (FY25: £74) with improvements seen in Q4 FY26.
- **Revenue Per Member (RPM)** of £388 (FY25: £395) – broadly stable, growing +1% on a constant currency basis.



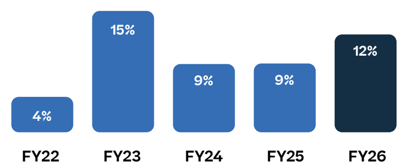
* New payback KPI: Acquisition Break-even defined as the number of months it takes for the profit generated from a newly acquired customer to cover the cost of acquiring that customer.

** Adjusted EBITDA excluding inventory liquidation and associated costs

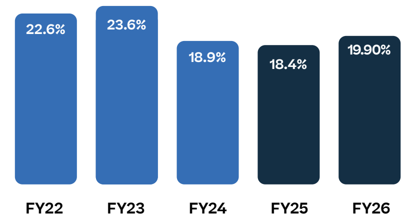
Free Cash Flow (FCF)



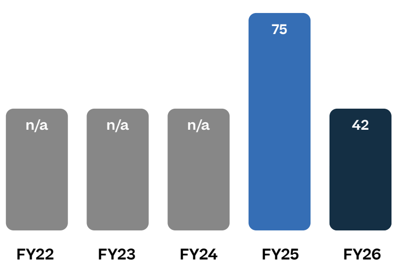
Return on Equity and Cash % (ROEC)



Gross Profit Margin %

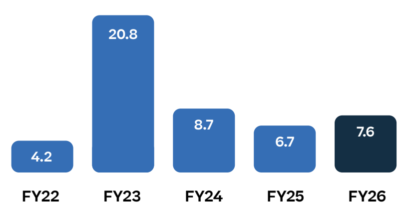


Acquisition Break-even (months)

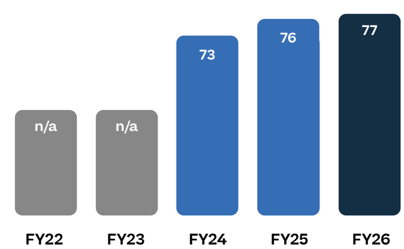


Adjusted EBTIDA

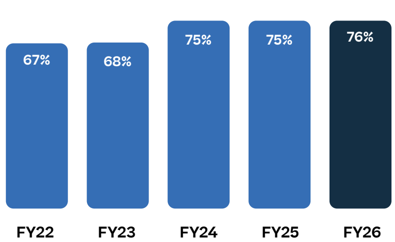
(excluding inventory liquidation & associated costs)



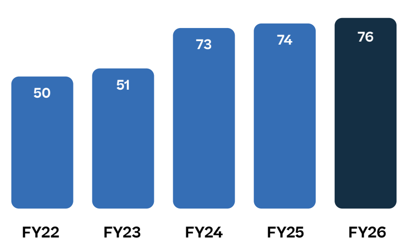
Net Promoter Score (NPS)



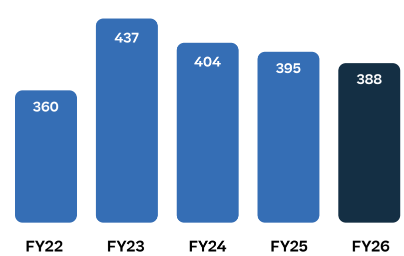
Member Retention Rate %



Customer Acquisition Cost (CAC)



Revenue Per Member (RPM)



Free Cash Flow (FCF)
Operating cash flow excluding tax paid, less capital expenditure

Acquisition Break-even (months)
The number of months it takes for the profit generated from a newly acquired customer to cover the cost of acquiring that customer

Member Retention Rate
The % of members at the start of the financial year that are retained at the end of the financial year

Return on Equity and Cash (ROEC)
EBITDA excluding inventory liquidation and associated costs, and adjusted items, as a percentage of equity and debt including cash and cash equivalents

Adjusted EBITDA excluding inventory liquidation and associated costs
EBITDA excluding adjusted items and any costs directly arising from the excess level of inventory and the liquidation of that inventory, including inventory provisions arising in the financial year

Customer Acquisition Cost (CAC)
The cost to acquire a new member being Investment in new customers divided by new members acquired

Gross Profit Margin %
Gross profit as a percentage of revenue

Net Promoter Score (NPS)
Measures customer loyalty and satisfaction based on the likelihood of customers to recommend Naked to others. (NPS = % Promoters – % Detractors)

Revenue Per Member (RPM)
Repeat customer sales divided by the number of closing members

Refer to the APM section on pages 150 to 153 for reconciliations of KPIs

Margin, cost, and capital intensity – three structural changes

The financial story of FY26 can be seen through three key areas of focus. Each represents a structural change to how the business makes money, not a one-off improvement.

Margin architecture

Price increases implemented during FY26 had a meaningful impact on profitability in the second half – particularly Q4 – and will have a greater effect again in FY27 as they annualise. This was not a one-off action: it was a recalibration of the relationship between the wines we sell and what we charge for them. With NPS at 77 and two-year-mature retention at 80%, the pricing held.

Alongside pricing, we have continued to deliver on the **cost commitments** we set out at our March 2025 Strategy Day. We committed to £23m of annualised savings over five years; by the end of FY26 we have actioned £25m* – exceeding the original target in two years rather than five. The savings are spread across COGS, fulfilment costs, marketing and G&A. They are structural – they do not erode over time, and they will compound through FY27 as the full-year run-rate effect lands.

We have also embedded **Zero-Based Budgeting (ZBB)** as a permanent discipline rather than a one-off exercise. ZBB has identified a significant proportion of the annualised savings detailed above and gives us a continuing mechanism to scrutinise every cost line against what it contributes. This is not a 12-month restructuring programme; it is the way we now run the business.

Capital intensity

The most consequential financial decision of FY26 was to transition our digital platform from in-house architecture to a third-party SaaS solution. The financial implications are significant:

- **Capex falls materially.** Capitalised technology development for FY27 to FY30 is now expected to be circa £1m, compared with up to £6m previously discussed. The costs of setting up the new platform sit in general and administrative costs rather than capex and are being absorbed by the £25m of savings actioned above.
- **Annualised general and administrative cost savings of up to £5m by the end of FY29.** Beyond covering the set-up costs of the new platform, the SaaS transition ultimately delivers an additional £5m of annualised general and administrative cost savings, which sit on top of the £25m already actioned.
- **An adjusted item of £2.5m in FY26** relating to previously capitalised development costs (£1.8m) and development costs incurred towards our legacy software platform in FY26 (£0.7m), that will have no continuing use under the new SaaS solution.

By FY29/30, our cost base will be approximately £10m lower than in FY27 – reflecting the target £5m of SaaS-driven general and administrative cost savings landing in full, together with the SaaS implementation costs rolling off. This is a structural reduction in the operating cost base.

Working capital and liquidity

The third structural change is in how the balance sheet works:

- Inventory is now at its lowest level in five years. £6m cash has been released from inventory in FY26, leaving a further £34m of the original target, the majority of which will come through in FY29 and FY30.
- In March 2024, we introduced revised terms for new customers which means that Angel balances may be refunded in inventory not cash – currently £7m (FY25: £4m) of our current Angel liability now falls under these terms.
- Net cash excluding lease liabilities of £33.4m at the balance sheet date was achieved after returning £6m to shareholders; on an underlying basis (excluding share buybacks), we generated £9m of cash in the financial year.

* Either delivered in FY26 or secured for future years

Together, these three changes – margin, capital intensity, working capital – mean that the business will generate/free up more cash from less revenue, with a lower cost base and a lower capital requirement, than at any point in recent years.

Capital allocation: a framework for compounding value

With the financial architecture reset, capital allocation moves from being a stabilisation question to a value-creation question. The Board and management team have spent considerable time during FY26 establishing the framework under which we now operate.

The principle is straightforward: every pound of capital is tested against a single question – what is the highest available return for our shareholders, after taking risk into account? In practice, that question has four possible answers.

Sustaining the core business.
Capital that protects the operational reliability of the business – working capital, maintenance capex, the customer experience.

Investing in organic growth.
Where new investment in customer acquisition, retention, technology or B2B clears our return thresholds, we will deploy capital behind it. Investment is unlocked quarterly against defined performance criteria. We have permanently stepped away from acquisition activity that does not meet these thresholds.

Returning capital to shareholders.
Where our own equity offers a return that we judge attractive relative to other available uses, we will repurchase shares. In FY26, we deployed £6m in this way, repurchasing more than 10% of the Company. We continue to expect to return significant further capital to shareholders over the years ahead.

Selective opportunities beyond Naked Wines.
Where opportunities arise to apply what we have built to other producer-focused DTC businesses, we will evaluate them against the same return thresholds, including against the return available from continuing to repurchase our own shares. We will only proceed where the expected return clearly exceeds the alternatives.

These four uses are evaluated in parallel, not in sequence. Capital is not deployed to one before the others; it flows to whichever offers the highest available return at the point of decision. In any given year, the right answer may be any combination of the four. What investors should expect from us is a consistent application of the discipline, not a fixed cadence of any one use.

Drivers of Group P&L performance

Income statement

In FY26 our results were broadly in line with our expectations. These results reflect our continued focus on driving underlying profitability and cash generation.

	FY26 Reported £m	FY25 Reported £m	YoY %	FY25 CCY £m	CCY YoY %	**FY26 Adj CCY £m**	FY25 Adj CCY £m	Adj CCY YoY %
Revenue	**199.1**	250.2	(20)%	243.8	(18)%	**198.9**	241.8	(18)%
Cost of sales excluding net movement in US inventory provision	**(130.9)**	(162.4)	(19)%	(158.8)	(18)%	**(130.2)**	(153.9)	(15)%
Net movement in US inventory provision	**3.8**	1.7	124%	1.5	153%	**3.1**	–	n/a
Fulfilment costs	**(32.5)**	(43.4)	(25)%	(42.0)	(23)%	**(32.5)**	(42.0)	(23)%
Gross profit	**39.6**	46.1	(14)%	44.5	(11)%	**39.3**	45.9	(14)%
Advertising costs	**(7.7)**	(17.8)	(57)%	(17.3)	(55)%	**(7.7)**	(17.3)	(55)%
General and administrative costs	**(37.2)**	(31.7)	17%	(31.2)	19%	**(30.9)**	(31.4)	(2)%
Analysed as:								
– Operating G&A	**(30.2)**	(30.6)	(1)%	(30.1)	0%	**(30.1)**	(30.1)	0%
– Share-based payments	**(0.8)**	(1.3)	(38)%	(1.3)	(38)%	**(0.8)**	(1.3)	(38)%
– Restructuring costs	**(3.7)**	–	n/a	–	n/a	**–**	–	n/a
– Impairment of non-current assets	**(1.8)**	–	n/a	–	n/a	**–**	–	n/a
– Internally generated software write-off	**(0.7)**	–	n/a	–	n/a	**–**	–	n/a
– Other adjusted items	**(0.1)**	0.2	(150)%	0.2	(150)%	**–**	–	n/a
Operating (loss) / profit	**(5.2)**	(3.3)	58%	(4.0)	30%	**0.8**	(2.8)	129%
Analysed as:								
– Adjusted EBIT	**0.8**	(2.0)	(140)%	(2.7)	(130)%	**0.8**	(2.8)	(129)%
– Adjusted items	**(6.0)**	(1.3)	357%	(1.3)	362%	**(6.0)**	(1.3)	(362)%
Operating loss	**(5.2)**	(3.3)	(58)%	(4.0)	(30)%	**(5.2)**	(4.1)	(27)%
Operating loss	**(5.2)**	(3.3)	(58)%	(4.0)	(30)%			
Add back adjusted items	**6.0**	1.3	357%	1.3	362%			
Adjusted EBIT	**0.8**	(2.0)	(140)%	(2.7)	(141)%			
Add back inventory liquidation charges and associated costs	**5.2**	6.5	(20)%	6.2	(16)%			
Depreciation and amortisation*	**1.6**	2.2	(27)%	2.1	(24)%			
Adjusted EBITDA EIL&AC	**7.6**	6.7	13%	5.6	35%			

* Excluding amounts recognised within inventory liquidation and associated costs.

Revenue bridge. Revenue declined by 20% versus the prior financial year. Key drivers of this were:

- 13% – strategic reduction in investment from Q4 FY24 onwards focussing on more profitable acquisition and higher LTV customers
- 5% – driven by the annualisation of the very high acquisition cohorts of FY21 and FY22. As these cohorts represent a smaller share of the total member base each year, this effect will continue to diminish
- 2% – impact of FX

Member base. Closing members were 486,000, down from 581,000 at the start of the financial year. The reduction is the direct outcome of the choices set out in the bridge above; a 56% reduction in customer acquisition investment combined with continued attrition of the high-cost FY21/FY22 cohorts as they age through the base. The composition of what remains has shifted decisively in our favour: core members (those tenured two years or more) now represent 81% of total members, up from 74%, two-year-mature retention sits at 80% and Group Member Retention Rate improved one percentage point to 76% (FY25: 75%). This is a smaller but materially higher-quality base, and it is the quality of those relationships that underpins the margin and unit economics set out below.

Gross profit margin improved by 150bps to 19.9% (FY25: 18.4%). This reflects improvements in fulfilment costs and inventory provision changes, more than offsetting adverse impacts from regional mix. In the UK specifically, the operating environment saw increased regulatory and duty costs flow through cost of sales during FY26, including the introduction of new Producer Responsibility Obligations and changes to alcohol duty rates. We responded with targeted price increases through the financial year, with UK Repeat Customer contribution margin improving from 16.0% to 17.9% as a result.

Investment in new customers of £9.2m (FY25: £20.8m) reflects the deliberate reduction in marketing spend during the financial year. Acquisition Break-even improved from 75 months in FY25 to 42 in FY26.

General and administrative (G&A) costs of £37.2m were 17% higher than the prior financial year (FY25: £31.7m). The increase is entirely driven by adjusted items (see reconciliation of G&A costs in the APM section on page 151), partially offset by £0.8m of operating G&A improvements, which were £30.2m, a reduction of 1% versus the prior financial year (FY25: £30.6m); these savings reflect the annualisation of cost actions taken in late 2025, partly offset by wage inflation.

Adjusted items total £6.0m, the principal components of which are the restructuring costs (£3.7m), impairment of non-current assets (£1.8m) and internally generated software write-off on aborted digital transformation projects (£0.7m).

Adjusted items

The Group's operating loss of £5.2m includes £6.0m of adjusted items, the components of which are set out below:

	FY26 £m	FY25 £m
Right-sizing of US inventory:		
Net movement in US inventory provision	**0.7**	4.5
Loss on the disposal of US inventory – contribution loss	**(0.5)**	(3.7)
	0.2	0.8
Under-absorption of winery overheads	**–**	(2.3)
Restructuring costs	**(3.5)**	–
Impairment of non-current assets	**(1.8)**	–
Internally generated software write-off on aborted digital transformation projects	**(0.7)**	–
Other adjusted items:		
Fair value movement on foreign exchange contracts and associated unrealised foreign currency inventory	**(0.1)**	0.2
	(0.1)	0.2
Total adjusted items	**(6.0)**	(1.3)

Drivers of Group P&L performance (continued)

From adjusted EBITDA excluding inventory liquidation and associated costs to statutory loss

Bringing the adjusted items above together with the routine mechanics of the P&L, the walk from adjusted EBITDA excluding inventory liquidation and associated costs to the statutory loss for the financial year is as follows.

	FY26 £m	FY25 £m
Adjusted EBITDA excluding inventory liquidation and associated costs	**7.6**	6.8
Inventory liquidation and associated costs	**(5.2)**	(6.6)
Depreciation, amortisation, finance and tax	**(2.9)**	(3.8)
Net loss on inventory disposal with no associated inventory provision release which was previously created as an adjusted item	**0.2**	0.8
Restructuring costs	**(3.7)**	–
Under-absorption of winery overheads	**–**	(2.3)
Impairment of non-current assets	**(1.8)**	–
Internally generated software write-off	**(0.7)**	–
Other adjusted items (net)	**(0.1)**	0.2
Loss for the financial year	**(6.6)**	**(4.9)**

Inventory liquidation and associated costs; we have been clear for several years that working through the inventory built up in FY21 and FY22 would release cash but carry a margin cost as we move that stock through the secondary market. The £5.2m charged in FY26 is a continuation of that programme. See page 152 for full breakdown of costs.

Restructuring costs of £3.7m have been previously guided and are the one-off price of unifying our management structures across the Group and resizing the cost base to deliver the £25m of annualised savings we have now actioned. The charge is the cost of putting the business into a structurally better shape. We do not expect a charge of this size in FY27.

Impairment and write-off totalling £2.5m is the accounting consequence of the decision to move our customer-facing platform from a legacy in-house build to a third-party SaaS solution. The same decision unlocks £5m of annualised general and administrative cost savings by FY29. The £2.5m is the visible cost of the better economics that follow it.

The remaining items in the bridge; depreciation, finance, tax, and the smaller fair-value and other adjustments, are the routine mechanics of the P&L.

Cash flow drivers

In FY26 we continued strong cash generation, funding £6m of share buybacks, with the key drivers set out in the table below.

	FY26 £m	FY25 £m	YoY %
Operating loss	**(5.2)**	(3.3)	58%
Adjustments for:			
Depreciation and amortisation	**2.0**	2.2	9%
Other non-cash charges	**4.6**	(0.6)	(867)%
Impairments	**1.8**	–	n/a
Change in inventory	**6.5**	36.5	(82)%
Change in payables	**3.8**	(16.3)	(123)%
Change in Angel funds and other deferred income	**(0.5)**	(4.2)	(88)%
Other working capital movements	**(0.6)**	5.3	(111)%
Operating cash flow excluding tax paid	**12.3**	19.6	(37)%
Tax and net interest paid	**(0.3)**	(3.1)	(90)%
Capital expenditure	**(1.7)**	(1.1)	64%
Share buybacks*	**(5.0)**	–	n/a
Loan arrangement fees paid	**–**	(2.3)	n/a
Lease liabilities paid	**(1.6)**	(1.8)	(11)%
Net movement in net cash excluding lease liabilities	**3.6**	11.3	(68)%
Opening net cash excluding lease liabilities	**30.1**	19.6	54%
Net movement in net cash excluding lease liabilities	**3.6**	11.3	(68)%
Effect of foreign exchange rates	**(0.3)**	(0.8)	(63)%
Closing net cash excluding lease liabilities	**33.4**	30.1	11%

* £6m of share buybacks were actioned in the financial year, but the final £1m had not yet been completed at the balance sheet date and therefore sits in Other Debtors and therefore in other working capital movements

Net cash excluding lease liabilities increased by £3.3m to £33.4m in the financial year, after returning £6m to shareholders. Underlying cash generation was £9m.

Inventory including advances to winemakers reduced by £11m in the financial year (£7m being FX impact as per key balance sheet items on page 30), with the unwind continuing in all three regions. UK and Australia inventory levels are now at or close to normal. The remaining inventory unwind, principally in the US, is expected to release further cash in excess of £34m over the Medium Term, with the majority arising in FY29 and FY30.

Angel funds have remained broadly stable; core members (with whom most of this balance sits) have higher retention levels.

Capital expenditure of £1.8m is up £0.7m on FY25 which reflects system investment, that has subsequently been impaired.

1. Non-cash movements include depreciation and net movements in inventory provision

Drivers of Group P&L performance (continued)

Key balance sheet items (£m)

	FY25	FX	Non-cash[1] movements	Underlying trading movement	**FY26**
Net cash excluding lease liabilities	30.1	(0.3)	–	3.6	**33.4**
Inventory including advances to winemakers	107.6	(7.0)	3.1	(6.5)	**97.2**
Angel funds and other deferred income	(62.9)	0.1	–	0.5	**(62.3)**
Trade and other payables*	(21.8)	0.3	–	(3.8)	**(25.3)**

* Excluding current tax liabilities

1. Non-cash movements include depreciation and net movements in inventory provision

Going concern

The Board has performed a robust assessment of the principal and emerging risks facing the Company. Cash generation, the strength of the balance sheet, the unused credit facility, and the demonstrated structural improvement in operating economics give the Board confidence that the Company has adequate financial resources to continue in operation for the foreseeable future.

The going concern evaluation has been assessed for a period of 12 months from the date of the signing of these financial statements and has also considered a severe but plausible downside scenario, including extended revenue decline and a reduction in the benefit of planned margin and cost saving improvement measures. In this modelled scenario, the Company retains sufficient liquidity to meet its obligations as they fall due. On this basis, the Board has a reasonable expectation that the Company will continue to operate and meet its liabilities over the assessed period. Accordingly, the financial statements have been prepared on a going concern basis.

Corporate Social Responsibility report

Environmental considerations

Environmental responsibility and climate impact

Climate change presents both a business risk and a global imperative. At Naked Wines, we recognise the environmental impact embedded across our supply chain – from packaging and production to logistics. While our direct emissions are limited, we are focused on reducing the broader footprint of our operations where possible.

Naked Wines is committed to year-on-year improvements in its operational energy efficiency. In FY26, we continued to report in line with the UK's Streamlined Energy and Carbon Reporting (SECR) requirements and progressed a number of carbon reduction initiatives across our operations.

Our carbon footprint

In accordance with the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018, we report annually on our UK energy use and associated carbon emissions. This includes Scope 1 (direct emissions), Scope 2 (indirect emissions from electricity), and Scope 3 (supply chain and distribution) which relates to business travel undertaken in employee-owned vehicles only.

Element	Baseline year 2019/20 (tCO_2e)	Prior financial year FY25 (tCO_2e)	**Current financial year FY26 (tCO_2e)**
Direct emissions – company vehicle and natural gas (Scope 1)	3.16	0.34	1.55
Indirect emissions from purchased electricity (Scope 2)	57.55	13.45	10.17
Total tCO_2e (Scope 1 & 2)	**60.71**	**13.79**	**11.72**
Other indirect emissions (Scope 3) – grey fleet travel and hired vehicles	5.57	11.77	6.72
Overall gross total[3]	**66.28**	**25.56**	**18.44**
Intensity metric: tCO_2e per employee		0.13	0.10
Intensity metric: tCO_2e per £m turnover		0.20	0.19
Total energy consumption[4] (kWh)	**260,127**	**119,585**	**96,139**

Corporate Social Responsibility report (continued)

Detailed carbon reduction initiatives

Packaging and recycling initiatives

Packaging remains a primary lever in our decarbonisation strategy. In FY26, we accelerated our transition toward lower-impact materials, focusing on weight reduction and alternative formats to decrease the carbon intensity of every bottle shipped.

Lightweight glass & innovative formats

- **Australia:** We achieved significant growth in our lightweight glass transition. The proportion of lightweight bottles received into our warehouses rose to **77%** (up from 71% in FY25), while the share of lightweight bottles sold reached **71%** (FY25: 66%) (representing **1,669,719** units).
- **US:** Our FY26 average bottle weight stands at **414g** (FY25: 397g), maintaining our position below the industry target of 420g. We continue to push to reduce this further – working with our supplier to test a 360g mould in Q4.
- **UK:** We continue to work on lightweighting glass – working with our key bottling partner to explore a 300g option. We continue to look at removing other packaging where possible too – removing capsules and reducing cardboard in packing cartons.
- **Alternative formats:** We expanded our range of **"Bagnums"** (1.5L pouches). These units utilise highly efficient materials that require significantly less CO_2 to produce compared to traditional glass. Being **9.4% lighter** than standard formats and holding double the volume, they allow us to maximise transportation efficiencies and reduce the number of individual units required.

Recycling partnerships & circularity

- **Australia (Container Exchange QLD):** Our participation in the Queensland scheme grew to **245 registered products (FY25: 190 registered products)**. While specific "wine bottle" data is aggregated, the overall glass recovery rate has climbed to **88%**, contributing to a record-breaking calendar year in 2025 where 2.2 billion containers were returned across the scheme.
- **US:** We remain fully compliant with California's glass redemption mandates, ensuring all relevant product labelling is updated to support localised circular economy efforts.

These initiatives represent our ongoing commitment to reducing packaging emissions and educating both Winemakers and Angels on the benefits of a circular wine economy.

Social engagement

Winemakers & community

Our Winemakers are the heartbeat of the Naked Wines model – acting not just as producers, but as essential partners in innovation, sustainability and quality. In FY26, we continued to work closely with our global network of 281 independent Winemakers to bolster their craft and enhance their operational resilience.

This financial year we surveyed our customers to dive deeper into their perspectives on our sustainability. We found that Angels across all our markets associate sustainability with our support for independent producers but that between 29% and 40% (UK: 29%, AUS: 37% and US: 47%) of them aren't sure how we are performing on sustainability. Our focus on sustainability will therefore be highlighting the great work our Winemakers already do in the vineyard and in the winery. To highlight a few here:

- **Derek Rohlffs (US):** focuses on vineyard health by utilising dry-farming to build vine resilience, fostering soil health through diverse cover crops, and maintaining CSWA-certified sustainability standards to eliminate the need for chemical fertilizers.
- **Ben Glover (New Zealand):** utilises a multi-faceted livestock strategy – including chickens, guinea fowl and sheep – to naturally manage pests, fertilise soil and provide mechanical vineyard maintenance.
- **Oscar Quevedo (Portugal):** prioritises social and environmental sustainability by maintaining a permanent, year-round vineyard team to foster enhanced expertise and household stability while ensuring that 100% of his vines are sustainable-certified and 25% are organic-certified.

By empowering our Winemakers to adopt these practices, we ensure that as Naked Wines grows, we do so in a way that respects the environment and supports the long-term viability of the independent wine industry.

Community giving & social impact

The collective power of our Angels continues to drive meaningful, life-changing impact across the globe. We believe that Naked's success is inseparable from the health of the communities we serve, and that our social responsibility is a fundamental pillar of our sustainable value creation.

In FY26, our community's generosity was demonstrated through several key initiatives:

- **Victorian Bushfire Relief (Australia):** Following the devastating bushfire events in Victoria in mid-January 2026, we launched a global emergency campaign to support two of our winemakers and their local communities. With the rapid and overwhelming support of our Angels, we raised more than AU$80,000 to assist in recovery and rebuilding efforts.
- **Carmen's Kids (South Africa):** Our Angels raised approximately £380,000 for Carmen's Kids, providing vital funding to feed and support children in South African winemaking regions.
- **Volunteer Firefighter Support (US):** We continue to support local volunteer fire departments across the United States, recognising the critical role these first responders play in protecting our winemaking communities.
- **Daryl Groom "Wine with Heart" (US):** We donated $25,000 to heart health charities through our ongoing partnership with the Daryl Groom Wine with Heart program.
- **Macario Montoya Fund (US):** We relaunched our commitment to the Macario Montoya Fund, supporting 4 Latino Winemakers and aspiring professionals, fostering greater diversity and inclusion within the US wine industry.
- **Camille Benitah's recovery fund (US):** We raised more than $35,000 for winemaker Camille Benitah's recovery fund after she suffered a brain haemorrhage.

Whether responding to immediate environmental crises or supporting long-term social equity, the Naked Wines community remains a force for positive global change.

Diversity, Equity & Inclusion

Championing Diversity, Equity and Inclusion across Naked Wines

At Naked Wines, we are committed to fostering a workplace that is inclusive, equitable and representative of the diverse communities we serve.

We believe that diverse perspectives drive innovation, improve decision-making, and help us build a stronger, more resilient organisation.

In FY26:

Gender representation: We are pleased we have achieved a strong foundation of female participation, with women comprising **56% of our total global workforce**. Women also occupy the majority of our executive roles (66%) and of our senior leadership roles (61%).

Pay equity: In the UK, we are a Real Living Wage employer and across our operations we commit to equal pay for equal work. We also conducted a comprehensive gender pay analysis across our global operations. Our Global Median Gender Pay Gap is 45% and our Global Mean Gender Pay Gap is 13%. The drivers of those gaps are explained in the section Global Gender Gap on page 69. We remain committed to regular review and proactive measures to ensure fair and equal pay for all, and are also putting in place the architecture to have clear pay bands per grade.

Inclusive hiring: We have reviewed our recruitment process to make selections more inclusive and remove unconscious bias.

Feeding futures: The story of Carmen's Kids

Just outside Stellenbosch, the heart of the South African wine industry, four out of five children go hungry every day.

In 2015, Naked Wines winemaker Carmen Stevens and a group of local mothers launched a simple soup kitchen to feed 300 children. When their food and funds ran out, the Naked Wines customer community stepped in, raising enough money to keep it going for a year.

Today, that kitchen has grown into a network of school and community centres that has served over 38 million nutritious meals to hungry children. Last year, our community raised over **£380,000** – feeding over **14,000** children. But with demand rising, ongoing support is essential.

It only costs:

£27

to feed a child two meals a day for an **entire school year**

£2.70

for a full month
Just **68p for a week**

100%

of every donation goes directly to food. All admin and fundraising support is donated by Naked Wines UK.

With your help, we can keep these children fed – and give them a future.

Stakeholder engagement

Stakeholder engagement (inclusive of section 172 Companies Act 2006 disclosures)

Our stakeholders are central to Naked Wines' long-term success. Throughout FY26, the Directors have complied with the requirements of section 172 of the Companies Act 2006 by acting in good faith and in a way they believe would most likely promote the success of the Company for the benefit of its members and wider stakeholders. This includes shareholders, employees, suppliers (including independent Winemakers), customers, regulators, the government, the community, and the environment.

In doing so, the Directors have had regard to, among other matters:

(a) the likely consequences of any decision 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 the environment;

(e) the desirability of maintaining a reputation for high standards of business conduct; and

(f) the need to act fairly between members of the Company.

FY26 was a period of significant decision-making at Naked Wines. Building on the strategic plan set out at our March 2025 Strategy Day, the Board approved a refreshed digital platform strategy, a structured cost reduction programme, the company's first share buyback programme, a deliberate reduction in marketing investment, and a series of pricing actions. Each of these had implications for one or more stakeholder groups. This section sets out how the Board and senior leadership team had regard to those implications during the financial year.

Shareholders and institutional investors

How we engaged. We engaged regularly with shareholders and institutional investors through our Annual Report and Accounts, AGM, interim and annual results presentations, our pre-close trading update, and direct discussions with management. We also continued to engage shareholders against the medium-term plan set out at our March 2025 Strategy Day, providing regular progress updates throughout the financial year.

Key issues raised. Shareholders sought clarity on the trajectory of cash generation, the use of surplus capital, the discipline of customer acquisition investment, and the Company's approach to evaluating opportunities to deploy capital where they meet our return thresholds.

Board decisions reflecting these views. The Board approved a £6m share buyback programme in FY26, repurchasing more than 10% of the company at prices well below the Board's view of intrinsic value. The Board also adopted a clearer capital allocation framework – set out in the Financial Review – under which surplus capital is deployed to the highest-return use available, with a clear bias toward returning capital to shareholders where investment opportunities do not meet our return thresholds. All resolutions presented at the 2025 AGM were approved.

Employees

How we engaged. We engaged with employees through regular all-hands meetings, market-specific town halls, pulse surveys, and structured functional feedback loops. We continued to operate our employee share scheme to align long-term interests with shareholders, and disclosed gender pay gap and remuneration data.

Key issues raised. Employees sought clarity on the strategic direction following two years of significant change, on the implications of a structurally smaller revenue base, and on the impact of operational decisions on team structure and roles.

Board decisions reflecting these views. The Board regularly updated employees throughout the financial year on progress against the refreshed strategic plan which was approved and published in March 2025. The decision to transition to a third-party SaaS platform was taken with full consideration of the implications for the engineering and technology teams who maintain the legacy platform; affected colleagues were briefed in advance of the public announcement, and a structured transition is being delivered with HR and senior management support. The Board continues to monitor employee engagement through quarterly reporting on pulse survey results, retention, and turnover.

Suppliers (including independent Winemakers)

How we engaged. We engaged with our Winemaker community through ongoing commercial dialogue, multi-year planning conversations, and the in-person events programme that brings Angels and Winemakers together. We continued to support innovation and product development with our Winemaker partners – including in low- and mid-alcohol wines, new formats, and region-specific varietals – and reinforced our Responsible Supplier Policy and Anti-Modern Slavery Policy across all markets.

Key issues raised. Winemakers sought visibility on demand levels and forward purchasing commitments – particularly given the deliberate reduction in our customer acquisition investment – and on our continued commitment to multi-year planning that allows them to plan vintage releases and inventory levels with confidence.

Board decisions reflecting these views. The Board considered the implications of reduced customer acquisition for our Winemaker partners as part of the decision to step away from acquisition activity that did not meet our return thresholds. The Board concluded that disciplined acquisition was the right long-term decision for the Company and for the Winemaker community, but acknowledged that volume reductions in the short term would be felt by our partners. The Board also approved continued investment in transparent communication and joint planning with our Winemakers throughout the financial year.

Customers

How we engaged. We engaged with our Angels through reviews, surveys, our Customer Happiness Team, our Wine Advisor Team, in-person tasting events in the UK and Australia, and direct interactions between Angels and Winemakers on our platform. Angels also provided substantial feedback through participation in product testing, including on pricing structure changes and on revised customer terms.

Key issues raised. Angels sought continued access to high-quality wines from independent Winemakers, predictable and transparent pricing, flexibility in how they manage their accounts, and a closer connection to the producers behind their wine.

Board decisions reflecting these views. The Board approved revised customer terms for new customers in March 2024, balancing financial flexibility for the Company with continued value for Angels. In Q4 FY26 testing has indicated that legacy customers would also welcome these new terms and the Board will continue to monitor and review Angel terms accordingly.

The Board approved targeted pricing increases during FY26, taking into account both the value of the proposition delivered to Angels and the importance of fair pricing in maintaining trust. The Board also approved continued investment in retention and customer experience initiatives, including the simplification of UK price tiers (reduced from 46 to 15 in recent years) to make the proposition clearer at the point of purchase.

In FY26:

- 486k members served globally
- 5,123 Angels attended tasting and harvest events and met Winemakers in person
- 92% five-star rating for our Customer Happiness Team
- NPS reached 77 and two-year-mature retention sat at 80%

Stakeholder engagement (continued)

Regulators and government

How we engaged. We maintained an active and transparent relationship with regulators across all our operating markets. Our legal and compliance teams worked closely with relevant authorities to ensure we met or exceeded all applicable legal, environmental, and consumer protection standards.

Developments in FY26. We successfully expanded our direct-to-consumer (DTC) shipping footprint in the US following legislative shifts in Arkansas and Mississippi. Our teams worked diligently with Arkansas and Mississippi alcohol beverage control boards to secure the necessary licenses and align our logistics with local reporting requirements, ensuring a seamless and compliant entry into these markets. Additionally, we continued to monitor global developments in data privacy, e-commerce, and alcohol distribution.

Community and environment

How we engaged. We engaged with the communities and environments around our operations through charitable giving, sustainable packaging initiatives, and direct support to Winemaker partners affected by environmental events.

Sustainability. We continued to make progress against the Sustainable Wine Roundtable's bottle weight targets in the US and continued our participation in Australia's Queensland Container Exchange recycling scheme. We also continued our pilot of premium boxed wine formats in the US to reduce carbon impact at scale. Specific FY26 metrics are set out in the Corporate Social Responsibility report.

Charitable activity. We supported a range of charitable causes during the financial year, as detailed in the CSR report on page 33.

Direct community response. When wildfires affected our Winemakers Nina Stocker and Sam Plunkett's region of Victoria, our Angels rallied to raise over AU$80,000 for the affected communities within days. When Winemaker Arco Laarman passed away tragically, our Angels ensured that proceeds from his final wines went to his daughter's education.

These actions reflect a model in which the relationships between Naked Wines, our customers, and our Winemaker community extend beyond commercial transactions.

Principal Board decisions in FY26

Below is a summary of the principal decisions taken by the Board during FY26 and the stakeholder considerations that informed each.

Decision	Stakeholders most affected	Board considerations	Outcome
Refreshed strategic plan approved March 2025	Shareholders, employees, Winemakers	Long-term shareholder value vs. short-term revenue impact; clarity for employees and Winemakers; alignment with capital base	Plan adopted; communicated externally and internally; tracked through KPIs in this report
Reduced customer acquisition investment	Winemakers (volume), shareholders (returns), employees (marketing function)	Trade-off between short-term volume and long-term unit economics; impact on Winemakers; capital efficiency	Acquisition discipline maintained; acquisition break-even improved materially; Board accepted the volume cost as the price of better economics
Transition to third-party SaaS platform	Employees (technology team), customers (experience), shareholders (capex/opex profile)	Implications for affected teams; customer experience benefits; long-term capital intensity reduction	Decision approved; transition underway; HR and senior management supporting affected colleagues
£6m share buyback programme	Shareholders directly; employees holding shares	Available capital; share price relative to intrinsic value; alternative uses of capital	Buyback executed in FY26, repurchasing more than 10% of the company
Targeted pricing increases	Customers, Winemakers, shareholders	Value of proposition to Angels; importance of fair pricing; margin contribution to fund Winemaker support	Pricing actions delivered meaningful margin contribution in H2 FY26
Revised customer terms (legacy customer testing)	Customers, shareholders, Winemakers	Flexibility for Angels; Company financial flexibility; support to Winemaker partners	Testing completed in Q4 FY26; potential extension to legacy customers under consideration

Section 172 statement

The Directors confirm that, having regard to the matters set out in section 172(1) of the Companies Act 2006 and as evidenced by the engagement and decisions described above, they have acted in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole.

Risk management and control environment

Principal risks and uncertainties

Our approach to risk management

The Board has ultimate responsibility for identifying key risks, assessing the potential impact on the business if these risks are realised, and ensuring that appropriate mitigating actions are taken to manage risks to acceptable levels in pursuit of strategic objectives.

The Board is satisfied that, through the processes set out below, it has undertaken a robust assessment of the principal risks which threaten the execution of the strategy and the long-term viability of the Group and is satisfied that appropriate mitigation plans are in place.

The key elements of our risk management process are as follows:

- Group Leadership Team (GLT) and the senior leaders of each business area are responsible for identifying risks and maintaining local risks registers, encompassing:
  - Risk assessment – Each risk is assessed with reference to risk impact (the impact the risk would have on the business and is primarily measured in financial consequence) and risk likelihood (the possibility/probability of the risk being realised)
  - Mitigation – Each risk is assigned a mitigation strategy, mitigation actions and a local risk owner
  - Monitoring – Periodic review of the risk and relevance of mitigation actions
- Annually, the Audit Committee assesses and aggregates the risks to identify the most significant and propose the principal Group risk items to the Board.
- Throughout the financial year, the Audit Committee (or Board) are updated on significant changes in the risk landscape and management's response to it.
- The Board considers the evolving risk environment and the effectiveness of risk management processes as it approves key decisions, budgets and operating plans.

The Board relies on the assurances provided through the periodic reports presented to the Board and Audit Committee and, in this instance, acts as the third line of defence, with the management team as the second line, and the risk control owners as the first.

Characterisation of key risks

The Board considers both strategic and operational risks and for each risk considers the likelihood of its occurrence and the scale of adverse impact it could have on the business.

- **Strategic risks** are those which could threaten the long-term success of the business model and will typically unfold over an extended period of time. Strategic risks are reviewed periodically by the Board as part of its ongoing development process.
- **Operational risks** arise from the possible occurrence of specific events. They will typically have an impact on the business and its performance which is either immediate or will play out over a relatively short period of time. Operational risks may arise from internal or external causes.

The mitigation for externally driven operational risks is normally in the form of training and competency assessments, a contingency plan, and insurance cover to reduce risks to within risk appetite.

Management seeks to put in place active mitigation for internally driven operational risks, balancing cost and risk as appropriate.

The principal strategic and operational risks which the Board deems most significant are presented below.

While they are not the only ones facing the business, they are the most significant when considering both the likelihood of the risk materialising as well as the overall impact on the business, after taking into account the mitigating effect of the implemented controls.

Going concern

In order to assess the appropriateness of the going concern assumption, the Directors have prepared a number of cash flow scenarios extending for a period of at least 12 months from the date of the approval of these financial statements ("the going concern assessment period").

Base case scenario

In its base case scenario, the Directors have used recent trading KPIs as well as known factors, including the impact of planned business development initiatives and planned promotional activity, to forecast the cash flow of the business. In addition, a conservative assessment of the impact of strategic development plans, set out in more detail in the Strategic report on pages 1 to 53, and the funding available from existing cash reserves and the Group's 60-month credit facility with PNC Bank, which is contracted beyond the going concern assessment period, have been incorporated in order to arrive at the Group's baseline business plan. The Directors have also considered in their deliberations the principal risks and uncertainties of the Group as set out on pages 42 to 53.

Under this scenario, the Group has sufficient liquidity to meet the needs of the trading business and to exceed the springing covenant requirement of its credit facility throughout the going concern assessment period.

Severe but plausible downside scenario

The Directors have then prepared a severe but plausible downside scenario incorporating a number of sensitivities and also incorporating available mitigating actions to both planned business initiatives as well as cost and cash saving opportunities within the operations of the business.

Sensitivities

- a reduction of future trading activity of a further 7% below the base case scenario, substantially reflecting a downturn of repeat customer order frequency and the impact of a reduction in new customer acquisition activity;
- a reduction in assumed margin from business to business trading; and
- a reduction in anticipated savings from headcount vacancy assumption.

The following mitigating actions, both of which are within management's control, were also incorporated:

- reductions in controllable expenditure in marketing and £1m of discretionary G&A expenditure.

In this severe but plausible downside scenario, across the going concern assessment period, the Group maintains headroom of more than £16m of facility defined liquidity above its springing covenant test trigger.

Conclusion

After considering the forecasts, sensitivities and mitigating actions available to respond to the uncertain macroeconomic environment and potential risks and uncertainties in its operating markets, Naked Wines has sufficient liquidity to trade and meet the obligations of its credit facility and therefore meet its liabilities as they fall due for at least 12 months from the date of the approval of the financial statements. For these reasons, the Board considers it appropriate for the Group and the Company to adopt the going concern basis in preparing these financial statements.

Risk management and control environment (continued)

Principal risks

Risk movement

For each risk presented, the Board has assessed the combination of risk likelihood and risk impact and presented its assessment of the risk movement from FY25 to FY26.

▲	Increased risk
▼	Decreased risk
◀▶	Stable risk

Risk	Risk characterisation	Movement
Insufficient liquidity	Operational (internal cause)	▼
Customer volumes (acquisition and retention)	Strategic	◀▶
Macroeconomic environment	Strategic	▲
Business Continuity	Operational (internal & external cause)	▲
Cyber security	Operational (Internal & external cause)	▲
Reputational damage	Strategic	◀▶
Competition	Strategic	◀▶
Regulatory and tax compliance	Operational (internal cause)	◀▶
Acquisition and retention of talent	Operational (internal cause)	▲

Climate change and sustainability

The Board has considered climate change as part of the Group's risk management process and acknowledges a potential risk to the Group. The Board is of the view that the risk of climate change is embedded within the key risks listed in this report and, as such, has decided not to list climate change as a standalone risk.

In particular, the Board recognises that Naked is exposed to climate change risks within 'Business Continuity'. Key risks include destruction/damage of wine making materials (e.g. crops) which impacts availability and quality, and increases costs. These risks are mitigated through Global diversification, having key activities supported by a diversified supply chain, spread across the globe with multiple sites for key activities as well as a diversified supply chain.

Risk management and control environment (continued)

Principal risks

Insufficient liquidity

▼ O

Insufficient liquidity reduces the opportunity for growth or challenges the going concern assumption

Potential cause

- Access to capital at banking partners
- Breach of loan covenants
- Bulk withdrawal of funds by Angels
- Misalignment of demand and production plans
- Inability to meet planned sales performance targets
- Poor understanding of customer needs, loses customers
- Inability to effectively control costs
- Higher than expected inflation on one or more critical global locations drives up costs and reduces Customer purchasing power
- Significant unforecasted foreign exchange rate fluctuations

Potential impact

- Banking partners withdraw capital necessary to operate the business
- Unable to service liabilities as they fall due, may impact share value and going concern assumption
- Pressure on working capital prevents/severely restricts investment in new customers or funding of Winemakers to sustain the business model
- Insufficient capital to fund long-term investment in systems and processes in the business

Mitigating actions

Main areas of focus in the current financial year:

- Regular review of budget/cash flow forecasting by the Board and GLT, including proactive risk management (including covenant breaches) before they are realised
- Continued Asset-backed lending (ABL) facility with PNC Bank
- Maintaining focus on cost control and working capital management across the business, including through a Zero-Based Budgeting process
- Collaborative and proactive relationship with strategic stakeholders
- Regular monitoring of Customer volumes and angel fund withdrawal
- Horizon scanning, customer surveys and data analytics to understand customer behaviour
- Production and demand management to optimise liquidity
- Re-evaluation of new customer investment strategies to deliver improved return of investment
- Mitigating actions in response to the risk Macroeconomic environment

Other underlying controls/mitigation:

- Terms and conditions for new customers to the business reduce the risk of bulk withdrawal of Angel funds, as refunds are predominately in wine
- Investment in inventory management and demand-planning tools to enhance the evaluation and challenge of inventory buy plans
- IMS project (Inventory Management System – significant improvement to our ERP infrastructure) underway to allow efficient inventory movement, modelling and forecasting subject to Board approval of material working capital expenditure
- Group Statement of Authority including requirements for Board approval of material working capital expenditure
- Exploring new acquisition channels to target optimal customers relative to investment

Risk characterisation key

S	Strategic risk
O	Operational risk

Risk movement key

▲	Increased risk
▼	Decreased risk
◀▶	Stable risk

Customer volumes (acquisition and retention)

◀▶ S

Inability to acquire and retain customers in sufficient volume and of sufficient quality to sustain the business model

Potential cause

- Reduced investment in new customer acquisition due to unattractive investment economics (Payback). Driven by a sustained increase in acquisition costs and/or deteriorating Lifetime Value (LTV) of target customers
- Ineffective modelling of Payback and Internal Rate of Return (IRR) drives suboptimal new customer acquisition activity.
- Macroeconomic environment shrinks customer base
- Over-dependence and reliance on individual marketing partners
- Not listening to or meeting customer needs

Potential impact

- Investment in poor quality customers results in low lifetime transaction volumes and high customer attrition, which fails to sustain the business model
- Investment in new customer acquisition does not produce the target return on investment and represents a misallocation of capital
- Underperformance in financial results restrict our ability to maintain/enhance the customer experience

Mitigating actions

Key controls/mitigation

Main areas of focus in the current financial year:

- Clearly defined target market strategy, with accurate financial modelling
- Regular monitoring of investment economics, resulting in the redeployment of capital where it is not delivering target returns
- Our strategy is to listen to our Angels' needs and act upon them
- Regular review of acquisition channels & partners

Other underlying controls/mitigation:

- Review of customer return on investment
- Agreed investment criteria that are subject to regular review
- Detailed promotion reporting and monthly performance reviews

Macroeconomic environment

▲ S

Pressure on consumer discretionary spend and inflationary uplifts to our cost base reduces consumer demand and increases costs, impacting profitability

Potential cause

- Economic and geopolitical instability and uncertainty in our core markets and across the globe, adversely impacts consumer confidence
- Continued cost of living pressures reduce consumer discretionary spend
- Tariffs, levies and duties being placed on alcoholic products and packaged products, increasing the cost of the goods and sales price
- Rising inflationary costs within the business (including in the supply chain), leading to higher priced wines

Potential impact

- An inability to acquire and retain customers in sufficient volume and of sufficient quality impacts revenue and liquidity
- Repeat Customer contribution declines as customers spend more cautiously
- Increased cancellation rates impact liquidity
- Inflationary pressure on the cost base impacts margin and new customer investment economics

Mitigating actions

Key controls/mitigation

Main areas of focus in the current financial year:

- Unique customer proposition encourages customer engagement and loyalty
- Clear definition and focus on customer value proposition aligned to clear target market needs.
- Clear strategy which optimises our knowledge of the market

Other underlying controls/mitigation:

- The ability to manage pricing to minimise the impact of inflationary uplifts in the cost base
- Continued focus upon cost control including the review and tender of significant contracts
- Offer flexibility to existing Angels to improve retention (e.g. reduced Angel contributions)
- Terms and conditions for new customers to the business reduce the risk of bulk withdrawal of Angel funds
- 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

Risk management and control environment (continued)

Principal risks

Business Continuity

▲ O

Loss/interruption of partner site/head office due to an unforeseen event impacts our ability to trade

Potential cause

- Unforeseen event including extreme weather, natural disaster and/or war affecting the Group's sites and/ or supply chain operations (including grape growers and Winemakers)
- Failure of one or more strategic projects, for example the new inventory management system or re-platforming effects business-as-usual operations
- Material contractual non-performance or breach by strategic partners
- Unexpected and sudden withdrawal of strategic partners from the supply chain
- System infrastructure failure, power outages or cyber incident

Potential impact

- Destruction/damage of wine making raw materials (e.g. crops) inflates costs, impacting availability and/ or quality
- Destruction of finished and in-progress inventory, impacting availability or quality
- Disruption to trade impacting revenue/profitability and causing reputational damage
- Unable to continue business-as-usual activities if strategic projects are not successful, for example:
- The new inventory management system fails to provide clear data on the location and costing of our inventory products
- Front-End re-platforming integrations fail, meaning we are unable to make sales and collect funds from our customers
- Financial loss from strategic projects which don't deliver returns or are obsolete on delivery

Mitigating Actions

Key controls/mitigation

Main areas of focus in the current financial year:

- Third-party warehousing has multiple sites and operated by a third party with backup capacity
- Steering Committees are created for business-critical projects
- Project teams for large strategic projects, and have project plans which include testing programmes before go-live
- Commencement of a project for a new inventory management system
- Reduction of future inventory commitments to improve business flexibility
- New credit facility structured to provide more flexibility in a range of business environments

Other underlying controls/mitigation:

- Geographical diversification of suppliers/operations
- Inclusion of an adverse quality clause in grape contracts
- Flexible solution with multi carrier option.
- Disaster recovery plans in place for technology & natural disaster are strengthened by Business interruption insurance cover in place

Risk characterisation key

S	Strategic risk
O	Operational risk

Risk movement key

▲	Increased risk
▼	Decreased risk
◀▶	Stable risk

Cyber security attack

▲ ○

Failure of IT systems to deal with a data security/data breach impacts our ability to trade

Potential cause

- Strategic projects create vulnerabilities that are not identified and mitigated
- Failure to successfully upgrade or maintain core IT system security
- Inability to keep pace with malicious threats that are of increasing frequency and complexity e.g. AI, social engineering or phishing
- Poor systems access control
- Reliance on, and exposure to, third-party software and systems

Potential impact

- Loss of revenue, inability to trade and/or increased costs
- Withdrawal of Angel Funds
- Legal or regulatory fines, for example if Angels unable to withdraw their funds
- Security breaches lead to significant costs (including fines) and/or restrict our ability to trade, impacting profitability

Mitigating actions

Key controls/mitigation

Main areas of focus in the current financial year:

- Third-party cloud-hosted systems used to support maximum availability
- Ongoing investment in technology systems and processes, such as trading websites and networks are protected by a firewall, alert software and frequently updated anti-virus software

Other underlying controls/mitigation:

- Regular review of our cyber strategy & disaster recovery plans so that the business can continue with minimal impact
- IT systems, whether procured from third parties or developed internally, are tested for security against attack and periodic penetration exercises are performed
- Dedicated automated and human, systems security resources to provide assurance across the Group
- Access reviews of core systems
- Due diligence of vendors
- Cyber insurance in place, which assists with the impact mitigation of a cyber security event

Risk management and control environment (continued)

Principal risks

Reputational damage

◀▶ S

Failure to meet stakeholder expectations impacts reputation and credibility

Potential cause

- Sale of products that are unfit for consumption or of poor quality
- Data security breach or perception of a data security breach e.g. phishing, account takeover, denial of service attacks, malware and ransomware
- Mistreatment of our Winemakers, growers or strategic partners, including contract cancellations and late payments
- Due diligence of our Winemakers, growers or strategic partners fails to identify ethical/working practice concerns
- Failure to identify and address concerns in respect of the environment, social or governance matters

Potential impact

- Negative PR event (including data breach) that undermines customer trust, impacting sales and/or resulting in bulk Angel fund withdrawals
- Failure to execute our customer value proposition drives customers/angels to withdraw angel funds or not place orders
- Poor reputation for environmental, social or governance stewardship impacts our ability to attract and retain customers or personnel who increasingly value sustainable companies
- Legal or regulatory fines, due to data breach or non-compliance with legislation or regulation

Mitigating actions

Key controls/mitigation

Main areas of focus in the current financial year:

- Clear business vision to make great wine better for everyone. Showing our commitment to Angels and Growers for a sustainable, differentiated business model
- Regular company updates, including listening and acting upon suggestions from our employees

Other underlying controls/mitigation:

- Clear policies in place, including the Code of Conduct (GDPR, Cyber & AI responsibilities etc), Anti Money Laundering and Whistleblowing policies
- Due diligence of Winemakers and rigorous quality-control procedures throughout the manufacturing process
- Responsible Supplier Policy and funding Winemakers via our differentiated business model
- Ad hoc initiatives to support our Winemakers
- In-house legal and financial resources to ensure sufficient capability to meet ongoing regulatory burden
- Working with outside legal, accounting and tax experts to navigate and best respond to inquiries and regulatory developments
- Ongoing commitment to ethical behaviour and responsible corporate citizenship
- Cyber security controls

Risk characterisation key

S	Strategic risk
O	Operational risk

Risk movement key

▲	Increased risk
▼	Decreased risk
◀▶	Stable risk

Competition

◀▶ S

Threat from a new or existing competitor impacts profitability

Potential cause

- New entrant into the direct-to-consumer wine market with access to significant funding and the patience to build a large market share
- Advances in technology allow low-cost entry to new competitors
- Retail stores using wine as a loss leader
- Failure to innovate and offer a compelling proposition

Potential impact

- Unable to acquire and retain customers impacting profitability
- Weakening demand results in inventory misalignment comparative to demand and squeezes liquidity
- Loss of our unique selling proposition

Mitigating actions

Key controls/mitigation

Main areas of focus in the current financial year:

- Identified a clear target market and aligned our strategy to deliver to targets
- Strong leadership oversight of economic impact and flexibility to innovate
- Monitoring of competitor activity

Other underlying controls/mitigation:

- Maintain close and collaborative relationship with Winemakers
- Leadership teams regularly monitor our competitors' activity
- Global manufacturing locations reduce risk of trade barriers to entry to markets

Regulatory and tax compliance

◀▶ O

Non-compliance with legal, regulatory and tax requirements, especially in the complex US market

Potential cause

- A change in legal, regulatory and tax rules that may require us to reconsider the existing business model
- Insufficient knowledge of existing regulatory requirements
- Increased challenge and re-interpretation of regulation by fiscal authorities in all our markets in light of the macroeconomic environment
- Existing software and systems may not be able to meet our compliance/tax needs
- Increased focus of state and local fiscal authorities in the US as we become a more visible and profitable business
- Large-scale data protection breach
- Inability to respond to tax audits in a timely and adequate manner

Potential impact

- Fines/penalties and trading restrictions impacting profitability
- Restrictions to selling into markets where we have not met local regulatory requirements
- Reduction in customer trust

Mitigating actions

Key controls/mitigation

Main areas of focus in the current financial year:

- Monitoring of regulatory developments to enable timely identification, evaluation and appropriate action
- On-going review of the Group's tax strategy

Other underlying controls/mitigation:

- Company-wide policies, including Code of Conduct and GDPR
- In-house legal and financial resources to ensure sufficient capability to meet ongoing regulatory burden
- Working with outside legal, accounting and tax experts to navigate and best respond to inquiries and regulatory developments
- Continuing to invest in software and systems where this will benefit our regulatory tax and legal requirements
- It is the Group's policy not to engage in aggressive or seemingly aggressive tax planning strategies.
- Cyber security controls

Risk management and control environment (continued)

Principal risks

Acquisition and retention of talent

▲ O

Inability to attract and retain the best talent to support our strategic objectives

Potential cause

- Employee uncertainty as the business undergoes a period of organisational change
- Inability to maintain an attractive business culture
- Inability to offer competitive remuneration and benefits
- Mismanagement of employee workload, particularly those occupying dual roles
- Not adapting to new ways of working in line with employee expectations
- Insufficient training and support from seniors

Potential impact

- We do not attract or retain the best talent which is required to deliver strategic objectives efficiently
- Negative impacts on morale, resulting in disengaged workforce that is resistant to change, and delivers poor customer service
- Key employees encounter burnout and exit the business resulting in disruption

Mitigating actions

Key controls/mitigation

Main areas of focus in the current financial year:

- Regular communication and engagement with employees
- Clear business objectives and North Star metrics, to provide focus to achieve our strategic objectives
- Alignment of personal objectives to business objectives
- Reorganisation providing new challenges and opportunities
- Ongoing enhancement of People Tools, including regular employee surveys and performance reviews

Other underlying controls/mitigation:

- Offering all staff the opportunity to participate in share compensation schemes
- Development of values and behaviours that underpin the way we work
- Paying market-competitive remuneration
- A business that focuses on staff welfare and culture
- Development of succession planning for key roles

Risk characterisation key

S	Strategic risk
O	Operational risk

Risk movement key

▲	Increased risk
▼	Decreased risk
◀▶	Stable risk

Internal controls

The Group has an effective governance framework which includes a system of both financial and non-financial controls, which are regularly reviewed and monitored by the Board, the Audit Committee and Group leadership team.

While it cannot provide absolute assurances against material misstatement or loss, the Board has ultimate responsibility for the Group's system of controls.

The governance framework, including internal controls and processes, is summarised below. The Board has considered the internal controls and considers them to be appropriate given the size, complexity and risk profile of the Group.

During FY26, key controls have been tested and control deficiencies reported to management and the Audit Committee. Identified deficiencies in internal controls are presented to the Audit Committee and flagged as "pending remediation" until satisfactorily resolved.

To further strengthen our legal and fiscal compliance controls, dedicated legal resources are located in the US allowing local management to ensure compliance with regulations and alcohol licensing. The Group General Counsel oversees the regulatory control environment for the US and the Group as a whole.

The main elements of the control function include:

- Board oversight and approval.
- Strategy, which supports our purpose and objectives of the business, the interests of shareholders, the direction of the business
- The Risk Register, Top Risk outcomes
- Budgets, produced from a robust Zero-Based Budget planning process, aligned with the strategy.
- Actual performance to budget/forecast is reported periodically including current operational forecasts for the financial year
- Consideration and approval of key policies and procedures.
- Management of escalated concerns from GLT
- The Audit Committee's review of the financial and accounting policies and controls, including the work of the Internal Assurance function and overall compliance with internal policies, processes and legislation.
- The Company's system of investment evaluation, which is applied to all investment opportunities and includes defined financial hurdles and controls that any opportunity must meet. This system is managed directly by the CEO and CFO; and
- New Customer investment is routinely reported to management and reviewed to validate the delivery of anticipated returns.

Approved by the Board of Directors.

Rodrigo Maza

Chief Executive Officer

22 July 2026

Dominic Neary

Chief Financial Officer

22 July 2026

Board of Directors

An experienced team to lead the business

Jack Pailing (39)
Chairman

Appointment Date: July 2023 (NED), July 2025 (Chairman)

Committees

- Nominations Committee (Chair)
- Remuneration Committee (Member)
- Audit Committee (Member)

Jack Pailing was appointed as the Non-Executive Chairman of Naked Wines plc in July 2025, having originally joined the Board as a non-executive director in July 2023. He brings over 15 years of experience across law, capital markets, and investment management to the leadership of the Group. Jack is the founder and portfolio manager of Colebrooke Partners, a London-based investment firm established in 2017. His professional background includes practicing law at SJ Berwin LLP and King & Wood Mallesons LLP, alongside corporate experience with the Macquarie Group. Notably, he served as the Group's Senior Independent Director prior to his appointment as Chairman. This combined background provides him with a deep, rounded understanding of the business as a corporate leader, a long-term shareholder, and an active customer.

Rodrigo Maza (42)
Chief Executive Officer

Appointment Date:
February 2024

Committees
None

Since joining Naked in September 2023, first as MD of the UK business and then as CEO, Maza has quickly demonstrated his strategic capability and business acumen. He has extensive experience in the alcohol beverage industry at both established and entrepreneurial businesses. Prior to joining Naked, Maza launched and scaled several online delivery businesses for alcoholic beverages across a range of e-commerce and subscription models, including AB InBev's TaDa delivery in Latin America and PerfectDraft in Western Europe. He also held various executive roles at Grupo Modelo S.A. de C.V. and AB InBev.

Dominic Neary (50)
Chief Financial Officer

Appointment Date:
November 2024

Committees
None

Dominic Neary joined Naked Wines as Chief Financial Officer in November 2024, bringing a wealth of experience from senior finance roles in international high-growth consumer, digital, and FMCG companies. During his tenure at Mind Gym PLC, Dominic played a pivotal role in returning the business to profitability while establishing scalable global operations. Prior to this, he held finance leadership positions at Reckitt Benckiser, Moneysupermarket.com, and Just Eat, where he focused on strategic transformation and integration. His expertise in financial strategy and operational growth positions him well to support Naked Wines' long-term goals.

Stephen Bolton (64)

Non-Executive Director

Appointment Date: November 2022

Committees

- Audit Committee (Chair)
- Remuneration Committee (Member)
- Nominations Committee (Member)

Stephen joined the Board in November 2022, taking on the role of Audit Committee Chair. He has 40 years of experience as a finance professional, most recently with Diageo, where he held various finance leadership roles (2006 to 2019). He is also a seasoned non-executive director, currently serving on the boards of Clarks, an international footwear company, where he chairs the audit committee, and Sedex, a world-leading ethical trade membership organisation.

Jan-Hendrik Mohr (37)

Non-Executive Director

Appointment Date: September 2025

Committees

- Nomination Committee (Member)
- Remuneration Committee (Member)
- Audit Committee (Member)

Jan-Hendrik Mohr is CEO of CHAPTERS Group AG, a provider of mission-critical digital solutions serving public sector and enterprise financial technology clients, with over 60 subsidiaries and €193m in revenue. He previously led JMX Capital for eight years, an investment partnership and Naked Wines shareholder since 2016, and served as Chairman of AIM-listed Software Circle plc from 2016 to 2024.

Susan Hooper (66)

Senior Independent Director

Appointment Date: December 2025

Committees

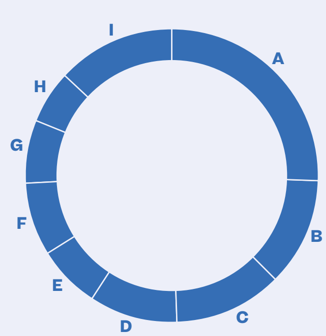
- Remuneration Committee (Chair)
- Nomination Committee (Member)
- Audit Committee (Member)

Susan is a highly experienced Board Director and Chair with special expertise across consumer, technology and ESG. She is currently a Non-Executive Director of Uber UK, Moonpig Group Plc and Chapter Zero, which she co-founded in 2019. She is also an Advisor at Active Partners VC, Mentor at Exco ltd, Partner at Conquer AI and an Associate Member of Uber Global. Her earlier career includes senior leadership roles at British Gas, Saga plc, Royal Caribbean Ltd, Avis plc, PepsiCo International and McKinsey.

Resignations

Deirdre Runnette served as Senior Independent Director and also as Interim Chairman from 23 June 2022 until 22 July 2025.

Allocation of Board time



A	Strategy (Financial and operational)	25%
B	Budgeting and plans	11%
C	Risk management and mitigation	12%
D	Trading updates and external reporting	12%
E	Investor relations	7%
F	Auditor reports, appointment and fees	8%
G	Remuneration matters	6%
H	Key policies and governance including AIM compliance	7%
I	Board appointments including succession planning	12%

Board meetings

	Board	Audit	Rem	Nom
2025				
Apr	1			
May	1			1
Jun				
Jul	1	1		1
Aug	1			
Sep	1		1	1
Oct				
Nov	1			
Dec	1	1		1
2026				
Jan	1			
Feb				
Mar	1	1	1	

In FY26, the Board held nine Board meetings, two Audit Committee meetings, two Remuneration Committee meetings and four Nominations Committee meetings. Jan-Hendrik Mohr and Susan Hooper joined the Board during the financial year. Since their appointment, Jan-Hendrik Mohr was unable to attend one Board meeting, and Susan Hooper was unable to attend one Board meeting, one Audit Committee meeting and one Remuneration Committee meeting

Governance

Quoted Companies Alliance (QCA) Corporate Governance Code

The Company has been a member of the QCA since 2018 and has adopted the QCA Code 2023, which we believe is the most suitable corporate governance code based on our requirements and size. The following is a high-level summary of the Company's compliance with the 10 principles of the QCA Code.

Principle 1: Establish a strategy and business model which promote long-term value for shareholders

The Company strives to promote long-term value for shareholders. Our current strategy and business model, designed to achieve this goal, are discussed on pages 1 to 53 (Strategic report).

Principle 2: Promote a corporate culture that is based on ethical values and behaviours

The Company upholds the highest ethical standards through policies available on our website at www.nakedwinesplc.co.uk/sustainability/ethics-and-transparency/default.aspx.

Principle 3: Seek to understand and meet shareholder needs and expectations

The Company prioritises communication with shareholders. Our engagement efforts are discussed on pages 38 to 41 (Stakeholder engagement).

Principle 4: Take into account wider stakeholder and social responsibilities and their implications for long-term success

The Company engages in efforts to promote equity, diversity, and sustainability, as discussed on pages 38 to 41 (Stakeholder engagement) and pages 31 to 37 (Corporate Social Responsibility report).

Principle 5: Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation

The Company has implemented robust controls to minimise and mitigate risk, as discussed on pages 42 to 53 (Risk management and control environment).

Principle 6: Maintain the Board as a well-functioning, balanced team led by the Chairman

The Board comprises talented professionals with extensive and diverse experiences and skill sets. A biography of each Board member is included on pages 54 and 55 (Board of Directors). The Board operates in accordance with structures and processes that support effective governance, as outlined in the Board charter and Committee Terms of Reference, available on our website at www.nakedwinesplc.co.uk/about-us/board-committees/default.aspx.

Principle 7: Maintain corporate governance structures and ensure that individually and collectively the Directors have the necessary up-to-date experience, skills, and capabilities

The Board and its sub committees met regularly during the financial year to discuss Company performance and strategy, assisting management in achieving Company goals. These activities are detailed on pages 54 and 55 (Board of Directors).

Principle 8: Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement

The Company engages in ongoing internal evaluation of the Board's performance to ensure effective governance.

Principle 9: 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 and non-financial targets, as outlined on pages 59 to 69 (Directors' remuneration report)

Principle 10: Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

The Company prioritises communication with all relevant stakeholders, as discussed on pages 38 to 41 (Stakeholder engagement).

Board dynamics and responsibilities

Board member roles and Committee memberships are outlined on pages 54 and 55 (Board of Directors). The Chairman is responsible for effectively leading the Board and overseeing the adoption, delivery, and communication of the Company's corporate governance model. The relationship between the Chairman, Chief Executive Officer, non-Executive Directors (NEDs), and executive management remains collaborative, cordial, and robust. Board members work together in the best interests of the Company, engaging in rigorous and constructive debate, with no individual or group dominating decision-making processes.

The Board has a Charter (Board Charter) that sets out in detail its functions and responsibilities, as well as the clear separation of duties between the Chairman and the Chief Executive Officer. The Company has also established a statement of authority that supplements the Board Charter. The Board has delegated certain powers to the Audit, Remuneration and Nominations Committees, which are outlined in greater detail below.

The Company's Articles of Association require that one third of the Directors retire annually. This year, Jack Pailing and Stephen Bolton will retire from the Board and stand for re-election and Susan Hooper and Jan-Hendrik Mohr will stand for election. Director's contracts are available for inspection at the Company's registered office and will be made available at the 2026 AGM.

The Company holds directors' and officers' liability insurance coverage for any claim brought against the Directors or officers for wrongful acts in connection with their position, but the coverage does not extend to claims arising from dishonesty or fraud.

We keep a running Board and Committees annual work plan, which ensures that all elements of business are addressed across the relevant governance bodies.

Meeting dates are aligned with the financial and trading calendars of the Company, ensuring a spread of meetings across the calendar year. The scheduled meetings may be supplemented with additional ad hoc meetings as and when necessary.

Board and Committee Chairs review and approve meeting agendas in advance. The Corporate Secretary takes minutes at all meetings, which are shared with the Directors for comment. The Board follows up on and reviews any action items at the next meeting.

The Board and Committees receive appropriate notice prior to meetings and are provided with relevant information in advance of the meetings. More specifically, NEDs are regularly kept abreast of financial and operational performance or new material developments relating to the business. The Company reports on its monthly headline performance against its agreed budget and the Board reviews variances at each meeting.

The Board held nine meetings during the financial year, as detailed on page 55. All members of the Board continue to devote sufficient time and effort to their responsibilities as Directors. Where required, all Directors are able to seek independent professional advice in support of their duties to the Company, at the Company's expense, in addition to having full access to the Company Secretary, the CFO and any member of the management team.

We review overall Company performance and ensure that the necessary resources are available to management to effectuate the strategy. We exercise accountability to the shareholders and are responsible for safeguarding the relevant interests of all stakeholders (see Stakeholder engagement on pages 38 to 41).

As a Board, we consider the independence of all members and have an effective conflict of interests' procedure in place. Under this policy, the Directors must declare any other commitments and interests, which assists in the determination of independence. Changes to commitments and interests are reported to the Company Secretary and, where appropriate, referred to the Board, as and when necessary.

Board Committees

The Board has in place Audit, Remuneration and Nominations Committees, all of which have specific mandates contained in approved Terms of Reference. These cover the composition, key activities and responsibilities of the relevant Committee and can be viewed on our website. The membership of each of the Committees is set out on pages 54 and 55 (Board of Directors).

Audit Committee – the Audit Committee report under the chairmanship of Stephen Bolton is available on pages 70 to 72. The objective of the Committee is to provide oversight and governance of the Group's financial reporting, internal controls and processes and ownership of the Group's relationship with the external auditor.

Remuneration Committee – the Directors' remuneration report under the chairmanship of Susan Hooper is available on pages 59 to 69. The objective of the Committee is to develop remuneration policy in line with the business strategy and monitor its ongoing effectiveness, determine performance related incentive targets and objectives for the Directors and staff and review and approve Executive Director compensation.

Governance (continued)

Nominations Committee – The Nominations Committee is chaired by the Board Chairman, Jack Pailing.

The principal role of the Nominations Committee is to consider and make recommendations for Board appointments and executive roles, to consider succession planning in respect of both the Board members and senior management, and to consider the performance, ongoing training and evaluation of the Board.

The Nominations Committee meets as and when necessary, but at least to consider any Director appointments or resignations and to review Board performance.

Ethical values and behaviour

The Board recognises the need to promote an ethical culture and to lead from the top. We have a Code of Conduct which is applicable to all our employees and makes our expectations of them clear. The Code of Conduct, which is regularly reviewed, is shared with our staff and is available on our website.

Internally, we strive to promote a culture of respect, fairness and non-discrimination. We have a number of policies that underpin this approach, all of which supplement our Code of Conduct and are available on our website. In addition, we have a Whistleblowing Policy and procedure to assist staff in bringing transgressions to our attention.

Externally, we see our Winemakers and other suppliers as part of the Naked Wines family and expect them to adhere to the standards outlined in our Responsible Supplier Policy and Anti-Modern Slavery Statement.

Succession planning

The Board continues to be committed to identifying suitable succession candidates. A summary of the Board's skills and experience is set out on pages 54 and 55.

Directors’ remuneration report

FY26 demonstrated the Company’s ability to deliver on its renewed strategic focus despite challenging market conditions, further stabilising the Company and positioning it for sustainable growth and long term value creation.

Dear Shareholder

On behalf of the Board, I am pleased to present the Directors’ remuneration report for the financial year ended 30 March 2026.

During the financial year, the Committee’s composition changed: Jan-Hendrik Mohr joined the Committee on 18 September 2025 and I took over from Deirdre Runnette as Chair of the Committee on 9 December 2025, following which Deirdre stepped down from the Board.

FY26 performance and remuneration philosophy

FY26 has been a period of strategic repositioning rather than financial outperformance. Revenue was below the prior financial year, and the subscriber base contracted before growing again. Strong progress has however been made on cost reduction, with the decisions made during the financial year laying the foundations for material improvements in our profitability in years to come.

Against this backdrop, the Committee has approached executive remuneration with a clear philosophy: fixed pay remains tightly managed to reflect the company’s current scale; variable pay is structured to reward genuine strategic and financial progress, while acknowledging the statutory loss for the financial year. Executives should prosper when shareholders prosper – not before. The market value option structure of our LTIP, the 200% of salary shareholding requirement, and the pool-based bonus design all reflect this pay for performance commitment. We are asking the executive team to navigate one of the most demanding periods in Naked Wines’ history. The pay framework is designed to ensure that when they succeed, the rewards are meaningful – and that when they do not, the package remains appropriately restrained. It is by this philosophy that we have assessed FY26 outcomes and designed the FY27 remuneration packages ensuring a direct link to the achievement of milestones and KPIs of our strategic plan.

FY26 bonus

The annual bonus for FY26 unlocked upon hitting a cash metric, with the majority of the bonus outcome determined based on adjusted EBITDA excluding inventory liquidation and associated costs. The remainder of the bonus is determined by North Star metrics.

The cash target of £31.5m was met and as a result of performance against metrics, total annual bonus payouts for the CEO and CFO for Group performance in FY26 result in a payout of 55.45% of maximum. Further details are set out later in this report.

FY26 LTIP awards

As noted in the Directors Remuneration Report for 2025, the Committee has introduced annual LTIP awards for the CEO and CFO from FY26 to ensure our executives are incentivised to drive and deliver the ambitious performance required under the new strategic plan. Prior to the grant of the FY26 LTIP, we consulted with our largest shareholders on the proposed LTIP and received positive feedback.

The remuneration philosophy set out at the start of my letter has driven the design of the new LTIP ensuring full vesting only once stretch performance has been delivered and there has been a recovery in share price. The FY26 LTIP award level is based on a value of 100% of salary split 25% to nil-cost options and 75% to market-value options, the vesting of all of which is subject to the achievement of challenging performance conditions. To ensure value has been delivered to shareholders, the market-value options were granted with an exercise price of 76p and there is a £1 share price hurdle that must be met before options may be exercised. Taking into account the expected value of market value options as a result of these conditions, which is considerably lower than nil-cost options, a 3x multiplier has been applied to the value of market-value options to determine the number of options granted, resulting in a total face value of the award of 250% of salary. The market-value options will be net settled on exercise so only the increase in value above the exercise price will be delivered as shares.

Performance conditions are based 40% on Adjusted EBITDA, 40% on Free Cash Flow per share and 20% on Return on Equity and Cash. These measures are aligned with our KPIs and therefore directly reward for the delivery of sustained performance of the core priorities under the strategic plan. The design ensures there is no reward for process-only results.

Directors' remuneration report (continued)

The performance targets for the award will be measured over the three years from 1 April 2025 to 31 March 2028 and are set out later in this report.

Remuneration for FY27

Rodrigo Maza's base salary was set at £275,000 on appointment in February 2024 and had not been increased since. Following a review during FY26, his salary was increased to £330,000 in November 2025 taking into account his performance in role since appointment and to bring it more in line with the market rate for the size and complexity of our business. There will be no changes to the CEO and CFO's salaries for FY27. Dominic Neary's base salary remains unchanged at £250,000 reflecting our continued cost discipline.

The annual bonus opportunity for both CEO and CFO will remain 100% of base salary. The Committee has reviewed the performance measures for FY27 to ensure a balanced focus on profitability and growth. The majority of the FY27 bonus pool will continue to be based on the achievement of adjusted EBITDA excluding inventory liquidation and associated costs, and the remainder will be determined by five North Star metrics, including member retention, customer acquisition cost, revenue, targets related to the digital replatforming and people-related metrics.

The Company intends to grant an LTIP award to the CEO and CFO in FY27. The award level will be unchanged in structure from the FY26 award for the CEO and CFO and there are no changes to the performance conditions, measured at the end of the three financial years.

LTIPs with the same performance conditions will be granted in FY27 to the Global Leadership Team, to ensure senior leadership is incentivised in the same way as the CEO and CFO to drive and deliver the strategic plan.

The Committee is currently determining the precise performance target ranges to apply to the FY27 LTIPs, which will take into account our stated medium and long-term plan numbers, with stretch performance for maximum payout requiring over-achievement against this plan. The performance targets for these awards will be disclosed in the FY27 remuneration report.

There are no changes to the fee levels for the Chairman and non-Executive Directors for FY27.

Closing comments

I hope that you find this report clear and insightful and that we have clearly demonstrated the Committee's approach to pay for performance at Naked Wines reflecting a year of strategic repositioning. The Remuneration Committee believes the design of the remuneration packages for our CEO and CFO provide a direct link between payouts and the delivery of sustained strong performance aligned to our shareholder experience. The remuneration packages are heavily weighted towards incentives which require the delivery of stretch performance for full payout ensuring direct accountability to our executive team for the delivery of strategy.

Susan Hooper

Chair of the Remuneration Committee

The Remuneration Committee

Who

- The Remuneration Committee at the balance sheet date comprises me, as Chair, together with Stephen Bolton, Jan-Hendrik Mohr and Jack Pailing
- Executive Directors may attend meetings as invitees, but play no role in decisions relating to their own remuneration
- None of the members of the Remuneration Committee have any conflict of interests, nor do they have any personal financial interests other than as shareholders. Subject to these qualifications, the Remuneration Committee is considered independent

What

Responsibilities, in summary

- Develop the Remuneration Policy in line with the business strategy and monitor its ongoing effectiveness
- Determine specific targets and objectives for any performance-related incentive schemes for Executive Directors
- Determine targets for any performance-related bonus or share schemes for staff
- Review and approve Executive Directors' packages upon appointment and any termination payments

Main activities for review period

- Set performance targets for the FY26 annual bonus
- Determined the structure for annual LTIPs and related FY26 performance conditions for the CEO and CFO to incentivise the delivery of the strategic plan
- Reviewed the CEO's salary
- Determined the achievement of the performance criteria for the FY26 bonus
- Developed the approach to executive remuneration in FY27

How

- Remuneration Committee Terms of Reference
- Korn Ferry have provided independent advice to the Remuneration Committee on remuneration matters since their appointment in March 2021

When

- The Remuneration Committee meets as required, and the list of meetings and attendance is on page 55

The Remuneration Policy

1. Introduction

The Remuneration Policy offers fair, competitive and attractive reward packages that are consistent with the scale and performance of the Company. It is aligned with our strategy, KPIs, risk management processes and business model. We will seek to attract and retain talent through fair rewards, whilst placing our overall Company wellbeing, values and performance at the heart of our reward practices. We believe the reward process is key to change and establishes and reinforces the outputs and behaviours required in order to achieve strategic business objectives and results.

2. Application

The Remuneration Policy is applicable to the Executive Directors. We seek to be consistent between the policy for Executive Directors and other employees wherever possible.

3. Reward principles

The following overarching principles are applicable:

- We will offer competitive salaries that attract, retain and motivate talented people; and
- We will operate transparent, simple and effective reward schemes that incentivise delivery of stretching targets and our long-term business strategy.

Directors' remuneration report (continued)

4. Remuneration Policy

Each element of the Remuneration Policy for Executive Directors is summarised as follows.

Fixed	1. Salary

Policy

Purpose and link to strategy/KPIs:

To recognise individual skill, experience, performance and market value of the role so as to attract, retain and motivate the best people to deliver against the strategy and KPIs, implement our business model, manage our risks and exploit our opportunities, while remaining disciplined about fixed cost management.

Operation – how we determine it:

- Position/role
- Expertise
- Experience
- Competitive salaries relative to the market and jurisdiction
- Affordability (we strive to be competitive but manage costs in line with the Company revenue and budget)

Operation – when we pay it:

Monthly, in cash.

Limitation:

Maximum increases are no greater than the workforce average unless: (a) there has been a material increase in industry rates; (b) changes in role have taken place with enhanced responsibility; or (c) there has been a reward for individual development.

How it is linked to performance:

It is not, except for consideration of performance expectation when setting and reviewing salaries.

Fixed	2. Pension

Policy

Purpose and link to strategy/KPIs:

To contribute to post-retirement income, which supports recruitment and retention of talented people to deliver on strategy.

Operation – what we offer:

- Payments in defined contribution schemes and cash alternatives to pension.

Limitation:

The CEO and the CFO receive a pension contribution or cash amount in lieu of pension, equivalent to 4.5% of salary.

How it is linked to performance:

Pension contributions are not conditional on performance, but we believe that they enhance recruitment and retention of talent and improve staff wellbeing.

Fixed	3. Benefits

Policy

Purpose and link to strategy/KPIs:

To make us competitive within the market while providing financial protection for executives and their families, supporting retention.

Operation – what we offer:

- Paid annual leave
- Enhanced maternity benefits
- Credits to spend on wine
- Private medical insurance
- Life insurance
- Relocation expenses

Limitation:

The level of benefits is set to be appropriate for our business relative to the market.

How it is linked to performance:

Benefits are not conditional on performance, but we believe they enhance recruitment and retention of talent and improve staff wellbeing.

Variable	4. Bonus

Policy

Purpose and link to strategy/KPIs:

To reward the achievement of key financial, operational and strategic goals annually by selecting measures that drive long-term shareholder value, as well as to reward achievement of customer-centric KPIs that grow and retain the customer base.

Operation – how we determine it:

- We set an "on target" bonus for each role as a percentage of salary
- Bonus targets are normally set at the start of the financial year and performance is reviewed regularly and assessed at the end of the financial year to determine whether targets have been reached
- Bonuses are payable in cash
- The Remuneration Committee may apply discretion to the final bonus payout, taking into account performance against targets and underlying performance of the Company
- Robust clawback and malus provisions apply

Limitation:

Executive Directors' target bonus levels are set at 100% of salary for the achievement of a stretching but achievable target level of performance.

If stretch targets are set and achieved, a maximum bonus of 130% of salary is payable. No stretch targets were set for FY26.

How it is linked to performance:

The bonus will be based on the achievement of an appropriate mix of challenging financial, strategic and/or individual targets.

Variable	5. Shares – LTIP

Policy

Purpose and link to strategy/KPIs:

To incentivise and retain staff by delivering shares as part of their package which may be subject to performance, while aligning management interests with the value creation interests of shareholders.

Operation – what we offer:

- Conditional awards of shares which vest after a period of time subject to service and additionally may be subject to the achievement of stretching performance conditions
- Robust clawback and malus provisions apply
- The Remuneration Committee may apply discretion to the final LTIP vesting level, taking into account the underlying performance of the Company

Limitation:

The Remuneration Committee will determine the award levels to Executive Directors and senior management.

We may grant performance linked share awards or structure awards as Restricted Shares, subject to service only, but not performance targets.

The Company's Long-Term Incentive Share Plan rules, adopted by Directors on 23 October 2023, provide for an overall dilution limit of 15% of the Company's issued share capital over a 10-year period.

How it is linked to performance:

- Executive rewards are linked to movements in share price
- Vesting of share awards may be subject to the achievement of performance conditions
- The Executive Directors are subject to minimum shareholding requirements, meaning that they must hold equity in the Company equivalent to 200% of base salary, to be built up over time for new recruits

We also operate all-employee share plans in which Executive Directors may participate.

Directors' remuneration report (continued)

5. Recruitment and remuneration

The Recruitment Policy provides the framework for the attraction and selection of talented individuals to lead the Company. Remuneration forms a part of this process and the Remuneration Committee determines the remuneration package for the appointment of any Executive Director position.

Our goal is recruitment of the best candidates to lead the Company and grow shareholder value. In undertaking this, we consider:

- The general principles set out in this policy; and
- What is in the best interests of the Group and its shareholders, without paying more than is necessary to secure the best person for the job.

In addition, the Remuneration Committee takes into account:

- The current incumbent's package;
- The skills and expertise of the candidate;
- The jurisdiction from which the person is recruited and their location of employment; and
- The appropriate structure of the package; and
- Comparable market compensation packages.

In doing this, the Remuneration Committee may consider the "buyout" of existing equity or other elements of remuneration forfeited on leaving a previous employer.

The limitations the Remuneration Committee imposes on recruitment are as follows:

- The remuneration package will be limited to base salary, pension, benefits, bonus and share plan participation, as applicable in the policy; and
- "Buyout" grants will only be made in exceptional circumstances and will be capped at the current fair value.

6. Service contracts

In order to retain key skills and mitigate risk from unplanned vacancies in key roles, all Executive Directors have rolling employment agreements with notice periods.

Our policy is to ensure that no contract extends beyond a 12-month period, and thus both the CEO's and the CFO's service contract includes a six-month notice period by the Company or the Executive.

Directors' service contracts are available for inspection at the Company's registered office.

7. Policy of payment for loss of office

To ensure a smooth transition for leadership roles during times of change, we maintain a policy on payments for loss of office.

This operates as follows:

- The terms of the service contract and other legal obligations will be upheld;
- The Remuneration Committee will have the authority to approve any final payment taking into account the specific circumstances surrounding the termination, including but not limited to approved leaver criteria, performance, service and health;
- The Remuneration Committee may make such payments as are necessary to settle or compromise any claim or by way of damages, where it is seen to be in the best interests of the Company;
- The Remuneration Committee may waive the need for an Executive to work any notice period and may make a payment in lieu thereof; and
- Where possible, any compensation payments for loss of office will be subject to mitigation, including phased payments and offset against earnings in any new role. We aim to limit any payments for loss of office to a maximum of one year's salary.

8. Non-Executive Directors (NEDs)

Appointment/termination

NEDs, including the Chairman, have letters of appointment from the Company which contain their terms of service. NEDs are appointed for an initial three-year term subject to election and annual re-election by shareholders, unless terminated earlier by, and at the discretion of, either party upon three months' written notice. All Directors (including NEDs) will be subject to the rotation policy, as contained in the Articles of Association of the Company, as well as to the provisions of the Board Charter, the terms of reference of the various committees and the governance codes adopted by the Company from time to time.

Remuneration

NEDs receive a base fee and the Senior Independent Director (SID) and Chair of the Remuneration and Audit Committee receive an additional fee. The remuneration does not include any additional benefits. Payment is made on a monthly basis.

9. Application of discretion

The Remuneration Committee has discretionary authority in a number of instances that are set out in the policy (as well as the various share scheme rules), as well as oversight of how these are applied.

In using its discretion, the Remuneration Committee will apply the following guiding principles:

- Always explain use of discretion, including how and why it is applied;
- Discretion will not be used to reward failure;
- Any decisions made using discretion will be reasonable, impartial and procedurally fair, and will take into account all relevant information;
- Discretion will be exercised having regard to the law, contractual entitlements, policies and the best interests of the Company;
- Application of discretion will be consistent and follow precedent, where possible; and
- Decisions will be based on supporting evidence, which will be retained.

Annual report on remuneration

This section describes the remuneration payments in respect of the financial year ended 30 March 2026.

Executive remuneration for FY26

	Position	Basic salary £'000	Benefits £'000	Annual bonus payment £'000	Long-Term Incentive Plan £'000	Share incentive plan £'000	Company pension cont-ributions £'000	Other[1] £'000	Total FY26 £'000	Total fixed FY26 £'000	Total variable FY26 £'000
Rodrigo Maza	**CEO**	**295**	**20**	**164**	**–**	**–**	**13**	**1**	**493**	**328**	**165**
Dominic Neary	**CFO**	**250**	**2**	**139**	**–**	**–**	**11**	**5**	**407**	**263**	**144**
		545	**22**	**303**	**–**	**–**	**24**	**6**	**900**	**591**	**309**

1. Other relates to the sale of holiday allowance for both Rodrigo Maza and Dominic Neary

Executive remuneration for FY25

	Position	Basic salary £'000	Benefits £'000	Annual bonus payment[3] £'000	Long-Term Incentive Plan £'000	Share incentive plan £'000	Company pension cont-ributions £'000	Other[5] £'000	Total FY25 £'000	Total fixed FY25 £'000	Total variable FY25 £'000
Rodrigo Maza	CEO	275	30	162	–	–	12	6	485	317	168
Dominic Neary[4]	CFO	98	1	50	–	–	4	–	153	103	50
James Crawford[1,2]	CFO	138	3	–	–	1	6	–	148	147	1
		511	34	212	–	1	22	6	786	567	219

1. James Crawford stepped down as CFO on 30 September 2024; the reported figures reflect remuneration up to this date.
2. During FY25, the Company paid a deferred cash bonus of £138k to James Crawford which was awarded in FY23 and should have been disclosed in that period. This does not affect the table above.
3. In line with his contract, Rodrigo Maza received a guaranteed bonus equal to 16% of his basic salary (£235,000 for FY24), payable monthly over the first 12 months of his employment, amounting to £18.8k for FY25.
4. Dominic Neary was appointed CFO on 11 November 2024. Salary and benefits are from this date onwards.
5. Rodrigo Maza "other" relates to the sale of holiday allowance.

Annual bonus for FY26

Payout of the FY26 annual bonus was unlocked upon hitting a cash target, with 80% of the bonus payout determined based on adjusted EBITDA excluding inventory liquidation and associated costs and the remaining 20% based on North Star metrics.

The cash target was £31.5m for FY26 and this was achieved, with actual cash for FY26 of £33.4m. The table below sets out performance against the adjusted EBITDA excluding inventory liquidation and associated costs and North Star metrics for the Executive Directors.

Metric	Weighting	Target	Actual performance	Payout
Unlock				
Cash	Yes/No	£31.5m	£33.4m	Yes
Size of prize				
Adjusted EBITDA excluding inventory liquidation and associated costs	80%	£7.0m–£10.0m	£8.5m[1]	50.45%
CAC	10%	£79	£74	0%[2]
YoY retention	10%	78%	76%	5%

1. At budget FX rates.
2. Payout dependent on minimum number of new customers acquired.

The bonuses payable to the CEO and CFO are set out in the table below.

	Bonus opportunity (% of salary)	Final bonus payout (% of max)	**Total bonus payable for FY26 £'000**
Rodrigo Maza	100%	55.45%	**164**
Dominic Neary	100%	55.45%	**139**

Long-term incentive awards granted during the financial year

In FY26, Rodrigo Maza and Dominic Neary were granted a long-term incentive award in the form of share options under the 2023 Naked Wines Long-Term Incentive Plan, split between nil-cost options (25% of salary) and market-value options (75% of salary). As explained earlier in this report, a 3x multiplier applies to the market-value options.

	Award type	Date of grant	Grant level (% of salary)	Options granted	Market price at date of award	Face value of award £'000	% vesting at threshold performance	Exercise price	Vesting period
Rodrigo Maza	Nil-cost options	1 April 2025	25%	90,406	£0.76	69	25%	n/a	3 years
Rodrigo Maza	Market-value options	1 April 2025	225%	814,144	£0.76	619	25%	£0.76	3 years
Dominic Neary	Nil-cost options	1 April 2025	25%	82,236	£0.76	63	25%	n/a	3 years
Dominic Neary	Market-value options	1 April 2025	225%	740,131	£0.76	563	25%	£0.76	3 years

The awards will vest subject to continued employment and achievement of the following performance conditions (based on the three-year average over the performance period from 1 April 2025 to 31 March 2028 to ensure sustained performance is delivered). In addition, for the market value options, a £1 share price hurdle must be met before vesting to ensure value has been delivered to shareholders.

	Adjusted EBITDA (40%)	FCF per share (40%)	Return on equity and cash (20%)
Threshold (25% vests)	£6.7m	10.5p	9.2%
Target (80% vests for nil-cost options, 100% for market-value options)	£9.1m	13.0p	12.2%
Maximum (100% vests for nil-cost options)	£10.5m	14.5p	13.4%

Annual report on remuneration (continued)

Directors' shareholdings and share interests

The table below sets out the interests of the Directors (including those of their connected persons) who served on the Board during the financial year.

Director	Total beneficially owned shares		Unvested options (subject to performance conditions)	Unvested options (subject to continued employment only)	Share holding requirement (% of salary)	Share holding at 30 March 2026 (% of salary)
	30 March 2026	31 March 2025				
Rodrigo Maza	10,000	–	904,550	1,161,401	200%	0%
Dominic Neary	–	–	822,367	1,049,867	200%	0%
Jack Pailing[1]	611,843	120,538				
Stephen Bolton	40,212	40,212				
Jan-Hendrik Mohr[2, 3]	400,000	n/a				
Susan Hooper[4]	–	n/a				
Deirdre Runnette[5]	n/a	10,000				

1. Jack Pailing is an officer of Eschler Global Fund SPC – Colebrooke Opportunities Fund SP, which held 400,000 shares in Naked Wines at 30 March 2026.
2. Jan-Hendrik Mohr joined the Board on 19 September 2025.
3. Jan-Hendrik Mohr is an officer of Chapters Holding, which held 5,704,272 shares in Naked Wines at 30 March 2026.
4. Susan Hooper joined the Board on 9 December 2025
5. Deirdre Runnette resigned from the Board on 9 December 2025.

Non-Executive Directors' remuneration

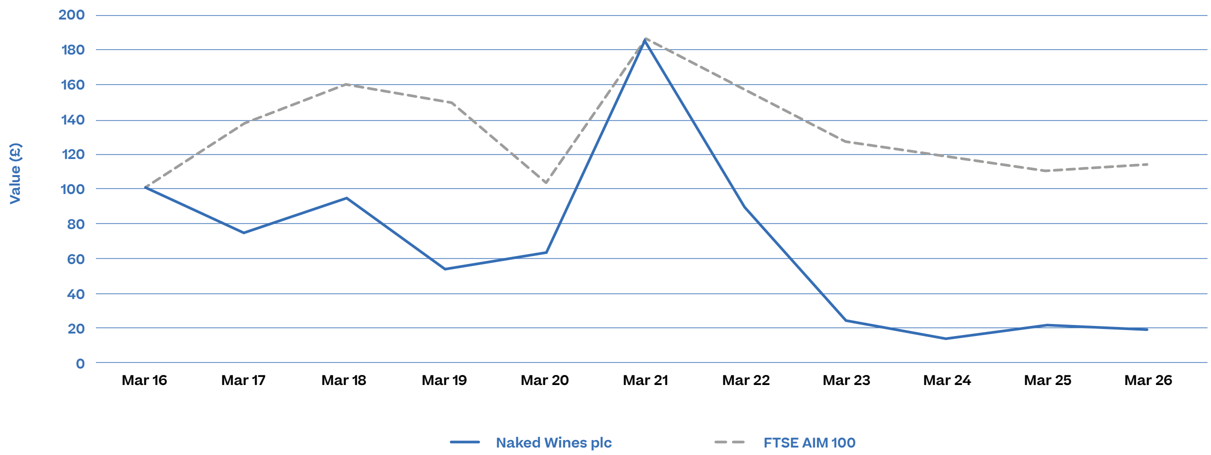
The table below sets out the fees received by non-Executive Directors for FY26 and FY25. Non-Executive Directors are not entitled to receive any remuneration other than fees.

	Position	**Total fees FY26 £'000**	Total fees FY25 £'000
Jack Pailing[1]	NED/Chairman	**85**	40
Stephen Bolton	NED/Audit Committee Chair	**45**	45
Susan Hooper[2]	NED/Remuneration Committee Chair/Senior Independent Director	**18**	–
Jan-Hendrik Mohr[3]	NED	**21**	–
Deirdre Runnette[4]	NED/Remuneration Committee Chair (former)	**49**	47
Rowan Gormley[5]	NED/Chairman (former)	**–**	100
		218	232

1. Jack Pailing was Senior Independent Director until 21 July 2025 when he was appointed as Chairman
2. Susan Hooper was appointed on 9 December 2025
3. Jan-Hendrik Mohr was appointed on 19 September 2025
4. Deirdre Runnette was Interim Chair until 21 July 2025 and a non-Executive Director from that date to 9 December 2025 when she resigned from the Board
5. Rowan Gormley resigned from the Board on 31 March 2025

Total shareholders return performance

The chart below shows the Company's total shareholder return performance over the last ten years as compared with the FTSE AIM 100 Index. Naked Wines is a constituent of this index, and therefore it is considered an appropriate comparator index to use.



Gender mix and gender-based pay analysis

At Naked Wines, we are committed to building a workforce that reflects the world we serve, across our three markets: the UK, US and Australia.

We are not required to report our UK Gender Pay Gap as we employed less than 250 employees in the UK in the reporting period. However, we are strongly committed to gender pay equity and we are therefore happy to share an overview for our entire employee base across the US, UK and Australia. This global view of the pay gap reflects the structure of our business now and is a change from our previous voluntary disclosure which was based on our UK employees only.

As we share our FY26 Global Gender Pay Gap data, we are pleased we have achieved a strong foundation of female participation, with women comprising **56% of our total global workforce**. Women also occupy the majority of our executive roles (66%) and of our senior leadership roles (61%).

However, our global breakdown reveals an inflection point between the upper and lower halves of our compensation structure. This leads to a Global Median Gender Pay Gap of 45% and a Global Mean Gender Pay Gap of 13%[1].

Our Global Gender Pay Gap is rooted in two organisational realities:

Global support roles over-index female: A quarter (25%) of our global workforce is comprised of our Customer Happiness and Wine Advisor teams. These critical, customer-facing roles rely heavily on female talent. Because these are entry-level positions, they populate the lower pay quartile of our global compensation structure.

Global specialised roles over-index male: Conversely, our highest-graded, high-market-premium technical roles, specifically in technology and data engineering, remain male-dominated. Because these UK-based digital roles command a premium and represent a significant portion of our male workforce, they pull the median male compensation significantly higher. Combined with our entry-level distribution, this creates our 45% Median Gender Pay Gap, even though men and women are paid equally when performing the same roles.

The data from FY26 provides us with a clear roadmap. To ensure our junior and mid-level female talent can move seamlessly into the upper quartiles, we are doubling down on our commitment to build talent accelerator programs, training managers on the importance of diverse teams and increasing focus on ensuring gender-balanced candidate pools for open roles. We are also putting in place the architecture to have clear pay bands per grade.

We are proud of the fact that more women are choosing to build their careers at Naked Wines than ever before. We remain dedicated to ensuring that as our people grow, the gap closes, creating an environment where leadership and earning potential is as balanced as our workforce.

1. To compare our salaries across the US, UK and Australia, we have applied a purchasing parity index to account for the difference in cost of living.

Audit Committee report

Control improvements to support an evolving business

This financial year, the Company has maintained its focus on enhancing inventory accounting and controls alongside its regular control assessment and evaluation activity. Specifically in the US market, the Company has integrated prior learnings into improved day to day processes, and management has worked hard to document, evaluate and improve accounting processes and controls over UK inventory.

To support these developments and Naked's financial control framework, the Company has consolidated its financial control leadership in the UK, while retaining local expert finance resources. This allows us to ensure consistent application of Group financial control procedures alongside specialist local knowledge.

The Company has also begun the process to implement a new inventory management system in all of our markets, and we are also beginning a programme to update our customer facing platforms to best-in-class software a service 'SaaS' solution. These two programmes are designed to improve operational execution and also to substantially improve the financial control environment through improved process automation. The Committee will maintain strong oversight of these projects and will ensure that controls and financial expertise are woven into their implementation.

The Company remains focused on the continually evolving threats to cyber security. This financial year, the Committee conducted a deep dive into the Company's cyber security and risk management strategy and also commissioned an internal audit review of cyber security governance. The Committee will maintain its focus on this area and will ensure the business continues to assess and respond to this critical and ongoing business risk.

During the financial year, Deirdre Runnette stepped down from the Committee and the Board and I would like to thank Deirdre for her energy, rigour and insight during her time as a director of the Company. I am very pleased that Jan-Hendrik Mohr and Susan Hooper have joined the Board and the Audit Committee and I look forward to benefiting from their broad leadership and commercial expertise.

Finally, I am pleased to announce that after a comprehensive and competitive re-tender process, KPMG LLP has been invited to seek re-appointment as auditor at our AGM in the summer. The Committee values KPMG's commitment to rigor and independent challenge and looks forward to the ongoing insight that they provide.

Stephen Bolton

Chairman of the Audit Committee

22 July 2026

Key responsibilities

The objective of the Audit Committee is to provide oversight and governance of the Group's financial reports, its internal controls and processes in place, its risk management systems and the appointment of, and relationship with, the external auditor. In accordance with its Terms of Reference, the Audit Committee is required, among other things, to:

- Monitor the integrity of the financial statements of the Group, reviewing any significant reporting issues and judgements they contain;
- Advise on the clarity of disclosure and information contained in the Annual Report and Accounts;
- Ensure compliance with applicable accounting standards and review the consistency of methodology applied;
- Review the adequacy, effectiveness and integrity of the internal control and risk management systems;
- Oversee the relationship with the external auditor, reviewing performance and providing a fair and balanced assessment to the Board regarding their appointment and remuneration; and
- Review reports by management and the Head of Internal Assurance to ensure the independence and effectiveness of systems for internal financial control, financial reporting and risk management, together with monitoring management's responses to control findings.

The Terms of Reference are available on the Naked Wines plc website at www.nakedwinesplc.co.uk/aboutus/board-committees/default.aspx.

Audit committee governance

The Audit Committee is chaired by Stephen Bolton. Stephen is an Independent Director and has been a member of the Board and Chairman of the Committee since November 2022. Stephen is a highly experienced finance director, with nearly forty years of experience in all facets of "Blue Chip" organisation finance, including 13 years with Diageo plc. He is also an experienced non-executive director, serving on the boards of Clarks, an international footwear company, where he chairs the Audit Committee, and Sedex, a world-leading ethical trade membership organisation.

The other members of the Audit Committee are Jan-Hendrik Mohr and Susan Hooper. Deirdre Runnette was a member of the Committee until her resignation from the Board on 9 December 2025. Jack Pailing resigned from the Committee on his appointment as Chairman of the Naked Board of Directors on 22 July 2025. In addition to the permanent members and Company Secretary, during the financial year, at the invitation of the Audit Committee, meetings were also attended by Rodrigo Maza, Chief Executive Officer, Dominic Neary Chief Financial Officer, KPMG as external auditors, the Group Finance Director and the Group Head of Internal Assurance as well as other members of the management team as required to understand the risk management and improvement opportunities of the business. The Audit Committee meets a minimum of three times per financial year, including at least twice with the external auditor present. The key work undertaken by the Audit Committee during the financial year under review and up to the date of this Annual Report and Accounts is detailed below.

Activities of the Audit Committee during the financial year

Internal controls and risk management

The Board has overall responsibility for the system of internal controls and risk management. The Audit Committee has reviewed these on behalf of the Board. The Group has an established set of standards for key accounting controls, and adherence to these standards is monitored by the Group's Head of Internal Assurance.

During the financial year, the Committee has continued to carefully review the output of the Group's quarterly financial control evaluation tests and has critically assessed management's improvements to the design and operation of UK inventory processes and controls. The Committee also carefully evaluated management's implementation of US inventory control improvement actions and scrutinised management's preparations for the recording and reporting of inventory at the end of the financial year in the US and UK markets. The Committee has also assessed the effectiveness of management's transatlantic financial control alignment and assessed the design and effectiveness of new processes to identify and accurately record capitalised internal development costs.

The Committee has also received updates on management's assessment of its cyber security and also commissioned the internal audit function to review cyber security governance, covering both internal and external supply chain considerations.

The Committee received regular updates from management on actual or attempted fraud and any matters arising from the Company's employee whistleblowing hotline as well as the status of current and upcoming legal and regulatory matters. The Committee has also reviewed updated compliance and regulatory policies presented by management and challenged management on the alignment and content of our people policy handbooks.

The Audit Committee has received and considered reports from the external auditor, KPMG, which included control findings relevant to their audit and has challenged management to ensure both these external, and internally, identified control findings are being acted on.

The Audit Committee carries out its own annual review and assessment of key risks, including a comparison of both 'bottom up' risks identified through a business unit appraisal process and a 'top down' management assessment, as well as an assessment based on the Committee's own skills and experience. The Risk management and control environment section within the Strategic report on pages 42 to 53 includes further detail on the key business risks identified and actions being taken and represents the output of this annual evaluation process.

Significant reporting issues and judgements

The Audit Committee considered a number of significant reporting matters and judgements, in respect of which it reviewed the recommendations of the finance function and received reports from the external auditor on their findings.

These matters included:

Going concern

The Audit Committee and the Board have reviewed carefully management's cash flow forecasts and papers supporting the going concern basis of preparation of the financial statements. Noting the capacity afforded to the Company by its financing arrangements, the strong net cash excluding lease liabilities at the balance sheet date and generated in the financial year under review, as well as the plans and the forecast of further cash generation in future trading periods, the Directors consider it appropriate for the Group to adopt the going concern basis in preparing its financial statements.

The Committee also carefully assessed management's proposal to reduce the maximum revolving advance amount of the Company's revolving credit facility with PNC Bank. The Committee scrutinised management's cash flow and borrowing base projections and concurred with management that its legacy maximum revolving advance amount was in excess of the Company's plausible working capital requirements in the light of current and forecast future reductions in Group inventory levels. Therefore, the Committee concurred with management's recommendation to amend the maximum revolving advance amount to $35m as an appropriate liquidity and cost-efficiency action.

Audit Committee report (continued)

The treatment of intangible development costs
The Committee evaluated carefully the basis and quantum of management's proposals for the capitalisation of internally generated intangible development costs during the financial year, considering both the completeness and accuracy of captured costs and the application of relevant reporting standards to their recognition as intangible assets. See also below in the presentation of adjusted EBIT excluding inventory liquidation and associated costs alongside statutory profit for the Committee's consideration of intangible asset carrying value following the Company's change in strategic approach to software development.

Examination of the reporting of inventory at the lower of cost and net realisable value
The Audit Committee closely scrutinised management's key financial assumptions underpinning the carrying value of inventory at the lower of cost and net realisable value and, where necessary, the basis of provisions held at the reporting date. Following this review, the Committee concurred with management's assessment for the ongoing need for a material provision against the cost of inventory in the Company's US business segment as it continues to reduce its overstock position and manage future inventory utilisation. The Committee noted that the level of both inventory and inventory provision required in this business unit had continued to decline year-on-year. The Committee was satisfied that appropriate disclosure has been made.

See note 4 Critical accounting policies, estimates and judgements and note 18 Inventories for further analysis and disclosure of these conclusions.

The presentation of adjusted EBIT excluding inventory liquidation and associated costs alongside statutory profit measures
The Audit Committee considered and approved management's policy paper on the presentation of adjusted items and inventory liquidation and associated costs. The Committee evaluated the proposed policy paper for consistency against previous reported treatment of costs, reporting principles and the Board's intended reporting outcomes. The Committee carefully assessed management's reported adjusted items and inventory liquidation and associated costs for consistency with this policy.

Following management's decision to change its strategic approach to software development, the Committee carefully considered its implications on capitalised intangible development costs. The Committee concluded that previously capitalised intangible assets were impaired due to the reduced expected life of assets in use, and the difficulty in reliably measuring the benefits of the component parts of the overall project that had been completed to date. The Committee assessed the basis of the impairment of these assets and concluded that they met management's definition of an adjusted item, on the basis that their impairment was the result of a change in Company strategy.

The Committee also assessed the presentation of relevant software development costs incurred but not capitalised, prior to management's change in strategic approach to software development. The Committee agreed with management that these costs met the definition of an adjusted item.

External audit
The Audit Committee considers a number of areas in relation to the performance of the external auditor, namely their performance in discharging the audit, the scope of the audit and terms of engagement, their independence and objectivity and their remuneration.

The external auditor also reports to the Audit Committee on actions taken to comply with professional and regulatory requirements. The Committee invited KPMG to attend its meetings during the financial year under review up to the reporting date and held discussions with the auditor without the presence of management.

Following a retender process held during the financial year and having considered the independence, objectivity and effectiveness of KPMG LLP, the Committee has recommended to the Board that they be reappointed as the Company's auditor and there will be a resolution to this effect at the forthcoming AGM.

In addition to their statutory duties, KPMG LLP may also be engaged where, as a result of their position as external auditor, they are best placed to perform non-audit services. This includes, for example, the interim review and other minimal and incidental non-audit work. In the financial year the only non-audit service provided was the interim review.

Stephen Bolton

Chairman of the Audit Committee

22 July 2026

Directors' report

As required under the Companies Act, the Directors present their report and consolidated financial statements for the 52 weeks ended 30 March 2026.

(a) Results and review of the business

The consolidated income statement is set out on page 85. The Directors' report should be read in conjunction with the Strategic report on pages 1 to 53, which includes information about the Group's business performance during the financial year and an indication of future prospects. Likely future developments in the business of the Company are outlined in the Financial review on pages 20 to 30. Information about the use of financial instruments by the Company and its subsidiaries is provided in note 24 Financial instruments.

(b) Dividends

The Company will not be declaring a dividend for the reporting period. The Directors' intention continues to be to maintain a capital allocation policy aimed at preserving a healthy balance sheet, investing in growth in a disciplined manner, and returning to shareholders any funds in excess of the level reasonably needed to fund growth and manage risk.

(c) Strategic report

The Strategic report, which can be found on pages 1 to 53, sets out the development and performance of the Group's business during the financial year, the position of the Group at the end of the financial year and a description of the principal risks and uncertainties.

(d) Significant events since the end of the financial year

There have been no significant events since the end of the financial year.

(e) Articles of Association and applicable legislation

Regarding the appointment and replacement of Directors, the Company is governed by its Articles of Association, the QCA Code, the Companies Act and related legislation. The Articles themselves may be amended by special resolution of the shareholders. The powers of Directors are described in the Board Charter, Committee Terms of Reference and Corporate Governance Statement available on the Company's website. The Company is subject to the UK City Code on Takeovers and Mergers.

(f) Share capital

The authorised and called-up share capital of the Company, together with details of the ordinary shares allotted and purchased during the financial year, is provided in note 27 Share capital and reserves. In accordance with the AIM Rule 26, in so far as the Company is aware, the percentage of the Company's issued share capital that is not in public hands as at 30 June 2026 is 10.1%. This percentage comprises the holdings of Directors and related parties.

Directors' report (continued)

(g) Major shareholders

As at 30 June 2026, the following interest of beneficial owners in excess of 3% have been notified to the Company via a TR-1. The total voting rights percentages given in the table below are calculated using the total number of voting rights of 66,256,284 as detailed in the Completion of Share Buyback Programme RNS published on 12 June 2026, and being the most recently published denominator for the calculations by which shareholders will determine if they are required to notify their interest in, or a change to their interest in, the Company under the FCA's Disclosure Guidance and Transparency Rules.

Shareholder	Number Of Ordinary Shares Held	Total Voting Rights Held in Issuer
Monega Kapitalanlagegesellschaft mbh (Cologne)	9,288,404	14.0%
Conifer Management, L.L.C.	7,246,610	10.9%
Dr. Mathias Saggau	6,815,290	10.3%
Chapters Group AG	5,704,272	8.6%
Interactive Brokers Clients	4,999,441	7.5%
SEB-KF Wi Symmetry Invest	3,788,593	5.7%
Punch Card Capital LP	3,320,367	5.0%
Interactive Brokers (Chicago)	3,230,370	4.9%
Banque de Luxembourg	2,709,666	4.1%
Acacia Partners LP	2,502,269	3.8%
Hargreaves Lansdown Asset Mgt Clients	2,234,682	3.4%
Kapitalforeningen Wealth Invest	2,000,000	3.0%

(h) Political donations

The Group made no political donations in FY26 (FY25: £nil).

(i) Directors' indemnities

The Company agrees to indemnify each Director against any liability incurred in relation to acts or omissions arising in the ordinary course of their duties. The indemnity applies only to the extent permitted by law.

No Directors required indemnification during the financial year.

(j) Annual General Meeting

The Annual General Meeting (AGM) will be held at 3pm on 3 September 2026 at the offices of Latham & Watkins.

The Notice of AGM, which sets out the resolutions to be proposed at the AGM, is enclosed with this Annual Report and Accounts and/or is available at www.nakedwinesplc.co.uk. The Notice specifies deadlines for exercising voting rights and appointing a proxy or proxies to vote in relation to resolutions to be passed at the AGM. All proxy votes will be counted and the numbers for, against or withheld in relation to each resolution will be announced at the AGM and published on the Company's website.

(k) Approval of the Directors' remuneration report at the last AGM

The Directors' remuneration report was last raised for approval by the shareholders of the Company at the 3 September 2025 AGM by means of a non-binding advisory vote. The shareholders approved the resolution by a majority of 94.81%, with 5.19% of votes cast against. Shareholders will be asked to vote on the Directors' remuneration report at the upcoming AGM.

(l) Financial reporting

The Group's trading performance is monitored on an ongoing basis. An annual budget is prepared and specific objectives and targets are set. The budget is reviewed and approved by the Board and a rebudgeting exercise is carried out at least once during the financial year.

The key trading aspects of the business are monitored weekly and internal management accounts are prepared monthly. The results are compared with budget and prior period performance. The Group's financial risk management objectives and policies are discussed in note 24 Financial instruments.

(m) Modern slavery

We take the issue of modern slavery very seriously.

Our anti-slavery and human trafficking statement is available at: www.nakedwinesplc.co.uk/about-us/corporate-governance/default.aspx.

(n) Key performance indicators (KPIs)

The Group monitors a number of KPIs, both financial and non-financial. A full list of KPIs is available on pages 22 and 23.

(o) Disclosure of information to auditor

In accordance with section 418 of the Companies Act 2006, each Director who held office at the date of this Directors' report confirms that, as far as he or she is aware, there is no relevant audit information of which the Group's auditor is unaware, and he or she has taken all the steps that he or she ought to have taken as a Director in order to make himself or herself aware of any relevant audit information and to establish that the Group's auditor is aware of that information.

(p) Board of Directors

Details on the Board of Directors can be found on pages 54 and 55.

(q) Stakeholder engagement

Stakeholder engagement is addressed in our section 172(1) statement on page 38, as well as our discussion of stakeholder engagement initiatives on pages 38 to 41.

(r) Disabled employee engagement

Naked Wines has been an accredited Disability Confident Employer since October 2018. Should an individual with a disability be invited for an interview, we'll contact him or her to determine if he or she requires any specific arrangements to be made. We will carry out all interviews without prejudice and within the scope of current legislation. If a colleague becomes disabled in the course of his or her employment with us, we will take reasonable steps to accommodate his or her disability, including for example adjusting his or her employment responsibilities to enable him or her to remain employed by us whenever possible.

Directors' report (continued)

Statement of Directors' responsibilities in respect of the Annual Report and Accounts 2026 and the financial statements

The Directors are responsible for preparing the Annual Report and Accounts 2026 and the Group and parent company financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and parent company financial statements for each financial year. Under the AIM Rules of the London Stock Exchange they are required to prepare the Group financial statements in accordance with UK-adopted international accounting standards and applicable law and they have elected to prepare the parent company financial statements in accordance with UK accounting standards and applicable law, including FRS 101 Reduced Disclosure Framework.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant and reliable, and, in respect of the parent company financial statements only, prudent;
- for the Group financial statements, state whether they have been prepared in accordance with UK-adopted international accounting standards;
- for the parent company financial statements, state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Group and parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Group or the parent company or to cease operations or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent company's transactions and disclose with reasonable accuracy at any time the financial position of the parent company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic report and a Directors' report that comply with that law and those regulations.

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

Auditor

A resolution to re-appoint KPMG LLP as auditor of the Group will be raised at the Annual General Meeting.

The Directors will also be given the authority to fix the auditor's remuneration.

Approved by the Board of Directors.

Rodrigo Maza

Chief Executive Officer

22 July 2026

Dominic Neary

Chief Financial Officer

22 July 2026

Registered in England and Wales company registration number 02281640

Independent auditor's report

to the members of Naked Wines plc

1. Our opinion is unmodified

We have audited the financial statements of Naked Wines plc ("the Company") for the 52-weeks ended 30 March 2026 which comprise the Consolidated Income Statement, Consolidated Statement of Comprehensive Income, Consolidated Statement of Changes in Equity, Consolidated Balance Sheet, Consolidated Cash Flow Statement, Company Balance Sheet, Company Statement of Changes in Equity and the related notes, including the accounting policies in notes 3 and 32.

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 30 March 2026 and of the Group's loss for the 52-weeks ended;
- the Group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent Company financial statements have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; and
- the financial statements 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the Group in accordance with, UK ethical requirements including the FRC Ethical Standard as applied to listed entities. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Overview

Materiality:		£1,500k (2025: £1,800k)
Group financial statements as a whole		0.75% (2025: 0.7%) of Group revenue
Key audit matters		vs 2025
Recurring risks	Measurement of inventory at the lower of cost and NRV in the US business unit	◀▶
	Going concern	▼

Independent auditor's report (continued)

2. Key audit matters: our assessment of risks of material misstatement

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In arriving at our audit opinion above, the key audit matters, in decreasing order of audit significance, were as follows (unchanged from 2025)

	The risk	Our response
Measurement of inventory at the lower of cost and NRV in the US business unit Inventory provision for the US business unit: £6m (2025: £10.5m) Refer to page 72 (Audit Committee Report), page 96 (accounting policy) and pages 99, 119 and 120 (financial disclosures)	**Subjective estimate:** Whilst the Group has continued its planned right-sizing of US inventory in the current period, which is intended to reduce the levels of inventory held, a significant proportion of the Group's inventory balance remains held in the US business unit. Determining the net realizable value of the US inventory is subjective due to the inherent uncertainty in forecasting future sales run-rates and determining how much cased wine inventory can reasonably be expected to be sold through normal trading channels for more than cost and before effective commercial expiry of the inventory, particularly given the recent financial performance of the US business unit. In addition, for bulk wine, there is further complexity given some of this inventory is still in the production process and judgements have to be made around the decision to use in future wine projects and the expected proceeds from the disposal of the bulk wine if it is not expected to be used in the planned production process. The effect of these matters is that, as part of our risk assessment, we determined that the measurement of inventory in the US business unit has a high degree of estimation uncertainty, with a potential range of reasonable outcomes greater than our materiality for the financial statements as a whole. The financial statements (note 4) disclose the sensitivity estimated by the Group for the US inventory provision. We also identified a potential for management bias in relation to the measurement of the US inventory due to pressures to demonstrate value within the US business unit.	We performed the tests below rather than seeking to rely on any of the Group's controls because the nature of the balance is such that we would expect to obtain audit evidence primarily through the detailed procedures described. **Our procedures included:** **Retrospective assessment:** We performed a retrospective assessment to understand the nature of any changes in the provision. We compared prior period forecast US sales to actual US sales and considered the outcome of this assessment in our challenge of the forecast sales run-rate assumptions. We also assessed the proceeds of previously provided for inventory to identify if there had been material gains or losses arising in the period. **Benchmarking assumptions:** We assessed the appropriateness of key assumptions by comparing to externally derived data, for a selection of items, for expiry dates and current sales prices in the bulk wine market. **Our sector experience:** With assistance from our own sector specialist, we challenged the directors' assumptions around expiry dates and the intended strategy for realising bulk wine. **Test of detail:** We compared the levels of inventory held at period end with the actual sales run-rate during the current period and, using this assessment, considered the quantity of inventory that might reasonably be expected to be sold in future periods before it reached its expected expiry date. Based on these actual sales run-rates and with reference to the recent performance of the US business unit, for a selection of inventory items, we challenged the Group's assessment of the level of inventory provision recorded. **Assessing transparency:** We assessed the adequacy of the Group's disclosures around the degree of estimation uncertainty involved in arriving at the carrying amount of the US inventory.

	The risk	Our response
Going concern Refer to page 71 (Audit Committee Report) and pages 91, 92 and 98 (financial disclosures).	**Forecast-based assessment and disclosure quality:** The financial statements explain how the Board has formed a judgement that it is appropriate to adopt the going concern basis of preparation for the Group and parent Company. That judgement is based on an evaluation of the inherent risks to the Group's and Company's business model and how those risks might affect the Group's and Company's financial resources or ability to continue operations over a period of at least a year from the date of approval of the financial statements. The risks most likely to adversely affect the Group's and Company's available financial resources and metrics relevant to debt covenants over this period were: • Order frequency and selling prices; • Control of fulfilment, marketing and other costs and consequent margins achieved; • Potential requirements to provide additional liquidity to trading partners should the need arise. There are also less predictable but realistic second-order impacts, such as the achievability of expected cost savings and working capital improvements. The risk for our audit was whether or not those risks were such that they amounted to a material uncertainty that may have cast significant doubt about the ability to continue as a going concern. Had they been such, then that fact would have been required to have been disclosed.	We considered whether these risks could plausibly affect the liquidity or covenant compliance in the going concern period by assessing the directors' sensitivities over the level of available financial resources and covenant thresholds indicated by the Group's financial forecasts, taking account of severe but plausible adverse effects that could arise from these risks individually and collectively. Our procedures over the revised directors' assessment included: • **Funding assessment:** We inspected the Group's Revolving Credit and Security facility entered into on 8 July 2024 and the subsequent revisions agreed on the 3 July 2025 and 8 December 2025 to ascertain the committed level of financing and the related covenant requirements. • **Historical comparisons:** We assessed the directors' ability to forecast accurately by comparing the historical forecasts, including forecasting potential downside scenarios, to actual results. • **Our sector experience:** With assistance from our Deal Advisory specialists, we evaluated the assumptions used in both the base case and severe but plausible downside forecasts and business plan by the directors, in particular those relating to order frequency, selling prices, fulfilment costs, marketing costs and other costs, using our own sector experience. We also challenged the directors as to the achievability of their forecasts and business plan, considering the historical accuracy of previous forecasts and wider market factors. • **Benchmarking assumptions:** We compared the directors' key assumptions, such as projected sales and cost inflation, to externally derived data. • **Sensitivity analysis:** We considered sensitivities over the level of available financial resources indicated by the Group's financial forecasts. We assessed the severe but plausible downside scenario and in particular whether that scenario reflected plausible impacts of uncertainty in the economy and the challenges relating to consumer demand on the business. • **Evaluating directors' intent:** We evaluated the achievability of the actions the directors consider they would take to improve the position should the severe but plausible risks materialise, which included cost reductions, taking into account the extent to which the directors can control the timing and outcome of these. • **Assessing transparency:** We considered whether the going concern disclosure in note 3.2 to the financial statements gives a full and accurate description of the directors' assessment of going concern, including the identified risks, dependencies, and related sensitivities.

Independent auditor's report (continued)

3. Our application of materiality and an overview of the scope of our audit

Our application of materiality

Materiality for the Group financial statements as a whole was set at £1,500k (2025: £1,800k), determined with reference to a benchmark of Group revenue, of which it represents 0.75% (2025: 0.7%). We consider Group revenue to be the most appropriate benchmark as it provides a more stable measure year on year than group loss before tax because of the losses from continuing operations in the period.

Materiality for the parent Company financial statements as a whole was set at £750k (2025: £590k), determined with reference to a benchmark of parent Company total assets, of which it represents 0.44% (2025: 0.4%).

In line with our audit methodology, our procedures on individual account balances and disclosures were performed to a lower threshold, performance materiality, so as to reduce to an acceptable level the risk that individually immaterial misstatements in individual account balances add up to a material amount across the financial statements as a whole.

Performance materiality was set at 65% (2025: 65%) of materiality for the financial statements as a whole, which equates to £975k (2025: £1,170k) for the Group and £487k (2025: £383k) for the parent Company. We applied this percentage in our determination of performance materiality based on the level of identified misstatements and control deficiencies during the prior period, and the level of turnover of senior management and key financial reporting personnel in the current period.

We agreed to report to the Audit Committee any corrected or uncorrected identified misstatements exceeding £75k (2025: £90k), in addition to other identified misstatements that warranted reporting on qualitative grounds.

Overview of the scope of our audit

We performed risk assessment procedures to determine which of the Group's components are likely to include risks of material misstatement to the Group financial statements and which procedures to perform at these components to address those risks.

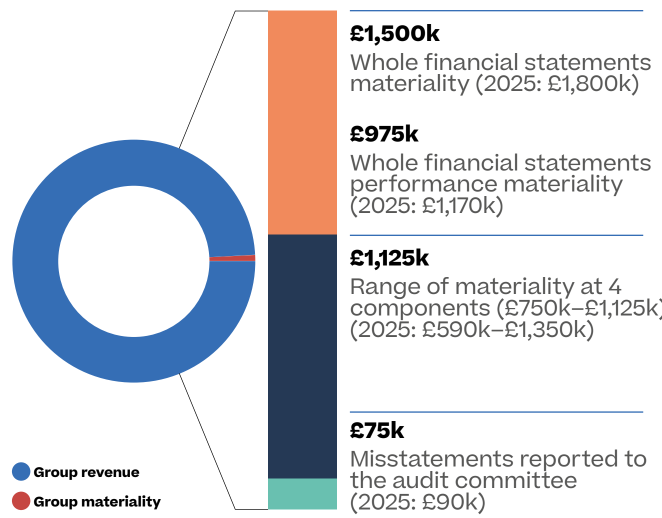
In total, we identified 7 (2025: 7) components, having considered our evaluation of the Group's operational and legal structure, geographical locations and our ability to perform audit procedures centrally.

Of those, we identified 4 (2025: 4) quantitatively significant components which contained the largest percentages of either total revenue or total assets of the Group, for which we performed audit procedures.

Accordingly, we performed audit procedures on 4 (2025: 4) components. We involved component auditors on 2 (2025: 2) components.

The Group auditor performed the audit of the parent Company.

Group revenue	Group materiality
£199,087k (2025: £250,216k)	£1,500k (2025: £1,800k)



Overview of the scope of our audit (continued)

We set the component materialities, ranging from £750k to £1,125k (2025: £590k to £1,350k), having regard to size and risk profile.

Our audit procedures covered 100% (2025: 100%) of Group revenue.

We performed audit procedures in relation to components that accounted for 99% (2025: 99%) of Group total profit and losses that make up Group loss before tax and 100% (2025: 100%) of Group total assets.

For the remaining components, no component represented more than 2% (2025: 2%) of Group total revenue, Group total profit and losses that make up Group loss before tax or Group total assets. We performed analysis at a Group level to re-examine our assessment that there is not a risk of material misstatement relating to these components.

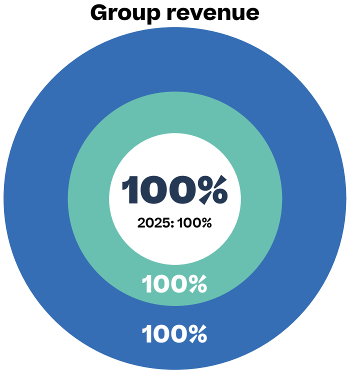
Impact of controls on our group audit

The scope of the audit work performed was fully substantive as we did not rely upon the Group's internal control over financial reporting.

3. Our application of materiality and an overview of the scope of our audit (continued)

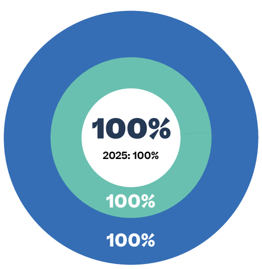
Our audit procedures covered the following percentage of Group revenue:

Group revenue

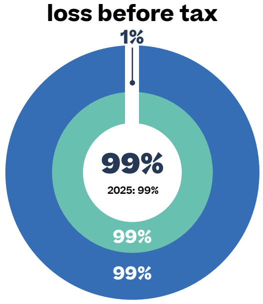


We performed audit procedures in relation to components that accounted for the following percentages of Group total profit and losses that make up Group loss before tax and Group total assets:

Group total assets



Group total profit and losses that make up group loss before tax



Group auditor oversight

In working with component auditors, we:

- Included the component auditors' engagement partners and managers in the Group planning discussions to facilitate inputs from component auditors in the identification of matters relevant to the Group audit.
- Issued Group audit instructions to component auditors on the scope and nature of their work.
- Hosted video conferences with all component auditors to emphasise key parts of the Group audit instructions. This allowed us to enhance our understanding of the component auditor's perspective on the overall audit approach and any local developments that were relevant to our Group audit.
- Visited 1 component auditor in the US as the audit progressed to understand and evaluate their work. We also organised video conferences with both the US and Australian component auditors. At these visits and video conferences, the results of the planning procedures and further audit procedures communicated to us were discussed in more detail and any further work required by us was then performed by the component auditors.
- Inspected the work performed by the component auditors for the purpose of the Group audit and evaluated the appropriateness of conclusions drawn from the audit evidence obtained and consistencies between communicated findings and work performed, with a particular focus on the measurement of inventory at the lower of cost and NRV in the US business unit.

4. Going concern

The Directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Group or the Company or to cease their operations, and as they have concluded that the Group's and the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over their ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

An explanation of how we evaluated management's assessment of going concern is set out in the related key audit mater in section 2 of this report.

Our conclusions based on this work:

- we consider that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the Directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Group's or Company's ability to continue as a going concern for the going concern period; and
- we found the going concern disclosure in note 3.2 to be acceptable.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Group or the Company will continue in operation.

Independent auditor's report (continued)

5. Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud.

Our risk assessment procedures included:

- Enquiring of directors, the audit committee and the internal assurance function and inspection of policy documentation as to the Group's high-level policies and procedures to prevent and detect fraud, including the internal assurance function and the Group's channel for "whistleblowing", as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading board, audit committee and remuneration committee minutes.
- Considering remuneration incentive schemes and performance targets for management and Directors, including the adjusted EBITDA and cash targets for directors' and management remuneration.
- Using analytical procedures to identify any unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit. This included communication from the Group auditor to component auditors of relevant fraud risks identified at the Group level and requesting component auditors performing procedures at the component level to report to the Group auditor any identified fraud risk factors of identified or suspected instances of fraud.

As required by auditing standards, and taking into account possible pressures to meet profit targets, our overall knowledge of the control environment and the level of turnover of senior management, we perform procedures to address the risk of management override of controls, in particular:

- the risk that Group and component management may be in a position to make inappropriate accounting entries; and
- the risk of bias in accounting estimates such the measurement of inventory at the lower of cost and NRV in the US business unit.

On this audit we do not believe there is a fraud risk related to revenue recognition due to the non-complex nature of the revenue, the limited opportunity due to the high correlation to cash and the effect of any manual adjustments to revenue being immaterial.

We also identified a fraud risk related to the measurement of inventory at the lower of cost and NRV in the US business unit. Further details in respect of this is set out in the key audit matter disclosures in section 2 of this report.

We performed procedures including:

- Identifying journal entries and other adjustments to test at the Group level and for selected components based on risk criteria and comparing the identified entries to supporting documentation. These included those posted by senior finance management and those posted to unusual accounts.
- Assessing whether the judgements made in making accounting estimates are indicative of a potential bias.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors and other management (as required by auditing standards) and discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit. This included communication from the Group auditor to component auditors of relevant laws and regulations identified at the Group level, and a request for component auditors to report to the Group audit team any instances of non-compliance with laws and regulations that could give rise to a material misstatement at the Group level.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Group is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation, and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Group is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation or the loss of the Group's alcohol license to operate. We identified the following areas as those most likely to have such an effect: health and safety, data protection laws, anti-bribery, employment law, money laundering, Consumer Rights Act and Sale of Goods Act, alcohol licensing regulations, food and drug administration and US unclaimed property law.

Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and inspection of regulatory and legal correspondence, if any. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

We discussed with the audit committee matters related to actual or suspected breaches of laws and regulations, for which disclosure is not necessary, and considered any implications for our audit.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

6. We have nothing to report on the other information in the Annual Report

The Directors are responsible for the other information presented in the Annual Report together with the financial statements. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

Strategic report and directors' report

Based solely on our work on the other information:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

7. We have nothing to report on the other matters on which we are required to report by exception

Under the Companies Act 2006, we are required 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.

We have nothing to report in these respects.

Independent auditor's report (continued)

8. Respective responsibilities

Directors' responsibilities

As explained more fully in their statement set out on page 76, the Directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Group and 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 they either intend to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

9. The purpose of our audit work and to whom we owe our responsibilities

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

Matthew Radwell (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
20 Station Road
Cambridge
CB1 2JD
22 July 2026

Consolidated income statement

For the 52 weeks ended 30 March 2026

Continuing operations	Note	**52 weeks ended 30 March 2026 £'000**	52 weeks ended 31 March 2025 £'000
Revenue	5	**199,087**	250,216
Cost of sales excluding movement in US inventory provision		**(130,866)**	(162,414)
Net movement in US overstock inventory provision	18	**3,833**	1,737
Fulfilment costs		**(32,461)**	(43,410)
Gross profit		**39,593**	46,129
Advertising costs		**(7,652)**	(17,805)
General and administrative costs		**(37,189)**	(31,662)
Operating loss[1]	8	**(5,248)**	(3,338)
Finance costs	10	**(1,706)**	(2,088)
Finance income	10	**662**	532
Loss before tax		**(6,292)**	(4,894)
Tax	11	**(303)**	(6)
Loss for the period		**(6,595)**	(4,900)

Loss per share			
Basic and diluted	12	**(9.2)p**	(6.6)p

1. Operating loss analysed as:

	Note	**52 weeks ended 30 March 2026 £'000**	52 weeks ended 31 March 2025 £'000
Analysed as:			
Adjusted EBIT[2]		**775**	(2,017)
Adjusted items:	7		
Right-sizing of US inventory		**226**	776
Impairment of non-current assets	17	**(1,777)**	–
Internally generated software write-off		**(729)**	–
Restructuring costs		**(3,650)**	–
Under-absorption of current period's winery overheads		**–**	(2,313)
Other adjusted items		**(93)**	216
Operating loss		**(5,248)**	(3,338)

2. Refer to the table in the APM section on page 152 for reconciliation of adjusted EBITDA excluding inventory liquidation and associated costs to adjusted EBIT.

The notes to the consolidated financial statements following the primary statements are an integral part of these consolidated financial statements.

Consolidated statement of comprehensive income

For the 52 weeks ended 30 March 2026

	52 weeks ended 30 March 2026 £'000	52 weeks ended 31 March 2025 £'000
Loss for the period	**(6,595)**	(4,900)
Items that may be reclassified subsequently to the income statement:		
Exchange differences on translation of foreign operations	**(948)**	(1,614)
Other comprehensive loss for the period	**(948)**	(1,614)
Total comprehensive loss for the period	**(7,543)**	(6,514)

The comprehensive loss for the period and the prior period is wholly attributable to the equity holders of the parent company, Naked Wines plc.

The notes to the consolidated financial statements following the primary statements are an integral part of these consolidated financial statements.

Consolidated statement of changes in equity

For the 52 weeks ended 30 March 2026

	Note	Share capital £'000	Share premium £'000	EBT reserve £'000	Treasury shares £'000	Capital redemption reserve £'000	Currency translation reserve £'000	Retained earnings £'000	Total equity £'000
At 1 April 2024		5,550	21,162	–	–	363	6,497	43,195	76,767
Loss for the period		–	–	–	–	–	–	(4,900)	(4,900)
Other comprehensive loss for the period		–	–	–	–	–	(1,614)	–	(1,614)
Total comprehensive loss for the period		–	–	–	–	–	(1,614)	(4,900)	(6,514)
EBT reserve	27	–	–	(10)	–	–	–	–	(10)
Credit to equity for equity-settled share-based payments	28	–	–	–	–	–	–	1,288	1,288
At 31 March 2025		5,550	21,162	(10)	–	363	4,883	39,583	71,531
Loss for the period		**–**	**–**	**–**	**–**	**–**	**–**	**(6,595)**	**(6,595)**
Other comprehensive loss for the period		**–**	**–**	**–**	**–**	**–**	**(948)**	**–**	**(948)**
Total comprehensive loss for the period		**–**	**–**	**–**	**–**	**–**	**(948)**	**(6,595)**	**(7,543)**
Share buybacks	27	**(172)**	**–**	**–**	**–**	**172**	**–**	**(2,008)**	**(2,008)**
Acquisition of treasury shares	27	**–**	**–**	**–**	**(3,003)**	**–**	**–**	**–**	**(3,003)**
Credit to equity for equity-settled share-based payments	28	**–**	**–**	**–**	**–**	**–**	**–**	**684**	**684**
Deferred tax on share-based payments	11	**–**	**–**	**–**	**–**	**–**	**–**	**(36)**	**(36)**
At 30 March 2026		**5,378**	**21,162**	**(10)**	**(3,003)**	**535**	**3,935**	**31,628**	**59,625**

The nature and purpose of each reserve is disclosed in note 27 Share capital and reserves.

The notes to the consolidated financial statements following the primary statements are an integral part of these consolidated financial statements.

Consolidated balance sheet

As at 30 March 2026

	Note	30 March 2026 £'000	Represented 31 March 2025 £'000
Non-current assets			
Goodwill and other intangible assets	14	**5,859**	6,438
Property, plant and equipment	15	**1,486**	2,012
Right-of-use assets	16	**3,820**	5,802
Deferred tax assets	11	**4,104**	4,030
		15,269	18,282
Current assets			
Inventory staged payments to winemakers	18	**7,455**	10,346
Inventories	18	**89,749**	97,241
Trade and other receivables	19	**8,264**	8,493
Financial instruments at fair value	24	**15**	70
Cash and cash equivalents	29	**33,395**	30,055
		138,878	146,205
Current liabilities			
Trade and other payables	20	**(25,336)**	(21,777)
Current tax liabilities		**(371)**	(34)
Angel funds – financial liability[1]	21	**(52,865)**	(56,341)
Deferred Angel fund income and other deferred income[1]	21	**(9,393)**	(6,531)
Lease liabilities	23	**(1,191)**	(1,595)
Provisions	25	**(1,688)**	(1,575)
Customer-funded bonds	22	**(35)**	(35)
Financial instruments at fair value	24	**(81)**	(152)
		(90,960)	(88,040)
Net current assets		**47,918**	58,165
Total assets less current liabilities		**63,187**	76,447
Non-current liabilities			
Provisions	25	**(244)**	(99)
Lease liabilities	23	**(3,318)**	(4,817)
		(3,562)	(4,916)
Net assets		**59,625**	71,531
Equity			
Share capital	27	**5,378**	5,550
Share premium	27	**21,162**	21,162
EBT reserve	27	**(10)**	(10)
Treasury shares	27	**(3,003)**	–
Capital redemption reserve	27	**535**	363
Currency translation reserve	27	**3,935**	4,883
Retained earnings		**31,628**	39,583
Total equity		**59,625**	71,531

1. The Directors have reviewed the disclosure of Angel funds and other deferred income and have elected to disclose the Angel funds – financial liability separately on the face of the balance sheet. Comparatives have also been represented. The amounts were previously aggregated within Angel funds and other deferred income. There is no impact on net assets or equity.

Consolidated financial statements of Naked Wines plc (company registration number 02281640) were approved by the Board and authorised for issue on 22 July 2026 and were signed on its behalf by Dominic Neary.

The notes to the consolidated financial statements following the primary statements are an integral part of these consolidated financial statements.

Consolidated cash flow statement

For the 52 weeks ended 30 March 2026

	Note	**52 weeks ended 30 March 2026 £'000**	52 weeks ended 31 March 2025 £'000
Operating activities			
Net cash flows from operations	29	**12,275**	19,540
Overseas income tax received		**990**	–
Overseas income tax paid		**(717)**	(2,337)
Net cash from operating activities		**12,548**	17,203
Investing activities			
Interest received		**662**	528
Purchase of property, plant and equipment		**(527)**	(595)
Capitalisation of internally developed software		**(1,270)**	(579)
Proceeds on disposal of property, plant and equipment		**62**	33
Net cash (used in) investing activities		**(1,073)**	(613)
Financing activities			
Interest paid		**(895)**	(1,288)
Interest paid on lease liabilities		**(370)**	–
Share buybacks		**(2,008)**	–
Acquisition of Treasury shares		**(3,003)**	–
Repayments of principal under lease liabilities		**(1,557)**	(1,757)
Debt issuance costs paid		**–**	(2,268)
Drawdown of borrowings		**–**	17,096
Repayment of borrowings		**–**	(29,447)
Net cash (used in) financing activities		**(7,833)**	(17,664)
Net increase/(decrease) in cash		**3,642**	(1,074)
Cash and cash equivalents at the beginning of the period		**30,055**	31,851
Effect of foreign exchange rate changes		**(302)**	(722)
Cash and cash equivalents at the end of the period	29	**33,395**	30,055

The notes to the consolidated financial statements following the primary statements are an integral part of these consolidated financial statements.

Notes to the financial statements

1. General Information

Naked Wines plc, (the Company) is a public limited company and is limited by shares. It is incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The Company is the ultimate controlling party of the Naked Group and its ordinary shares are traded on the Alternative Investment Market (AIM).

The Company's registered address is Norvic House, 29-33 Chapel Field Road, Norwich, NR2 1RP, UK. The Group's principal activity is the direct-to-consumer retailing of wine. The Company's principal activity is to act as a holding company for its subsidiaries.

2. Adoption of new and revised IFRS standards

2.1 New and Revised IFRS standards that are effective for the current period

The following new amendments that were required to be adopted in annual periods beginning on or after 1 January 2025 did not have a material impact on the financial statements of the Group:

Effective date	IFRS	Subject
1 January 2025	Amendments to IAS 21	Lack of Exchangeability

2.2 New and revised IFRS 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.

Effective date	IFRS	Subject
1 January 2026	Amendments to IFRS 9 and 7	Classification and Measurement of Financial Instruments
	Annual Improvements to IFRS Accounting Standards – Volume 11	
1 January 2027	IFRS 18	Presentation and Disclosure in Financial Statements
	IFRS 19	Subsidiaries without Public Accountability: Disclosures
Effective date deferred indefinitely	Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

Naked are still in the process of assessing the impact on the Group of applying the new accounting standard IFRS 18 Presentation and Disclosure in Financial Statements. We will report our first IFRS 18-compliant interim statements for the period ending September 2027 and annual financial statements for the period ending March 2028.

The standard is anticipated to have a significant impact on the presentation of the consolidated income statement.

The Directors are yet to determine whether the adoption of the other Standards listed above will have a material impact on the financial statements of the Group in future periods.

3. Accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

3.1 Basis of accounting

The consolidated financial statements have been prepared and approved by the Directors in accordance with UK-adopted international accounting standards.

The Group's financial reporting period represents the 52 weeks to 30 March 2026, and the prior financial reporting period represents the 52 weeks to 31 March 2025. The subsidiaries have the same reporting date and cover the same reporting period as the parent company and use consistent accounting policies.

The consolidated financial statements are presented in GBP, the functional and presentational currency of the parent company and the Group. The Group includes foreign entities whose functional currencies are US Dollars and Australian Dollars. On consolidation, the assets and liabilities of those entities are translated at the exchange rates at the balance sheet date and income and expenses are translated at weighted average rates during the period. Translation differences are recognised in other comprehensive income.

Transactions in currencies other than an entity's functional currency are recorded at the exchange rate on the transaction date, whilst assets and liabilities are translated at exchange rates at the balance sheet date. Exchange differences are recognised in the income statement.

All amounts have been rounded to the nearest thousand, unless otherwise indicated.

The financial statements have been prepared on a historical cost basis except for financial instruments which are measured at fair value as at the end of each reporting period, as explained in the accounting policies below.

The preparation of financial statements in conformity with UK-adopted international accounting standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies.

The Company has taken advantage of the exemption provided in section 408 of the Companies Act 2006 not to publish its individual income statement and related notes. The Company has not made any other comprehensive income and consequently has not presented a statement of comprehensive income for the period, the Company's loss for the period is disclosed on page 137.

3.2 Going concern

In order to assess the appropriateness of the going concern assumption, the Directors have prepared a number of cash flow scenarios extending for a period of at least 12 months from the date of the approval of these financial statements ("the going concern assessment period").

Base case scenario

In its base case scenario, the Directors have used recent trading KPIs as well as known factors, including the impact of planned business development initiatives and planned promotional activity, to forecast the cash flow of the business. In addition, a conservative assessment of the impact of strategic development plans, set out in more detail in the Strategic report on pages 1 to 53, and the funding available from existing cash reserves and the Group's 60-month credit facility with PNC Bank, which is contracted beyond the going concern assessment period, have been incorporated in order to arrive at the Group's baseline business plan. The Directors have also considered in their deliberations the principal risks and uncertainties of the Group as set out on pages 42 to 53.

Under this scenario, the Group has sufficient liquidity to meet the needs of the trading business and to exceed the springing covenant requirement of its credit facility throughout the going concern assessment period.

Notes to the financial statements (continued)

3. Accounting policies (continued)

3.2 Going concern (continued)

Severe but plausible downside scenario

The Directors have then prepared a severe but plausible downside scenario incorporating a number of sensitivities and also incorporating available mitigating actions to both planned business initiatives as well as cost and cash saving opportunities within the operations of the business.

Sensitivities

- a reduction of future trading activity of a further 7% below the base case scenario, substantially reflecting a downturn of repeat customer order frequency and the impact of a reduction in new customer acquisition activity;
- a reduction in assumed margin from business to business trading; and
- a reduction in anticipated savings from headcount vacancy assumption.

The following mitigating actions, both of which are within management's control, were also incorporated:

- reductions in controllable expenditure in marketing and £1m of discretionary G&A expenditure

In this severe but plausible downside scenario, across the going concern assessment period, the Group maintains headroom of more than £16m of facility defined liquidity above its springing covenant test trigger.

Conclusion

After considering the forecasts, sensitivities and mitigating actions available to respond to the uncertain macroeconomic environment and potential risks and uncertainties in its operating markets, Naked Wines has sufficient liquidity to trade and meet the obligations of its credit facility and therefore meet its liabilities as they fall due for at least 12 months from the date of the approval of these financial statements. For these reasons, the Board considers it appropriate for the Group and the Company to adopt the going concern basis in preparing these financial statements.

3.3 Basis of consolidation

The consolidated financial statements include the financial statements of Naked Wines plc and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has:

- power over the investee;
- is exposed, or has rights, to variable return from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

The results of subsidiaries acquired or disposed of during the period are included in the consolidated Income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

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

3.4 Presentation of adjusted items

The Group's income statement and segmental analysis separately identify trading results before certain adjusted items. The Directors believe that presentation of the Group's results in this way is relevant to understanding the Group's financial performance by providing additional useful information for shareholders on underlying trends and performance. Adjusted items are identified by virtue of their size, nature or incidence. This presentation is consistent with the way that financial performance is measured by management and reported to the Board and provides a meaningful analysis of the trading results of the Group. In determining whether an event or transaction should be adjusted for, management considers quantitative as well as qualitative factors such as the frequency or predictability of the item. Details of adjusted items can be found in note 7 Adjusted items.

See also page 152 for a reconciliation of earnings before interest and tax to adjusted EBITDA excluding inventory liquidation and associated costs.

3.5 Revenue
Revenue is recognised in accordance with IFRS 15 Revenue from Contracts with Customers as performance obligations are fulfilled to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Prior to a customer placing an order for wine, amounts received from Angels acquired before 8 March 2024 are recognised as a financial liability under the terms of IFRS 9 Financial Instruments and were not considered to be a contract liability in accordance with the requirements of IFRS 15 Revenue from Contracts with Customers. On 8 March 2024, the terms and conditions of the Angel contributions were amended such that contributions from Angels acquired after this date could be refunded in either wine or cash at the discretion of the company. Consequently, these amounts are recognised as deferred income under IFRS 15 Revenue from Contracts with Customers and are expected to realise within 12 months. For further details, refer to note 21 Angel funds and other deferred income. After consideration of whether a material right to a future discount is created when Angels deposit funds, management concluded that no such obligation is created.

The transaction price is allocated upon receipt of the order being placed.

Variable consideration, specific to the Group, that may be subject to refund and return is recognised when it is highly probable that a significant reversal in the amount of cumulative revenue will not occur when the related uncertainty is resolved. A provision is made on the basis of observed experience to adjust revenue for the element of sale that is still subject to performance uncertainty. Revenue is recognised when the customer obtains control of their purchase and there is reasonable certainty regarding the recovery of the consideration. Specific to the Group, the performance obligations of the Group are deemed to be fulfilled when our product is delivered to our customer or Angel, which is typically within one to three days following dispatch.

The Group uses its accumulated historical experience to estimate the level of returns on a portfolio level using the expected value method.

No warranties or related obligations are offered.

Sale of goods
Revenue from the sale of goods represents the sale of principally wine and some spirits through the Group's direct-to-consumer ecommerce channel. Other revenue represents revenue from stock optimisation and business-to-business (B2B) activities, where sales are recognised where the risks and rewards of ownership pass from the Group to the customer, usually when B2B products are shipped or when services are delivered.

Revenue comprises the fair value of consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities.

Usual commercial payment terms are offered to B2B customers.

The Group does not offer payment terms to Angels and dispatches goods when funds have been received. As such it does not have any significant payment term arrangements. Usual commercial payment terms are offered to B2B customers.

3.6 Cost of sales
Cost of sales comprise the cost of the product, primarily wine, along with associated dry goods and any allocated internal cost of production and processing, including excise duties, credit card processing charges and online selling teams' costs.

Naked Wines generally trades with its suppliers on a simple purchase price agreement with no complex buying arrangements in place. Any supplier incentives, rebates and discounts are simple in nature and are recognised within cost of sales as they are earned.

3.7 Fulfilment costs
Fulfilment costs comprise warehousing, transport, packaging and delivery costs of product to the customer.

3.8 Advertising costs
Advertising costs comprise the cost of media spend, partner spend, cost of inserts and other advertising and marketing spend related to the acquisition of new customers.

Notes to the financial statements (continued)

3. Accounting policies (continued)

3.9 General and administrative costs

General and administrative costs principally comprise salaries and bonus costs for operating business segments, Group corporate functions, global support of technology and legal and professional costs and other support costs of global advertising and marketing functions.

3.10 Software-as-a-Service (SaaS)

SaaS arrangements are service contracts providing the Group with the right to access the cloud provider's application software over the contract period. Costs incurred to configure or customise, and the ongoing fees to obtain access to the cloud provider's application software, are recognised as operating expenses when the services are received. Where costs incurred for the development of software code enhances, modifies, or creates additional capability to existing on-premise systems as part of a SaaS implementation are readily identifiable and meet the definition of and recognition criteria for an intangible asset, these costs are recognised as intangible software assets and amortised over the useful life of the software on a straight-line basis.

3.11 Finance costs and income

Finance costs comprise interest payable on borrowings including the amortisation of debt issuance costs, interest on lease liabilities and other finance costs including collateral examination fees relating to the credit facility, as incurred. Finance income comprises interest receivable on funds invested and positive cash balances.

3.12 Share-based payments

From time to time, the Group operates equity-settled share-based compensation plans.

The fair value of the employee services received in exchange for the grant of shares or options is recognised as an expense over the vesting period. The total amount to be expensed over the vesting period is determined by reference to the fair value of awards granted, including the impact of any non-market vesting conditions (e.g. profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of beneficiaries of the awards that are expected to vest.

At each balance sheet date, the Group revises its estimates of the number of shares or options and the expected number of the beneficiaries of the awards that are expected to vest and recognises the impact of the revision to original estimates, if any, in the income statement with a corresponding adjustment to equity.

3.13 Tax

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

Current tax

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

Deferred tax

Deferred tax is accounted for in respect of temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in computation of taxable profit. Deferred tax is measured at the tax rates that are expected to apply in the periods in which the asset or liability is settled based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date. Deferred tax is recognised in the income statement except when it relates to items credited or charged directly to other comprehensive income, in which case the deferred tax is also recognised in equity.

Deferred tax assets are also recognised to the extent that it is probable that future taxable profit will be available against which the temporary difference can be utilised. Their carrying amount is reviewed at each balance sheet date on the same basis. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and when the Group intends to settle its current tax assets and liabilities on a net basis.

Deferred income tax liabilities are recognised for all temporary differences, except where the deferred income tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and at the time of the transaction affects neither the accounting profit nor taxable profit or loss and in respect of taxable temporary differences associated with investments in subsidiaries where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

3.14 Foreign currencies

The consolidated financial statements are presented in GBP, the functional and presentational currency of the parent company and the Group. The Group includes foreign entities whose functional currencies are US Dollars and Australian Dollars. On consolidation, the assets and liabilities of those entities are translated at the exchange rates at the balance sheet date and income and expenses are translated at weighted average rates during the period. Translation differences are recognised in consolidated statement of comprehensive income and are transferred to the Group's currency translation reserve.

Transactions in currencies other than an entity's functional currency are recorded at the exchange rate on the transaction date, whilst assets and liabilities are translated at exchange rates at the balance sheet date. Exchange differences are recognised in the consolidated income statement.

3.15 Business combinations and goodwill

Business combinations are accounted for using the acquisition method. Identifiable assets acquired and liabilities assumed in a business combination are measured at their fair values at the acquisition date.

Goodwill arises when the fair value of the consideration for a business exceeds the fair value of the net assets acquired. Goodwill arising on acquisitions is capitalised and subject to impairment review, both annually and when there are indications that the carrying value may not be recoverable.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to cash generating units (CGUs) or groups of CGUs. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes.

The recoverable amounts of CGUs are determined based on the higher of net realisable value and value-in-use calculations. 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 business.

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount with the impairment loss being recognised in the income statement.

Where an impairment loss subsequently reverses, the carrying amount of the asset or CGU 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 CGU in prior periods. A reversal of an impairment loss is recognised immediately in the income statement. The Group does not reverse impairment losses previously recognised on goodwill.

Acquisition-related costs are recognised in the income statement as incurred.

3.16 Other intangible assets

Other intangible assets are stated at cost less accumulated amortisation and any impairment losses.

Amortisation is charged to administrative expenses in the income statement on a straight-line basis over the estimated useful lives of each asset. The estimated useful lives are as follows:

Customer list and relationships	6 years
Brand	8 years
Software	2–5 years
Facilities and trademarks	8 years

Customer lists and relationships arose only on acquisition of the Naked Wines business. Brands arose on both the acquisition of the Naked Wines business and subsequent brand and trademark purchases.

Notes to the financial statements (continued)

3. Accounting policies (continued)

3.17 Intangible assets – capitalised development costs

Intangible asset development costs are capitalised in accordance with IAS 38 Intangible Assets. Projects are evaluated in accordance with the capitalisation criteria and are capitalised when all the necessary conditions can be demonstrated.

Capitalised development costs are initially measured as directly attributable cost, most significantly labour. Subsequently, these costs are carried at cost less accumulated amortisation and are subject to impairment evaluation when indicators of impairment are determined to exist.

Amortisation is charged to administrative expenses in the income statement on a straight-line basis over the estimated useful life of between two to five years.

3.18 Impairment reviews

Goodwill is tested at least annually for impairment. Tangible and other intangible assets are assessed for indicators of impairment and are tested for impairment if any indicators are identified. Examples of indicators of impairment include a significant planned restructuring, a major change in market conditions or technology, expectations of future operating losses or a significant reduction in cash flows. See note 14 Goodwill and intangible assets for further explanation of the basis of impairment testing.

3.19 Property, plant and equipment and right-of-use assets

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

Depreciation is charged on a straight-line basis to write the cost of an asset down to its residual value over the estimated useful lives of each asset. The estimated useful lives are as follows:

Leasehold properties	For the term of the lease
Leasehold improvements	For the term of the lease
Equipment, fittings & vehicles	3–10 years

Depreciation methods, useful lives and residual values are reviewed at each balance sheet date.

Depreciation charged to the income statement differs from the movement in accumulated depreciation reflected in property, plant and equipment and right-of-use assets notes. The difference arises due to the depreciation of certain assets being booked directly to inventory as production overheads and charged to the income statement when the inventory is sold.

3.20 Inventories and staged payments to winemakers

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a first in, first out basis and includes expenditure incurred in acquiring the inventories, production costs (including depreciation of property, plant and equipment and right-of-use assets), conversion costs and other costs in bringing them to their existing location and condition, less any rebates and discounts.

Work in progress

Work in progress comprises purchased, harvested grapes, bulk wines, bottling supplies and other direct costs and related winemaking overheads.

Inventory staged payments to winemakers

These are advanced payments to winemakers where Naked Wines has committed to purchase assets in the future but control of the assets remains with the winemaker at the balance sheet date.

3.21 Angel funds and other deferred income

Amounts received by the Group from Angels are initially reported as a liability in the balance sheet. These funds are recognised as revenue in the period when Angels use the funds to buy wine and delivery of goods is made.

The terms and conditions of the Angel contributions were amended on 8 March 2024. Contributions for Angels acquired prior to this date are recorded as a financial liability as customers have the right to a cash refund. Contributions for Angels acquired after this date can be refunded in either wine or cash at the discretion of the company therefore these amounts are disclosed as deferred income under IFRS 15 Revenue from Contracts with Customers rather than as a financial liability. See note 21 Angel funds and other deferred income for a fuller explanation of the nature of the sums received from our Angels and the rights and obligations the Group assumes in respect of these amounts.

3.22 Provisions

A provision is made when there is a present legal or constructive obligation as a result of a past event, for which it is probable that an outflow of economic benefit will be required to settle the obligation and where the amount of the obligation can be reliably measured. Provisions are discounted for the time value of money where the effect is material.

3.23 Leases

Group as lessee

The Group assesses whether a contract is, or contains, a lease at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low-value assets (defined as leases of a value of less than the equivalent of $5,000). For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by the Group's incremental borrowing rate. If no rate is available, the Group will use the rate implicit in the lease.

Lease payments included in the measurement of the lease liability comprise fixed lease payments less any lease incentives.

The lease liability is presented as a separate line in the consolidated balance sheet.

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

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate; or

Right-of-use assets are depreciated over the shorter of the period of lease term and useful life of the underlying asset. The depreciation starts at the commencement date of the lease. The Group does not have any leases that include purchase options or transfer ownership of the underlying asset.

The right-of-use assets are presented as a separate line in the consolidated balance sheet.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the consolidated income statement.

For short-term leases (lease term of 12 months or less) and leases of low-value assets, the Group has opted to recognise a lease expense on a straight-line basis as permitted by IFRS 16 Leases. This expense is presented within administrative expenses in the consolidated income statement.

As a practical expedient, IFRS 16 Leases permits a lessee not to separate non-lease components and instead account for any lease and associated non-lease components as a single arrangement. The Group has not used this practical expedient.

3.24 Pensions

The Group contributes to a number of defined contribution pension plans in respect of its employees. The contributions are charged as an expense as they fall due. Any contributions unpaid at the balance sheet date are included as an accrual at that date. The Group has no further payment obligations once the contributions have been paid.

Notes to the financial statements (continued)

3. Accounting policies (continued)

3.25 Financial Instruments

Financial assets and financial liabilities are recognised on the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

Trade and other receivables

Trade and other receivables are initially measured at fair value and subsequently measured at amortised cost adjusted for any loss allowance. Any provision for impairment is established based on an expected loss model.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term deposits, with original maturities at inception of less than 90 days. For the purpose of the cash flow statement, cash and cash equivalents comprise cash at bank and in hand, short-term deposits with an original maturity of three months or less held for the purpose of meeting short-term cash commitments and bank overdrafts.

Debt issuance costs

Debt issuance costs are recorded on the balance sheet at inception of the facility and amortised over the life of the facility term. If any of the loan is drawn down, fees are offset against the outstanding balance at the balance sheet date, otherwise they are disclosed within prepayments.

Financial liabilities and equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

Trade and other payables are initially recorded at fair value and subsequently measured at amortised cost.

Equity instruments issued by the Group are recorded at the amount of the proceeds received, net of directly attributable issue costs.

Derivative financial instruments

The Group uses derivative financial instruments to hedge its exposure to foreign currency fluctuations arising from operational activities. These instruments are primarily foreign exchange forward contracts. The Group does not hold or issue derivative financial instruments for speculative purposes.

Derivative financial instruments are initially measured at fair value on the contract date and are remeasured at fair value at subsequent reporting dates. For derivative financial instruments not designated as a hedge, the gain or loss on remeasurement to fair value is immediately recognised in the income statement.

There were no derivatives accounted for using hedge accounting during the period.

3.26 Commitments

Off-balance sheet commitments include securing wine the Group sells to its customers, warehousing facilities, delivery services, logistics, bottling services, the provision of IT services to the Group and other contractual obligations.

4. Critical accounting policies, estimates and judgements

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

Critical accounting estimates and judgements

Going concern

In concluding on the going concern basis of the financial statements, the Directors have made a number of judgments as set out in note 3.2 Going concern. The Directors draw attention to the critical nature of these estimates and judgements in the preparation of these financial statements.

Classification of adjusted items

A number of judgements are made in the presentation of costs and income as adjusted items in the Annual Report and Accounts. The factors considered in making these judgements are set out fully in accounting policy note 3.4 Presentation of adjusted items.

US overstock inventory provision

For both bulk and cased wine inventory holdings in the US, the full range of reasonably possible outcomes in a period of 12 months is inherently difficult to calculate as it is dependent on key assumptions, such as the expected future sales of wine and the use of the inventory in future wine projects. The Directors highlight, therefore, it is possible that outcomes within the next 12 months may differ from their estimates, and that the magnitude of the inventory provision in the Group's US business unit could materially change in FY27.

Bulk wine (gross inventory £19.4m, overstock provision £4.7m (FY25: gross inventory £25.6m, overstock provision £7.9m)).

If management is not able to realise expected proceeds for bulk wine expected to reach commercial expiry in the next 24 months, the inventory provision required for this inventory would increase by £0.6m. However, were management to meet the upper end of its expectations of expected proceeds, the inventory provision required for this inventory would reduce by £0.2m. Additionally, for every 10% of the remaining bulk wine on hand at the balance sheet date planned for bottling and sale in the normal course of business, which management subsequently could not use in future wine projects, but for which it could achieve expected secondary market disposal proceeds, a further £0.7m increase in provision would be required.

Cased wine (gross inventory £46.5m, overstock provision £1.0m, (FY25: gross inventory £52.3m, overstock provision £2.0m)).

In the event that cased wine held on the balance sheet reaches the end of its prime commercial life 12 months earlier than anticipated, the provision required for cased wine reaching expiry before sale would increase by £0.7m to £1.7m.

Management assesses cased wine inventory for net recoverability where any overstock inventory is anticipated to reach the end of its prime commercial life within 48 months of the balance sheet date. Management believes it has sufficient operational and commercial levers available, including promotional and marketing activities, to manage future inventory levels for cased goods products with a projected overstock holding where commercial expiry is anticipated beyond this period. At the reporting date, management excluded £8.4m (FY25: £8.1m) of cased wine inventory from its overstock inventory assessment on this basis. If the provision evaluation period was increased to 60 months, the cased wine inventory provision would increase by £0.1m and extending the evaluation period by a further 12 months results in an additional £0.4m of slow-moving inventory provision requirement.

Other sources of estimation uncertainty

Goodwill and other non-current assets carrying value

The Group uses estimates of future profits to determine whether goodwill and other non-current assets should be impaired. This is not considered a significant source of estimation in the current or prior period.

Deferred tax asset recognition

The Group has recognised £4.1m of deferred tax assets at the balance sheet date (FY25: £4.0m) after consideration of their recoverability against future profits. As a result of updated profit projections, the amount of deferred tax assets recognised in respect of the US business has decreased from £4.0m to £2.1m, reflecting our improved understanding of new customer acquisition volumes at attractive rates of return and clearer medium-term inventory liquidation charges. The amount of deferred tax assets recognised in respect of the UK business has increased to £2.0m from £nil, primarily as a result of targeted price increases and the re-alignment of the corporate cost base to the revised scale of the business.

The Directors note that expected recoverability is based on estimates of future profitability and, should trading expectations move adversely in the future, there is a risk that the value of deferred tax assets expected to be utilised will decrease.

In the process of applying the Group's accounting policies, the Directors consider there are no further sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities during FY27.

Notes to the financial statements (continued)

5. Revenue

Revenue represents the total amount receivable for the sales of goods and services sold, net of discounts and excluding sales taxes, in the ordinary course of business. Other revenue represents revenue from stock optimisation activities and B2B sales. See accounting policy note 3.5 Revenue.

All revenue is recognised at a single point in time when it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Specific to the Group, the performance obligations of the Group are deemed to be fulfilled when the product is delivered to our customer or Angel, typically within one to three days following dispatch, which is when the customer obtains control of their purchase and there is reasonable certainty regarding the recovery of the consideration.

Deferred Angel fund income and other deferred income are expected to be realised within 12 months.

6. Segmental reporting

IFRS 8 Operating segments requires operating segments to be determined based on the Group's internal reporting to the Chief Operating Decision Maker (CODM). The Board has determined that the Executive Directors of the Company are the CODM of the business. This is on the basis that they have primary responsibility for the allocation of resources between segments and the assessment of performance of the segments. In line with the information presented to the Executive Directors of the Company, the Group presents its segmental analysis based on the three geographic locations in which the Group operates. In FY26, the Group aligned the business to its new trading strategy. We continue to present segmental analysis based on the three geographic locations to the CODM and consequently our operating segments have not been changed from FY25.

Performance of these operating segments is assessed on revenue and adjusted EBIT (being operating profit excluding any adjusted items), as well as analysing the business between new customer, repeat customer and other lines of business.

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 segments. Adjusted items are allocated in accordance with how they are reported to the CODM.

The table below sets out the basis on which the performance of the business is presented to the CODM. The CODM considers that, as a single route to market and solely consumer-facing business in three geographically and economically diverse locations, the business comprises three operating segments. The Group reports revenue from external customers as a single product group, being principally wine and some spirits.

Unallocated assets include goodwill and other intangible assets held by holding companies and unallocated impairment charges relate to impairments recorded against these assets. These assets are unallocated for the purpose of the segmental disclosure as these are not included in the assets and liabilities reported to the CODM for each operating segment. For the purposes of the geographical analysis, these assets are allocated to the UK as these assets arose as a result of an acquisition by a UK holding company. For impairment analysis, these assets are allocated to the relevant CGU (see note 17 Impairment for further details).

Costs relating to global Group functions are not allocated to the operating segments for the purposes of assessing segmental performance and consequently global costs are presented separately. This is consistent with the presentation of those functions to the CODM.

Revenues are attributed to the countries from which they are earned. The Group is not reliant on a major customer or group of customers.

52 weeks ended 30 March 2026	Naked Wines US £'000	Naked Wines UK £'000	Naked Wines Australia £'000	Unallocated £'000	Total £'000
Total segment revenue	**77,006**	**97,134**	**26,694**	**–**	**200,834**
Less intercompany revenue	(1,747)	–	–	–	**(1,747)**
External revenue	**75,259**	**97,134**	**26,694**	**–**	**199,087**
Revenue associated with US overstock inventory included within adjusted items (see note 7)	(211)	–	–	–	**(211)**
Total adjusted revenue[1]	**75,048**	**97,134**	**26,694**	**–**	**198,876**
Analysed as:					
New Customer sales	2,469	1,970	1,787	–	**6,226**
Repeat Customer sales	68,447	95,164	24,907	–	**188,518**
Other revenue	4,132	–	–	–	**4,132**
Revenue	**75,048**	**97,134**	**26,694**	**–**	**198,876**

Investment in New Customers	(4,223)	(2,783)	(2,180)	–	**(9,186)**
Repeat Customer contribution	22,119	16,978	6,678	–	**45,775**
Other contribution[2]	(4,770)	(104)	–	–	**(4,874)**
Total contribution after advertising costs[3]	**13,126**	**14,091**	**4,498**	**–**	**31,715**
General and administrative costs[4]	(6,821)	(4,816)	(2,323)	(16,980)	**(30,940)**
Adjusted EBIT	**6,305**	**9,275**	**2,175**	**(16,980)**	**775**
Adjusted items:					
Right-sizing of US inventory	226	–	–	–	**226**
Impairment of non-current assets	–	–	–	(1,777)	**(1,777)**
Internally generated software write-off	–	–	–	(729)	**(729)**
Restructuring costs	(1,469)	(785)	(417)	(979)	**(3,650)**
Other adjusted items	(8)	44	–	(129)	**(93)**
Operating profit/(loss)	**5,054**	**8,534**	**1,758**	**(20,594)**	**(5,248)**
Finance costs	(1,113)	(64)	(43)	(486)	**(1,706)**
Finance income	624	34	–	4	**662**
Profit/(loss) before tax	**4,565**	**8,504**	**1,715**	**(21,076)**	**(6,292)**
Tax	(1,771)	(1,101)	(313)	2,882	**(303)**
Profit/(loss) for the period	**2,794**	**7,403**	**1,402**	**(18,194)**	**(6,595)**

Depreciation[5]	1,764	115	1	–	**1,880**
Amortisation	–	–	–	72	**72**
Impairment	–	–	–	1,777	**1,777**

Total assets	90,449	29,059	22,532	12,107	**154,147**
Total liabilities	43,782	32,782	12,291	5,667	**94,522**
Capital expenditure	521	–	6	1,270	**1,797**

Notes to the financial statements (continued)

6. Segmental reporting (continued)

52 weeks ended 30 March 2026	US £'000	UK £'000	Australia £'000	Total £'000
Geographical analysis				
Revenue	75,259	97,134	26,694	**199,087**
Non-current assets excluding deferred tax assets	4,663	6,496	6	**11,165**

1. Total adjusted revenue is calculated as external revenue excluding revenue associated with the right-sizing of US inventory as analysed in note 7 Adjusted items.
2. Other contribution constitutes loss on inventory liquidation and associated costs.
3. Contribution after advertising costs is calculated as gross profit (£39.8m), less advertising costs (£7.7m), excluding transactions associated with right-sizing of US inventory (income £0.2m) (details in note 7 Adjusted items).
4. Refer to the table in the APM section on page 151 for a reconciliation of G&A costs to those reported in the income statement.
5. Depreciation charged to the income statement during the period differs from the movement in accumulated depreciation reflected in property, plant and equipment and right-of-use assets (notes 15 and 16 respectively). The difference arises due to the depreciation of certain assets being booked directly to inventory as production overheads and charged to the income statement when the inventory is sold.

52 weeks ended 31 March 2025	Naked Wines US £'000	Naked Wines UK £'000	Naked Wines Australia £'000	Unallocated £'000	Total £'000
Total segment revenue	111,796	111,401	29,931	–	253,128
Less intercompany revenue	(2,912)	–	–	–	(2,912)
External revenue	108,884	111,401	29,931	–	250,216
Revenue associated with the US inventory impairment	(2,089)	–	–	–	(2,089)
Total adjusted revenue[1]	106,795	111,401	29,931	–	248,127
Analysed as:					
New Customer sales	9,220	5,112	2,700	–	17,032
Repeat Customer sales	96,160	106,289	27,231	–	229,680
Other revenue	1,415	–	–	–	1,415
Revenue	106,795	111,401	29,931	–	248,127

Investment in New Customers	(11,032)	(6,529)	(3,246)	–	(20,807)
Repeat Customer contribution	33,541	16,966	6,816	–	57,323
Other contribution[2]	(6,310)	(345)	–	–	(6,655)
Total contribution after advertising costs[3]	16,199	10,092	3,570	–	29,861
General and administrative costs[4]	(9,150)	(4,802)	(2,303)	(15,623)	(31,878)
Adjusted EBIT	7,049	5,290	1,267	(15,623)	(2,017)
Adjusted items: (see note 7):					
Right-sizing of US inventory	776	–	–	–	776
Under-absorption of current period's winery overheads	(2,313)	–	–	–	(2,313)
Other adjusted items	(2)	101	(2)	119	216
Operating profit/(loss)	5,510	5,391	1,265	(15,504)	(3,338)
Finance costs	(1,530)	(139)	(59)	(360)	(2,088)
Finance income	464	68	–	–	532
Profit/(loss) before tax	4,444	5,320	1,206	(15,864)	(4,894)
Tax	1,093	(617)	(470)	(12)	(6)
Profit/(loss) for the period	5,537	4,703	736	(15,876)	(4,900)

Depreciation	2,093	141	–	–	2,234

Total assets	98,189	37,475	17,605	11,218	164,487
Total liabilities	43,834	34,804	9,816	4,502	92,956
Capital expenditure	457	138	–	579	1,174

52 weeks ended 31 March 2025	US £'000	UK £'000	Australia £'000	Total £'000
Geographical analysis				
Revenue	108,884	111,401	29,931	250,216
Non-current assets excluding deferred tax assets	7,062	7,190	–	14,252

1. Total adjusted revenue is calculated as external revenue excluding revenue associated with the right-sizing of US inventory as analysed in note 7 Adjusted items.
2. Other contribution constitutes loss on inventory liquidation and associated costs.
3. Contribution after advertising costs is calculated as gross profit (£46.1m), less advertising costs (£17.8m), excluding transactions associated with the under-absorption of current period's winery overheads (£2.3m) and transactions associated with the right-sizing of US inventory included in contribution (£0.8m) (details in note 7 Adjusted items).
4. Refer to the table in the APM section on page 151 for a reconciliation of G&A costs to those reported in the income statement.

Notes to the financial statements (continued)

7. Adjusted items

The Directors believe that adjusted EBIT provides additional useful information for shareholders on trends and performance. These measures are used for performance analysis. Adjusted EBIT is not defined by IFRS and therefore may not be directly comparable with other companies' adjusted profit measures. It is not intended to be a substitute for, or superior to, IFRS measurements of profit. See page 72 Audit Committee Report for further detail of the use of this measure and the definition of this Alternative Performance Measure on page 148.

The adjustments made to reported loss before tax are:

	52 weeks ended 30 March 2026 £'000	52 weeks ended 31 March 2025 £'000
Right-sizing of US inventory:		
Net movement in US inventory provision	**749**	5,365
Loss on the disposal of US inventory – contribution loss[1]	**(523)**	(4,589)
	226	776
Impairment of non-current assets	**(1,777)**	–
Internally generated software write-off	**(729)**	–
Restructuring costs	**(3,650)**	–
Under-absorption of winery overheads	**–**	(2,313)
Other adjusted items:		
Fair value movement on foreign exchange contracts and associated unrealised foreign currency inventory	**(93)**	216
Total adjusted items	**(6,023)**	(1,321)

1. The contribution loss of £0.5m (FY25: £4.6m) is analysed as sales of £0.2m (FY25: £2.0m) less cost of goods sold of £0.7m (FY25: £6.6m), for inventory that was provided against that has been sold on the secondary market as part the right-sizing exercise for less than historic cost of goods.

Right-sizing of US inventory

As a result of management's US inventory right-sizing exercise strategy, the Group recorded a net income of £0.2m (FY25: net income of £0.8m), from the utilisation of the inventory provision created as an adjusted item in prior periods and a contribution loss of £0.5m (analysed as sales of £0.2m less cost of goods sold of £0.7m), (FY25: £4.6m (analysed as sales of £2.0m less cost of goods sold of £6.6m)) where inventory that was provided against as an adjusted item has been sold on the secondary market, as part of the right-sizing exercise, for less than historic cost of goods.

These transactions are the final material inventory and associated provision amounts charged in FY23, relating to purchases made on the basis of continued expected growth following the COVID pandemic and based on the Group's previous strategy of customer acquisition, and which were provided for as an adjusted item in that period. Subsequent inventory provision charges and credits, including for the period under review, are reflected within adjusted EBITDA and are analysed as Inventory liquidation and associated costs, as set out on page 152.

Impairment of non-current assets

During the course of FY26, the Company reviewed and changed its strategic approach to software development and began a programme to update its customer-facing platform to a best-in-class Software as a Service solution. As a consequence of this strategic change, the Company concluded that previously capitalised intangible assets were impaired due to the reduced expected life of the assets in use, and the difficulty in reliably measuring the benefits of the components of previous projects which had been completed to date. Management concluded that the impairment met the Company's definition of an adjusted item on the basis that the impairment was the result of a change in the Company's strategy.

Internally generated software write-off

As a consequence of the Company's change in its strategic approach to software development set out above, incremental costs were incurred during FY26 which were no longer eligible for capitalisation as intangible assets, and which no longer represent expenditure on the current strategy of the business. Management concluded that these costs are similar in nature to the amounts written off in the impairment of intangible software development assets and elected to present them consistently as adjusted items in the income statement.

Restructuring costs

During FY26, the Company undertook a restructuring of its operations to unify its management structures across the Group in order to align the business to its new trading strategy of a smaller and more profitable business. As set out above, the Company also reviewed and revised its strategy towards internal software development. As a result of these changes, the Company incurred £3.3m of costs relating to one-off termination payments including associated legal costs. The Company also incurred £0.3m of costs associated with the implementation of the new structure, principally search and recruitment fees for new roles directly related to the new management structures.

Under-absorption of winery overheads

No winery overheads were reported as an adjusted item in the period under review. In FY25, and as a result of a reduction in the expected volume of wine to be produced by the Group's US business unit in that period, the Group was unable to allocate all of the associated wine production overhead costs into the wine produced, and per the relevant accounting standard (IAS 2, Inventories), unallocated overheads of £2.3m were expensed to the income statement.

Other adjusted items

Fair value movement on foreign exchange contracts and associated unrealised foreign currency inventory

The Group commits in advance to buying foreign currency to purchase wine to mitigate exchange rate fluctuations. UK-adopted international accounting standards require the value of these contracts to be marked to market at each balance sheet date. As this may materially fluctuate, fair value movements, and associated foreign currency inventory revaluations, are reported as an adjusted item so as to assist in the understanding of our trading profitability.

Notes to the financial statements (continued)

8. Operating loss

Operating loss for the period has been arrived at after charging/(crediting):

	52 weeks ended 30 March 2026 £'000	52 weeks ended 31 March 2025 £'000
Depreciation of right-of-use assets[1]	**1,348**	1,292
Depreciation of property, plant and equipment[1]	**532**	942
Amortisation of intangible fixed assets	**72**	–
Impairment of non-current assets	**1,777**	–
Loss on disposal of fixed assets	**180**	33
Net gain arising on early termination of the right-of-use assets and associated lease liability	**(30)**	(1)
Net of inventory provision created and released	**2,382**	4,184
Fair value of forward contracts	**93**	(216)
Net currency exchange losses	**161**	564
Auditor's remuneration		
Fees payable for the audit of the Company's subsidiaries	**1,006**	1,010
Fees payable to the Company's auditor and their associates for the audit of the Company's annual accounts	**91**	88
Total audit fees	**1,097**	1,098
Audit-related assurance services	**63**	110
Total non-audit fees	**63**	110
Total fees paid to the Company's auditor	**1,160**	1,208

1. Depreciation charged to the income statement during the period differs from the movement in accumulated depreciation reflected in property, plant and equipment and right-of-use assets (notes 15 and 16 respectively). The difference arises due to the depreciation of certain assets being booked directly to inventory as production overheads and charged to the income statement when the inventory is sold.

9. Staff costs

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

	52 weeks ended 30 March 2026 number	52 weeks ended 31 March 2025 number
Administrative and distribution	**192**	201
Sales	**133**	146
	325	347

Their aggregate remuneration comprised:

	52 weeks ended 30 March 2026 £'000	52 weeks ended 31 March 2025 £'000
Wages and salaries	**19,039**	20,161
Social security costs	**2,120**	1,825
Contributions to defined contribution pension plans	**824**	814
Share-based payment charges	**684**	1,288
	22,667	24,088

The total emoluments of key management personnel comprised:

	52 weeks ended 30 March 2026 £'000	52 weeks ended 31 March 2025 £'000
Salary and benefits	**791**	783
Bonuses earned in the period	**303**	212
Contributions to defined contribution pension plans	**24**	22
Emoluments before share-based payment charges	**1,118**	1,017
Share-based payment charges	**328**	40
	1,446	1,057

Key management personnel include Directors of the Group and Chief Officers. There were no key management personnel other than the Directors of the Group in FY26 and FY25.

Notes to the financial statements (continued)

9. Staff costs (continued)

Directors' emoluments comprised:

	52 weeks ended 30 March 2026 £'000	52 weeks ended 31 March 2025 £'000
Salary and benefits	**791**	783
Bonuses earned in the period	**303**	212
Contributions to defined contribution pension plans	**24**	22
Emoluments before gains on the exercise of share options	**1,118**	1,017
Gains on the exercise of share options	**–**	1
	1,118	1,018

Two of the Directors received pension contributions from the Company (FY25: Three of the Directors received pension contributions from the Company).

The highest paid Director's emoluments comprised:

	52 weeks ended 30 March 2026 £'000	52 weeks ended 31 March 2025 £'000
Salary and benefits	**316**	311
Bonuses earned in the period	**164**	162
Contributions to defined contribution pension plans	**13**	12
Emoluments before gains on the exercise of share options	**493**	485
Gains on the exercise of share options	**–**	–
	493	485

For detailed disclosure of Directors' emoluments, share options and contributions to pension schemes, refer to the Director's remuneration report on pages 66 to 68.

10. Finance costs and income

	52 weeks ended 30 March 2026 £'000	52 weeks ended 31 March 2025 £'000
Finance costs		
Interest payable on borrowings	**–**	(685)
Interest on lease liabilities	**(371)**	(250)
Amortisation of debt issuance costs	**(440)**	(550)
Loan facility costs[1]	**(895)**	(521)
Other interest payable	**–**	(82)
	(1,706)	(2,088)
Finance income		
Financial instruments measured at amortised cost		
Bank interest receivable	**628**	532
Other interest receivable	**34**	–
	662	532
Net finance costs	**(1,044)**	(1,556)

1. Includes costs for collateral examination fees relating to the loan facility

11. Tax

(a) Tax charge

	52 weeks ended 30 March 2026 £'000	52 weeks ended 31 March 2025 £'000
Current tax		
UK tax	**–**	–
Overseas tax	**(521)**	(487)
Adjustment in respect of prior periods	**(10)**	(200)
Current tax charge	**(531)**	(687)
Deferred tax		
Origination and reversal of temporary differences	**(86)**	1,446
Adjustment in respect of prior periods	**310**	(73)
Effect of change in tax rate on prior period balances	**4**	(692)
Deferred tax credit	**228**	681
Total tax charge for the period	**(303)**	(6)

Notes to the financial statements (continued)

11. Tax (continued)

(b) Tax reconciliation

	52 weeks ended 30 March 2026 £'000	52 weeks ended 31 March 2025 £'000
Loss before tax	**(6,292)**	(4,894)
Tax credit at the standard UK corporation tax rate of 25% (FY25: 25%)	**1,573**	1,224
Adjustments in respect of prior periods	**300**	(273)
Disallowable expenditure	**(209)**	(8)
Overseas income tax at higher rates	**(350)**	(4)
Change in unrecognised deferred tax assets	**(1,621)**	(208)
Change in tax rate on prior period deferred tax balances	**4**	(737)
Total tax charge for the period	**(303)**	(6)
Effective tax rate	**(4.8)%**	(0.1)%

Deferred tax balances have been calculated to the substantively enacted rate at which they are expected to reverse.

(c) Tax on items recorded directly to equity

	52 weeks ended 30 March 2026 £'000	52 weeks ended 31 March 2025 £'000
Deferred tax charge on share-based payments	**(36)**	–
Total tax on items recorded directly to equity	**(36)**	–

(d) Deferred tax

	52 weeks ended 30 March 2026 £'000	52 weeks ended 31 March 2025 £'000
At the beginning of the period	**4,030**	3,425
Adjustment in respect of prior periods	**310**	(73)
(Charged)/credited to the income statement in the period	**(82)**	754
(Charged)to equity in the period	**(36)**	–
Foreign exchange	**(118)**	(76)
At the end of the period	**4,104**	4,030

The Group recognised £2.0m of deferred tax assets relating to brought-forward trading losses in the UK businesses (FY25: derecognised £0.3m). The forecast, which is consistent with the basis of the Board's baseline going concern assessment, shows that it is more likely than not that UK future profits will be available against which to offset some of the carried-forward trading losses. The Group has derecognised £1.9m of deferred tax assets in the US business due to uncertainty of their recovery against future profits (FY25: recognised £0.6m).

The Group has also recognised deferred tax assets for deductible temporary differences that it believes are recoverable based on the Group's forecast projections in each trading market. These do not include any uncertain tax positions. The basis of the creation of these assets is the examination of underlying documents and relevant law and regulation for temporary timing differences and future profitability forecasts set out in the business plans approved by the Board.

Deferred tax assets

	30 March 2026 £'000	31 March 2025 £'000
Fixed assets	**(215)**	(398)
Share-based payments	**80**	–
Tax losses carried forward	**1,681**	–
Inventories	**1,239**	3,401
Deferred income	**34**	–
Accruals	**652**	767
Provisions	**177**	–
Interest limitation	**455**	259
Unrealised foreign exchange differences	**1**	1
	4,104	4,030
By geographical region:		
US	**2,104**	4,030
UK	**2,000**	–
Australia	**–**	–
	4,104	4,030

* Excludes the shares held in the Naked Wines plc Share Incentive Plan Trust, Naked Wines Employee Benefit Trust and Treasury shares.

The movement in recognised deferred tax assets during the period is shown below:

	31 March 2025 £'000	Recognised in income statement £'000	Recognised in equity £'000	Foreign exchange £'000	**30 March 2026 £'000**
Fixed assets	(398)	172	–	11	**(215)**
Share-based payments	–	116	(36)	–	**80**
Tax losses carried forward	–	1,681	–	–	**1,681**
Inventories	3,401	(2,057)	–	(105)	**1,239**
Deferred income	–	34	–	–	**34**
Accruals	767	(95)	–	(20)	**652**
Provisions	–	177	–	–	**177**
Interest limitation	259	200	–	(4)	**455**
Unrealised foreign exchange differences	1	–	–	–	**1**
	4,030	228	(36)	(118)	**4,104**

Deferred tax liabilities are generally provided for in full. Deferred tax assets are recognised to the extent that it is probable that taxable temporary differences and future taxable profits will be available against which deductible temporary differences can be utilised based on existing tax laws.

Notes to the financial statements (continued)

11. Tax (continued)

(d) Deferred tax (continued)

Unrecognised deferred tax

Deferred tax assets have not been recognised in these financial statements on the basis that there is insufficient evidence of suitable future taxable profits against which to recover any deferred tax asset created.

Unrecognised deferred tax assets are re-assessed at each reporting date and are considered for the probability that future taxable profits will be available against which such losses can be used. Projections of taxable profits are based on the Group's Board-approved forecasts which are the same as the projections used for going concern.

When considering the recoverability of deferred tax assets, the Group assess the likelihood of their being recovered within a reasonably foreseeable timeframe which may be longer than the period covered by the latest Board-approved forecasts. Probability weightings are applied to forecasts beyond the time period covered by the normal planning cycle of the business to reflect the higher degree of uncertainty associated with these forecasts.

Deferred tax assets on the following have not been recognised:

- UK – deferred tax assets on losses of £43.8m (FY25: £42.4m) and £1.4m (FY25: £0.1m) of short-term timing differences.
- US – deferred tax assets on £8.0m (FY25: £3.5m) of inventory provisions, £2.1m (FY25: £1.2m) of unrealised foreign exchange and £3.1m (FY25: £nil) of losses.
- Australia – deferred tax assets on unrealised foreign exchange of £1.5m (FY25 £2.2m) and £1.3m (FY25: £0.8m) of other short-term timing differences.

Refer to note 4 Critical accounting policies, estimates and judgements for further details. There is no expiry date on these unrecognised losses.

(e) Factors that may affect future tax charges

The Group's effective tax rate will continue to differ from the standard UK tax rate as future profits earned by the Naked Wines overseas subsidiaries will be taxed at different statutory rates, currently 21% in United States of America and 30% in Australia.

Other factors such as changes in tax laws and their interpretation, tax rate changes and other tax regime reforms may impact the Group's effective tax rate.

No deferred tax is recognised on the unremitted earnings of overseas subsidiaries as, following the enactment of the Finance Act 2009, the Group considers that it would have no liability to additional taxation should such amounts be remitted, nor does it expect to have any remittance in the foreseeable future.

12. Loss per share

Basic and diluted loss per share is calculated by dividing the profit attributable to ordinary shareholders by the weighted average number of ordinary shares in issue of the Company, excluding 126,681 (FY25: 135,793) shares held by the Naked Wines plc Share Incentive Plan Trust and the Naked Wines Employee Benefit Trust (which have been treated as dilutive share-based payment awards) and 858,399 weighted average treasury shares. The shares held in the Trusts were allotted ordinary shares of 7.5 pence per share for a consideration of £9,501 (FY25: £10,184).

The dilutive effect of share-based payment awards is calculated by adjusting the weighted average number of ordinary shares in issue to assume conversion of all dilutive potential ordinary shares. Share options granted over 1,038,939 (FY25: 311,086) ordinary shares have been excluded from the calculation as they are anti-dilutive.

	52 weeks ended 30 March 2026	52 weeks ended 31 March 2025
Basic and diluted loss per share (pence)	**(9.2)p**	(6.6)p
Loss for the purposes of Basic and diluted earnings per share calculation (£'000)	**(6,595)**	(4,900)
Weighted average number of ordinary shares used as the denominator in calculating Basic and diluted earnings per share*	**71,664,458**	73,855,634
Dilutive potential ordinary shares:		
Employee share awards	**3,047,508**	2,856,105
Weighted average number of shares for the purpose of diluted earnings per share	**74,711,966**	76,711,739
Total number of shares in issue	**71,717,079**	74,004,135

* Excludes the shares held in the Naked Wines plc Share Incentive Plan Trust, Naked Wines Employee Benefit Trust and treasury shares.

As noted above, the denominator for the purposes of calculating both basic and diluted loss per share has been adjusted to exclude the shares held by the Naked Wines plc Share Incentive Plan Trust and the Naked Wines Employee Benefit Trust and Treasury shares.

If all the Company's share option schemes had vested at 100%, the Company would have 76,998,586 issued shares.

There have been no transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of authorisation of these financial statements.

13. Dividends

There were no dividends paid, recommended or declared during, or in respect of, the current or previous period.

Notes to the financial statements (continued)

14. Goodwill and other intangible assets

	Goodwill £'000	Facilities and trademarks £'000	Customer lists £'000	Brands £'000	Software £'000	Internally generated software £'000	Total £'000
Cost							
At 1 April 2024	31,004	1,607	14,300	10,100	2,480	–	59,491
Additions	–	–	–	–	–	579	579
Foreign currency	(609)	–	–	–	–	–	(609)
At 31 March 2025	30,395	1,607	14,300	10,100	2,480	579	59,461
Additions	**–**	**–**	**–**	**–**	**–**	**1,270**	**1,270**
Foreign currency	**(1,003)**	**–**	**–**	**–**	**–**	**–**	**(1,003)**
At 30 March 2026	**29,392**	**1,607**	**14,300**	**10,100**	**2,480**	**1,849**	**59,728**
Accumulated amortisation							
At 1 April 2024	(25,145)	(1,607)	(14,300)	(10,100)	(2,480)	–	(53,632)
Foreign currency	609	–	–	–	–	–	609
At 31 March 2025	(24,536)	(1,607)	(14,300)	(10,100)	(2,480)	–	(53,023)
Charge for the period	**–**	**–**	**–**	**–**	**–**	**(72)**	**(72)**
Impairments	**–**	**–**	**–**	**–**	**–**	**(1,777)**	**(1,777)**
Foreign currency	**1,003**	**–**	**–**	**–**	**–**	**–**	**1,003**
At 30 March 2026	**(23,533)**	**(1,607)**	**(14,300)**	**(10,100)**	**(2,480)**	**(1,849)**	**(53,869)**
Net book value							
At 30 March 2026	**5,859**	**–**	**–**	**–**	**–**	**–**	**5,859**
At 31 March 2025	5,859	–	–	–	–	579	6,438
At 1 April 2024	5,859	–	–	–	–	–	5,859

Impairment testing of goodwill and other intangible assets

Goodwill acquired through business combinations was allocated for impairment testing purposes to the three segments of the business. Goodwill is tested annually for impairment, or more frequently if there are indications that it may be impaired and other intangible assets are tested for impairment if there are indications that they may be impaired. During FY26, the Group recorded an impairment charge of £1.8m against internally generated software. No other impairments were recorded in the current or prior period. See note 17 Impairment for further details.

	30 March 2026			31 March 2025		
	Goodwill £'000	**Internally developed software £'000**	**Total £'000**	Goodwill £'000	Internally developed software £'000	Total £'000
Naked Wines US	**–**	**–**	**–**	–	–	–
Naked Wines UK	**5,859**	**–**	**5,859**	5,859	–	5,859
Naked Wines Australia	**–**	**–**	**–**	–	–	–
Unallocated	**–**	**–**	**–**	–	579	579
	5,859	**–**	**5,859**	5,859	579	6,438

Amortisation

Intangible assets are amortised on a straight-line basis through the income statement, based on the estimated useful lives as disclosed in note 3.16 Other intangible assets.

15. Property, plant and equipment

	Leasehold improvements £'000	Equipment, fittings and vehicles £'000	Total £'000
Cost			
At 1 April 2024	259	5,624	5,883
Additions	119	476	595
Disposals	(15)	(1,417)	(1,432)
Foreign currency	(5)	(117)	(122)
At 31 March 2025	358	4,566	4,924
Additions	**74**	**453**	**527**
Disposals	**(1)**	**(1,693)**	**(1,694)**
Foreign currency	**5**	**(94)**	**(89)**
At 30 March 2026	**436**	**3,232**	**3,668**
Accumulated depreciation			
At 1 April 2024	(117)	(3,298)	(3,415)
Charge for the period	(47)	(895)	(942)
Disposals	15	1,351	1,366
Foreign currency	5	74	79
At 31 March 2025	(144)	(2,768)	(2,912)
Charge for the period	**(59)**	**(735)**	**(794)**
Disposals	**–**	**1,481**	**1,481**
Foreign currency	**(4)**	**47**	**43**
At 30 March 2026	**(207)**	**(1,975)**	**(2,182)**
Net book value			
At 30 March 2026	**229**	**1,257**	**1,486**
At 31 March 2025	214	1,798	2,012
At 1 April 2024	142	2,326	2,468

The gross value of fully depreciated assets in use was £0.5m (FY25: £0.5m).

Impairment of property plant and equipment

Management have assessed whether indicators of impairment exist for the property, plant and equipment on the balance sheet, and whether indicators exist that previously booked impairments may be reversed. At 30 March 2026 and 31 March 2025, management found no evidence of further impairments, nor any reversals of previously booked impairments, were required. See note 17 Impairment for further details.

Notes to the financial statements (continued)

16. Right-of-use assets

	Buildings £'000	Equipment, fittings and vehicles £'000	Total £'000
Cost			
At 1 April 2024	6,918	–	6,918
Additions	4,280	117	4,397
Disposals	(506)	–	(506)
Foreign currency	(245)	(2)	(247)
At 31 March 2025	10,447	115	10,562
Disposals	**(3,858)**	**–**	**(3,858)**
Foreign currency	**(133)**	**(2)**	**(135)**
At 30 March 2026	**6,456**	**113**	**6,569**
Depreciation			
At 1 April 2024	(4,124)	–	(4,124)
Charge for the period	(1,289)	(3)	(1,292)
Disposals	496	–	496
Foreign currency	160	–	160
At 31 March 2025	(4,757)	(3)	(4,760)
Charge for the period	**(1,650)**	**–**	**(1,650)**
Disposals	**3,667**	**–**	**3,667**
Foreign currency	**(6)**	**–**	**(6)**
At 30 March 2026	**(2,746)**	**(3)**	**(2,749)**
Net book value			
At 30 March 2026	**3,710**	**110**	**3,820**
At 31 March 2025	5,690	112	5,802
At 1 April 2024	2,794	–	2,794

The Group leases several buildings for use as offices, warehouses and a winery. In FY25, Naked leased a new winery facility based in Sonoma, California which includes production and storage facilities and offices. During FY26, the contract of the US warehousing facility expired and was not renewed as the winery facility based in Sonoma includes sufficient storage facilities.

The average lease term is six years. The total cash outflows on lease payments on principal amounts was £1.9m (FY25: £1.8m).

The maturity analysis of lease liabilities is presented in note 23 Lease liabilities.

Impairment of right-of-use assets

Management have assessed whether indicators of impairment exist for the right-of-use assets on the balance sheet, and whether indicators exist that previously booked impairments may be reversed. At 30 March 2026 and 31 March 2025, management found no evidence of further impairments, nor any reversals of previously booked impairments, were required. See note 17 Impairment for further details.

17. Impairment

Internally developed software

In FY25 and the first half of FY26, the Group invested a total of £1.8m as part of the digital transformation programme. This investment was capitalised within the central unallocated business unit as internally generated software in accordance with IAS38 Intangible assets.

In the second half of FY26, the decision was made to transition from a legacy in-house architecture to a third-party SaaS solution. Management determined that as a result of this decision, an indicator of impairment existed at the balance sheet date and performed an impairment review of the remaining asset value.

Management has concluded that the amounts previously capitalised no longer meet the IAS 38 criteria for capitalisation . Although completed work will continue to be used until the third-party solution is implemented, it is no longer possible to reliably measure the benefits generated from this spend as:

- the expected life of the assets has been significantly reduced from the anticipated five years to less than two years; and
- the original benefits case was prepared for the project as a whole and therefore the cost savings of the component parts completed are difficult to reliably measure in isolation.

As a result, an impairment charge of £1.8m was recorded in FY26.

Goodwill and other non-current assets

Summary

For both the current and prior period, management performed an impairment review of the goodwill and other non-current assets in the UK segment, as required by IAS 36 Impairment of Assets, and concluded that the value in use of this segment is sufficient to support its carrying amount and, as such, no impairment charge has been recognised.

In the current period, management determined that indicators of impairment existed in relation to the non-current assets in the US segment and have therefore performed an impairment review. As a result of this review management have concluded that the value in use of this segment is sufficient to support its carrying amount and, as such, no impairment charge has been recorded.

Management have also reviewed whether indicators existed at the balance sheet date that previously booked impairments in the US and Australia segments may be reversed and concluded that, at this time, no such indicators exist.

Basis of approach

Impairment reviews are initially conducted at a CGU level (defined as the three geographical markets in which the Group operates, consistent with the operating segments of the business) on a value-in-use basis. Expected future cash flows are determined with reference to the latest forecasts at the time of preparation and include an estimate of capital expenditure required to maintain these cash flows and expected cash inflows and outflows relating to working capital balances. The expected recoverable amount of each business is compared to its carrying amount, including working capital balances at the balance sheet date and any allocation of goodwill and non-current assets directly attributable to the CGU, and an impairment charge is recorded if the expected recoverable amount is below the carrying amount. No individual asset is impairment below its expected recoverable amount, being the higher of its value in use, if applicable, and its fair value less cost of disposal.

See note 4 Critical accounting policies, estimates and judgements drawing attention to the valuation of goodwill and other non-current assets as a source of estimation uncertainty.

Notes to the financial statements (continued)

17. Impairment (continued)

Key assumptions in CGU value-in-use calculations

Cash flow assumptions

The primary determinants of cash flow are repeat customer sales (principally driven by repeat customer retention assumptions) and the cost of sales of those goods, the level of investment in new customers and other associated operating costs which relate to the cash flows of the business units. The cash flows used in the value-in-use calculation are pre-tax cash flows based on the latest management forecasts in respect of the following five years, the first 12 months of which being the latest Board approved budget, which aligns with the forecast used in the preparation of the going concern analysis as set out in accounting policy note 3.2 Going concern, amended only to align with the requirements of IAS 36 Impairment of Assets where applicable. An appropriate risk adjustment has been applied to these forecasts to reflect the uncertainty of future cash flows.

The Directors believe the key assumptions fundamental to its forecast are repeat customer retention levels and repeat customer contribution margins. For CGUs where impairment reviews were performed, the average, risk-adjusted, rates for these assumptions are set out below.

	FY26		FY25	
	Repeat customer retention	**Repeat customer contribution margin**	Repeat customer retention	Repeat customer contribution margin
Naked Wines US	**87%**	**37%**	n/a	n/a
Naked Wines UK	**94%**	**23%**	75%	16%
Naked Wines Australia	**n/a**	**n/a**	n/a	n/a

Discount rate and long-term growth rate assumptions

For CGUs where impairment reviews were performed, the discount rate and long-term terminal growth rates used are as set out below:

	FY26		FY25	
	Discount rate	**Long-term growth rate**	Discount rate	Long-term growth rate
Naked Wines US	**16.4%**	**0%**	n/a	n/a
Naked Wines UK	**17.1%**	**0%**	17.2%	0%
Naked Wines Australia	**n/a**	**n/a**	n/a	n/a

The long-term growth rates used are not considered to be higher than the long-term industry averages.

The discount rates applied to the cash flows of each market are calculated using a pre-tax rate based on the weighted average cost of capital (WACC) which would be anticipated for a market participant investing in each of the Group's markets. Management believes it is appropriate to use a country specific pre-tax WACC for the testing of the Naked Wines goodwill and other intangible assets based on the difference in the observed risk-free rate and their different headline corporate income tax rates. The Group has considered the impact of the current economic climate in determining the appropriate discount rate to use in impairment testing.

Management do not consider the discount rate to be a key sensitivity as no plausible change in the value has a material impact on future cashflows.

UK segment

An impairment review of the UK CGU has been performed at the balance sheet date as goodwill acquired through business combinations is required to be tested for impairment at least annually. As a result of the impairment review performed, management has concluded that the discounted expected future cash flows of £44.2m (FY25: £17.7m) exceed the carrying amount of £1.8m (FY25: £1.1m) of this segment and no impairment is required. The value in use of this segment has increased since the prior period end, predominantly due to an improved repeat customer contribution margin.

Sensitivity to future impairment charge

A reduction in forecast cash flows of 95.9% (FY25: 93.8%) would result in the carrying amount of the CGU being equal to its recoverable amount. As such, the Directors have concluded that no reasonably plausible change to future cashflows would lead to a material impairment charge being required.

US segment

An impairment review of the US CGU has been performed as management determined that indicators of impairment existed at the balance sheet date. As a result of the impairment review performed, management has concluded that the discounted expected future cashflows of £53.0m (FY25: n/a) exceed the carrying amount of £27.3m (FY25: n/a) of this segment and no impairment is required. Management has also considered if indicators that previously booked impairments against other intangible assets may be reversed and have concluded that although the calculated value in use exceeds the carrying amount of this segment, further confirmatory evidence is required before previously booked impairments are reversed.

Sensitivity to future impairment charge

A reduction in forecast cash flows of 48.5% (FY25: n/a) would result in the carrying amount of the CGU being equal to its recoverable amount. As such, the Directors have concluded that no reasonably plausible change to future cashflows would lead to a material impairment charge being required.

Australia segment

Recent trading in this segment has been marginally ahead of expectations however, management have concluded that further confirmatory evidence is required before a re-evaluation of the carrying amount of the impaired assets should be performed and no value-in-use calculation of the Australia CGU for impairment testing purposes was performed at the balance sheet date.

18. Inventories

	30 March 2026 £'000	31 March 2025 £'000
Raw materials	**314**	400
Work in progress	**14,887**	18,055
Finished goods	**72,576**	75,005
Goods in transit	**1,972**	3,781
	89,749	97,241
Inventory staged payments to winemakers	**7,455**	10,346
	97,204	107,587

Recognising the Company's control of this asset, all inventory has been reported as a current asset in the balance sheet. A total of £0.6m (FY25: £2.5m) of this relates to work in progress where the wine is expected to be received from winemakers more than 12 months from the balance sheet date.

Within work in progress and finished goods are production overheads which include £2.4m (FY25: £1.8m) of depreciation of property, plant and equipment and right-of-use assets capitalised as part of inventory cost.

The cost of inventories recognised as an expense during FY26 was £121.1m (FY25: £150.2m).

A credit to cost of sales of £3.8m (FY25: credit of £1.7m) in respect of the net movement in the US overstock inventory provision is presented separately on the face of the income statement.

Inventory of £0.02m (FY25: £0.04m) was expensed through the income statement in FY26 relating to samples and tasting products.

Notes to the financial statements (continued)

18. Inventories (continued)

The movement in the Group's inventory provision is as follows:

	Overstock inventory provision £'000	Other inventory provision £'000	**Total inventory provision[1] £'000**
At 1 April 2024	11,934	1,336	**13,270**
Additional provision	7,278	1,350	**8,628**
Release of provision	(3,650)	(794)	**(4,444)**
Utilisation of provision	(5,365)	(599)	**(5,964)**
Foreign currency	(316)	(29)	**(345)**
At 31 March 2025	9,881	1,264	**11,145**
Additional provision	**2,416**	**670**	**3,086**
Release of provision	**(386)**	**(318)**	**(704)**
Utilisation of provision	**(5,863)**	**(247)**	**(6,110)**
Foreign currency	**(329)**	**–**	**(329)**
At 30 March 2026	**5,719**	**1,369**	**7,088**

1. Included in the above table is a total US inventory provision of £6.0m (FY25: £10.5m) which is made up of £5.7m (FY25: £9.9m) overstock inventory provision (being £4.7m bulk wine provision and £1.0m cased goods provision) and £0.3m (FY25: £0.6m) other inventory provision.

19. Trade and other receivables

	30 March 2026 £'000	31 March 2025 £'000
Current		
Trade receivables	**567**	580
Credit card receivables and other debtors	**5,301**	3,998
Prepayments[1]	**2,396**	3,915
	8,264	8,493

1. The Group's drawdown on the loan facility was £nil at both the current and prior balance sheet dates. Consequently, the debt issuance costs remaining on the balance sheet of £1.5m (FY25: £1.9m) have been included in prepayments as a current asset. Of this balance, £1.0m (FY25: £1.5m) is non-current.

20. Trade and other payables

	30 March 2026 £'000	31 March 2025 £'000
Trade payables	**9,499**	9,072
Taxation and social security	**4,587**	2,036
Accruals	**10,993**	10,495
Other payables	**257**	174
	25,336	21,777

Amounts payable in respect of defined contribution pension schemes were £nil (FY25: £nil).

21. Angel funds and other deferred income

	31 March 2026 £'000	31 March 2025 £'000
Angel funds – financial liability	**52,865**	56,341
Deferred Angel fund income – contract liability	**7,403**	4,360
Total Angel funds	**60,268**	60,701
Other deferred income	**1,990**	2,171
	62,258	62,872
Analysed as:		
Angel funds – financial liability	**52,865**	56,341
Deferred Angel fund income – contract liability	**7,403**	4,360
Other deferred income	**1,990**	2,171
	9,393	6,531

Angel funds and the purchase of inventory from winemakers

On registering as an Angel with Naked Wines, customers agree to lodge a regular monthly sum into their "Angel Account". These sums accumulate in the Angel's individual account and build a balance to use against their next purchase from Naked Wines. This is disclosed within deferred Angel fund income and other deferred income on the face of the balance sheet.

The Company amended its terms and conditions on 8 March 2024. Funds deposited by Angels who joined prior to this date are initially recorded as a financial liability in the balance sheet and recognised as revenue in the period when Angels use the funds to buy wine and delivery of goods is made. Contributions for Angels acquired after 8 March 2024 can be used to buy wine or refunded in cash as the sole discretion of the Company and therefore, these funds are disclosed as deferred Angel fund income under IFRS15.

Naked Wines' operating model is to pool amounts lodged by Angels in their personal Naked Wines accounts to use as working capital within the business. Naked Wines contracts directly with its winemakers and purchases wine in its own name.

Naked Wines retains all risk associated with the purchase of wine from winemakers and no inventory or funding risk is carried by Angels. Angels only bear the risk relating to the ongoing liquidity of Naked Wines to the extent of the value of the funds lodged in their Angel account.

Any refund of Angel funds is provided directly by Naked Wines and is not contingent on any associated flows of funds or wine from winemakers back to Naked Wines.

Naked Wines has provided collateral to its merchant card partners issued by its banking partner which is secured against the Group's revolving credit facility.

Angels are not entitled to interest or any other return on the funds lodged in their Angel accounts. Registration as an Angel entitles a customer to benefit from a lower price than the standard price displayed on the Naked Wines website.

Notes to the financial statements (continued)

21. Angel funds and other deferred income (continued)

Reconciliation of deferred Angel fund income contract liabilities

The table below reconciles the opening and closing balances of deferred Angel fund income contract liabilities:

	31 March 2026 £'000	31 March 2025 £'000
Balance as at the beginning of the period	**4,360**	–
Revenue recognised during the period that was included in the opening contract liability balance	**(4,360)**	–
Cash received in advance of performance (excluding amounts recognised as revenue in the period)	**7,306**	4,449
Foreign currency	**97**	(89)
Balance as at the end of the period	**7,403**	4,360

Other deferred income

Other deferred income includes £1.5m (FY25: £1.1m) of funds received in advance, but the order is yet to be fulfilled or delivered. This will be recognised as revenue when the order is fulfilled or delivered, which is expected to occur within six months.

22. Borrowings

	30 March 2026 £'000	31 March 2025 £'000
Current		
Customer-funded bonds	**35**	35
	35	35

Reconciliation of borrowings

	£'000
At 1 April 2024	12,283
Debt issuance costs	(2,268)
Amortisation of debt issuance costs charged to the income statement	550
Net repayments during the period	(12,351)
Transfer debt issuance costs to prepayments[1]	1,936
Foreign currency	(115)
At 31 March 2025	35
Movement during FY26	–
At 30 March 2026	**35**

1. Refer to note 19 Trade and other receivables

The Group has a 60-month senior secured revolving credit facility with PNC Bank, National Association, as administrative agent and lender for up to $35m of credit based on the inventory held by Nakedwines.com Inc, www.nakedwines.com Ltd and Naked Wines Australia Pty Ltd. The facility is secured against the assets of the Group.

On 8 December 2025, the Group revised the maximum revolving advance amount of its existing revolving credit facility with PNC bank from $60million to $35million. The Company assessed this revision against the reporting requirements of IFRS 9 Financial Instruments and concluded that this constituted a non-substantial modification on the basis that no funds were drawn on this facility at the point of the revision, nor were planned to be drawn in management forecasts (FY26 drawing: £nil, FY25 drawing: £nil). See page 71 in the Audit Committee report for further information of this change.

The principal terms of the facility are:

- Maximum revolving advance amount of $35m, with available liquidity based on the value of inventory held (as defined in the facility terms);
- Facility term of five years;
- Margins, depending on facility headroom, of principally the Secured Overnight Financing Rate (SOFR) plus an applicable margin of between 2.75% and 3.25% and an unused line fee; and
- A single financial performance covenant requiring fixed charge cover of greater than 1.2x, but only tested if outstanding available liquidity is less than $7m (a reduction from $12m as a consequence of the reduction of the revolving advance amount from $60m to $35m).

Indicatively, the facility's financial effect, using a representative current SOFR rate which cannot be predicted in the future and average facility margins which may not be representative of actual final applicable margins, is that a representative $10m of drawdown for 12 months would amount to a total interest and unused line fee payable of approximately £0.1m. In addition, the Group's annual amortisation charges of the new facility arrangement fees is £0.4m.

23. Lease liabilities

The Group leases a winery, warehouses and office facilities (two wineries from February to June 2025). The leases run for a period between one and 10 years, with an option to renew the leases after that date. The Group also leases equipment and office space with contract terms of up to four years. These leases are either short-term of a year or less and/or low-value items of less than the equivalent of $5,000 which the Group has elected not to recognise as IFRS 16 leases.

The maturity analysis of the lease liabilities is set out below:

	30 March 2026 £'000	31 March 2025 £'000
Maturity analysis		
Due within one year	**1,462**	1,994
Due between one and two years	**1,235**	1,533
Due between two and three years	**1,135**	1,342
Due after three years	**1,335**	2,624
	5,167	7,493
Less: unearned interest	**(658)**	(1,081)
	4,509	6,412

Analysed as:

	30 March 2026 £'000	31 March 2025 £'000
Current	**1,191**	1,595
Non-current	**3,318**	4,817
	4,509	6,412

24. Financial instruments

The Group's financial instruments, other than derivatives, comprise cash and various balances, such as trade receivables and trade payables, all arising directly from its operations.

The Group also enters into forward foreign currency derivative contracts. The purpose of these transactions is to manage the currency risk arising from the Group's operations. The Group does not hold or issue financial instruments for speculative purposes and does not engage in speculative trading.

The principal financial risks to which the Group is exposed relate to liquidity risk, credit risk, interest rate risk, market risk and foreign exchange rates.

Notes to the financial statements (continued)

24. Financial instruments (continued)

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. In order to manage liquidity risk, each business unit prepares short-term and medium-term cash flow forecasts. These forecasts are consolidated and reviewed centrally to ensure the Group has sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without risking damage to the Group's reputation.

The Group's net funding position can vary from month to month and there is some volatility within months. This reflects seasonal trading patterns, timing of receipts from customers and payments to suppliers, patterns of inventory holdings and the timing of the spend on major capital and restructuring projects.

For these reasons, the net funds position at the balance sheet date may not be indicative of the funds position at other points throughout the period.

The following table analyses the Group's financial assets and liabilities into relevant maturity groupings based on the contractual undiscounted cash flows. Forward currency assets and liabilities are held at fair value and have been presented separately.

	Due within one year £'000	Due between one and two years £'000	Due between two and three years £'000	Due after three years £'000	Total £'000	Carrying amount £'000
At 30 March 2026						
Financial assets						
Trade and other receivables	**5,868**	**–**	**–**	**–**	**5,868**	**5,868**
Cash and cash equivalents	**33,395**	**–**	**–**	**–**	**33,395**	**33,395**
	39,263	**–**	**–**	**–**	**39,263**	**39,263**
Financial liabilities						
Trade and other payables	**(20,749)**	**–**	**–**	**–**	**(20,749)**	**(20,749)**
Angel funds	**(52,865)**	**–**	**–**	**–**	**(52,865)**	**(52,865)**
Lease liabilities	**(1,462)**	**(1,235)**	**(1,135)**	**(1,335)**	**(5,167)**	**(4,509)**
Customer-funded bonds	**(35)**	**–**	**–**	**–**	**(35)**	**(35)**
	(75,111)	**(1,235)**	**(1,135)**	**(1,335)**	**(78,816)**	**(78,158)**
At 31 March 2025						
Financial assets						
Trade and other receivables	4,578	–	–	–	4,578	4,578
Cash and cash equivalents	30,055	–	–	–	30,055	30,055
	34,633	–	–	–	34,633	34,633
Financial liabilities						
Trade and other payables	(19,741)	–	–	–	(19,741)	(19,741)
Angel funds	(56,341)	–	–	–	(56,341)	(56,341)
Lease liabilities	(1,994)	(1,533)	(1,342)	(2,624)	(7,493)	(6,412)
Customer-funded bonds	(35)	–	–	–	(35)	(35)
	(78,111)	(1,533)	(1,342)	(2,624)	(83,610)	(82,529)

Financial assets consist of cash and cash equivalents, trade and other receivables. The Group applies the IFRS 9 Financial Instruments simplified approach to measuring expected credit losses as all assets are considered low risk.

Financial liabilities held at amortised cost consist of trade and other payables, deferred income and customer-funded bonds. See note 21 Angel funds and other deferred income for an explanation of the nature of the funding made by Angels and Naked Wines' rights and obligations in respect of these amounts. All financial liabilities are held at amortised cost except for forward foreign financial liabilities which are held at fair value.

The following table analyses the Group's simple foreign currency forward purchase contract derivative financial instruments into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed are the undiscounted cash flows.

	Due within one year £'000	Due between one and two years £'000	Due between two and three years £'000	Due after three years £'000	Total £'000
At 30 March 2026					
Outflow	**(7,005)**	**–**	**–**	**–**	**(7,005)**
Inflow	**6,939**	**–**	**–**	**–**	**6,939**
	(66)	**–**	**–**	**–**	**(66)**
At 31 March 2025					
Outflow	(16,345)	–	–	–	(16,345)
Inflow	16,263	–	–	–	16,263
	(82)	–	–	–	(82)

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

The maximum credit risk exposure relating to financial assets is represented by its carrying amount at the balance sheet date of the value of trade and other receivables. The Group does not have any material exposure to trade receivables and therefore exposure to bad debt is negligible. Other receivable amounts are mostly amounts owed from credit card acquirer funds.

Credit risk also arises from cash and cash equivalents and derivative financial instruments. The cash and cash equivalents are held with banks with high credit ratings ranging from A+ to A- assigned by international credit-rating agencies such as Standard & Poors and Moody's. The financial institution used for forward foreign exchange contracts uses a proxy credit default swap rating which in turn partners with Tier 1 banks as a matched principal broker.

The Group does not utilise any reverse factoring or supplier financing.

Trade receivables are shown net of expected credit losses. As at the balance sheet date, the ageing analysis of trade receivables and associated expected credit loss is shown below:

	30 March 2026			31 March 2025		
	Gross carrying amount £'000	**Expected credit loss £'000**	**Net trade receivables £'000**	Gross carrying amount £'000	Expected credit loss £'000	Net trade receivables £'000
Current	**150**	**–**	**150**	425	–	425
Up to three months past due	**275**	**–**	**275**	50	–	50
Three – six months past due	**117**	**–**	**117**	105	–	105
Over six months past due	**25**	**–**	**25**	–	–	–
Total trade receivables	**567**	**–**	**567**	580	–	580

Geographical analysis of trade receivables

	US £'000	UK £'000	Australia £'000	Total £'000
At 30 March 2026	**567**	**–**	**–**	**567**
At 31 March 2025	573	3	4	580

Notes to the financial statements (continued)

24. Financial instruments (continued)

Interest rate risk

The Group's interest rate risk arises primarily from its Asset Backed Lending facility. At 30 March 2026 and 31 March 2025, the Group had not drawn any of the loan facility as borrowings.

Interest payable on this facility is calculated on a margin of between +325bps and +375bps above the Secured Overnight Financing Rate (SOFR) with a commitment fee on undrawn funds. As an indicative impact of its financial effect, using a representative current SOFR rate which cannot be predicted in the future and average facility margins and may not be representative of actual final applicable margins, a $10m of drawdown for 12 months would amount to an interest and commitment fee payable of approximately £0.1m.

Market risk

Market risk is the risk that changes in market prices, such as foreign currency exchange rates and interest rates, will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk. The Group manages foreign currency risk as detailed below. The Group does not currently enter into any interest rate swaps or other derivative financial instruments to mitigate the risk of rising interest rates.

Foreign currency exchange rates

The Group's presentation currency is GBP, although some transactions are executed in non-GBP currencies, including euros, US dollars and Australian dollars. The transactional amounts realised or settled are therefore subject to the effect of movements in these currencies against GBP. It is the Group's policy to manage the exposures arising using forward foreign currency exchange contracts. Hedge accounting is not sought for these transactions. The Group generates some of its profits in non-GBP currencies and has assets in non-GBP jurisdictions, principally in the US and Australia. The principal foreign currencies affecting the translation of subsidiary undertakings within the Group financial statements are USD and AUD.

The rates applicable are as follows:

	30 March 2026 £'000	31 March 2025 £'000
AUD:GBP		
Period-end spot rate	**1.925**	2.072
Average	**2.031**	1.955
USD:GBP		
Period-end spot rate	**1.320**	1.291
Average	**1.340**	1.275

The Group does not use derivatives to hedge balance sheet and income statement translation exposures arising on the consolidation of the US and Australian subsidiaries.

The table below shows foreign currency denominated financial assets and liabilities which includes both jurisdictions trading in their own local currency and currency risk exposure to the Group. The amounts shown are translated into the Group's functional currency at the period-end spot rate.

	GBP £'000	AUD £'000	EUR £'000	USD £'000	Other currencies £'000	Total £'000
At 30 March 2026						
Financial assets						
Trade and other receivables	**4,049**	**338**	**–**	**1,481**	**–**	**5,868**
Cash and cash equivalents	**2,684**	**12,169**	**3**	**18,523**	**16**	**33,395**
	6,733	**12,507**	**3**	**20,004**	**16**	**39,263**
Financial liabilities						
Trade and other payables	**(9,132)**	**(3,880)**	**(851)**	**(6,813)**	**(73)**	**(20,749)**
Angel funds	**(19,143)**	**(5,276)**	**–**	**(28,446)**	**–**	**(52,865)**
Lease liabilities	**(699)**	**(310)**	**–**	**(4,158)**	**–**	**(5,167)**
Customer-funded bonds	**(35)**	**–**	**–**	**–**	**–**	**(35)**
	(29,009)	**(9,466)**	**(851)**	**(39,417)**	**(73)**	**(78,816)**
At 31 March 2025						
Financial assets						
Trade and other receivables	2,052	239	–	2,287	–	4,578
Cash and cash equivalents	8,615	6,286	85	15,004	65	30,055
	10,667	6,525	85	17,291	65	34,633
Financial liabilities						
Trade and other payables	(9,351)	(2,357)	(687)	(7,299)	(47)	(19,741)
Angel funds	(22,404)	(6,062)	–	(27,875)	–	(56,341)
Lease liabilities	(793)	(344)	–	(6,356)	–	(7,493)
Customer-funded bonds	(35)	–	–	–	–	(35)
	(32,583)	(8,763)	(687)	(41,530)	(47)	(83,610)

Sensitivity analysis relating to market risk is calculated by taking the overseas profits/(losses) before tax and forward currency contracts and applying the stated sensitivity. The table below shows the Group's currency exposures that gave rise to net currency gains and losses recognised in the consolidated income statement, with all other variables held constant. A 5% sensitivity has been assumed as it is in excess of currency markets.

	Sensitivity in exchange rate	Impact of increase in rate £'000	Impact of decrease in rate £'000
52 weeks ended 30 March 2026			
AUD:GBP	**5%**	**(87)**	**96**
EUR:GBP	**5%**	**(186)**	**206**
USD:GBP	**5%**	**(151)**	**167**
Other currencies : GBP	**5%**	**(17)**	**19**
52 weeks ended 31 March 2025			
AUD:GBP	5%	(40)	44
EUR:GBP	5%	(353)	391
USD:GBP	5%	(273)	302
Other currencies : GBP	5%	(38)	42

Notes to the financial statements (continued)

24. Financial instruments (continued)

Fair value

The Group enters into forward foreign currency exchange contracts in order to manage the Group's forecast currency requirements. These are held for hedging purposes with fair value movements being recognised in the income statement.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities;

Level 2: other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly; and

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

There have been no financial instruments that have transferred between the levels in the hierarchy as detailed above.

The nominal and fair value of financial instruments is shown in the following table, all are due within one year. The fair value of the forward currency contracts was determined using quoted forward exchange rates matching the maturities of the contracts and includes counter party credit risk.

The Group's measurement of its financial instruments meets the criteria of Level 2 and hence all have been included in this classification.

	At 30 March 2026			At 31 March 2025		
		Fair value			Fair value	
	Nominal value £'000	**Assets £'000**	**Liabilities £'000**	Nominal value £'000	Assets £'000	Liabilities £'000
Forward foreign currency contracts						
Australian dollar	**188**	**6**	**–**	250	–	(8)
Euro	**3,555**	**–**	**(66)**	6,073	10	(69)
New Zealand dollar	**175**	**–**	**(1)**	512	–	(27)
US dollar	**–**	**–**	**–**	1,111	–	(28)
South African rand	**188**	**–**	**(2)**	213	–	(2)
	4,106	**6**	**(69)**	8,159	10	(134)
Forward foreign currency swaps						
Australian dollar	**113**	**–**	**(2)**	157	–	(12)
Euro	**562**	**7**	**–**	2,000	41	–
New Zealand dollar	**–**	**–**	**–**	360	15	–
US dollar	**526**	**1**	**(10)**	648	2	(6)
South African rand	**1,698**	**1**	**–**	5,021	2	–
	2,899	**9**	**(12)**	8,186	60	(18)
	7,005	**15**	**(81)**	16,345	70	(152)

Capital management

The primary objective of the Group's capital allocation policy[1] remains to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and protect shareholder value.

In FY26's refreshed capital allocation policy, the Board has committed that we will be disciplined in how Naked Wines manages cash and will return excess capital to shareholders in a way that maximises value per share or agree otherwise with investors. Whilst the Group continues to invest in returning the business to growth, investments must generate a clear return, and the Group has ongoing and regular review processes to ensure that these investments meet return on investment hurdles.

1. The Group will continue to make adjustments to its policy in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to externally imposed capital requirements.

25. Provisions

	Social security costs £'000	Loss on vouchers £'000	Refund liability £'000	Dilapidations £'000	Redundancy £'000	Onerous loss £'000	Contract exit £'000	Total £'000
At 1 April 2024	43	82	1,311	39	–	–	–	1,475
Provided in the period	56	13	13	50	–	179	468	779
Released in the period	–	(82)	(441)	–	–	–	–	(523)
Utilised in the period	–	–	–	(39)	–	–	–	(39)
Foreign currency	–	–	(16)	–	–	(2)	–	(18)
At 31 March 2025	99	13	867	50	–	177	468	1,674
Provided in the period	**95**	**–**	**81**	**–**	**3,091**	**–**	**–**	**3,267**
Released in the period	**–**	**(13)**	**(65)**	**–**	**(2,277)**	**–**	**–**	**(2,355)**
Utilised in the period	**–**	**–**	**–**	**–**	**–**	**(170)**	**(468)**	**(638)**
Foreign currency	**–**	**–**	**(9)**	**–**	**–**	**(7)**	**–**	**(16)**
At 30 March 2026	**194**	**–**	**874**	**50**	**814**	**–**	**–**	**1,932**

Analysed as:

	30 March 2026 £'000	31 March 2025 £'000
Current	**1,688**	1,575
Non-current	**244**	99
	1,932	1,674

Social security costs on share-based payment awards

Social security costs which will become payable on exercise of share-based payment awards have been provided and are all non-current (FY25: all non-current). The share-based payment awards can be exercised at various dates from the balance sheet date to 12 August 2032. The value of social security costs payable on the vesting of share-based payment awards is dependent on the Group's share price at the date of exercise of those share-based payment awards. The provision, which is allocated on a time weighted basis over the period from date of grant to the date that employees become unconditionally entitled to the awards, has been calculated on the share price at the balance sheet date of 75.0p and the assumption that 100% of employees will take up their vested share-based payment awards and that the rate of social security is 15.0% for UK employees, 7.65% for US employees and 5.48% for Australian employees.

Notes to the financial statements (continued)

25. Provisions (continued)

Loss on vouchers

This provision calculates the future expected loss Naked is expecting to make on orders that will be placed using vouchers that are currently in circulation. The number of vouchers in circulation at the balance sheet date, multiplied forecast redemption rates per deal at an average contribution based on historic deals from the past period.

Refund liability

Under the requirements of IFRS 15, the Group has established a right of return provision to recognise variable consideration in the form of a sales cancellation provision. The Group uses its accumulated historical experience to estimate the level of returns on a portfolio level using the expected value method. The resulting outflows are expected within six months. Any movement in the refund liability provision is recognised within revenue in the income statement.

Dilapidations

This provision relates to dilapidations of one of the office buildings leased by the Group.

Redundancy

This provision relates to redundancies announced prior to the balance sheet date where employees who are expected to receive redundancy payments are not due to leave until FY27.

Onerous loss

A provision was created in the prior period for an onerous lease of a third-party production contract which expired in May 2025.

Contract exit

A provision was created in FY25 relating to a contract exit.

26. Commitments

Future minimum amounts payable

	30 March 2026			31 March 2025		
	Inventory £'000	**Other £'000**	**Total £'000**	Inventory £'000	Other £'000	Total £'000
Within one year	**42,527**	**1,556**	**44,083**	55,404	1,106	56,510
Between one and five years	**12,397**	**427**	**12,824**	17,951	457	18,408
	54,924	**1,983**	**56,907**	73,355	1,563	74,918

Inventory future minimum amounts payable primarily relate to securing wine the Group sells to its customers, warehousing facilities, delivery services, logistics and bottling services. Included within these inventory commitments are a total of £48.5m (FY25: £60.9m) committed purchases of finished goods and bulk wine. The Group does not have control of this inventory at the balance sheet date. The price under these commitments is fixed. The amounts disclosed in this note assumes all winemakers are able to meet the committed volumes. The volumes that the Group ultimately obtains, and therefore the amount the Group pays, may be lower if the winemaker is unable to meet the agreed volumes.

Other future amounts payable primarily relate to the provision of IT services to the Group.

During FY26, the Group has continued a commitments reduction programme from prior periods and continues to reduce the commitments significantly year-on-year.

27. Share capital and reserves

	30 March 2026		31 March 2025	
	Number of shares	**Value £'000**	Inventory £'000	Value £'000
Authorised				
Ordinary shares of 7.5p each	**140,000,000**	**10,500**	140,000,000	10,500
Allotted, called up and fully paid				
At the beginning of the period	**74,004,135**	**5,550**	74,004,135	5,550
Share buybacks	**(2,287,056)**	**(172)**	–	–
At the end of the period	**71,717,079**	**5,378**	74,004,135	5,550

During FY26 no ordinary shares of 7.5p each were allotted (FY25: nil).

On 11 August 2025, Naked Wines launched of a share buyback programme to purchase ordinary shares of 7.5 pence each in the capital of the Group up to a maximum aggregate consideration of £2m in order to further enhance shareholder returns.

This programme was completed on 10 September 2025 when a total of 2,287,056 shares, at various share prices ranging from £0.782 to £0.925, were purchased out of distributable reserves and subsequently cancelled. A total of £0.2m was transferred to the capital redemption reserve.

Share premium

The share premium represents the amounts received by the Company on the issue of ordinary shares that are in excess of the nominal value of the issued shares net of share issue costs.

Capital redemption reserve

The Company, when cancelling its ordinary shares, transfers amounts equivalent to the nominal value of the cancelled shares into the capital redemption reserve to maintain the level of non-distributable reserves in shareholders' equity. Refer to the share capital section above for details on the share buybacks during the period.

EBT reserve

A total of 126,681 (FY25: 135,793) shares are held by the Naked Wines plc Share Incentive Plan Trust and the Naked Wines Employee Benefit Trust which were allotted ordinary shares of 7.5 pence per share for a consideration of £9,501 (FY25: £10,184).

Treasury shares

During FY26, the share buyback programme also included the acquisition of its own shares at prices well below the Board's view of intrinsic value. Surplus capital is deployed to the highest-return use available, with a clear bias toward returning capital to shareholders where investment opportunities do not meet our return thresholds. At 30 March 2026, the Company held 4,120,665 of its own shares, which were repurchased during FY26, at a total cost of £3.0m including transaction costs of £.012m. These shares account for 5.7% of the total share capital at balance sheet date.

Currency translation reserve

The currency translation reserve represents exchange differences arising from the translation of foreign currency subsidiary undertakings.

Notes to the financial statements (continued)

28. Share-based payments

The charge recognised in the income statement in respect of share-based payments is £0.7m (FY25: £1.3m) including social security costs.

	52 weeks ended 30 March 2026 £'000	52 weeks ended 31 March 2025 £'000
IFRS 2 Share-based payment charge	**684**	1,288
Social security charge	**95**	56
	779	1,344

The Company operated three share schemes during FY26, all of which are equity-settled.

a) The Naked Wines plc 2023 Long-Term Incentive Plan (LTIP)

The Naked Wines plc Long-Term Incentive Plan (LTIP) was adopted on 23 October 2023 and is unapproved. The first grant of options under the rules of the scheme was made in April 2024.

(i) Restricted share units (RSUs) awarded during FY25 and FY26

On 1 April 2024, the Company granted an award of RSUs to employees. Further awards of a similar nature were also granted to new senior employees during FY25 and FY26. This award has no strike price and no performance conditions, other than continued employment service during the vesting period of the award. The award has a three-year vesting period, and the shares have a £nil option price.

The fair values of the RSUs awarded are based on the closing share price on the grant date of the award.

(ii) Share options awarded to Executive Directors – 1 April 2025

On 1 April 2025, Rodrigo Maza and Dominic Neary were granted a long-term incentive award in the form of share options under the 2023 Naked Wines Long-Term Incentive Plan, split between nil-cost options (25% of salary) and market-value options (75% of salary). A 3x multiplier has been applied to the value of market-value options to determine the number of options granted.

	Award option type	Grant level (% of salary)	Options granted	Market price at date of award (£)	Fair value of award £'000	% vesting at threshold performance	Exercise price (£)	Vesting period
Rodrigo Maza	Nil-cost	25%	90,406	£0.76	69	25%	n/a	3 years
Rodrigo Maza	Market-value	225%	814,144	£0.76	619	25%	£0.76	3 years
Dominic Neary	Nil-cost	25%	82,236	£0.76	63	25%	n/a	3 years
Dominic Neary	Market-value	225%	740,131	£0.76	563	25%	£0.76	3 years

The awards will vest subject to continued employment and achievement of the following performance conditions (based on the three-year average over the performance period from 1 April 2025 to 31 March 2028). In addition, for the market value options, a £1 share price hurdle must be met before vesting to ensure value has been delivered to shareholders.

	Adjusted EBITDA (40%)	FCF per share (40%)	Return on equity and cash (20%)
Threshold (25% vests)	£6.7m	10.5p	9.2%
Target (80% vests for nil-cost options, 100% for market-value options)	£9.1m	13.0p	12.2%
Maximum (100% vests for nil-cost options)	£10.5m	14.5p	13.4%

The fair values of these LTIP awards were calculated using the following methodology:

The fair values of the market value options awarded have been calculated using a Monte Carlo Simulation model. As the nil-cost options awarded do not have an exercise price and the Company is not anticipated to declare dividends during the vesting period, their fair value is equal to the closing share price on the grant date of the award.

The following table lists the range of assumptions applied to the share-based payment awards granted in the respective periods shown.

	52 weeks ended 30 March 2026	52 weeks ended 31 March 2025
Weighted average share price at grant	**£0.76**	£0.53
Weighted average exercise price	**£0.72**	£0.00
Expected life of options (years)	**3**	3
Contractual life (years)	**3**	3
Volatility (%)	**62.10%**	66.3% to 83.4%
Dividend yield (%)	**n/a**	n/a
Risk free interest rate (%)	**4.34%**	3.77% to 4.71%
Weighted average fair value of options granted during the period	**£0.48**	£0.53

The following table reconciles the number of share options outstanding and the weighted average exercise price (WAEP) for the LTIP scheme:

	52 weeks ended 30 March 2026		52 weeks ended 31 March 2025	
	LTIP shares	**WAEP**	LTIP shares	WAEP
Outstanding at the beginning of the period	**4,672,251**	**–**	126,024	–
Lapsed	**(1,478,026)**	**–**	(587,689)	–
Granted	**2,158,845**		5,133,916	
Outstanding at the end of the period	**5,353,070**	**–**	4,672,251	–
Exercisable at the end of the period	**–**	**–**	–	–
Weighted average remaining contractual life in years	**1.48**		2.08	
Range of exercise prices	**£nil to £0.76**		£nil	

Based on the share price at the balance sheet date of 75.0p (FY25: 86.5p), the Group expects to transfer an estimated amount of £0.2m (FY25: £0.1m) to the tax authorities to settle the employees' tax obligation.

Notes to the financial statements (continued)

28. Share-based payments (continued)

b) Naked Wines plc Share Incentive Plan (SIP)

The Naked Wines plc Share Incentive Plan (SIP) was adopted on 20 July 2016. No shares were awarded under this scheme during FY26 (FY25: none). The following table reconciles the number of share options outstanding and the weighted average exercise price (WAEP) for the SIP scheme:

	52 weeks ended 30 March 2026		52 weeks ended 31 March 2025	
	SIP shares	**WAEP**	SIP shares	WAEP
Outstanding at the beginning of the period	**53,112**	**–**	83,129	–
Exercised	**(9,112)**	**£0.76**	(26,743)	£0.54
Lapsed	**–**	**–**	(3,274)	–
Outstanding at the end of the period	**44,000**	**–**	53,112	–
Exercisable at the end of the period	**44,000**	**–**	53,112	–
Weighted average remaining contractual life in years	**0.19**		0.75	
Range of exercise prices	**£nil**		£nil	

Based on the share price at the balance sheet date of 75.0p (FY25: 86.5p), the Group expects to transfer an estimated amount of £nil (FY25: £nil) to the tax authorities to settle the employees' tax obligation.

c) Naked Wines plc Long-Term Inventive Plan 2022

The Naked Wines plc Long-Term Inventive Plan 2022 was adopted on 10 August 2022. The first grant of options under the rules of the scheme was made in August 2022. This scheme is unapproved. The LTIP award will vest as follows:

25% of the shares will vest on the first anniversary of the grant date and 6.25% per quarter thereafter, subject to continued employment (i.e. the awards will fully vest after four years for all staff who have not relinquished their shares for the 2024 LTIPs (see (a) above)).

The following table reconciles the number of share options outstanding and the weighted average exercise price (WAEP) for the New LTIP scheme:

	52 weeks ended 30 March 2026		52 weeks ended 31 March 2025	
	LTIP shares	**WAEP**	LTIP shares	WAEP
Outstanding at the beginning of the period	**37,857**	**–**	1,689,312	£1.575
Lapsed	**(26,739)**	**–**	(1,651,455)	–
Outstanding at the end of the period	**11,118**		37,857	
Exercisable at the end of the period	**9,728**	**£1.575**	23,649	
Weighted average remaining contractual life in years	**6.38**		7.37	
Range of exercise prices	**£1.575**		£1.575	

Based on the share price at the balance sheet date, the shares are under water, consequently, the Group does not expect to settle any employee tax obligations (FY25: £nil).

The fair value of equity-settled share is estimated as at the date of grant using the Black-Scholes option pricing model.

29. Notes to the cash flow statement

(a) Cash flows from operations

	52 weeks ended 30 March 2026	52 weeks ended 31 March 2025
Cash flows from operations		
Loss for the period	**(6,595)**	(4,900)
Adjustments for:		
Tax expense	**303**	6
Net finance costs	**1,044**	1,556
Depreciation and amortisation[1]	**1,952**	2,234
Impairment of non-current assets	**1,777**	–
Loss on disposal of fixed assets	**151**	33
Net gain arising on early termination of right-of-use assets and associated lease liability	**(30)**	(1)
Fair value movement on foreign exchange contracts	**(16)**	(165)
US inventory provision movement	**3,833**	(1,737)
Share-based payment charges	**684**	1,288
Operating cash flows before movements in working capital	**3,103**	(1,686)
Decrease in inventories and inventory staged payments to winemakers	**6,477**	36,480
Decrease in Angel funds and other deferred income	**(499)**	(4,225)
(Increase)/decrease in trade and other receivables	**(579)**	5,311
Increase/(decrease) in trade and other payables	**3,773**	(16,340)
Net cash flows from operations	**12,275**	19,540

1. Depreciation charged to the income statement during the period differs from the movement in accumulated depreciation reflected in property, plant and equipment and right-of-use assets (notes 15 and 16 respectively). The difference arises due to the depreciation of certain assets being booked directly to inventory as production overheads and charged to the income statement when the inventory is sold.

Notes to the financial statements (continued)

29. Notes to the cash flow statement (continued)

(b) Analysis of movement in net cash and changes in liabilities arising from financing activities

	31 March 2025 £'000	Cash flows £'000	Non-cash movements[1] £'000	**30 March 2026 £'000**
Cash and cash equivalents	30,055	3,642	(302)	**33,395**
Borrowings:				
Customer-funded bonds	(35)	–	–	**(35)**
Lease liabilities	(6,412)	1,927	(24)	**(4,509)**
	(6,447)	1,927	(24)	**(4,544)**
Total net cash/(borrowings)	23,608	5,569	(326)	**28,851**

	1 April 2024 £'000	Cash flows £'000	Non-cash movements[1] £'000	31 March 2025 £'000
Cash and cash equivalents	31,851	(1,074)	(722)	30,055
Borrowings:				
Borrowings net of issuance costs	(12,248)	14,619	(2,371)	–
Customer-funded bonds	(35)	–	–	(35)
Lease liabilities	(3,638)	1,757	(4,531)	(6,412)
	(15,921)	(16,376)	(6,902)	(6,447)
Total net cash/(borrowings)	15,930	15,302	(7,624)	23,608

1. Non-cash movements relate to lease additions and foreign exchange movements. Included in FY25 are lease additions of $4.4m, refer to note 16 Right-of-use Assets for further details

30. Events after the balance sheet date

There were no post balance sheet events that have a material impact on the financial position and performance of the Group.

31. Related party transactions

The Group considers its key management personnel to be the Directors of the Company and other executives discharging key management functions. The compensation of key management personnel is disclosed in note 9 Staff costs.

Non-Executive Director, Jack Pailing, persons closely associated with Jack Pailing and Eschler Global Fund SPC – Colebrooke Opportunities Fund SP (in which Jack Pailing has a significant and controlling interest), have a total shareholding in the Company of 1,011,843 shares as at 30 March 2026 (FY25: 823,654 shares).

Non-Executive Director, Jan-Hendrik Mohr (appointed during the period) and Chapters Holding (in which Jan-Hendrik Mohr has a significant and controlling interest), have a total shareholding in the Company of 6,104,272 shares as at 30 March 2026. During FY26, £3,000 was payable to Chapters Group for consultancy fees. This amount was outstanding at the balance sheet date and disclosed within trade payables.

There are no other related party transactions which require disclosure (FY25: none).

Company balance sheet

For the 52 weeks ended 30 March 2026

	Note	**30 March 2026 £'000**	31 March 2025 £'000
Non-current assets			
Investments in subsidiaries	35	**19,570**	19,455
Loan notes receivable from subsidiaries	36	**146,722**	135,170
Intangible assets	37	**–**	579
Deferred tax assets	38	**–**	–
		166,292	155,204
Current assets			
Trade and other receivables	39	**3,264**	3,303
Cash and cash equivalents		**951**	172
		4,215	3,475
Current liabilities			
Trade and other payables	40	**(98,869)**	(78,497)
Provisions		**(228)**	–
		(99,097)	(78,497)
Net current liabilities		**(94,882)**	(75,022)
Total assets less current liabilities		**71,410**	80,182
Non-current liabilities			
Provisions	41	**(118)**	(99)
		(118)	(99)
Net assets		**71,292**	80,083
Equity			
Share capital	43	**5,378**	5,550
Share premium	43	**21,162**	21,162
EBT reserve	43	**(10)**	(10)
Treasury shares	43	**(3,003)**	–
Capital redemption reserve	43	**535**	363
Retained earnings		**47,230**	53,018
Total equity		**71,292**	80,083

For the 52 weeks ended 30 March 2026, the Company reported a loss of £4.4m (52 weeks ended 31 March 2025: loss of £1.4m).

The financial statements of Naked Wines plc were approved by the Board of Directors and authorised for issue on 22 July 2026. They were signed on its behalf by Dominic Neary.

The notes to the parent company financial statements following the primary statements are an integral part of these parent company financial statements.

Company statement of changes in equity

For the 52 weeks ended 30 March 2026

	Note	Share capital £'000	Share premium £'000	EBT reserve £'000	Treasury shares £'000	Capital redemption reserve £'000	Retained earnings £'000	Total equity £'000
At 1 April 2024		5,550	21,162	–	–	363	53,047	80,122
Loss for the period		–	–	–	–	–	(1,381)	(1,381)
Total comprehensive loss for the period		–	–	–	–	–	(1,381)	(1,381)
Share-based payment charges:								
Subsidiary employees	28	–	–	–	–	–	661	661
Company	28	–	–	–	–	–	627	627
Deferred tax on share-based payments	38	–	–	–	–	–	64	64
EBT reserve	27	–	–	(10)	–	–	–	(10)
At 31 March 2025		5,550	21,162	(10)	–	363	53,018	80,083
Loss for the period		**–**	**–**	**–**	**–**	**–**	**(4,417)**	**(4,417)**
Total comprehensive loss for the period		**–**	**–**	**–**	**–**	**–**	**(4,417)**	**(4,417)**
Share buybacks	27	**(172)**	**–**	**–**	**–**	**172**	**(2,008)**	**(2,008)**
Acquisition of treasury shares	27	**–**	**–**	**–**	**(3,003)**	**–**	**–**	**(3,003)**
Share-based payment charges:								
Subsidiary employees	28	**–**	**–**	**–**	**–**	**–**	**115**	**115**
Company	28	**–**	**–**	**–**	**–**	**–**	**569**	**569**
Deferred tax on share-based payments	38	**–**	**–**	**–**	**–**	**–**	**(47)**	**(47)**
At 30 March 2026		**5,378**	**21,162**	**(10)**	**(3,003)**	**535**	**47,230**	**71,292**

Notes to the Company financial statements

32. Material accounting policies

Details of the Company are disclosed in note 1 General information.

Naked Wines plc is the parent company of the Naked Wines group in whose consolidated financial statements its financial statements are consolidated. The Naked Wines plc group Annual Report and Accounts are available to the public and may be obtained via the Investors section of the Naked Wines website: www.nakedwinesplc.co.uk.

The separate financial statements of the Company are presented as required by the Companies Act 2006. The Company meets the definition of a qualifying entity under FRS 100 Application of Financial Reporting Requirements issued by the FRC. Accordingly, these financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to share-based payments, financial instruments, capital management, presentation of comparative information in respect of certain assets, presentation of a cash flow statement, standards not yet effective and certain related party transactions.

No income statement is presented by the Company as permitted by section 408 of the Companies Act 2006. The profit attributable to the Company is disclosed in the footnote to the Company's balance sheet.

The financial statements have been prepared on a historical cost basis.

The principal accounting policies adopted are the same as those set out in note 3 Accounting policies to the consolidated financial statements except as noted below.

Revenue

Revenue in the Company represents management fee income from its subsidiary, Naked Wines International Limited. Management fee income is charged and invoiced on a quarterly basis in respect of each financial period.

Software as a Service (SaaS)

SaaS arrangements are service contracts providing the Group with the right to access the cloud provider's application software over the contract period. Costs incurred to configure or customise, and the ongoing fees to obtain access to the cloud provider's application software, are recognised as operating expenses when the services are received. Where costs incurred for the development of software code enhances, modifies, or creates additional capability to existing on-premise systems as part of a SaaS implementation are readily identifiable and meets the definition of and recognition criteria for an intangible asset, these costs are recognised as intangible software assets and amortised over the useful life of the software on a straight-line basis.

Share-based payments

Refer to accounting policy note 3.12 Share-based payments within the Group accounting policies. A capital contribution on share-based payment awards granted to subsidiary employees is booked as an increase to the investment in subsidiaries.

Investments in subsidiaries

Investments in subsidiaries are stated at cost less, where appropriate, provisions for impairment. Detailed cash flow forecasts prepared on a business unit basis reflecting intergroup recharges and the availability of liquidity from Group sources are used as an indicator of impairment when looking at the recoverability of the parent company's investments and loans in subsidiaries.

The Naked Wines plc Share Incentive Plan Trust and the Naked Wines Employee Benefit Trust

The Naked Wines plc Share Incentive Plan Trust and the Naked Wines Employee Benefit Trust have been accounted for as branches in the Company's accounts. The functional currency of the branches is GBP.

Notes to the Company financial statements (continued)

32. Material accounting policies (continued)

Loan notes receivable from subsidiaries

Intercompany balances held within the company largely relate to the investment in its trading subsidiaries through the provision of loan amounts. These loan amounts are unsecured, interest free and repayable on demand. The Company measures the expected credit loss in relation to each loan by determining the period over which the losses shall be assessed, the probability of default over that period, the loss given default and the discount rate to be applied.

Intangible assets

Intangible assets are stated at cost less accumulated amortisation and any impairment losses. These are directly attributable to the development of digital products and platforms internally generated.

Amortisation is charged to the income statement on a straight-line basis over the estimated useful life of the asset. These assets relate to software and are charged to the income statement between two to five years.

Intangible asset development costs

Refer to accounting policy note 3.17 Intangible asset development costs for basis of accounting treatment.

33. Key accounting judgements and estimates

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

Investment in subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses, where applicable. Management reviews these investments annually for indications of impairment in accordance with international accounting standards and also considers whether previously recognised impairment charges remain applicable.

Where indicators of impairment are identified, management is required to estimate the recoverable amount of the investment. The recoverable amount is determined using either a value-in-use model or fair value less costs of disposal, whichever is higher. This process involves significant judgment and estimation.

The key assumptions used in determining the recoverable amounts of investments in subsidiaries include:

- Forecast cash flows: Based on management-approved budgets and strategic plans;
- Discount rates: Determined with reference to the weighted average cost of capital; and
- Long-term growth rates: Applied to cash flows beyond the forecast period.

These assumptions are inherently uncertain and may change over time. A change in one or more key assumptions could result in a material adjustment to the carrying amount of the investment. Where appropriate, sensitivity analyses are performed to assess the impact of changes in key assumptions.

At the reporting date, the carrying amount of the parent company's investment in subsidiaries was £19.6m (FY25: £19.5m). No impairment was recognised during the current or prior period.

Management has assessed reasonably possible changes in key assumptions. Most significantly, a 56% decrease in forecast cash flows could result in a reduction in the recoverable amount to less than the carrying amount of the investments, potentially leading to an impairment charge.

In the process of applying the Company's accounting policies, the Directors consider there are no further sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying abouts of assets and liabilities within the next financial period.

34. Staff costs

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

	52 weeks ended 30 March 2026	52 weeks ended 31 March 2025
Administrative	**97**	90

The aggregate remuneration comprised:

	52 weeks ended 30 March 2026	52 weeks ended 31 March 2025
Wages and salaries	**7,804**	6,978
Social security costs	**1,016**	733
Contributions to defined contribution pension plans	**335**	273
Share-based payment charges	**569**	627
	9,724	8,611

Directors' emoluments are as disclosed in note 9 Staff costs.

35. Investment in subsidiaries

Details of the Group's subsidiaries at 30 March 2026 are as follows:

Subsidiary	Primary activity	Place of incorporation and operation	% and class of shares held
Naked Wines Employee Share Ownership Trust Limited*	Trustee company	United Kingdom	100% ordinary shares
Naked Wines International Limited*	Holding company	United Kingdom	100% ordinary shares
www.nakedwines.com Limited	Retailing of wines	United Kingdom	100% ordinary shares
Naked Wines Prepayments Trustee Company Limited	Trustee company	United Kingdom	100% ordinary shares
Nakedwines.com Inc	Retailing of wines	United States of America	100% ordinary shares
Nakedwines.com Prepayment Protection Company LLC	Trustee company	United States of America	100% ordinary shares
Naked Wines Australia Pty Limited	Retailing of wines	Australia	100% ordinary shares
NWA (Prepayments) Pty Limited	Trustee company	Australia	100% ordinary shares
Naked Fine Wine Bonds plc	Dormant company	United Kingdom	100% ordinary shares

* Directly owned by the parent company

Notes to the Company financial statements (continued)

35. Investment in subsidiaries (continued)

	Registered Address
Subsidiaries incorporated in the United Kingdom	Norvic House, 29-33 Chapel Field Road, Norwich, NR2 1RP, UK
Subsidiaries incorporated in the United States of America	355 Fourth St E, Sonoma, California 94574, USA
Subsidiaries incorporated in Australia	18 Sydney Road, Manly, NSW 2095, Australia

All subsidiary undertakings have been included in the consolidation.

The subsidiaries have the same reporting date and cover the same period as that of the consolidated financial statements.

	£'000
Cost or valuation:	
At 31 March 2025	60,290
Capital contribution on share-based payment awards granted to subsidiary employees	115
At 30 March 2026	**60,405**
Amounts provided for:	
At 31 March 2025	(40,835)
Impairments	–
At 30 March 2026	**(40,835)**
Net book value	
At 30 March 2026	**19,570**
At 31 March 2025	19,455

Impairment review

In both the current and prior financial period, indicators of impairment were identified and an impairment review performed on the investment in Naked Wines International Limited, the holding company for the UK, US and Australia businesses. No impairments were identified following these reviews and no impairment charge was recorded in either the current or prior period.

To determine the combined value in use of the UK, US and Australia businesses, the following assumptions were used (refer to note 17 Impairment for more detail on the basis of approach and key assumptions):

	FY26	FY25
Repeat Customer retention	**83–94%**	75–82%
Repeat Customer contribution margin	**23–37%**	16–37%
Discount rate	**16.4–18.3%**	15.9–18.4%
Long-term growth rate	**0%**	0%

There are no other key assumptions used in arriving at the equity value, which has been derived from the enterprise value of the combined value in use of the UK, US and Australian CGUs.

No sensitivities have been disclosed as the Directors have concluded that no plausible change in assumptions would lead to a material impairment. Management have considered whether indicators that previously booked impairments against investments in subsidiaries may be reversed and have concluded that although trading in FY26 was broadly in line with expectations, further confirmatory evidence is required before a re-evaluation of the carrying amount of the impaired assets should be performed.

36. Loan notes receivable from subsidiaries

Intercompany balances held in the Company largely relate to investment in its trading subsidiaries through the provision of loan amounts. As such, these amounts are disclosed as loan notes receivable from subsidiaries reported within non-current assets. Expected credit losses on loan notes receivable from subsidiaries have been assessed at the balance sheet date and no material credit risk has been identified (FY25: £nil). These loan notes receivable have no fixed payment terms and are interest-free but are not expected to be repaid within 12 months and are thus disclosed as non-current assets.

37. Intangible assets

	Software £'000	Internally developed software £'000	Total £'000
Cost			
At 31 March 2025	1,580	579	2,159
Additions	–	1,270	1,270
At 30 March 2026	**1,580**	**1,849**	**3,429**
Accumulated amortisation			
At 31 March 2025	(1,580)	–	(1,580)
Charge for the period	–	(72)	(72)
Impairments	–	(1,777)	(1,777)
At 30 March 2026	**(1,580)**	**(1,849)**	**(3,429)**
Net Book Value			
At 30 March 2026	**–**	**–**	**–**
At 31 March 2025	–	579	579

In FY25 and the first half of FY26, the Group invested a total of £1.8m as part of the digital transformation programme. This investment was capitalised as internally generated software in accordance with IAS38 Intangible assets.

In the second half of FY26, the decision was made to transition from a legacy in-house architecture to a third-party SaaS solution. Management determined that as a result of this decision, an indicator of impairment existed at the balance sheet date and have performed an impairment review of the remaining asset value.

Management has concluded that the amounts previously capitalised no longer meet the IAS 38 criteria for capitalisation . Although completed work will continue to be used until the third-party solution is implemented, it is no longer possible to reliably measure the benefits generated from this spend as:

- The expected life of the assets has been significantly reduced from the anticipated five years to less than two years; and
- The original benefits case was prepared for the project as a whole and therefore the cost savings of the component parts completed are difficult to evaluate in isolation.

As a result, an impairment charge of £1.8m was recorded in FY26.

Notes to the Company financial statements (continued)

38. Deferred tax assets

The Company has recognised deferred tax assets for deductible temporary differences that it believes are recoverable. These do not include any uncertain tax positions. The basis of the creation of these assets is the examination of underlying documents and relevant law and regulation for temporary timing differences and future profitability forecasts set out in the business plans approved by the Board.

	31 March 2025 £'000	Recognised in income statement £'000	Recognised in OCI £'000	**30 March 2026 £'000**
Provisions	–	–	–	**–**
Share-based payments	–	47	(47)	**–**
	–	**47**	**(47)**	**–**

Deferred tax assets arising from timing differences are not recognised to the extent that these amounts are recoverable through the reversal of the timing difference in the foreseeable future.

Deferred tax assets on losses of £9.7m (FY25: £10.0m) and £1.4m (FY25: £nil) of short-term timing differences have not been recognised in these financial statements on the basis that there is insufficient evidence of suitable future taxable profits against which to recover any deferred tax asset created. There is no expiry date on these unrecognised losses.

39. Trade and other receivables

	30 March 2026 £'000	31 March 2025 £'000
Current		
Other debtors	**1,342**	507
Prepayments[1]	**1,922**	2,796
	3,264	3,303

1. Included in the Company's prepayments are the remaining debt issuance costs of £1.5m (FY25: £1.9m) relating to the Group's loan facility. Although this has been disclosed as a current asset, £1.0m (FY25: £1.5m) of this was non-current.

40. Trade and other payables

	30 March 2026 £'000	31 March 2025 £'000
Trade payables	**1,326**	763
Amounts due to Group undertakings	**94,173**	75,138
Accruals and other payables	**3,310**	2,596
Other payables	**60**	–
	98,869	78,497

The amounts due to Group undertakings have no fixed repayment terms, are repayable on demand and are interest free.

41. Provisions

	Social security costs £'000	Redundancy provision £'000	Total £'000
At 31 March 2025	99	–	99
Transferred provision to subsidiaries	(53)	–	(53)
Provided in the period	72	228	300
At 30 March 2026	**118**	**228**	**346**

	30 March 2026 £'000	31 March 2025 £'000
Current	**228**	–
Non-current	**118**	99
	346	99

Social security costs on share-based payment awards

Social security costs which will become payable on exercise of share-based payment awards have been provided and are all non-current (FY25: all non-current). The share-based payment awards can be exercised at various dates from the balance sheet date to 12 August 2032. The value of social security costs payable on the vesting of share-based payment awards is dependent on the Group's share price at the date of exercise of those share-based payment awards. The provision, which is allocated on a time weighted basis over the period from date of grant to the date that employees become unconditionally entitled to the awards has been calculated on the share price at the balance sheet date of 75.0p and the assumption that 100% of employees will take up their vested share-based payment awards. Prior to FY26, the provision for the social security costs for the whole Group was held in Naked Wines plc. From FY26, the provision is held in each subsidiary and the provision held in Naked Wines plc is based on employees employed by Naked Wines plc at a social security rate of 15.0%.

Redundancy

The provision relates to redundancies announced prior to the balance sheet date where employees who are expected to receive redundancy payments are not due to leave until FY27.

42. Commitments

	30 March 2026 £'000	31 March 2025 £'000
Future minimum amounts payable:		
Within one year	**1,507**	851
Between one and five years	**427**	472
	1,934	1,323

Commitments primarily relate to the provision of IT services to the Group.

Notes to the Company financial statements (continued)

43. Share capital and reserves

Details are disclosed in note 27 Share capital and reserves.

44. Share-based payments

Refer to note 28 Share-based payments for:

- a description of each type of share-based payment arrangement that existed at any time during the period, including the general terms and conditions of each arrangement
- the weighted average share price at the date of exercise for share awards exercised during the period; and
- the range of exercise prices and weighted average remaining contractual life for share options outstanding at the balance sheet date.

45. Events after the balance sheet date

There were no post balance sheet events that have a material impact on the financial position and performance of the Group.

46. Related party transactions

The Company has identified key management personnel of the Company as related parties for the purpose of FRS 101. The compensation of key management personnel is disclosed in note 9 Staff costs. The Company has no transactions with or amounts owed to or from subsidiary undertakings that are not 100% owned either directly by the Company or by its subsidiaries.

Non-Executive Director, Jack Pailing, persons closely associated with Jack Pailing and Eschler Global Fund SPC – Colebrooke Opportunities Fund SP (in which Jack Pailing has a significant and controlling interest), have a total shareholding in the Company of 1,011,843 shares as at 30 March 2026 (FY25: 823,654 shares).

Non-Executive Director, Jan-Hendrik Mohr (appointed during the period) and Chapters Holding (in which Jan-Hendrik Mohr has a significant and controlling interest), have a total shareholding in the Company of 6,104,272 shares as at 30 March 2026. During FY26, £3,000 was payable to Chapters Group for consultancy fees. This amount was outstanding at the balance sheet date and disclosed within trade payables.

47. Ultimate controlling party

The Company, Naked Wines plc, is the ultimate controlling party of the Naked Wines Group.

Information for shareholders

Annual General Meeting

The AGM will be held at the offices of Latham & Watkins, 99 Bishopsgate, London EC2M 3XF on 3 September 2026 at 3pm. The Notice of Meeting will be separately distributed to shareholders.

Key contacts

Company Secretary Anneleen Straetemans Norvic House 29-33 Chapel Field Road Norwich NR2 1RP	**Investor Relations** IR@nakedwines.com Norvic House 29-33 Chapel Field Road Norwich NR2 1RP
Nominated Advisor and Joint Corporate Broker Investec Bank (UK) Limited 2 Gresham Street London EC2V 7QP	**Solicitor** Fladgate LLP 16 Great Queen Street London WC2B 5DG
Joint Corporate Broker Panmure Liberum 25 Ropemaker St, London EC2Y 9LY	**Tax Advisor** Grant Thornton 30 Finsbury Square London EC2A 1AG
Auditor KPMG LLP 20 Station Road Cambridge CB1 2JD	**Banker** PNC Bank, National Association 300 Fifth Avenue Pittsburgh PA 15222 USA
Registrar Link Group 10th Floor Central Square 29 Wellington Street Leeds LS1 4DL	

Glossary of definitions

Definitions		
5-Year Lifetime Value (LTV)	The future Repeat Customer contribution we expect to earn from customers recruited in a discrete period of time. We calculate this future contribution using a machine-learning model. Collecting data for a number of key customer characteristics including retention, order frequency and order value along with customer demographics and non-transactional data, the machine-learning algorithms then predict the future (lifetime) value of that customer.	KPI
5* customer service	The percentage of feedback ratings received by our Customer Happiness teams that expressed 5* satisfaction on a scale of 1 to 5.	Customer experience KPI
Acquisition Break-even (months)	The number of months it takes for the profit generated from a newly acquired customer to cover the cost of acquiring that customer.	KPI
Adjusted EBIT	Operating profit adjusted for items identified by virtue of their size, nature or incidence. This measure provides a meaningful analysis of the trading results. In determining whether an event or transaction should be adjusted for, management considers quantitative as well as qualitative factors such as the frequency or predictability of the item. A reconciliation to operating profit can be found on the face of the consolidated income statement.	APM
Adjusted EBITDA	Adjusted EBIT plus depreciation and amortisation	APM
Adjusted EBITDA before inventory liquidation and associated costs (Adjusted EBITDA EIL&AC)	Adjusted EBITDA as defined above, excluding any costs directly arising from the excess level of inventory and the liquidation of that inventory, including inventory provisions arising in the financial year.	APM
AGM	Annual general meeting	
Angel	A customer who deposits funds into their account each month to spend on the wines on our website.	
Compound annual growth rate (CAGR)	The year-on-year growth rate required for a number of years for a value to grow from its beginning balance to its ending balance.	KPI
Company, Naked or Naked Wines	Naked Wines plc	
Constant currency (CCY)	Prior period foreign currency balances translated at current period's FX rates	
Contribution	A profit measure equal to gross profit. We often split contribution into that from new and repeat customers as they can have different levels of profitability.	APM
Core Members	Member with more than 24 months post-acquisition	
Customer Acquisition Cost (CAC)	The cost to acquire a new member, calculated as Investment in new customers / new members acquired	KPI
DtC	Direct-to-Consumer	
EBITDA	Operating profit plus depreciation and amortisation.	APM
Financial year	Represents the 52-week period ended 30 March 2026 (FY25: 52-week period ended 31 March 2025).	
Group	Naked Wines plc and its subsidiary undertakings	
Free Cash Flow (FCF)	Operating cash flow excluding tax paid, less capital expenditure.	KPI
Gross Profit Margin %	Gross profit as a percentage of revenue	
Immature Angel	An Angel who has had an account for less than three months.	
Inventory liquidation and associated costs	Costs directly arising from the excess level of inventory and the liquidation of that inventory, including inventory provisions arising in the period.	

Definitions		
Investment in New Customers	The Investment in New Customers during the financial year, including contribution profit/loss from New Customer sales and advertising costs.	KPI
LTIP	Long-Term Incentive Plan	
Mature Angel	An Angel who has had an account for more than three months.	
Member	A subscriber with an Angel or Wine Genie membership.	
Member Retention Rate	The percentage of members at the start of the financial year that are retained at the end of the financial year.	KPI
Net cash excluding lease liabilities	The amount of cash we are holding less borrowings at the balance sheet date excluding lease liabilities.	APM
New Customer	A customer who, at the time of purchase, does not meet our definition of a repeat customer; e.g. they are brand new, were previously a repeat customer and have stopped subscribing with us at some point or cannot be identified as a repeat customer.	
New Customer sales	Revenues derived from transactions with customers who meet our definition of a new customer. A reconciliation of total sales to New Customer sales is shown in note 6 Segmental reporting.	
Net Promotor Score (NPS)	Measures customer loyalty and satisfaction based on the likelihood of customers to recommend Naked to others. (NPS = % Promoters – % Detractors)	KPI
Other contribution	The profit or loss attributable to sales meeting the definition of other revenue.	KPI
Other revenue	Revenue from all activity on secondary markets with the purpose of optimising inventory holding levels and Business to Business (B2B) activities. Other revenue reported on an adjusted basis is a subset of total other revenue which only includes transactions relating to inventory which has not previously been provided for as an adjusted item. See accounting policy note 3.5 Revenue.	
Product availability	The average percentage of products we have defined as core to the portfolio that is available to our customers throughout the period.	Customer experience KPI
Repeat customer	A customer (Angel) who has subscribed and made their first monthly subscription payment.	
Repeat Customer contribution	The profit attributable to sales meeting the definition of Repeat Customer sales to repeat customers after fulfilment and service costs. A reconciliation of adjusted EBIT to Repeat Customer Contribution profit is shown in note 6 Segmental reporting.	KPI
Repeat Customer contribution margin	Repeat Customer contribution as a percentage of Repeat Customer sales.	KPI
Repeat Customer sales	These are the revenues derived from orders placed by customers meeting our definition of a Repeat Customer at the time of ordering. A reconciliation of total sales to Repeat Customer sales is shown in note 6 Segmental reporting.	
Repeat Customer sales retention	Total sales delivered over a period of time, from customers in place in the same period last financial year, as a % of the prior period sales.	KPI
Return on Equity and Cash (ROEC)%	Adjusted EBITDA EIL&AC as a percentage of equity including cash and cash equivalents.	KPI
Revenue per Member	Repeat Customer sales as a percentage of the number of closing members.	KPI
SIP	Share Incentive Plan	
Two-year-mature retention	The retention rate of members with more than 24 months (two years) post-acquisition.	KPI
Wine Genie	A customer who signs up to receive tailor-made cases at the frequency of their choice. This type of customer does not deposit funds into an account.	
Wine quality – "Buy it again" ratings	The percentage of "Yes" scores given by customers in the period indicating that the customer would buy the product again.	Customer experience KPI

Alternative Performance Measures (APMs)
Reconciliation of reported to adjusted and comparable FY25 results

	52 weeks ended 30 March 2026			52 weeks ended 31 March 2025				
	Reported £m	**Adjusted items £m**	**Adjusted £m**	Reported £m	FX £m	Reported @ constant FX £m	Adjusted items £m	Adjusted @ constant FX £m
Sales								
Group								
New Customer sales	**6.2**	**–**	**6.2**	17.0	(0.5)	16.5	–	16.5
Repeat Customer sales	**188.5**	**–**	**188.5**	229.7	(5.7)	224.0	–	224.0
Other revenue	**4.3**	**(0.2)**	**4.1**	3.5	(0.2)	3.3	(2.0)	1.3
	199.1	**(0.2)**	**198.9**	250.2	(6.4)	243.8	(2.0)	241.8
Naked Wines US								
New Customer sales	**2.5**	**–**	**2.5**	9.2	(0.4)	8.8	–	8.8
Repeat Customer sales	**68.4**	**–**	**68.4**	96.2	(4.7)	91.5	–	91.5
Other sales	**4.3**	**(0.2)**	**4.1**	3.5	(0.2)	3.3	(2.0)	1.3
	75.3	**(0.2)**	**75.0**	108.9	(5.3)	103.6	(2.0)	101.6
Naked Wines UK								
New Customer sales	**2.0**	**–**	**2.0**	5.1	–	5.1	–	5.1
Repeat Customer sales	**95.2**	**–**	**95.2**	106.3	–	106.3	–	106.3
	97.1	**–**	**97.1**	111.4	–	111.4	–	111.4
Naked Wines Australia								
New Customer sales	**1.8**	**–**	**1.8**	2.7	(0.1)	2.6	–	2.6
Repeat Customer sales	**24.9**	**–**	**24.9**	27.2	(1.0)	26.2	–	26.2
	26.7	**–**	**26.7**	29.9	(1.1)	28.8	–	28.8
Contribution after advertising costs								
Group								
Investment in New Customers	**(9.2)**	**–**	**(9.2)**	(20.8)	0.5	(20.3)	–	(20.3)
Repeat Customer contribution	**45.8**	**–**	**45.8**	57.3	(1.9)	55.4	–	55.4
Repeat contribution margin (%)	**24%**	**–**	**24%**	25%	–	25%	–	–
Other contribution	**(4.6)**	**(0.2)**	**(4.9)**	(8.2)	0.2	(8.0)	1.5	(6.5)
	31.9	**(0.2)**	**31.7**	28.3	(1.2)	27.1	1.5	28.6
Naked Wines US								
Investment in New Customers	**(4.2)**	**–**	**(4.2)**	(11.0)	0.4	(10.6)	–	(10.6)
Repeat Customer contribution	**22.1**	**–**	**22.1**	33.5	(1.6)	31.9	–	31.9
Repeat contribution margin (%)	**32%**	**–**	**32%**	35%	–	35%	–	–
Other contribution	**(4.5)**	**(0.2)**	**(4.8)**	(7.8)	0.2	(7.6)	1.5	(6.1)
	13.4	**(0.2)**	**13.1**	14.7	(1.0)	13.7	1.5	15.2
Naked Wines UK								
Investment in New Customers	**(2.8)**	**–**	**(2.8)**	(6.5)	–	(6.5)	–	(6.5)
Repeat Customer contribution	**17.0**	**–**	**17.0**	17.0	–	17.0	–	17.0
Repeat contribution margin (%)	**18%**	**–**	**18%**	16%	–	16%	–	–
Other contribution	**(0.1)**	**–**	**(0.1)**	(0.3)	–	(0.3)	–	(0.3)
	14.1	**–**	**14.1**	10.1	–	10.1	–	10.1
Naked Wines Australia								
Investment in New Customers	**(2.2)**	**–**	**(2.2)**	(3.2)	–	(3.2)	–	(3.2)
Repeat Customer contribution	**6.7**	**–**	**6.7**	6.8	(0.2)	6.6	–	6.6
Repeat contribution margin (%)	**27%**	**–**	**27%**	25%	–	25%	–	–
	4.5	**–**	**4.5**	3.6	(0.2)	3.4	–	3.4

		52 weeks ended 30 March 2026			52 weeks ended 31 March 2025				
		Reported £m	**Adjusted items £m**	**Adjusted £m**	Reported £m	FX £m	Reported @ constant FX £m	Adjusted items £m	Adjusted @ constant FX £m
General and administrative	Naked Wines US	**(8.3)**	**1.5**	**(6.8)**	(9.2)	0.5	(8.7)	–	(8.7)
	Naked Wines UK	**(5.6)**	**0.8**	**(4.8)**	(4.7)	–	(4.7)	(0.1)	(4.8)
	Naked Wines Australia	**(2.7)**	**0.4**	**(2.3)**	(2.3)	0.1	(2.2)	–	(2.2)
	Unallocated	**(18.8)**	**1.8**	**(17.0)**	(15.5)	–	(15.5)	(0.1)	(15.6)
	Group	**(35.4)**	**4.5**	**(30.9)**	(31.7)	0.6	(31.1)	(0.2)	(31.3)
Other	Impairment	**(1.8)**	**1.8**	**–**	–	–	–	–	–
EBIT	Naked Wines US	**5.1**	**1.3**	**6.3**	5.5	(0.6)	5.0	1.6	6.5
	Naked Wines UK	**8.5**	**0.8**	**9.3**	5.4	–	5.4	(0.1)	5.3
	Naked Wines Australia	**1.8**	**0.4**	**2.2**	1.3	(0.2)	1.1	–	1.1
	Unallocated	**(20.6)**	**3.6**	**(17.0)**	(15.5)	–	(15.5)	(0.1)	(15.6)
	Group	**(5.2)**	**6.0**	**0.8**	(3.3)	(0.8)	(4.1)	1.3	(2.7)

Due to rounding principles, numbers presented in £m may not sum to the totals provided. This can also lead to individual amounts being rounded to zero.

General and administrative costs reconciliation

	52 weeks ended 30 March 2026 £m	52 weeks ended 31 March 2025 £m
G&A costs per income statement	**(37.2)**	(31.7)
Add back adjusted items (see note 7):		
Impairment of non-current assets	**1.8**	–
Internally generated software write-off	**0.7**	–
Restructuring costs	**3.7**	–
Fair value movement on open foreign exchange contracts	**0.1**	(0.2)
G&A costs per segmental reporting in note 6	**(30.9)**	(31.9)
Add back share-based payment costs	**0.8**	1.3
Operating G&A costs	**(30.2)**	(30.6)

Alternative Performance Measures (APMs) and Key Performance Indicators (KPIs)

Net cash excluding lease liabilities

	30 March 2026 £m	31 March 2025 £m
Cash and cash equivalents	**33.4**	30.1
Borrowings:		
Borrowings net of issuance costs	**–**	–
Net cash excluding lease liabilities	**33.4**	30.1

Free Cash Flow

	52 weeks ended 30 March 2026 £m	52 weeks ended 31 March 2025 £m
Operating cash flow excluding tax paid per page 29	**12.3**	19.6
Less capital expenditure per page 29	**(1.7)**	(1.1)
Free Cash Flow	**10.6**	18.5

Inventory liquidation and associated costs

	52 weeks ended 30 March 2026 £m	52 weeks ended 31 March 2025 £m
Adjusted EBITDA excluding inventory liquidation and associated costs	**7.6**	6.7
Depreciation and amortisation*	**(1.6)**	(2.2)
Adjusted EBIT excluding inventory liquidation and associated costs	**6.0**	4.5
Less inventory liquidation and associated costs[1]:		
Net loss on inventory disposal[2]	**(1.6)**	(1.7)
US inventory provision[3]	**(2.3)**	(3.6)
Winemaker contract cancellation payments	**(0.1)**	(0.6)
Third party production costs[4]	**(0.4)**	–
Holding costs for bulk wine held in finished condition for sale on the secondary market	**(0.8)**	(0.6)
Adjusted EBIT	**0.8**	(2.0)
Adjusted items (See note 7 Adjusted items)	**(6.0)**	(1.3)
Operating loss	**(5.2)**	(3.3)

* Excluding amounts recognised within inventory liquidation and associated costs

1. See also note 7 Adjusted items, for net profit or loss on disposal of inventory made with associated provision previously provided for as an adjusted item.
2. Revenue less cost of goods sold less associated inventory provision release on the disposal of inventory on the US secondary market, for inventory where the associated inventory provision was not previously created as an adjusted item.
3. In FY26, net overstock inventory provisions created in the US business unit are charged to adjusted EBIT and amount to £2.3m as reported here (FY25: charge of £3.6m also charged to adjusted EBIT).
4. Excess production costs incurred through a third-party contract not absorbed into manufactured inventory overhead.

Return on Equity and Cash %

	52 weeks ended 30 March 2026	52 weeks ended 31 March 2025
Adjusted EBITDA excluding inventory liquidation and associated costs (£m)	**7.6**	6.7
Equity (£m)	**59.6**	71.5
Debt per note 29(b) Analysis of movement in net cash and changes in liabilities arising from financing activities (£m)	**4.5**	6.4
Equity and debt (£m)	**64.1**	77.9
Return on Equity and Cash %	**12%**	9%

Customer Acquisition Cost

	52 weeks ended 30 March 2026	52 weeks ended 31 March 2025
Investment in new customers (£m)	**9.2**	20.8
New customers acquired ('000)	**122**	281
Customer Acquisition Cost £	**76**	74

Revenue Per Member

	52 weeks ended 30 March 2026	52 weeks ended 31 March 2025
Repeat Customer sales (£m)	**188.5**	229.7
Closing members ('000)	**486**	581
Revenue Per Member £	**388**	395

Notes

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