

Science in Sport Plc

Annual report and financial statements

Year ended 31 December 2024

Company number 08535116

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Science in Sport Plc
Company Information

Company number	08535116
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Independent auditors	RSM UK Audit LLP Ninth Floor Landmark St Peter's Square 1 Oxford Street Manchester M1 4PB

Overview

Overall, 2024 has been a successful year of turnaround for the Group following the appointment of a new executive team in the final quarter of 2023. This new team has been responsible for driving change and resetting the operating model of the business resulting in a performance of which we are ultimately proud but has proved challenging given the level of turnaround required. The new executive team brings together significant experience across a range of highly relevant sectors and a group who are focused on delivering value for shareholders.

For the year ended 31 December 2024, the Group delivered significant growth in Underlying EBITDA¹ reporting £4.2m (2023: £2.0m) an increase of 110% year on year; which as announced on 30th January 2025 was marginally ahead of market expectations at the time as the efficiencies identified begin to realise slightly ahead of original expectations. Despite lower year on year revenues (reduced by 17.2%) of £51.9m (2023: £62.7m) management are confident of the resetting of the operating model and stepping away from uncommercial revenue streams to provide a platform for accretive growth moving forward.

In July 2024 the Company completed an oversubscribed equity fundraising of c.£8.5m before expenses. At the same time, the Group amended and extended banking arrangements to 2027, providing additional flexibility in accessing liquidity to fund growth. The fundraising, along with positive actions undertaken to the underlying working capital cash flows, has provided the necessary capital to complete the ongoing restructuring of the business to drive margin improvement and over time ensure that SiS is not only a growth company but a profitable and cash generative one.

On 17th April 2025, the SiS plc Independent Directors announced that they reached agreement on the terms of a recommended all cash acquisition by bd Capital of the entire issued and to be issued ordinary share capital of SiS plc. Further details of which can be obtained from the recent Rule 2.7 Announcement dated 17th April 2025.

Strategy

The Group has continued to make significant strategic progress following a full business review completed in 2023 where the Board remains confident that the business will return to growth from a stronger operating platform with improving operating margins and cash generation. The strength of the two core brands, SiS and PhD, is clearly well established, however the prior strategy of prioritising top line growth, with an inflated operating structure, has been reset as the business focuses on controlled profitable growth to allow management to address the significant growth opportunities and demand for SiS, in particular, from a solid platform with strong commercial execution.

Since joining the Board in October 2023 and establishing the new leadership team, the immediate focus has been managing cash outflow and stabilising the relationship with our various stakeholders. To date, a number of significant cost rationalisation actions have been taken, many of which are beginning to annualise throughout 2024.

¹ Earnings before interest, tax, depreciation, amortisation, loss on disposal of intangible assets, share-based payments, restructuring costs, transition costs, unrealised foreign exchange on intercompany balances and other non-EBITDA one-off costs as detailed in note 1.9 of the financial statements.

Key actions, both complete and ongoing, include;

- Restructure of the executive and leadership team with several senior roles exiting the business.
- Marginal revenue channels have been reset, and measures implemented to secure and grow the Group's profitable revenue streams. Upon detailed review, a number of overseas distribution agreements were found to be uncommercial and based on prioritisation of revenue growth over profitability. Whilst resetting these agreements lead to a reduction in revenues in 2024, management are confident in the platform for growth and that our distribution arrangements moving forward will be a two-way partnership whereby the strength of the brand is supported by both parties with measurable deliverables.
- Supplier and operational reviews have been completed to improve purchasing terms and conditions in conjunction with product inventory rationalisation.
- A significant number of uncommercial marketing contracts have been exited in 2024. Marketing spend will be aligned to identifiable commercial traction moving forward.
- Significant operational cost savings have been extracted with over 30 roles exiting the business due to the operational efficiencies implemented throughout 2024. This is anticipated to generate improved contribution to cashflow and earnings beyond 2024 as these actions annualise.

Environmental, Social and Governance (ESG)

We are committed to promoting sustainability and responsible business practices both as a Group and through our individual brands. As an industry leader, we have invested in packaging technology and plant to transition all protein powder products into recyclable pouch packaging, a first for the sports nutrition industry globally. We continue to explore innovations in our supply chain for further shifts towards recyclable or more environmentally conscious packaging.

In both Q1 2024 and Q1 2025 the Group passed its Food Safety System Certification (FSSC) audits which is testimony to our high standards of manufacturing and hygiene. We proudly continue to be an accredited Living Wage Employer and across 2024, supported 12 employees through the completion of apprenticeship qualifications, three employees successfully completed their Level 2 and 3 qualifications in subjects such as Lean Manufacturing Business Administration and we current support eight employees who are studying, including four who are completing an executive 'Masters in Leadership' with Bayes Business School as we strive to support and create new opportunities our colleagues across the Group.

Outlook

Management is taking an ambitious yet balanced view on prospects for 2025 where trading performance has started well with the improvements made throughout 2024 continuing to annualise. The strategic focus areas are driving profitable revenue growth through distribution agreements both domestically and internationally; controlled growth over the medium term supported by effective marketing with a clear strong commercial execution; and, continued margin improvements from ongoing cost challenge resulting in cash generation and deleveraging. Whilst these improvements have started to be realised maximising the Group's full potential is likely to require further capital investment in distribution and product range to scale quickly as significant growth of marginally

accrue revenue requires a longer-term outlook. We have several new exciting Elite partnerships for 2025, and are the new nutrition partner for British Cycling, British Aquatics GB, British Triathlon and British Netball. These partnerships complement our already strong Elite portfolio and further reaffirm our scientific and elite credentials, facilitating product development and engagement at a grass roots level with the significant databases each of the associations have in place. In addition to our new Elite partners, we have established strategic partnerships with RunThrough, Limitless Trails, Ultra-X and Ultra Challenge as the provider of nutrition support and fuelling guides for over 250 events UK and International events to over 750k participants.

The Group has recently secured broader distribution in the Middle East region having signed new distribution agreements that will see increased presence in speciality stores, grocery and sporting goods shops. We are expanding within the Australian market and anticipate growth in both direct and B2B distribution in this region. Both regions will be important focus areas for international growth throughout 2025 and beyond.

Recommended Cash Acquisition of SiS plc

On 17th April 2025, the board of directors of bd Capital and the SiS plc Independent Directors announced that they reached agreement on the terms of a recommended all cash acquisition by bd Capital of the entire issued and to be issued ordinary share capital of SiS plc.

Background to and reasons for the SiS plc Independent Directors' recommendation

SiS plc has had a challenging journey as a listed company since its admission to AIM in 2013. While the Company's focus on its core SIS and PHD brands targets a global sports nutrition market with strong underlying growth characteristics, performance has been mixed, with fluctuating revenues and a high-cost base, resulting in EBITDA losses and net income deficits over recent years. However, following a strategic review, an £8.5 million placing in 2024 and a refreshed management team, recent performance has improved as the Company has sought to improve its operating model and margin, while stabilising revenue growth.

While these improvements have been recognised to an extent by the market and reflected in an improving SiS plc share price, maximising its full potential is likely to require further capital investment in distribution and product range to scale the Group. Failure to do so will, over time, impact SiS plc's competitiveness and terminal value. Whilst SiS plc has demonstrated significantly improved operating margins it does not yet generate material free cashflow to enable it to fund strategic growth initiatives organically.

Investor sentiment in the public markets, particularly towards UK smaller companies, remains subdued and with generally negative macro sentiment and increasing business risk, exacerbated by recent global volatility, particularly for a discretionary spend consumer business, the SiS plc Independent Directors consider that access to capital whilst remaining as a quoted company is uncertain. Furthermore, the pressure on short term growth targets associated with semi-annual reporting can distort the strategic requirement for longer term investment horizons.

The SiS plc Independent Directors believe that the Acquisition will provide the Group with improved access to flexible capital outside the constraints of the public markets, enabling the removal of public company costs and, along with the additional strategic insight and operational support and fast-moving consumer goods (FMCG) expertise which bd Capital brings, give it the best chance to achieve growth faster and more sustainably than the Group would be able to achieve alone as a listed entity.

Science in Sport Plc
Strategic Report
Chairman's Statement

Further details of the recommended cash offer can be obtained from the recent Rule 2.7 Announcement dated 17th April 2025 or via the Group's nominated advisor and broker.

DocuSigned by:

502F86D5CAB24A9

Dan Wright
Executive Chairman
25 April 2025

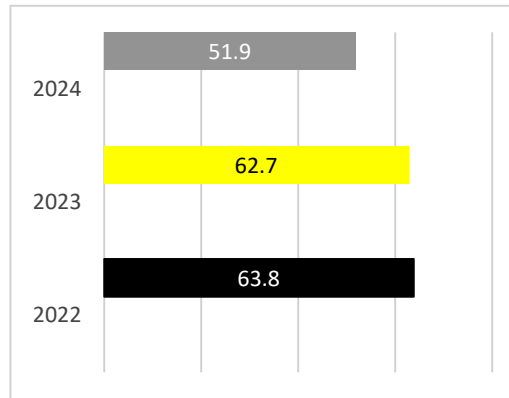
Key Performance Indicators

Revenue

(2023: £62.7m)

£51.9m

-17.2%



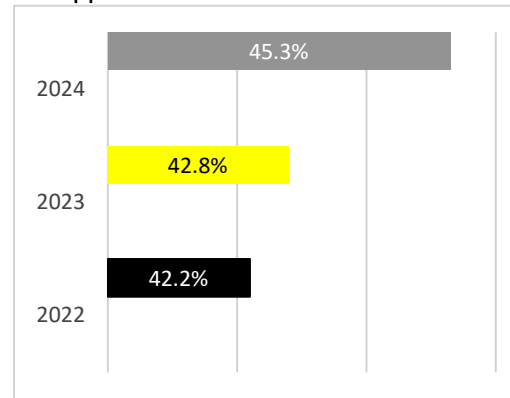
The total of sales from all customers and partners in all markets.

Gross Margin %

(2023: 42.8%)

45.3%

+2.5 pp



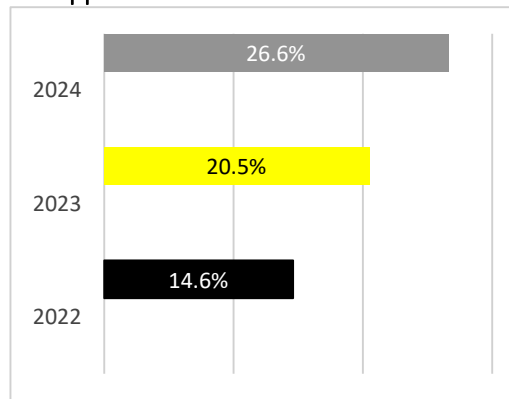
Gross Margin % as per the consolidated statement of comprehensive income.

Contribution %

(2023: 20.5%)

26.6%

+6.1 pp



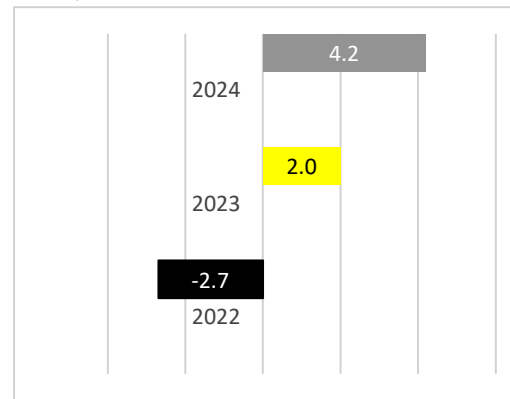
Contribution % is calculated as gross profit per the consolidated statement of comprehensive income less advertising, carriage and online selling costs. A reconciliation is shown on page 67 of these financial statements.

Underlying EBITDA

(2023: £2.0m)

£4.2m

+110%



Underlying EBITDA is EBITDA adjusted for exceptional and other items. An indicator of trading performance. A reconciliation is shown on page 10.

Overview

Science in Sport Plc ('SiS') is a leading sports nutrition business that develops, manufactures, and markets innovative nutrition products for professional athletes, sports and fitness enthusiasts and the active lifestyle community. The Group has two highly regarded brands, SiS, a leading endurance nutrition brand among elite athletes and professional sports teams and, PhD Nutrition ('PhD'), a premium active-nutrition brand targeting the active lifestyle community.

The two brands sell through the Group's scienceinsport.com and PhD.com digital platforms, third-party online sites, including Amazon and eBay, and extensive retail distribution in the UK and internationally, including major supermarkets, high street chains and specialist sports retailers. This omnichannel footprint enables the Group to address the full breadth of the global sports nutrition market, worth £24.1bn in 2024 and forecast to continue to grow.

SiS, a leading endurance nutrition business founded in 1992, has a core range comprising gels, powders and bars focused on energy, hydration, and recovery. SiS is an official endurance nutrition supplier to over 330 professional teams, organisations, and national teams worldwide. SiS supplies more than 150 professional football clubs in the UK, Europe, and the USA. Brand ambassadors include the former track cyclist Sir Chris Hoy, an eleven-time world champion and six-time Olympic champion, and Elish McColgan, who won gold in the 2022 Commonwealth Games 10,000 metres.

SiS is a Performance Solutions partner to Tottenham Hotspur, New York City and OGC Nice football clubs as well as Saracens Rugby. At the Paris Olympics 2024, individual athletes and teams using SiS products achieved over 100 medals, which is testament to the quality of products, level of trust and unique position SiS commands in the elite community. We continue to pride ourselves on developing products using elite insights backed by science which translate in to mass consumption for driving athletic achievement.

Launched in 2005, PhD is one of the UK's leading active nutrition brands with a reputation for high quality and product innovation. The range comprises powders, bars, and supplements, including the high protein, low sugar range, PhD Smart.

Our Brands

The Group's results and operations are underpinned by our two market leading brands;

Science in Sport:

Science in Sport is a leading performance nutrition brand with over 330 elite athletes and teams relying on its products for success. The combination of world-class knowledge and scientific formulations ensure the brand provides optimal performance solutions for athletes across the nutritional need states of energy, hydration and recovery.

Our range of SiS products includes:

- **Energy** – Bars, shots, gels and powders to give athletes energy
- **Hydration** – Gels, tablets and powders to keep athletes energised and hydrated
- **Recovery** – Powder range to aid athletes' recovery post-exercise
- **Athlete health** – Vitamins and supplements range designed to support and maintain immune function, digestive health and bone health amongst athletes

PhD:

Born from science, with innovation and quality at the core of the brand, PhD is one of the UK's leading active nutrition brands. The PhD brand is established internationally with a strong retail network across the globe which has enabled the Group to grow and develop the brand's exceptional reputation.

Our range of PhD products includes:

- **Diet** - The delicious Diet range combines protein, which is ideal for building and maintaining lean muscle whilst keeping you satiated for longer.
- **Smart** – Consisting of great tasting high protein, low sugar foods, bars and snacks. This includes the Smart Bar, an on-the-go protein hit and the multi-use Smart Protein Powder suitable for cooking.
- **Life** - A range of premium, expertly formulated health optimisation products. From the high in protein, low sugar, plant-based Complete meal solution, and Reset, a night time formula, to Mind, made to support optimal mental performance, this is a range to optimise performance for life.
- **Performance** - expertly formulated to help you perform at your best and optimise your training. From key supplements to aid in strength gains pre and intra workout to replenishment and recovery post workout, to maximise training and hitting goals.

Our focus in delivering long term value

The leadership team have outlined six key areas of focus, which will enable the Group to continue to grow throughout 2025 and deliver long-term value going forward.

1. World-class science

As a world leader in nutritional science and product development, investment in science remains at the core of the business. Quality, efficacy of ingredients and proven product benefits are key principles of both brands. We are pleased to announce that PhD is the first and only Informed Protein accredited protein product further demonstrating our commitment to quality and efficacy for our consumers.

2. Brand exposure

Both brands command significant share within their respective markets. Science in Sport holds the number one position in UK retail and marketplace channels, with a leading presence globally with an unrivalled elite presence. PhD is in the top three within the UK retail and marketplace channels and is strongly positioned in the Asia Pacific region. We will continue to grow brand awareness,

leveraging our Elite athlete portfolio and scientific credentials, through targeted investment delivering measurable returns.

3. Sales growth

The opportunity for global sales growth is significant, given the strength of the brands and continued positive trajectory of the sports nutrition market. We will deliver this by working with existing and new partners, driving profitable revenue growth through distribution agreements both domestically and internationally.

4. Financial health

The Group had previously pursued an aggressive growth strategy, while this delivered positive revenue growth it was not cash accretive. Under the guidance of the new executive team, the revised strategy is on sustainable profitable cash generation, through delivery of enhanced margins on a lower cost base while deleveraging the business. In July 2024 the Company completed a significantly oversubscribed equity fundraising of c £8.5m before expenses. In conjunction, the Group amended and extended banking arrangements to 2027, providing additional flexibility in accessing liquidity to fund growth.

5. Operational excellence

With the transition to the manufacturing facility at Blackburn fully completed, optimising the supply chain and manufacturing processes to deliver enhanced margins continues to be a key focus.

6. High performing team

We are resetting the culture and ways of working within a much leaner team; we are creating the conditions where everyone can perform at their best by integrating all aspects of our business and ensuring accountability and product pride across every department.

Our Market and Customers

The global sports nutrition market was worth £24.1bn in 2024 and is forecast to continue to grow. Our 2024 revenue of £51.9m (2023: £62.7m) represents a solid foothold in this market but highlights the scale of the opportunity for both brands for significant growth.

Our current revenues are weighted to the UK, representing 59% (2023: 56%) of our total revenue. This is driven through strong distribution through multiple channels of specialist retailers, grocery, Amazon and our own direct channel. The UK is a key market, and we see further opportunities to expand and grow our market share through existing and new customers underpinned by strong brand recognition and consistent reliability.

Outside of the UK, representing 41% (2023: 44%) of our revenue, we have several key distribution partners covering multiple geographies. Throughout 2024 a number of these agreements have been reset or exited to ensure strategic alignment with the objective of delivering mutually beneficial profitable growth. This approach has resulted in revenue declining year on year but provides a more commercially sound platform from which the business can grow.

Turnover by geographic destination of sales is analysed as follows:

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
United Kingdom	30,455	35,302
Rest of Europe	7,412	12,047
USA	2,569	3,548
Rest of the World	11,442	11,774
Total Sales	51,878	62,671

Our People and Culture

Throughout 2024 the business undertook a significant organisational restructure with several management roles removed. This has resulted in streamlined reporting lines on a much lower cost base. The new executive and senior management team having the capability and expertise to deliver the new strategy.

Our Future

As outlined in the Chairman's Statement, the Group is taking a balanced view on prospects for 2025 with the strategic focus on embedding the new operating model following the recent restructuring; controlled growth over the medium term, continued margin improvements resulting in cash generation and deleveraging.

On 17th April 2025, the board of directors of bd Capital and the SiS plc Independent Directors announced that they reached agreement on the terms of a recommended all cash acquisition by bd Capital of the entire issued and to be issued ordinary share capital of SiS plc; further details of which can be obtained from the Chairman Statement, the recent Rule 2.7 Announcement dated 17th April 2025 or from the Group's nominated advisor and broker.

Results for the year

The Group delivered £51.9m revenue in the year ended 31 December 2024, down 17.2% on the prior year (2023: £62.7m) as the Group stepped back from marginal and commercially ineffective supply agreements. Revenue was restricted throughout 2024 H1 due to limited availability of certain inventory lines at key times of demand. The Group's improved liquidity base has allowed for notable investment into building inventory volumes and repairing availability. The Board is confident of carrying this revised operating model into 2025 to better service our customer base and continue to grow revenues. Product rationalisation of product SKUs has been undertaken to improve the Group's working capital. Product availability and service reliability measures are all significantly improved throughout 2024 Q4, with strong exit rate momentum.

Underlying EBITDA increased to £4.2m (2023: £2.0m) consistent with expectations despite the lower revenue. Following the resetting of the operating model, the focus in the year shifted to higher margin, controlled growth as the detailed cost rationalisation programme significantly benefits margin. As previously announced this programme is anticipated to deliver aggregate annualised cost savings in excess of £6m, which will annualise fully throughout 2025. Operating margins of the Group continue to improve following these cost savings as well as the exiting of a number of uncommercial marketing contracts.

	2024 £'000	2023 £'000	Increase/ (decrease)
Revenue	51,878	62,671	(17.2%)
Cost of goods	(28,403)	(35,839)	
Gross profit	23,475	26,832	(12.5%)
Selling & general administration costs	(9,686)	(13,985)	
Trading contribution	13,789	12,847	7.3%
Underlying operating expenses	(9,547)	(10,854)	
Underlying EBITDA	4,242	1,993	112.8%
Share-based payment charges	(295)	-	
Depreciation and amortisation	(5,771)	(6,250)	
Restructuring and one-off costs	(1,356)	(1,975)	
Loss on disposal of intangible assets	-	(879)	
Transition costs	-	(2,092)	
Unrealised foreign exchange on intercompany balances	81	(247)	
Other items	(503)	(283)	
Loss from operations	(3,602)	(9,733)	63%

Our SiS brand delivered annual revenue growth of 4.1%, as the brand and quality of products continues to resonate with consumers. Meanwhile PhD delivered an annual revenue reduction of 42.8% compared to the prior year, predominantly due to challenges faced around inventory availability and poor servicing of customers. Management have developed a plan growing the PhD brand which includes refreshing the product range and a focus on quality differentiation, which includes PhD becoming the first and only UK protein brand to hold Informed Protein certification. A mark of quality which management believe will resonate with both our core brand values and the priorities of our customer base.

Gross profit for the Group reduced to £23.5m (2023: £26.8m) but gross margin notably improved to 45.3% (2023: 42.8%) following a shift in focus to growing margin performance under the new operating model. The underlying improvement is better reflected by the significant improvement in trading contribution of 26.6% (2023: 20.5%). The trading margin reflects the benefit of the significant cost restructuring of the Group with the operational efficiencies and cost savings at all levels with many still to fully annualise through 2025.

Underlying EBITDA of £4.2m (2023: £2.0m) improved year on year through improved margins and ongoing cost efficiencies. Excluded from Underlying EBITDA are one-off costs, principally relating to the organisational restructure.

Revenue

	2024			2023		
	SiS £'000	PhD £'000	Total £'000	SiS £'000	PhD £'000	Total £'000
Digital	3,053	937	3,990	4,984	2,325	7,309
Marketplace	7,313	4,605	11,918	6,218	6,835	13,053
China	1,667	1,559	3,226	1,105	2,285	3,390
USA	2,569	-	2,569	3,548	-	3,548
Global online	14,602	7,101	21,703	15,855	11,445	27,300
International retail	10,901	1,788	12,689	8,322	4,257	12,579
UK retail	10,092	7,394	17,486	10,007	12,785	22,792
Retail	20,993	9,182	30,175	18,329	17,042	35,371
Total Sales	35,595	16,283	51,878	34,184	28,487	62,671

Global Online

Global online sales accounted for 42% of total sales (2023: 44%) and decreased to £21.7m (2023: £27.3m). The reduction in our own channel digital sales was driven by lower traffic and saw digital sales decrease 45% year on year to £4.0m (2023: £7.3m) following the conscious decision by the Group to reduce marketing spend in this area whilst focusing on significantly improving contribution. Throughout 2024 the business invested in to developing an improved SiS direct to consumer website and are optimistic that the refreshed platform can drive an improved customer experience.

Our Amazon marketplace sales saw a 9% decrease (2023: 13% increase), driven by a shortage of key inventory product lines in the first half of the year.

We continue to have key distribution agreements in place for our US and China business, throughout 2024 this combined channel declined by 16% delivering £5.8m (2023: £6.9m) in part due to a change to a royalty supply model into China for part of the year.

Retail

Retail sales accounted for 58% of total sales (2023: 56%) and with revenue declining to £30.2m (2023: £35.4m) primarily due to a shortage of key product inventory availability in H1 2024. Subsequent to the equity raise in July 2024 the business has invested into growing inventory on hand and has seen notable improvements in reliability later in the year.

We continue to distribute across UK Retail with relationships with major grocers, independents and specialist retailers largely retained.

Profitability

Gross profit for the Group reduced to £23.5m (2023: £26.8m) but gross margin notably improved to 45.3% (2023: 42.8%) following a shift in focus to growing margin performance under the new operating model. Key raw material input pricing remained fairly stable across 2024 with inventory availability to service our customers being a limiting factor to growing margins in 2024 H1. The Blackburn manufacturing facility continues to perform satisfactorily with further efficiency and improvement targets set for 2025.

Trading contribution improved to £13.8m (26.6% contribution margin) (2023: £12.8m; 20.5% contribution margin) despite the lower revenue base. The Group focused on continued cost mitigations from reduced but more commercially focused advertising and promotion spend. As a result, selling and administration costs of £9.7m (2023: £14.0m) decreased by £4.3m year on year to drive profitable growth.

Operating costs decreased by £1.4m year on year. The Group continues to have good levels of visibility on these costs due to them relating to people, premises and related overhead costs with management continuing to have a relentless approach to driving cost efficiency wherever commercially viable.

Underlying EBITDA was £4.2m, a significant improvement year on year of £2.2m. The reported loss before tax is £4.7m, (2023: £11.3m loss). Loss per share improved to -2.3p (2023: -6.6p). The Group has chosen to report Underlying EBITDA as an alternative performance measure. This is adjusted for depreciation, amortisation, loss on disposal of intangible assets, non-cash share-based payments, restructuring costs, transition costs and material one-off costs. The Board believes this provides additional useful information for Shareholders to assess an underlying profit performance more closely aligned to a cash profit value, excluding one-offs. This measure is used by the Board for internal performance analysis. A reconciliation of Underlying EBITDA to profit from operations is presented in note 1.9.

Working capital

As at 31 December 2024, the Group held inventory of £9.8m (31 December 2023: £6.8m) following a significant investment in building inventory levels on key product lines following the poor reliability and service levels noted under the previous operating model.

Trade and other receivables reduced by £1.9m in line with the reduction in revenue and a more robust approach to cash collection cycles.

Trade and other payables reduced by £5.1m due to the timing of supplier payments, the reduced cost base of the business and a step down in the reliance on the trade finance debt facility to save interest costs.

Cash position

The Group ended 2024 with cash of £2.0m (2023: £2.1m) and Adjusted net debt² of £5.9m (2023: £12.8m) with headroom in facilities of £9.8m (2023: headroom £4m). The reduction in Adjusted net debt at the year end was driven by the improvement in margins and an equity raise in the year.

In July 2024 the Company completed a significantly oversubscribed equity fundraise of £8.5m before expenses. In conjunction the Group amended and extended banking facilities to 2027, providing additional flexibility in accessing liquidity and funding for growth as well as reducing the interest cost burden. The equity fundraising has provided the necessary capital to complete the ongoing restructuring of the business, to drive ongoing margin improvement and over time to ensure that SiS is not only a growth company but a profitable and cash generative one with a significantly strengthened balance sheet.

Intangible Assets

Total intangible additions during 2024 were £0.8m (2023: £1.0m), with £0.5m (2023: £0.4m) being on technology spend and £0.3m (2023: £0.6m) on product development. Technology spend relates to continued investment on the warehouse management system and ecommerce platform, and product development spend in relation to a number of elite and commercial products across both brands including the development of our new Hydro+ range.

Fixed Assets

Total fixed asset additions during 2024 were £0.2m with minor sustaining capital expenditure incurred in the year.

Share-based payments

In July 2024 the Company launched a management incentive plan (the “Growth Plan”) to incentivise management and to closely align their interests with Shareholders. The Growth Plan covers the value created over three years post launch and will be measured by reference to the difference in market capitalisation of the Company following the Placing calculated by reference to the Enlarged Issued Share Capital at the Issue Price and measured against the 60 day volume weighted average share price after three years post grant. No value will accrue to recipients beneath a 20% return and in order for full value to be delivered, the management team must deliver a return of 300% over the three year term, which would equate to a share price of 68p per Ordinary Share. The maximum dilution to existing Shareholders under the Growth Plan and all other employee share schemes will not exceed 10% of the Company's issued ordinary share capital.

A £0.3m (2023: £nil) charge was recognised for the management incentive plan through the profit and loss account.

Taxation

The tax expense in the year is £19k (2023: £12k credit). The Group has cumulative tax losses of £39.6m (2023: £38.6m), a proportion of which the Group will look to use to cover future profits.

² Adjusted net debt is presented in note 1.9 and is defined as cash, less banking working capital facilities, asset financing and other payables and excludes property leases.

Risk Management

In the course of its normal business, the Group is exposed to a range of risks and uncertainties, which could impact on the future results of the Group. The Board considers that risk management is an integral part of good business process and, on a quarterly basis, reviews the industry, operational and financial risks facing the Group and considers the adequacy of the controls and mitigations to manage these risks.

Internal Controls

The Group has an established framework of internal controls, the effectiveness of which is reviewed regularly by the Executive team, the Audit Committee and the Board as part of an ongoing assessment of significant risks facing the Group.

The Group's key risks (financial, operational and reputational) are recorded on a Business Risk Register and those risks together with their controls, mitigating and corrective actions are reviewed regularly by the Board. Risk is a standing agenda item for the Board and senior managers are required to review, identify and report on risks on an ongoing basis and review all key risks on a quarterly basis.









The key features of the Group's system of internal control are as follows:





- An ongoing process of risk assessment to identify, evaluate and manage business risks and opportunities;
- Comprehensive procedures for budgeting and planning and for monitoring and reporting to the Board business performance against plans;
- A consistent system of prior and post appraisal for investments overseen by the Chief Financial Officer and Executive Chair;
- An organisational structure with defined levels of responsibility, which promotes entrepreneurial decision-making and rapid implementation while minimising risk;
- Central control over key areas such as capital expenditure, authorisation and banking facilities;

The Group continues to review its system of internal control to ensure compliance with best practice, while also having regard to its size and the resources available. Due to the size of the business there is no internal audit function. As part of the Group's review a number of non-financial controls covering areas such as regulatory compliance, business integrity, health and safety, risk management and business continuity have been assessed.

Our culture is built on Entrepreneurship, Trust, Honesty, Ownership and Employee Wellbeing which underpins the effective operating of the control framework which addresses the principal risks and uncertainties.

The Directors have identified the following principal risks and uncertainties that could have the most significant impact on the Group's long-term value generation.

RISK	RISK RATING	POTENTIAL IMPACT	MITIGATION CONTROLS
1 FOOD QUALITY & SAFETY Accidental or malicious ingredient contamination, or supply chain contamination caused by human error or equipment fault or due to manufacturing or design faults could compromise the safety and quality of Science in Sport and PhD products.	2024  2023 	The consequences could be severe and may include adverse effects on consumer health, loss of market share, financial costs and loss of revenue to Science in Sport. A product recall may be required as a result, a subsequent product re-launch may not successfully return the relevant brand to its previous market position. Banned substance testing is considered mandated for the Elite customers and subsequent Brand position.	The Group's stringent approach to food quality and safety is controlled via quality assurance procedures which are based on a risk management approach. Internal systems are reviewed continuously and potential for improvement is monitored. The manufacturing facilities at Blackburn are subject to regular food safety and quality control audits. At the beginning of 2018 we enhanced our banned substance testing regime to ensure we remain best in class. The Group maintains product liability insurance cover to mitigate the potential impact of such an event. In Q1 2024 the Group passed its Food Safety System Certification ('FSSC') audit. The Group passed a further FSSC audit in Q1 2025.
2 COMMODITY PRICING RISK Movement in the commodity prices of raw materials and, in the case of imported raw materials and other goods, the value of Sterling against other currencies may have a corresponding impact on finished product cost.	2024  2023 	Failure to manage the Group's exposure to price increase may adversely affect the Group's financial performance, through increasing production costs which cannot be mitigated through price increases.	The risk is mitigated by securing supplies in advance based on estimated volumes, thus ensuring greater price certainty. We have the significant proportion of key raw material prices fixed throughout 2025, providing a level of certainty over input costs and reducing the exposure to pricing risk. The Group continually reviews suppliers and terms with the objective of ensuring optimal pricing and continuity of supply.
3 CUSTOMERS & CONSUMERS The Group operates in a competitive market sector and its ability to compete effectively requires an ongoing commitment to marketing, product development, innovation, product quality and ability to offer value for money as well as first-class customer service.	2024  2023 	Although no single retailer accounts for more than 18% of Group revenue (Amazon), the dominance of the large retail multiples and third-party e-commerce retailers could force an erosion of prices and, subsequently, profit margins.	Significant resources are devoted to forging strong relationships with customers. The mix of customers diversifies the revenue channels and reduces key customer reliance. Our mix of customers has remained broadly constant since 2021 with lower revenues from the Digital channel being offset with growth in Amazon and marketplace channels. Throughout 2024 management have undertaken a thorough review of credit controls and have noted a significant improvement in customer collections and remain risk averse to credit risk.
4 TRADEMARKS AND IP The Group's success will depend in part on its ability to obtain and protect its trademarks both in the UK and internationally.	2024  2023 	The Group cannot give definitive assurance that pending or future trademark applications will be granted or that trademarks granted will not be challenged or held unenforceable.	To mitigate this, the Group enters into non-disclosure agreements with employees, consultants and prospective commercial partners but cannot assure that such agreements will provide complete safeguards against unauthorised disclosure of confidential information.

RISK	RISK RATING	POTENTIAL IMPACT	MITIGATION CONTROLS
5 LIQUIDITY Ensuring the Group has sufficient cash reserves.	2024  2023 	Consequences of insufficient liquidity could be severe if the group is not able to pay key suppliers and employees on time.	Cashflow forecasts are prepared and reviewed by senior management, with all payments approved in advance. The Group adjusts investment levels as appropriate to maintain cash balances in line with forecasts. We have in place working capital facilities with HSBC which are in the process of being renewed with increased working capital liquidity being requested. Risk was downgraded to Low in Q2 2024 given the successful Equity Fundraise of £8.5m to underpin liquidity in the short to medium term. Throughout 2024 Management reorganised and restructured the banking facilities within the Group. These facilities provide support for short term liquidity through asset backed lending as well as a committed fund for growth via a rolling credit facility. Significant headroom exists and is forecasted to remain across the banking facilities.
6. RECRUITMENT & RETENTION	2024  2023 	Recruiting and retaining talent is key to delivering future growth and strategic plan delivery. The market is increasingly competitive in key areas such as Technology, Online Trading & Marketing, in addition to Senior Leadership positions.	The Group has gone through significant restructuring from Q4 FY23 to the present. A number of senior roles have exited through various processes, however there have been no regretted losses in the team.

-  Low
-  Medium
-  High

Current Trading and Outlook

As discussed in the Chairman's Statement, management is taking an ambitious yet balanced view on prospects for 2025 where trading performance has started well with the improvements made throughout 2024 continuing to annualise. The strategic focus areas are driving profitable revenue growth through distribution agreements both domestically and internationally; controlled growth over the medium term supported by effective marketing with a clear strong commercial execution; and, continued margin improvements from ongoing cost challenge resulting in cash generation and deleveraging.

On 17th April 2025, the board of directors of bd Capital and the SiS plc Independent Directors announced that they reached agreement on the terms of a recommended all cash acquisition by bd Capital of the entire issued and to be issued ordinary share capital of SiS plc; further details of which can be obtained from the recent Rule 2.7 Announcement dated 17 April 2025 or from the Group's nominated advisor and broker.

Dividend Policy

Focusing on controlled profit accretive growth and deleveraging of the Group, the Board is taking a prudent approach to the Group's dividend policy and made the decision not to propose a final dividend for the full year to 31 December 2024 (2023: Nil pence per share).

Post year-end events

As outlined above, Independent Directors announced that they reached agreement on the terms of a recommended all cash acquisition by bd Capital of the entire issued and to be issued ordinary share capital of SiS plc on 17th April 2025.

There are no further events subsequent to the reporting date which would have a material impact on the financial statements.

Section 172 Statement

A Director of a Company must act in a way they consider, in good faith, would most likely promote the success of the Company for the benefit of members as a whole, taking into account the factors listed in section 172 of the Companies Act 2006 (s.172 CA).

Engaging with our stakeholders, and acting in a manner that promotes the long-term success of the Company, while considering the impacts of business decisions on our stakeholders, are central to the Directors' strategic thinking and duties in accordance with s.172 CA. We are aware that each stakeholder group requires a tailored engagement in order to foster effective and mutually beneficial relationships. We have identified the key stakeholder groups, resources and relationships on which the business relies. These are listed further below, with why we focus on them and how we engage them.

Throughout this Annual Report, and particularly in the Corporate Governance Report, we demonstrate how the Directors give careful consideration to the factors set out below in discharging their duties under s.172 CA, including.

- a) The likely consequences of any decisions in the long term.
- b) The interests of the Group's employees.
- c) The need to foster the Group's business relationships with suppliers, customers and others.
- d) The impact of the Group's operations on the community and the environment.
- e) The desirability of the Group maintaining a reputation for high standards of business conduct; and
- f) The need to act fairly as between shareholders of the Group.

As part of their induction, Directors are briefed on their duties and they can access professional advice on these, either from the Company Secretary or, if they judge necessary, from an independent advisor. The Board confirms that, during the year, it has had regard to the matters set out above. Further details as to how the Directors have fulfilled their duties are set out below. Please also see page 21 to 25 for information on how the Directors promote a corporate culture that is based on high standards of business conduct, ethical values and behaviours.

Risk management

The Group recognises the importance of identifying, evaluating and managing risk. Details of our principal risks and uncertainties, and how these are managed, are set out on pages 14 to 16. Further information can be found in the section on the Audit and Risk Committee on pages 31 to 32 and the Remuneration Committee Report on pages 33 to 37.

Employees

The continued strength of the Group is the hard work and dedication of all the people who work for Science in Sport. We continue to invest in existing employees who are being supported through professional development relevant to their functional areas, as well as other relevant role-specific training.

In 2024, 12 employees enhanced their career potential through the completion of apprenticeship qualifications. 3 employees successfully completed their Level 2 and 3 qualifications in subjects such as Lean Manufacturing Business administration. We currently have a total of 8 employees currently studying qualifications, including 4 who are completing an executive 'Masters in Leadership' with Bayes Business School.

Our world-class team know the performance nutrition market like no one else, and they are passionate about sport, health and wellness. With functional experts in many disciplines including Science, Brand & Marketing, Retail, Supply Chain, Finance, Technology, Manufacturing and People, we are equipped to deliver the best for our customers. Our team is drawn from leading brands and businesses across various industry sectors, and our diverse experiences is what enables us to stay at the forefront of innovation.

Our team is our difference, and we continuously look at ways in which we can develop our employer brand, and our people experience.

In 2024;

- We proudly renewed our accreditation as a Living Wage employer, supporting our belief in paying a fair wage to our teams.
- 36 members of our fantastic team took the next step in their career with us and were promoted into bigger or more senior roles
- We continue to work towards a balanced leadership team with 27% of senior leadership roles undertaken by women.
- In our first group survey in 2024, 71% of our teams told us they were proud to work at Science in Sport Group

Broader results from our voice survey uncovered priority actions to improve leadership, communication and performance development. We introduced executive briefings enabling the Executive team to communicate face to face with every employee and improve their understanding of what is happening in the business and provide an opportunity for questions and concerns to be raised. Alongside this, we introduced an employee-led weekly update, to provide regular updates on business activities bridging the gap in understanding of other departments and providing a platform

for the achievements of our people to be shared and celebrated. We also introduced our Perform process consisting of Objectives and Key Results (OKRs), employee and manager conversations and personal performance plans, to ensure our people have clarity on expectations, can have regular conversations about their progress and identify and work on development areas.

Customers

As with any business, our customers are our key stakeholders, and our strategic model investments in product innovation, technology and data science are designed to improve our customers' experience. Meeting the needs of our customers is fundamental to our success.

We constantly invest in our website to improve our customer proposition, making it easier to search, select and shop for products. In addition, we collect and respond to online customer feedback continually to improve our processes, products and proposition both directly and through Trustpilot. In the year, we launched a detailed consumer research survey to understand and monitor end consumer perceptions about our products and the wider sports nutrition industry. This process provided quantitative measures as well as direct feedback on what is valued and opportunities we have to improve. The results of the consumer survey showed the Group's core strength in providing leading products backed by science to those engaging in regular serious competitive sport or exercise.

Suppliers

Our suppliers are key business partners, and the quality of raw materials and services we receive are essential to maintain our premium product position. We operate with mutual confidentiality agreements in place and conduct open and two-way conversations with our biggest suppliers about our business and strategy.

The Group has worked closely with its supply base to improve credit terms and lead times through consolidation and deselection of poor performing suppliers. As an active member of SEDEX we are proactive in ensuring our supply chain is compliant with Modern Slavery and GFSI standards. Further progress is in the pipeline for 2025 to continue to explore onshore supply chain opportunities so as to reduce both Carbon Footprint and Duty exposure.

In addition to its adherence to Informed Sport requirements the Group is the first and only UK Sports Nutrition Company to achieve Informed Protein Standards and will take this to market in 2025.

Community and environment

In 2024, we supported fundraising activities for Blackburn Youth Zone and HEY through the donation of products for raffle prizes. We supported several charity events through to donation of energy and hydration products to ensure all participants were fuelled for their challenge. Charity events we supported include the Small Steps Charity Bike Ride and the Munro Charity Climbing Challenge. We also donated a range of products to The Brick to support their food bank

As well as supporting charity events, we also opened our doors to the next generation of employees through work experience and career development days. We delivered several 'experience days' to students studying sports science and nutrition from Liverpool John Moores University, giving them the opportunity to experience their educational discipline in a business setting. We also provided real-life business experience to university students through internships and two-week work experiences allowing them to practice existing skills in the workplace and develop new skills such as project management, data analysis and presentations.

We will continue to seek ways to engage with our communities as we move into our new financial year.

Shareholders

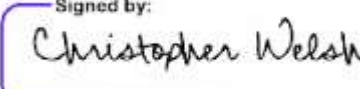
We have a strong and supportive investor base whose ongoing support is key to realising the growth ambitions of the Group. Shareholders are a key stakeholder for the future success of the Group, and consequently investor relations are a key focus area for the Directors. The Board regularly engages investors on Group performance following trading updates and results announcements with meetings and presentations. Feedback is regularly collected via our broker following results updates and presentations. We have actively engaged our shareholders throughout the transition to the new operating model and the execution of the updated strategy centred on profitable cash generative growth. The Board acknowledges its duty to act fairly between members. Where there are conflicting interests, we will act as fairly as we are able to consider the implications for each stakeholder.

On behalf of the Board detailing the Strategic Report on pages 1 to 20:

DocuSigned by:

502F86D5CAB24A9

Dan Wright
Executive Chairman
25 April 2025

Signed by:

34207E676DAE47D

Christopher Welsh
Chief Financial Officer
25 April 2025

Dan Wright

Executive Chairman

Date of appointment

16 October 2023

Previous experience

Dan was appointed Executive Chairman of SiS Plc in October 2023, having successfully led the turnaround of Accrol Papers Plc.

His other current directorships include SolasCure, a venture technology development business focused on wound care management, Ulnsure Limited, a fast-growth first-mover brand in the digital distribution of General Insurance, and Manchester & London Investment Trust Plc, a winner of CityWire's Investment Trust of the Year Award.

Dan previously spent eight years at NorthEdge Capital, a mid-market private equity fund where he was a Founder Partner, Chief Operating Officer and Head of Portfolio with primary responsibility for portfolio and operating matters.

While his previous chairmanships also include Vision Support Services Group, a private company he founded and grew to become Europe's leading distributor of textiles to the hospitality sector, resulting in a successful disposal to Icahn Enterprises in 2019.

With previous roles at Cable Partners LLC, Deutsche Morgan Grenfell Private Equity and The Royal Bank of Scotland, Dan first qualified as a Chartered Accountant with Arthur Andersen in 1996 and has an MA from the University of Cambridge in Modern & Medieval Languages and History.

External appointments

Northedge Capital I GP LLP – LLP Member

Board committees

None

Roger Mather

Non-Executive Director

Date of appointment

31 January 2020

Previous experience

Roger has broad business experience gained first in audit at PwC, in London and Hong Kong, and then in executive positions in consumer and distribution businesses in the UK, Asia Pacific and North America. He was Chief Financial Officer of Mulberry Group plc, the AIM-quoted fashion brand and manufacturer, from 2007 to 2016, a period of rapid growth at Mulberry during which time he established international revenue channels and implemented the business's digital strategy.

Prior to Mulberry, he worked for more than 10 years at Otto Group, a privately owned multinational distribution business, first as Group Finance Director of the sourcing division based in Hong Kong and then as Managing Director of a UK division. From 2017, Roger has focused on non-executive and part-time roles. He is also a pro bono director of The Berkshire Golf Club Limited.

Roger brings a broad range of senior financial and executive leadership experience gained in fast growing international consumer businesses which are a strategic fit with the Science in Sport growth strategy. His knowledge of digital strategy and supply chain distribution brings to the board further experience in these key strategic areas.

External appointments

The Berkshire Golf Club Limited – Director

Quiz Group plc - Non-executive Director (resigned February 2025)

Board committees

Audit and Risk – Chairman

Nomination – Chairman

Remuneration

Paul Richardson

Non-Executive Director

Date of appointment

28 July 2023

Previous experience

Paul is a Solicitor by qualification and, after a period in private practice, moved in-house as Head of Legal and Business Affairs before moving into senior management roles which have included Chief Executive or Chairman of private and listed companies. Paul has also enjoyed a parallel pro bono Charity career for over 20 years and was Chairman of The Steve Redgrave Trust, a Trustee at WellChild and is currently Chairman of Special Olympics Great Britain.

External appointments

Arwen AI Limited – Director

Chatom Investments (No.1) Limited – Director

Chatom Consulting Limited – Director

Pinnacle Holdings Group Limited – Director

PM Capital Advisors Ltd – Director

SOGB Promotions Limited – Director

Special Olympics Great Britain – Director

Board committees

Audit and Risk

Nomination

Remuneration

Henry Turcan

Non-Executive Director

Date of appointment

1 February 2023

Previous experience

Henry has worked in financial services since 1996, with a focus on equity capital markets. Having spent most of his career advising growth companies within investment banking, he became an investment manager, joining the Volantis team at Henderson Global Investors in 2015, which subsequently transferred to Lombard Odier Asset Management in 2017. He brings strong strategic and commercial experience having been a non-executive director of several public and private companies.

External appointments

Jaywing PLC – Director

Board committees

Audit and Risk

Nomination

Remuneration – Chairman

Daniel Lampard

Chief Operating Officer

Date of appointment

19 October 2022

Previous experience

Daniel qualified as a chartered accountant with KPMG and is a member of the Institute of Chartered Accountants in England and Wales. He also holds an MSc in Executive Management from Manchester Business School. His previous appointments include serving as the Chief Financial Officer of Unbound Group plc, Chief Financial Officer of D2C Glanbia Performance Nutrition, a rapidly growing online sports nutrition business, the UK Finance Director at AO World plc and working for the Manchester Airport Group for 11 years in a variety of senior commercial and financial roles.

Daniel has extensive knowledge and experience of the sports nutrition industry and has been a professional athlete competing at an international level.

External appointments

None

Board committees

None

Christopher Welsh

Chief Financial Officer

Date of appointment

28 June 2024

Previous experience

Christopher is a highly ambitious, enthusiastic executive having held senior roles at large global businesses. Christopher qualified as a chartered accountant with PWC and is a member of the Institute of Chartered Accountants in England and Wales. His previous appointments include serving as the Chief Financial Officer of Accrol Group plc and various senior finance roles at INEOS Enterprises.

External appointments

None

Board committees

None

Our purpose

The Board's overriding objective is to produce long-term value for its shareholders. Our core values, based on attitude, behaviour and communication, translate into everything we do for our customers, people, suppliers and shareholders. Our culture supports the Group's strategic objectives and business model.

We recognise the importance of good corporate governance and consider a strong corporate governance foundation essential in delivering shareholder value through long-term success and performance. The Board believes that corporate governance is more than just a set of guidelines; rather it is a framework which underpins the core values for running our business, including a commitment to open and transparent communications with stakeholders.

In 2018, Science in Sport adopted the 2018 Quoted Companies Alliance Corporate Governance Code ('the Code') as a benchmark for measuring our adherence to good governance principles. The Code sets out 10 principles, which provide a framework for assessing our performance as a Board and as a Company:

The 10 Principles of the Code and the Company's application of them:

1. Establish a strategy and business model which promotes long-term value for shareholders

The Board has collective responsibility for setting the strategic aims and objectives of the Group. Our business model and strategy are detailed in the Science in Sport overview section on page 6 to 8. The key challenges in their execution can be found on pages 12 to 13.

2. Seek to understand and meet shareholder needs and expectations

We encourage all our shareholders to attend our AGM, which provides a forum and time for shareholders' questions through open discussion. The Board actively engage with shareholders on a regular basis as detailed in our Business Review.

3. Take into account wider stakeholder and social responsibilities and their implications for long-term success

The Group seeks to ensure a sustainable business, behaving with social, ethical and environmental responsibility. We engage with all key stakeholders including the communities in which the Group operates, our people and the environment. Full details of the Group's approach to this are included in the Report of the Directors specifically pages 38 to 43.

4. Embed effective risk management, considering both opportunities and threats, throughout the organisation

Details of the principal risks and uncertainties which the Board consider to be associated with the Group's activities, together with mitigating actions which are being pursued in relation to them are set out in the Risk Management section of the Strategic Report on pages 14 to 16.

5. Maintain the Board as a well-functioning, balanced team led by the Chair

The structure of the Board of Directors is described on pages 21 to 25. The Board of Directors are collectively responsible and accountable to shareholders for the long-term success of the Group as detailed on page 25.

6. Ensure that between them the Directors have the necessary up-to-date experience, skills and capabilities

The Directors have the necessary up-to-date experience, skills and capabilities required including overseeing the management of the Group. The biographies of the Directors are set out on pages 21 to 25 and further details on how this is maintained is included on page 28.

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

The performance of the Board is evaluated on an annual basis, following conclusion of the annual Audit and finalisation of the Annual Report. When addressing Board performance the factors considered include, but are not limited to, underlying group financial performance, the success of new strategy implementation and the effectiveness of risk and control measures.

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

The Group has a strong ethical culture. The Board is responsible for setting and promoting this throughout our processes and behaviours. The policies related to these matters are regularly reviewed, updated and distributed to employees and other stakeholders as appropriate to ensure the policies remain aligned with the Group's objectives, strategy and culture. Further, specific training is given to keep staff updated on relevant changes. These sessions are often recorded for future reference and new staff induction. A copy of our Code of Conduct is available on our website. The Group has stated policies on Corporate Social Responsibility, Anti-Bribery and Anti-Corruption, Modern Slavery Policy and Whistleblowing Policy that are applicable to all our employees, other workers, suppliers and those providing services to our organisation. The Company's Sustainability Report is available on our website (sisplc.com).

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

Further details on how the Board apply this principle can be found throughout this Report on Corporate Governance.

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

The descriptions of the Group's application of Principles 2 and 3 on page 20 explain the primary modes of communication with its shareholders and other stakeholders. Three key committees of the Board play a significant role in the governance of the Group, the Audit and Risk Committee, the Nomination Committee and the Remuneration Committee as detailed later in this report.

Board of Directors

The Group is governed by the Board of Directors. The Chairman is responsible for the effective running of the Board and reviews its effectiveness on an ongoing basis. The Chief Executive Officer is ultimately responsible for all operational matters and the financial performance of the Group. During 2024, the Executive Chairman also performed, on an interim basis, the duties of the Chief Executive Officer, whilst the search for a new Chief Executive Officer was undertaken.

The Non-Executive Directors are independent of management and are free from any business or other relationship which could materially interfere with the exercise of their independent judgement. The Board is satisfied that the broad range and depth of experience of the Non-Executive Directors allows them to exercise independent judgement and apply unbiased rigour to all decisions.

The Directors' biographies on pages 21 to 25 demonstrate the experience they bring to the Group.

Board performance is reviewed on an ongoing basis as a unit to ensure that the members of the board are collectively functioning in an efficient and productive manner. Board members complete an annual review evaluating their own performance, that of fellow Board members and the Board as a unit across a range of measures including leadership, strategy and contribution.

In addition to their general Board responsibilities, Non-Executive Directors are encouraged to be involved in specific workshops, meetings or seminars in line with their individual areas of expertise. Board Directors have held regular updates with members of the Exec team on subjects such as funding strategy, technology and supply chain development. All Directors are encouraged to challenge and to provide independent judgement on all matters, both strategic and operational.

In accordance with its articles, the Company provides an indemnity to all the Company's Directors in respect of all losses arising out of or in connection with the execution of their powers, duties and responsibilities as Directors. The Group also maintained insurance cover during the year for its Directors and Officers and those of subsidiary companies under a Directors' and Officers' liability insurance policy against liabilities that may be incurred by them while carrying out their duties. In each case, the Directors remain liable in the event of their negligence, default, breach of duty or breach of trust.

The Board seeks guidance from external advisors when appropriate such as financial and legal due diligence on potential acquisitions. In addition, the Company Secretary ensures that the Board consults regularly with its Nominated Advisors and retained advisers for Market Abuse Regulation ('MAR') and company secretarial support to ensure that the Board are kept abreast of relevant changes in regulations or legislation.

The following Board committees deal with specific aspects of the Group's affairs, reporting their deliberations and conclusions to the Board as appropriate.

Audit and Risk committee

The Audit Committee plays a key role in supporting the Board's oversight of the Group's financial reporting, internal control, and risk management framework. Its primary responsibilities include reviewing the integrity of the Group's financial statements, assessing significant financial reporting judgements, and ensuring compliance with accounting standards and regulatory requirements. The Committee also oversees the relationship with the external auditor, including their independence, objectivity, and effectiveness, and makes recommendations to the Board regarding their appointment and remuneration.

In addition, the Committee evaluates the adequacy and effectiveness of the Group's internal controls and risk management systems. While the Group does not currently operate a formal internal audit function, the Committee regularly reviews whether this remains appropriate for the size and complexity of the business. The Committee is also responsible for overseeing the whistleblowing procedures and ethical policies to ensure a culture of integrity and transparency is maintained across the organisation.

Further details of the Audit Committee's activities during the year, including key areas of focus, can be found in the Audit Committee Report on pages 31 to 32.

Remuneration Committee

The Remuneration Committee consists of the Chairman and three Non-Executive Directors. It is chaired by Henry Turcan and meets as required, at least twice during the year.

The committee reviews the performance of the executive Directors and sets, and reviews, the scale, and structure, of their remuneration and the basis of their remuneration and the terms of their service agreements with due regard to the interests of Shareholders. In determining the remuneration of executive Directors, the remuneration committee seeks to enable the Company to attract and retain executives of the highest calibre with reference to external benchmarking data. The remuneration committee also makes recommendations to the Board concerning the allocation of share options to employees.

The Remuneration Committee report is set out on pages 33 to 37.

Nomination Committee

The Nominations Committee consists of the Chairman and two Non-Executive Directors. It is chaired by Roger Mather and meets as required.

The Nominations Committee is responsible for reviewing the structure, size and composition of the Board, making recommendations to the Board with regard to any changes and identifying and nominating candidates to fill Board vacancies.

Board attendances

Directors are required to devote such time and effort to their duties as required to secure their proper discharge. For Non-Executive Directors, this typically entails one or two days of meetings per month as well as reading and preparation time. A full pack of management information is provided to the Board in advance of every meeting. Each Executive Director has a full-time service agreement.

Directors' attendances at meetings of the Board and its Committees during 2024 were:

	Board	Audit Committee	Remuneration Committee	Nomination Committee
Number of meetings in year	9	3	3	3
R T Mather	9	3	3	3
P D Richardson	9	3	3	3
H A J Turcan	9	3	3	3
D M Lampard	9	3	-	-
D P Wright	9	-	3	-
C J Welsh ³	6	2	-	-

Internal control

The Board is responsible for maintaining a sound system of internal control to safeguard Shareholders' investment and the Group's assets, as well as reviewing its effectiveness. The system of internal control is designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material loss and misstatement. The Board believes that the Group has internal control systems in place appropriate to the size and nature of its business.

The Group maintains a comprehensive process of financial reporting. The annual budget is reviewed and approved by the Board before being formally adopted, following which the Board receives at least monthly financial reports of the Group's performance compared to the budget, with explanations of significant variances. Monthly cash flow forecasts are provided to the Board, as are budget reforecasts if deemed appropriate. The Executive Directors monitor key performance indicators on a monthly basis, management of these being delegated to the Group's Senior Management.

Conflicts of interest

The Group has established procedures for the disclosure and review of any conflicts, or potential conflicts of interest which the Directors may have and for the authorisation of such conflict matters by the Board. The Board considers that these procedures are operating effectively.

³ Appointed 28 June 2024

Chair's Introduction

As Chair of the Audit Committee, I am pleased to present the Committee's report for the year ended 31 December 2024. The Committee is responsible for overseeing the integrity of the Group's financial reporting, the effectiveness of internal controls and risk management systems, and the relationship with the external auditors.

Committee Composition

The Audit Committee comprises three independent non-executive directors, all of whom bring relevant financial and commercial experience. Membership of the Audit and Risk Committee is restricted to Non-Executive Directors and comprises Roger Mather (Chair), Paul Richardson and Henry Turcan.

The Committee met three times during the year, with full attendance by all members. The Executive chairman, CFO and representatives of the external auditors attended meetings by invitation as appropriate.

Key Responsibilities

The Committee's key responsibilities include:

- Considering the continued appointment of the external auditors and their fees, terms of engagement and independence, including the appointment of auditors to undertake non-audit work;
- Liaising with the external auditors in relation to the nature and scope of the audit;
- Reviewing the form and content of the financial statements and any other financial announcements issued by the Group, including consideration of significant issues, judgements, policies and disclosures;
- Reviewing any comments and recommendations received from the external auditors and considering any other matters which might have a financial impact on the Group;
- Reviewing the Group's risk management monitoring processes that identify, report and review corporate level risks and considering annually the requirement for an internal audit function; and
- Reviewing the Group's statements on internal control systems and risk management processes.

Financial Reporting

The Committee reviewed the annual and interim financial statements prior to Board approval, focusing on key accounting estimates, compliance with IFRS (or UK GAAP, as applicable), and clarity of disclosure. Key areas of focus this year included:

- The previous external auditor's year-end report for 2023, their observations on the internal financial controls arising from the annual audit, the review of the Group's 2023 results and the disclosures in the 2023 annual report;
- The announcement of the 2024 half-year results;

- The external audit plan for the 2024 financial statements, which included a review of the audit objectives, scope, timetable and deliverables;
- The reappointment of RSM UK Audit LLP as external auditors in respect of the 2024 results, their independence and objectivity and their fees;
- The impairment review of goodwill and separately identifiable intangibles.
- Regularly reviewing the output and operation of the risk reporting process and undertaking the annual review of the risk reporting process; and
- Undertaking the annual review of the need for an internal audit function.

The Committee received reports from management and the external auditor to support these reviews.

External Audit

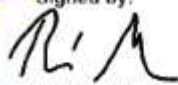
The Committee oversees the appointment and performance of the external auditors. RSM UK Audit LLP was reappointed as external auditor for the financial year ended 31 December 2024. The Committee assessed the effectiveness of the audit process through a combination of auditor presentations, management feedback, and review of audit deliverables.

We also reviewed the auditor's independence and confirmed that there were no relationships or non-audit services that compromised their objectivity. Auditor independence is safeguarded through the application of the Group's non-audit services policy.

Conclusion

The Audit Committee is satisfied that it has discharged its responsibilities effectively during the year. We are committed to maintaining high standards of governance and ensuring robust oversight of financial and risk management processes in line with the QCA Corporate Governance Code.

The report of the Audit Committee was approved by the Board on 25 April 2025.

Signed by:

4493A5336552480

Roger Mather
Chair of the Audit Committee

On behalf of the Board, I have pleasure in presenting the report of the Remuneration Committee for 2024. The Group's policy on remuneration is designed to support the good functioning of the Board and the Executive Management Team, as described in the Report on Corporate Governance, and its strategic aims, as set out in the Strategic Report.

The purpose of the Remuneration Committee is to ensure that the Executive Directors are fairly rewarded for their individual contribution to the overall performance of the Group. The Committee considers and recommends to the Board the remuneration of the Executive Directors and is kept informed of the remuneration packages of senior staff and invited to comment on these.

The committee's remit is to determine and agree with the Board:

- The broad policy regarding remuneration of the Executive Directors and certain Senior Managers;
- The individual remuneration and incentive packages for Executive Directors;
- In consultation with the Executive Chairman, the remuneration packages for key Senior Managers, including the share incentive plans and performance related pay schemes; and
- To provide oversight of the benefit structure of the Group.

The committee has access to independent, professional advice as necessary, at the Group's expense.

Remuneration policy

Executive remuneration packages are designed to attract and retain executives of the necessary skill and calibre to run the Group successfully but avoiding paying more than is necessary. Direct benchmarking of remuneration is not possible given the specialised nature and size of the Group. The Remuneration Committee recommends to the Board remuneration packages by reference to individual performance and uses the knowledge and experience of the Non-Executive Directors and published surveys relating to AIM Directors, and market changes generally. The Remuneration Committee has responsibility for recommending any long-term incentive schemes.

The full Board determines whether or not Executive Directors are permitted to serve in roles with other companies. Such permission is only granted where a role is on a strictly limited basis, where there are no conflicts of interest or competing activities and providing there is not an adverse impact on the commitments required to the Group. Earnings from such roles are not disclosed nor paid by the Group.

There are three main elements of the remuneration package for Executive Directors and senior management:

(i) Basic salaries and benefits in kind

Basic salaries are recommended to the Board by the Remuneration Committee, taking into account the performance of the individual and the rates for similar positions in comparable companies. Benefits in kind comprising private medical insurance are available to all senior staff and Executive Directors.

(ii) Share option scheme

The Company operates a Share Option Plan ("SOP"), which grants options over Ordinary shares to certain Directors and senior employees. The purpose of the scheme is to incentivise key members of the management team and to align their interests with those of the shareholders. The SOP was approved by the Remuneration Committee in June 2014 as outlined in the AIM Admission document. Further amendments to the SOP were approved in September 2016, introducing a new three-year plan to replace the existing five-year plan.

Under the SOP there are both short-term and long-term incentive arrangements. In both cases the options granted are nil-cost options, meaning that participants are not required to pay cash to exercise the option. An Employee Benefit Trust has been established to purchase, hold and issue ordinary shares when awards are exercised. Options must be exercised within a period of 10 years after the grant date for that option otherwise the option will lapse.

An LTIP for the years 2019-2021 was previously approved by the Remuneration Committee. In May 2022, the Remuneration Committee approved a new three-year LTIP for the years 2022-2024. During 2024 all options under this scheme had either been satisfied or cancelled and the scheme was closed.

In July 2024 the Group adopted a new Management Incentive Plan to incentivise the current management team and to closely align their interests with Shareholders with reference to the growth in market capitalisation of the Company above certain hurdle targets. Recipients of the Management Incentive Plan will not receive additional options under the SOP.

Short term incentive plan ("STIP")

Awards are calculated as a percentage of base salary, which can be up to 50% of base salary (2023: 100%), and are determined by reference to the attainment of personal objectives or revenue growth or both.

Long term incentive plan ("LTIP")

A LTIP scheme for the financial years 2020 to 2022 was in place. In 2020 options were granted for the 2019 LTIP based on achievement of performance targets for the 2019 financial year. For the 2020 LTIP performance criteria were not met, and no award was made relating to the 2020 financial year for STIP or LTIP. In 2022 options were granted for the 2021 LTIP based on the performance criteria achievement for the 2021 financial year.

Under the plan, options were awarded for each year of the scheme on a sliding scale on delivery of revenue growth, profit growth and brand reputation targets. The maximum value of the shares subject to these awards is 200% of the basic salary of the CEO, 150% of the basic salary of the CFO and 100% of the basic salary of other selected Senior Management. The non-Executive directors do not participate in the LTIP scheme. Based on results against these targets, options have not been awarded to participants for the 2022 or 2023 financial year. During the year ended 31 December 2024, no options were granted under the short term and long-term incentive plan with regard to performance in the year ended 31 December 2023 or 31 December 2024. All options have a nil exercise price and no market-based performance conditions. This long-term incentive plan is closed during 2024 with no new members or grants under these conditions expected.

Management incentive plan (Growth Plan)

In July 2024 the Group adopted a Growth Plan to incentivise the current management team and to closely align their interests with Shareholders. The Growth Plan covers the value created over the next three years and will be measured by reference to the difference in market capitalisation of the Company following the Placing calculated by reference to the Enlarged Issued Share Capital at the Issue Price and measured against the 60-day volume weighted average share price after three years post grant (the "Growth in Market Capitalisation"). No value will accrue to recipients beneath a 20% return and in order for full value to be delivered, the management team must deliver a return of 300% over the next three years, which would equate to a share price of 68p per Ordinary Share.

The Company will procure the issue and allotment to the Growth Plan participants of 20,000,000 Ordinary Shares in the capital of SIS (Science in Sport) Limited (a wholly owned subsidiary of the Company). The Growth Shares will attract value in accordance with the performance conditions of the plan.

(iii) Pension contributions

The Company pays 4% of base salary as a defined contribution to the pension scheme of Executive Directors and 3% to employees. The individual pension schemes are private, and their assets are held separately from those of the Company.

The Remuneration Committee is in the process of undertaking a full review of both the short- and long-term incentive arrangements with a view to ensuring much clearer focus on creating sustainable shareholder value. Whilst no final decision has been taken it is likely that a value creation scheme will be created to replace all long-term incentives held by participating executives and the maximum quantum of short-term annual bonuses will be reduced. The Remuneration Committee will publish full details of any revised scheme and awards once finalised.

Directors' service agreements

Each Executive Director has a six-month rolling service agreement. Copies of all Directors' service agreements and letters of appointment are made available for inspection upon request to the Company Secretary at the Company's registered office, 2nd Floor, 16-18 Hatton Garden, Farringdon, London, EC1N 8AT.

Non-Executive Directors

The Non-Executive Directors each receive a fee for their services as a director, which is approved by the Board, mindful of the time commitment and responsibilities of their roles and of current market rates for comparable organisations and appointments. Non-Executive Directors are reimbursed for travelling and other minor expenses incurred. The Non-Executive Directors do not participate in the bonus or long-term incentive schemes.

Details of Directors' remuneration in 2024

The emoluments paid to the individual Directors of the Company for the period were as follows.

Year ended 31 December 2024

	Salary / Fees £'000	LTIP £'000	STIP £'000	Benefits in kind £'000	Pension £'000	Total £'000
Executive Directors						
Daniel Lampard	262	-	-	1	26	289
Dan Wright	80	-	-	-	-	80
Chris Welsh ⁴	117	-	-	-	7	124
Non-Executive Directors						
Roger Mather	42	-	-	-	-	42
Paul Richardson	42	-	-	-	-	42
Henry Turcan	-	-	-	-	-	-
	543	-	-	1	33	577

Year ended 31 December 2023

	Salary / Fees £'000	LTIP £'000	STIP £'000	Benefits in kind £'000	Pension £'000	Total £'000
Executive Directors						
Stephen Moon	275	-	-	3	-	278
Daniel Lampard	249	-	-	1	12	262
Dan Wright	27	-	-	-	-	27
Non-Executive Directors						
John Clarke	63	-	-	-	-	63
Tim Wright	24	-	-	-	-	24
Roger Mather	42	-	-	-	-	42
Paul Richardson	18	-	-	-	-	18
Henry Turcan	-	-	-	-	-	-
	698	-	-	4	12	714

⁴ Appointed 28 June 2024

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The above fees and emoluments exclude reimbursed expenditure incurred in the conduct of Company business.

Directors' interests in shares

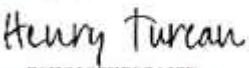
The Directors' interests in the Ordinary shares of the Company, as recorded in the register maintained by the Company in accordance with the provisions of the Companies Act 2006, were as follows:

Beneficial interests	Ordinary shares of 10p each 31 December 2024	Ordinary shares of 10p each 31 December 2023
R T Mather	224,437	106,790
P D Richardson	-	-
H A J Turcan	-	-
D P Wright	8,201,493	706,141
D M Lampard	33,333	33,333
C J Welsh	208,284	-

Executive Directors' interests in share options

The Executive Directors hold an interest in share options of the Company's subsidiary company at 31 December 2024 via the Management Incentive Plan (31 December 2023 no interest held).

The report of the Remuneration Committee was approved by the Board on 25 April 2025.

Signé par :

C5B7A52D35B443F

Henry Turcan
Chair of the Remuneration Committee

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

Strategic Report

The Chairman's statement, Science in Sport overview and Business review on pages 1 to 20 comprise the Strategic Report. The Company has chosen in accordance with Companies Act 2006, s. 414C(11) to set out in the Company's Strategic Report information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the Directors' Report. It does so in respect of the future developments for the business.

Results and dividends

The consolidated statement of comprehensive income is set out on page 51 and shows the loss of the Group for the year.

The Company did not pay any dividend during the year (2023: £nil).

Directors

The Directors of the Company during the year and up to the date that the financial statements were approved are shown below.

Executive Directors

D M Lampard

D P Wright

C J Welsh (appointed 28 June 2024)

Non-Executive Directors

P D Richardson

R T Mather

H A J Turcan

Details of Directors are included on pages 21 to 25.

A qualifying third-party indemnity provision as defined in Section 234 of the Companies Act 2006 is in force for the benefit of each of the Directors in respect of liabilities incurred as a result of their office, to the extent permitted by law. In respect of those liabilities for which Directors may not be indemnified, the Company maintained a Directors' and officers' liability insurance policy throughout the financial year.

Details of each Directors' interests in the Company's Ordinary shares and options over Ordinary shares are set out in the Report of the Remuneration Committee on pages 33 to 37.

Substantial shareholdings

In addition to the Directors' shareholdings, the Company had been notified of the following shareholdings of 3% or more in the ordinary share capital of the Company at 27 March 2025:

Shareholder	Number of shares	Percentage holding %
Lombard Odier Investment Managers	64,143,906	27.62
Otus Capital Management	21,714,598	9.35
JO Hambro Capital Management	18,792,505	8.09
Aviva Investors	17,574,192	7.57
River Global Investors	14,630,626	6.30
Cazenove Capital Management	13,307,191	5.73
Mr Enming Zhang	11,529,147	4.96
Spreadex	7,742,248	3.33

Share capital

Full details of the share capital of the Company are shown in note 21 of the financial statements.

Employees

Our high performing team works across two locations and they are unified by shared goals and driven by the needs of our consumers. Working from our London office and our purpose-built manufacturing facility in Blackburn, our teams collaborate to deliver the highest quality for our customers. With 17 core departments, we have expertise across every department and our team stays at the forefront of trends and innovation to drive continuous improvement. With 21 nationalities, we're proud of our diverse team and the powerful thinking that different minds bring to our business. With over 600 combined years of service in our employee base of ~200, our teams know every corner of our business inside out and bring energy and passions to everything they do.

The diversity of our workforce is a strength, and we are keen to ensure we recruit employees from a wide range of backgrounds. We place a strong emphasis on fostering diversity and inclusion within our workforce. In 2024, 19% (2023: 19%) of our workforce were non-British nationals exceeding the 18% (2023: 17%) average reported in Gov.Uk Official Statistics.

We also recognise the importance of gender equality and transparency in pay, we monitor our gender split across levels. Our gender split at the end of 2024 was 55%/45% (2023: 54%/46%) split between men and women in relation to pay.

Employees (continued)

Gender diversity as at 31 December 2024 across the business is set out below:

	Female	Male
Manager Team	17	20
Executive Team	1	3
All employees	76	91
Total	94	114

Environment

In 2022 we successfully opened our new single supply chain site at Blackburn. This new purpose-built facility replaces four separate operating sites and eliminates the need to move raw materials and finished goods between the different sites reducing carbon emissions. In addition, the new significantly larger single site provides increased capability to manufacture finished goods products in house reducing transport miles and the carbon footprint of products.

The new building incorporates many of the latest energy saving features such as low flow plumbing fixtures, programmable air temperature control units, LED lighting and the use of natural light to reduce lighting requirements. We continue to explore further environmental and sustainability objectives in our manufacturing process.

We have commenced measurement of our new carbon emissions level as a baseline for targeting future carbon emissions efficiency improvements towards developing science based targets.

We have moved all our PhD and Science in Sport protein containers to recyclable materials. Protein pouches are recyclable via supermarket soft plastic recycling facilities and we continue to explore other recyclable and environmentally friendly packaging solutions through our product development programs.

We are constantly evaluating new packaging technology and its appropriateness for our premium products. Sustainable packaging means using the packaging format with the lowest possible environmental footprint, whilst meeting the requirement to protect, transport and present the Science in Sport and PhD brands.

All of our products are screened for recycling or use in electricity generation, with a view to eliminating landfill waste going forward. In early 2025 we have launched a thorough review of our production and supply chain processes to identify and minimise wastage impacting upon our business.

Carbon Reporting

Each year our carbon emissions are reviewed by Carbon Neutral Britain. We use their methodology to calculate the carbon emissions from our ongoing operations. 2024 values are taken from our submitted report.

Calculated carbon emissions are offset using projects certified through the Verified Carbon Standard (VCS) and UK Emissions Trading Standard (UK ETS), in order to achieve accredited carbon neutral status. Key energy efficiency actions are described above in our Environmental section.

Under the SECR (Streamlined Energy and Carbon Reporting) framework, the Group's Scope 1 & 2 energy use in 2024 is set out below, along with the Intensity ratio. All energy use relates to activities in the UK.

The Intensity ratio is calculated as the tonnes of CO₂ per £m sales above divided by the reported 2024 total group revenue as per the Income statement.

	2024	2023	Increase / (decrease)
Energy use (kWh)			
Scope 1 - Combustion of fuel, owned transport	-	-	-
Scope 1 - Consumption of gas	961,000	915,000	46,000
Scope 2 - Consumption of electricity	1,341,000	1,438,000	(97,000)
Total energy use	2,302,000	2,353,000	(51,000)
GHG emissions (tonne CO₂e)			
Scope 1 - Combustion of fuel, owned transport	3	3	-
Scope 1 - Consumption of gas	176	167	9
Scope 2 - Consumption of electricity	259	301	(42)
Total CO₂e emissions	438	471	(33)
Intensity ratio (CO₂ per £m Sales)	8.4	7.5	0.9

Going concern

The Directors have at the time of approving the financial statements, a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. As a result, they continue to adopt the going concern basis of accounting in preparing the financial statements.

The Group made a loss after tax for the year attributable to owners of the parent of £4.7m (2023: £11.2m), which included significant non-cash items of £5.8m depreciation and amortisation (2023: £6.3m), and £0.3m charge for share-based payments (2023: £nil).

Throughout 2024 Management reorganised and restructured the banking facilities within the Group. In September 2024, the Group took out a three year committed RCF agreement with a maximum drawdown limit of £4.0m to act as a fund for growth, as at 31 December 2024 the facility was undrawn. This facility includes covenant measures over both interest cover and EBITDA to Net Debt leverage, significant headroom exists and is forecasted to remain across the banking facilities.

As at 31 December 2024, the Group had cash at bank of £2.0m (2023: £2.1m), and headline headroom in facilities of £9.8m (2023: £4m). These facilities include an invoice financing agreement which is used to fund general working capital requirements and is renewed annually, with the next renewal scheduled for April 2026. Due to the nature of these facilities, which are secured against the working capital of the business and includes a blue chip trade debtor book, and the strong relationship with the bank, the Directors expect this to be renewed annually going forward.

During 2024, the Directors continued to focus on realigning the business to put the Group in a stronger position. As a result, the operating model of the business is much leaner and we have no significant fixed asset capital investment requirements which will enable the Group to improve underlying EBITDA and cash generation in 2025. Trading at the start of 2025 has been positive and management continue to focus on embedding the new operating model and structure.

With regards sensitivity analysis, management have prepared scenario planning of different revenue outcomes, including interruption of trade, no sales growth, and customer failure to stress-test potential impacts on the cash position of the business, and concluded that in each of these downside stress tests sufficient liquidity is in place. In the event of a shock or prolonged economic downturn we have a number of mitigating actions that could be taken, plus high level of cost protection in place. The Directors have prepared projected cash flow information for the period ending 31 December 2026.

Accordingly, the Directors have a reasonable expectation that the Company will have sufficient cash to meet all liabilities as they fall due for a period of at least 12 months from the date of approval of these financial statements.

Corporate Governance Code

Science in Sport has adopted the QCA 2018 Corporate Governance Code ('the Code'). See pages 26 to 27 for details.

Financial risk management

The Group's risk management policies can be found in note 2.

Annual General Meeting

The Annual General Meeting of the Company will be confirmed at a later date with details published on the Group website.

Stakeholder engagement

Details of stakeholder engagement can be found on page 20.

Research and development

The Group is engaged in nutritional science and product development in relation to new recipes, improved packaging and manufacturing processes. In the year, research and development costs of £285k (2023: £464k) were expensed to the consolidated statement of comprehensive income.

Post balance sheet events

There are no events subsequent to the reporting date which would have a material impact on the financial statements.

Auditor

In the case of each of the persons who are Directors of the Company at the date when this report was approved:

- so far as each of the Directors is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- each of the Directors has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

RSM UK Audit LLP were reappointed as auditor and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they are re-appointed will be put at a General Meeting.

On behalf of the Board

DocuSigned by:

502F86D5CAB24A9

Dan Wright
Executive Chairman

25 April 2025

Directors' responsibilities

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and Company financial statements for each financial year. The Directors have elected under company law and are required by the AIM Rules of the London Stock Exchange to prepare the Group financial statements in accordance with UK-adopted International Accounting Standards and elected under company law to prepare the Company financial statements in accordance with UK-adopted International Accounting Standards and applicable law.

The Group and Company financial statements are required by law and UK-adopted International Accounting Standards to present fairly the financial position of the Group and the Company and the financial performance of the group. The Companies Act 2006 provides in relation to such financial statements that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation.

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 the Company and of the profit or loss of the Group for that period.

In preparing each of the Group and Company financial statements, the Directors are required to:

- a) Select suitable accounting policies and then apply them consistently;
- b) Make judgements and accounting estimates that are reasonable and prudent;
- c) state whether they have been prepared in accordance with UK-adopted International Accounting Standards; and
- d) Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and the Company and enable them to ensure that the financial statements comply with the requirements of the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Science in Sport Plc website.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SCIENCE IN SPORT PLC

Opinion

We have audited the financial statements of Science in Sport PLC (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2024 which comprise the consolidated statement of comprehensive income, consolidated and parent company statement of financial position, consolidated and parent company statement of cash flows, consolidated and parent company statement of changes in equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted International Accounting Standards and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2024 and of the group's loss for the year then ended;
- 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-adopted International Accounting Standards and as applied in accordance with the Companies Act 2006; 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 under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Summary of our audit approach

Key audit matters	Group <ul style="list-style-type: none">• Impairment of Intangible Assets – PHD
	Parent Company <ul style="list-style-type: none">• We do not consider there to be any key audit matters in relation to the parent company.
Materiality	Group <ul style="list-style-type: none">• Overall materiality: £518,000 (2023: £621,000)• Performance materiality: £389,000 (2023: £310,000)
	Parent Company <ul style="list-style-type: none">• Overall materiality: £843,000 (2023: £760,000)• Performance materiality: £632,000 (2023: £380,000)
Scope	Our audit procedures covered 100% of revenue, 100% of total assets and 99% of profit before tax.

Key audit matters

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

Impairment of Intangible Assets - PHD

Key audit matter description <i>See notes 1.26 and 12</i>	<p>The group has significant intangible assets, including goodwill, which were initially recognised in December 2018, upon the acquisition of PhD Nutrition Limited.</p> <p>These assets were allocated to the PhD cash generating unit ("CGU"). As the CGU incorporates goodwill, it is subject to an annual impairment review.</p> <p>The carrying value of the CGU is £25.6m, of which £17.4m is goodwill.</p> <p>Impairment testing involves a significant degree of judgement because management's determination of value in use ("VIU") is based on a number of assumptions.</p> <p>Due to the level of estimation uncertainty, we have assessed this to be a key audit matter.</p>
How the matter was addressed in the audit	<p>We have obtained management's impairment assessment and performed the following procedures:</p> <ul style="list-style-type: none"> • Checked the mathematical accuracy of the calculation of VIU and the carrying value of the CGU. • Compared the forecast data to the board approved budget and strategic plan. • Critically assessed and challenged management's key assumptions, including revenue growth, expected margins, terminal growth rate and discount rate. • Reviewed the disclosures in the annual report to ensure they provide sufficient and appropriate analysis to the users of the financial statements.

Our application of materiality

When establishing our overall audit strategy, we set certain thresholds which help us to determine the nature, timing and extent of our audit procedures. When evaluating whether the effects of misstatements, both individually and on the financial statements as a whole, could reasonably influence the economic decisions of the users we take into account the qualitative nature and the size of the misstatements. Based on our professional judgement, we determined materiality as follows:

	Group	Parent company
Overall materiality	£518,000 (2023: £621,000)	£843,000 (2023: £760,000)
Basis for determining overall materiality	1% of revenue (2023: 1% of revenue)	1% of total assets (2023: 1% of Total assets)
Rationale for benchmark applied	Revenue is a Key Performance Indicator for the market. As a business at the current stage of its lifecycle, the main focus of the group is revenue generation.	Considered the most appropriate benchmark for a holding company.

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Performance materiality	£389,000 (2023: £310,000)	£632,000 (2023: £380,000)
Basis for determining performance materiality	75% of overall materiality	75% of overall materiality
Reporting of misstatements to the Audit Committee	Misstatements in excess of £25,900 and misstatements below that threshold that, in our view, warranted reporting on qualitative grounds.	Misstatements in excess of £42,100 and misstatements below that threshold that, in our view, warranted reporting on qualitative grounds.

An overview of the scope of our audit

The group consists of 5 components, located in the following countries: UK, Italy, USA and Australia. The coverage achieved by our audit procedures was:

	Number of components	Revenue	Total assets	Profit before tax
Full scope audit	2	100%	100%	99%
Specific audit procedures	0	0%	0%	0%
Total	2	100%	100%	99%

None of the audits were undertaken by component auditors.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the group's and parent company's ability to continue to adopt the going concern basis of accounting included consideration of the cash flow forecasts and scenario analysis present.

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

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

Other information

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

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have

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performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

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

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 44, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws

Science in Sport Plc
Financial Statements
Independent Auditor's Report

and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the group audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory framework that the group and parent company operate in and how the group and parent company are complying with the legal and regulatory framework;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

The most significant laws and regulations were determined as follows:

Legislation / Regulation	Additional audit procedures performed by the Group audit engagement team included:
UK-adopted IAS, Companies Act 2006 and AIM Rules	Review of the financial statement disclosures and testing to supporting documentation; Completion of disclosure checklists to identify areas of non-compliance.
Tax compliance regulations	Inspection of advice received from external tax advisors.
Informed Sport accreditation	ISAs limit the required audit procedures to identify non-compliance with these laws and regulations to inquiry of management and where appropriate, those charged with governance (as noted above) and inspection of legal and regulatory correspondence, if any.

The areas that we identified as being susceptible to material misstatement due to fraud were:

Risk	Audit procedures performed by the audit engagement team:
Revenue recognition - cut off	Substantive tests of detail on transactions surrounding the period end, tracing transaction to invoice and delivery dates to confirm recognition period. Substantive tests of detail and recalculation of a sample of the rebate accrual.
Management override of controls	Testing the appropriateness of journal entries and other adjustments; Assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and Evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

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Financial Statements
Independent Auditor's Report

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

Use of our report

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

G Bond

GRAHAM BOND FCA (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
20 Chapel Street, Liverpool, L3 9AG
26 April 2025

Science in Sport Plc
Financial Statements
Consolidated Statement of Comprehensive Income

		Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
	Notes		
Revenue	4	51,878	62,671
Cost of goods		(28,403)	(35,839)
Gross profit		23,475	26,832
Operating expenses	5	(27,077)	(36,565)
Loss from operations		(3,602)	(9,733)
<i>Comprising:</i>			
Underlying EBITDA	1.9	4,242	1,993
Share-based payment expense		(295)	-
Depreciation and amortisation		(5,771)	(6,250)
Non-recurring costs and other items	6	(1,778)	(5,476)
Finance costs	9	(1,121)	(1,558)
Loss before taxation		(4,723)	(11,291)
Taxation (expense) / credit	10	(19)	12
Loss for the year		(4,742)	(11,279)
Other comprehensive income			
Exchange differences on translation of foreign operations		21	54
Total comprehensive loss for the year		(4,721)	(11,225)
Loss per share to owners of the parent			
Basic and diluted – pence	11	(2.3p)	(6.6p)

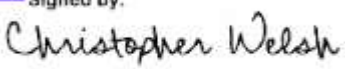
All amounts relate to continuing operations.

The notes on pages 55 to 85 form part of these consolidated financial statements.

Science in Sport Plc
Financial Statements
Consolidated Statement of Financial Position

		As at 31 December 2024 £'000	As at 31 December 2023 £'000
Company number: 08535116	Notes		
Non-current assets			
Intangible assets	12	24,484	27,042
Right-of-use assets	20	9,595	10,520
Property, plant and equipment	13	8,854	10,000
Deferred tax	19	-	19
Total non-current assets		42,933	47,581
Current assets			
Inventories	14	9,848	6,764
Trade and other receivables	15	11,936	13,812
Cash and cash equivalents	16	1,970	2,144
Total current assets		23,754	22,720
Total assets		66,687	70,301
Current liabilities			
Trade and other payables	17	(20,169)	(25,257)
Provision for liabilities	18	(587)	(671)
Lease liabilities	20	(669)	(789)
Asset financing	27	(1,071)	(1,192)
Hire purchase agreement		-	(82)
Total current liabilities		(22,496)	(27,991)
Non-current liabilities			
Provision for liabilities	18	(1,163)	(1,059)
Lease liabilities	20	(9,022)	(9,903)
Asset financing	27	(1,210)	(2,282)
Total non-current liabilities		(11,395)	(13,244)
Total liabilities		(33,891)	(41,235)
Net assets		32,796	29,066
Capital and reserves attributable to owners of the parent company			
Share capital	21	23,227	18,227
Share premium reserve	23	56,290	53,134
Employee benefit trust reserve	23	(204)	(204)
Other reserve	23	(907)	(907)
Foreign exchange reserve	23	(63)	(84)
Retained deficit	23	(45,547)	(41,100)
Total equity		32,796	29,066

These consolidated financial statements were approved and authorised for issue by the Board on 25 April 2025 and signed on its behalf by:

Signed by:

34207EB76DAE47D

Christopher Welsh
Director

The notes on pages 55 to 85 form part of these consolidated financial statements.

Science in Sport Plc
Financial Statements
Consolidated Statement of Cashflows

		Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
	Notes		
Cash flows from operating activities			
Loss for the financial year		(4,742)	(11,279)
Adjustments for:			
Amortisation of intangible assets	12	3,405	3,827
Depreciation of right-of-use assets	20	1,003	993
Depreciation of property, plant and equipment	13	1,363	1,430
Loss on disposal of intangible assets	6	-	879
(Profit)/Loss on disposal of property, plant and equipment		(42)	11
Unrealised foreign exchange on intercompany balances		(81)	247
Interest expense		1,121	1,558
Taxation	10	19	(12)
Share based payment charge		295	-
Operating cash inflow / (outflow) before changes in working capital		2,341	(2,346)
Changes in inventories		(3,084)	(126)
Changes in trade and other receivables		1,876	2,712
Changes in trade and other payables		(281)	3,009
Total cash inflow from operations		852	3,249
Cash flows from investing activities			
Purchase of property, plant and equipment		(217)	(1,103)
Purchase of intangible assets		(847)	(1,009)
Proceeds on disposal of property, plant and equipment		42	-
Net cash outflow from investing activities		(1,022)	(2,112)
Cash flows from financing activities	28		
Gross proceeds from issue of share capital		8,500	-
Share issue costs		(344)	-
Repayments on asset financing		(1,193)	(208)
Interest paid on asset financing		(190)	(253)
(Repayments)/Proceeds from invoice financing		(2,629)	1,818
Interest paid on invoice financing		(287)	(419)
(Repayments)/Proceeds from trade facility		(2,275)	527
Interest paid on trade facility		(226)	(399)
Principal repayments of lease liabilities		(1,041)	(306)
Interest paid on lease liabilities		(400)	(436)
Net cash (outflow) / inflow from financing activities		(85)	324
Net (decrease)/increase in cash and cash equivalents		(255)	1,461
Unrealised foreign exchange differences		81	(247)
Opening cash and cash equivalents		2,144	930
Closing cash and cash equivalents	16	1,970	2,144

The notes on pages 55 to 85 form part of these consolidated financial statements.

Science in Sport Plc
Financial Statements
Consolidated Statement of Changes in Equity

	Share capital	Share premium reserve	Employee benefit trust reserve	Other reserve	Foreign exchange reserve	Retained deficit	Total equity
	£'000	£'000	£'000	£'000	£'000	£'000	£'000
At 31 December 2022	17,242	53,134	(429)	(907)	(138)	(28,611)	40,291
Total comprehensive loss for the year	-	-	-	-	54	(11,279)	(11,225)
Transactions with owners:							
Issue of shares	985	-	-	-	-	(985)	-
Share based payments	-	-	225	-	-	(225)	-
At 31 December 2023	18,227	53,134	(204)	(907)	(84)	(41,100)	29,066
Total comprehensive loss for the year	-	-	-	-	21	(4,742)	(4,721)
Transactions with owners:							
Issue of shares	5,000	3,156	-	-	-	-	8,156
Share based payments	-	-	-	-	-	295	295
At 31 December 2024	23,227	56,290	(204)	(907)	(63)	(45,547)	32,796

The notes on pages 55 to 85 form part of these consolidated financial statements.

1. Accounting policies

1.1 General information

Science in Sport plc (the “Company” and together with its subsidiaries “SIS” or the “Group”) is a public limited company incorporated and domiciled in England and Wales (registration number 08535116). The address of the registered office is 2nd Floor, 16 - 18 Hatton Garden, Farringdon, London EC1N 8AT. The functional and presentation currency is Pounds Sterling, and the financial statements are rounded to the nearest £1,000.

The main activities of the Group are those of developing, manufacturing and marketing sports nutrition products for professional athletes and sports enthusiasts.

1.2 Basis of preparation

The Company has elected to prepare its parent company financial statements in accordance with UK adopted International Accounting Standards as applied in accordance with the provisions of the Companies Act 2006, and these are set out on pages 86 to 91. The financial statements are prepared for the year ended 31 December 2024.

The Group’s financial statements have been prepared in accordance with UK adopted International Accounting Standards and those parts of the Companies Act 2006 that are applicable to financial statements prepared in accordance with IFRS. The Group’s financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

The accounting policies set out below have been applied to all periods presented in these Group financial statements and are in accordance with UK adopted International Accounting Standards and in conformity with the requirements of the Companies Act 2006 that were applicable for the period ended 31 December 2024.

1.3 New accounting standards, interpretations and amendments adopted by the Group

The Group has adopted the new interpretations and revised standards below effective for the year ended 31 December 2024, none of which has had a significant impact on the Group. The newly adopted standards in the annual financial statements for the year ended 31 December 2024 are:

- Amendment to IFRS 16 – Leases: Leases on sale and leaseback.
- Amendment to IAS 1 – Presentation of Financial Statements: Non-current liabilities with covenants.
- Amendments to IAS 7 – Statement of Cash Flows and IFRS 7 – Financial Instruments: Supplier finance arrangements.

1.4 New standards, interpretations and amendments not yet effective

At the date of authorisation of these financial statements there were amendments to standards which were in issue, but which were not yet effective, and which have not been applied. The principal ones were:

Effective for annual periods beginning on or after 1 January 2025:

- Amendments to IAS 21 – The Effects of Changes in Foreign Exchange Rates: Lack of exchangeability.
- Amendments to IFRS 7 and IFRS 9 – Classification and Measurement of Financial Instruments.
- IFRS18 – Presentation and disclosure in Financial Statements (Expected to replace IAS 1)

The amendments are not expected to have a material impact on the Group. With regards to the implementation of IFRS 18, the Group is currently assessing the impact of the new standard. While the standard is not expected to affect recognition or measurement of amounts in the financial statements, it will result in changes to presentation and disclosure, which may be considered material.

1. Accounting policies (continued)

1.5 Going concern

The Directors have, at the time of approving the financial statements, a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. As a result, they continue to adopt the going concern basis of accounting in preparing the financial statements.

The Group made a loss after tax for the year attributable to owners of the parent of £4.7m (2023: £11.2m), which included significant non-cash items of £5.8m depreciation and amortisation (2023: £6.3m), and £0.3m charge for share based payments (2023: £nil).

Throughout 2024 Management reorganised and restructured the banking facilities within the Group.

In September 2024, the Group took out a three year committed RCF agreement with a maximum drawdown limit of £4.0m to act as a fund for growth, as at 31 December 2024 the facility was undrawn. This facility includes covenant measures over both interest cover and EBITDA to Net Debt leverage, significant headroom exists and is forecasted to remain across the banking facilities.

As at 31 December 2024, the Group had cash at bank of £2.0m (2023: £2.1m), and headline headroom in facilities of £9.8m (2023: £4m). These facilities include an invoice financing agreement which is used to fund general working capital requirements and is renewed annually, with the next renewal scheduled for April 2026. Due to the nature of these facilities, which are secured against the working capital of the business and includes a blue chip trade debtor book, and the strong relationship with the bank, the Directors expect this to be renewed annually going forward.

During 2024, the Directors continued to focus on realigning the business to put the Group in a stronger position. As a result, the operating model of the business is much leaner and we have no significant fixed asset capital investment requirements which will enable the Group to improve underlying EBITDA and cash generation in 2025. Trading at the start of 2025 has been positive and management continue to focus on embedding the new operating model and structure.

With regards sensitivity analysis, management have prepared scenario planning of different revenue outcomes, including interruption of trade, no sales growth, and customer failure to stress-test potential impacts on the cash position of the business, and concluded that in each of these downside stress tests sufficient liquidity is in place. In the event of a shock or prolonged economic downturn we have a number of mitigating actions that could be taken, plus high level of cost protection in place. The Directors have prepared projected cash flow information for the period ending 31 December 2026.

Accordingly, the Directors have a reasonable expectation that the Company will have sufficient cash to meet all liabilities as they fall due for a period of at least 12 months from the date of approval of these financial statements.

1.6 Basis of consolidation

Where the Company has control over an investee, it is classified as a subsidiary. The Company controls an investee if all three of the following elements are present: power over the investee, exposure to variable returns from the investee, and the ability of the investor to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

The consolidated financial statements present the results of the Company and its subsidiaries (the "Group") as if they formed a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

1. Accounting policies (continued)

1.6 Basis of consolidation (continued)

The consolidated financial statements incorporate the results of business combinations using the acquisition method. In the statement of financial position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the consolidated statement of comprehensive income from the date on which control is obtained. They are deconsolidated from the date on which control ceases.

1.7 Revenue

(i) Performance obligations and timing of revenue recognition

The Group's revenue is derived from selling goods with revenue recognised at a point in time when control of the goods has transferred to the customer. Revenue from sales to consumers is recognised when the order is delivered. Business to business revenue is recognised at the point of dispatch, based on ex-works terms. There is limited judgement needed in identifying the point at which the performance obligation is satisfied.

(ii) Determining the transaction price

Most of the Group's revenue is derived from fixed price contracts and therefore the amount of revenue to be earned from each contract is determined by reference to those fixed prices. Variable consideration relating to volume rebates has been constrained in estimating contract revenue in order that it is highly probable that there will not be a future reversal in the amount of revenue recognised when the amount of volume rebates has been determined.

(iii) Allocating amounts to performance obligations

For most contracts, there is a fixed unit price for each product sold, with discounts given for bulk orders placed at a specific time. Therefore, there is no judgement involved in allocating the contract price to each unit ordered in such contracts (it is the total contract price divided by the number of units ordered). Where a customer orders more than one product line, the Group is able to determine the split of the total contract price between each product line by reference to each product's standalone selling price. All product lines are capable of being, and are, sold separately.

Sales rebate and discount reserves are established based on management's best estimate of the amounts necessary to meet claims by customers in respect of these rebates and discounts. A refund liability is made at the time of sale and updated at the end of each reporting period for changes in circumstances.

1.8 Segment reporting

The Directors have determined that two operating segments exist under the terms of IFRS 8 'Operating Segments'. The Group is organised between SIS (Science in Sport) and PhD Nutrition.

1.9 Use of non-GAAP measures – Underlying EBITDA and Adjusted Net Debt

The Directors believe that the Underlying EBITDA as a measure provides additional useful information for Shareholders on underlying trends and performance. This measure is used for internal performance analysis. Underlying operating loss 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.

1. Accounting policies (continued)

A reconciliation of the underlying EBITDA to statutory operating loss is provided below:

	Year Ended 31 December 2024 £'000	Year Ended 31 December 2023 £'000
Underlying EBITDA	4,242	1,993
<i>Share-based payment expense</i>	(295)	-
<i>Depreciation and amortisation</i>	(5,771)	(6,250)
<i>Restructuring and one-off costs</i>	(1,356)	(1,975)
<i>Loss on disposal of intangible assets</i>	-	(879)
<i>Transition costs</i>	-	(2,092)
<i>Unrealised foreign exchange on intercompany balances</i>	81	(247)
<i>Other items</i>	(503)	(283)
Loss from operations	(3,602)	(9,733)

The Other items relate to various non-recurring costs that have arisen during the period, including expenses associated with business reorganisation activities, charges incurred in relation to financing arrangements, and fees resulting from late payments. These items are not expected to recur in future periods and have therefore been presented separately to provide greater clarity on the underlying financial performance

1.9 Use of non-GAAP measures – Underlying EBITDA and Adjusted Net Debt (continued)

The Directors believe that Adjusted net debt as a measure provides additional useful information for Shareholders on underlying trends and performance. This measure is used for internal performance analysis. This measure is not defined by IFRS and therefore may not be directly comparable with other companies' net debt analysis. It is not intended to be a substitute for, or superior to IFRS measurements.

A reconciliation of the Adjusted net debt figure presented on page 13 is provided below:

	Year Ended 31 December 2024 (£'000)	Year Ended 31 December 2023 (£'000)
<i>Cash and cash equivalents</i>	1,970	2,144
<i>Invoice financing</i>	(3,712)	(6,341)
<i>Trade facility</i>	(985)	(3,260)
<i>Asset financing and associated lease debt</i>	(2,531)	(3,474)
<i>Virtual Credit Card</i>	(621)	(1,903)
Adjusted net debt	(5,879)	(12,834)

The Virtual Credit Card is included within Trade and Other Payables in the Consolidated Statement of Financial Position, with corresponding cash flows reported within Changes in Trade and other Payables in the Consolidated Statement of Cashflows due to the nature of the facility being to support working capital funding.

1.10 Foreign currency translation

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss. Foreign subsidiaries are retranslated using the closing rate method and foreign exchange gains and losses on translation are recognised through other comprehensive income. The exchange differences are held in a separate reserve and will be recycled to the profit or loss on disposal of the subsidiary.

1. Accounting policies (continued)

1.11 Employee benefits

Defined contribution plans

The Group provides retirement benefits to a number of employees and Executive Directors. The assets of these schemes are held separately from those of the Group in independently administered funds. Contributions made by the Group are charged to profit or loss in the period in which they become payable.

1.12 Research and development

Expenditure on research and development activities of internal projects is written off as incurred unless the criteria are met to recognise an intangible asset in accordance with IAS 38 'Intangible assets'. Development costs that are directly attributable to the design and testing of identifiable and unique products controlled by the Group are capitalised as intangible assets only when the following criteria are met: (i) it is technically feasible to complete the product so that it will be available for use; (ii) the Directors intend to complete the product and use it; (iii) there is an ability to use the product; (iv) it can be demonstrated how the product will generate probable future economic benefits; (v) adequate technical, financial and other resources to complete the development and use the product are available; and (vi) the expenditure attributable to the product during its development can be measured reliably. Directly attributable costs that are capitalised include relevant employee costs. Capitalised development costs are amortised on a straight-line basis over a period of five years from the date that the product is brought into first use. The Directors consider that five years represents the usual period over which the main benefits of a new product are gained by the Group.

1.13 Taxation

Current tax is provided at amounts expected to be recovered or to be paid using the tax rates and tax laws that have been enacted or substantively enacted at the reporting date. When research and development tax credits are claimed, they are recognised on an accruals basis and are included as a grant and are taken above the line as a credit to expenditure. Tax credits are included in underlying operating loss.

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

- The initial recognition of goodwill;
- The initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting or taxable profit; and
- Investments in subsidiaries where the Company can control the timing of the reversal of the difference and it is probable that the difference will not reverse in the foreseeable future.

Recognition of deferred tax assets is restricted to those instances where it is probable that taxable profits will be available against which the difference can be utilised.

The amount of the asset or liability is determined using tax rates that have been enacted or substantively enacted by the reporting date and are expected to apply when the deferred tax liabilities/(assets) are settled/(recovered). Deferred tax balances are not discounted.

1.14 Finance costs

Finance costs are charged to profit and loss account over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount.

1.Accounting policies (continued)

1.15 Goodwill

Goodwill represents the excess of the cost of a business combination over the Group's interest in the fair value of identifiable assets, liabilities and contingent liabilities acquired. Cost comprises the fair value of assets given, liabilities assumed and equity instruments issued. No contingent consideration has been paid. Direct costs of acquisition are recognised immediately as an expense.

Goodwill is capitalised as an intangible asset with any impairment in carrying value being charged to the consolidated statement of comprehensive income. Where the fair value of identifiable assets, liabilities and contingent liabilities exceed the fair value of consideration paid, the excess is credited in full to the consolidated statement of comprehensive income on the acquisition date.

1.16 Intangible assets

(i) Externally acquired intangibles

Externally acquired intangible assets are initially recognised at cost less impairment and subsequently amortised on a straight-line basis over their expected useful economic lives. Intangible assets are recognised on business combinations if they are separable from the acquired entity or give rise to other contractual/legal rights. The amounts ascribed to such intangibles are arrived at by using appropriate valuation techniques.

The significant intangibles recognised by the Group, their useful economic lives and the methods used to determine the cost of intangibles acquired in a business combination are as follows:

	Useful economic life	Valuation method
Brands	10 years	Relief from royalty
Customer relationships	10 years	Multi period excess earnings

(ii) Internally generated intangible assets

Expenditure on internally developed products is capitalised if it can be demonstrated that; it is technically feasible to develop the product for it to be sold, adequate resources are available to complete the development, there is an intention to complete and sell the product, the Group is able to sell the product, sale of the product will generate future economic benefits, and expenditure on the project can be measured reliably. Further details are disclosed in note 1.12.

Capitalised development costs are amortised over the periods the Group expects to benefit from selling the products developed. The amortisation expense is included within the administrative expenses in the consolidated statement of comprehensive income. Development expenditure not satisfying the above criteria and expenditure on the research phase of internal projects are recognised in the consolidated statement of comprehensive income as incurred.

	Useful economic life
Website and software development	2 years
Product development	5 years

1.Accounting policies (continued)

1.17 Impairment of tangible and intangible assets

Impairment tests on goodwill and other intangible assets with indefinite useful economic lives are undertaken annually at the financial year end. Other non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount (i.e. the higher of value in use and fair value less costs to sell), the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the smallest group of assets to which it belongs for which there are separately identifiable cash flows; its cash generating units ('CGUs'). Goodwill is allocated on initial recognition to each of the Group's CGUs that are expected to benefit from a business combination that gives rise to the goodwill. Impairment charges are included in profit or loss, except to the extent they reverse gains previously recognised in other comprehensive income. An impairment loss recognised for goodwill is not reversed. All goodwill relates to the acquisition of the PHD brand and has been allocated to the CGU, which corresponds to the operating segment that benefits from the brand's use.

1.18 Property, plant and equipment

Plant and equipment assets are stated at cost. Cost includes expenditure that is directly attributable to the acquisition of the items. Depreciation is charged to profit or loss on all plant and equipment at rates calculated to write off the cost or valuation, less estimated residual value, of each asset on a straight-line basis over their estimated useful lives, which is:

	Useful economic life
Leasehold improvements	Over length of the lease
Plant and machinery	4 – 15 years
Fixtures, fittings, computer equipment	4 years
Motor vehicles	4 years

The assets' residual values and useful lives are determined by the Directors and reviewed and adjusted if appropriate at each reporting date in accordance with the Group policy for impairment of assets.

1.19 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated as follows:

- | | |
|-------------------------------------|---|
| Raw materials | - cost of purchase on a first in, first out basis. |
| Work in progress and finished goods | - cost of raw materials and labour, together with attributable overheads based on the normal level of activity. |

Net realisable value is based on estimated selling price less further costs to completion and disposal. A charge is made to profit or loss for slow moving inventories. The charge is reviewed at each reporting date.

1.Accounting policies (continued)

1.20 Financial Instruments

Financial instruments are classified according to the substance of the contractual arrangements into which the Group enters.

Financial assets

On initial recognition, financial assets are classified as either fair value through profit and loss, fair value through other comprehensive income or amortised cost. The classification depends on the purpose for which the financial assets were acquired.

Amortised cost assets are non-derivative financial assets with fixed or determinable payments that are not quoted on an active market. They arise principally through the provision of services to customers (e.g. trade receivables). But also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest.

The Group's assets at amortised cost comprise trade and other receivables and cash and cash equivalents including cash held at bank.

The Group applies the simplified approach under IFRS 9 for measuring expected credit losses using a lifetime expected credit loss provision for trade receivables. To measure expected credit losses on a collective basis, trade receivables are grouped based on similar credit risk and ageing. Expected loss rates are based on historical credit losses experienced and are then adjusted for current and forward-looking information on factors affecting the Group's customers.

Financial liabilities

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. Financial liabilities are recognised initially at fair value plus directly attributable transaction costs and subsequently measured at amortised cost using the effective interest method.

A financial liability is de-recognised when the obligation under the liability is discharged, cancelled or expires. When an existing financial liability is replaced by another from the same party on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the income statement.

1.21 Cash and cash equivalents

Cash and cash equivalents comprise of cash at bank (which includes balances in transit from payment merchant platforms) and in hand.

1.22 Share capital

Financial instruments issued by the Group are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset.

The Group's ordinary shares are classified as equity instruments.

1.Accounting policies (continued)

1.23 Share-based payments

Some employees are granted share options which allow these employees to acquire shares in the Company if certain performance conditions are met.

The fair value of share options is recognised as an employee expense in profit or loss with a corresponding increase in equity. The fair values of options are calculated at the earlier of the date on which an expectation of the share options arise and the date on which the options are granted. Options granted under the Share Options Plan or the Long Term Incentive Plan have a £nil exercise price and no market-based performance conditions, therefore the fair value has been calculated using the market value of the shares at the date of grant adjusted for any non- entitlement to dividends over the vesting period. For the Management Incentive Plan the Company will procure the issue and allotment to the Growth Plan participants of 20,000,000 Ordinary Shares in the capital of SIS (Science in Sport) Limited (a wholly owned subsidiary of the Company). The Growth Shares will attract value in accordance with the performance conditions of the plan.

The amount recognised as an expense is adjusted to reflect the number of equity instruments vested or expected to vest at each reporting date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of shares that eventually vest.

Where equity instruments are granted to persons other than employees, the consolidated statement of comprehensive income is charged with the fair value of goods and services received.

Any social security contributions falling payable in connection with the grant of the share options is considered an integral part of the grant itself, and the charge will be treated as a cash settled transaction.

1.24 Employee Benefit Trust (“EBT”)

As the Group is deemed to have control of the EBT, it is treated as a subsidiary and consolidated for the purpose of the Group accounts. The EBT’s investment in the Company’s shares is deducted from shareholders’ funds in the Group statement of financial position as if they were treasury shares.

1.25 Leases

All leases are accounted for by recognising a right-of-use asset and a lease liability except for Leases of low value assets; and Leases with a duration of 12 months or less.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the Group’s incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right-of-use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for lease payments made at or before commencement of the lease; initial direct costs incurred.

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

1.Accounting policies (continued)

1.25 Leases (continued)

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at the same discount rate that applied on lease commencement. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

1.26 Critical accounting estimates and judgements

The preparation of financial information in conformity with IFRS requires the use of certain critical accounting estimates. It also requires the Directors to exercise their judgement in the process of applying the accounting policies which are detailed above. For the year ended 31 December 2024, while the Group continues to rely on estimates in areas such as impairment assessments and provisions, the Directors have determined that no significant judgements were required in the application of accounting policies. Estimates and assumptions continue to be evaluated by the Directors and management, based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Estimates

Estimates are continually made and are based on historic experience and other factors, including expectations of future events that are believed to be reasonable in the circumstances.

As the use of estimates is inherent in financial reporting, actual results could differ from these estimates. The Directors believe the following to be the key areas of estimation:

(i) Intangible assets including goodwill – Acquisition of PhD Nutrition

Intangible assets including goodwill were recognised on the acquisition of PhD Nutrition in relation to brands and customer relationships. The fair value of these assets was determined using factors requiring estimates to be formed by management including discounting estimated future net cash flows generated by the assets. These were assessed based upon management forecasts. Key assumptions are those regarding discount rates and revenue growth rates.

In the current year the intangible assets recognised on acquisition have been tested for impairment based on the board approved cash forecast which includes a sales growth rate and gross margin estimates.

The discount rate used to calculate the present value of the cashflow is based on a WACC analysis which considers estimates of the risk-free rate, equity risk premium and company size premium. Further detail is given in note 12, which includes sensitivity analysis performed on estimates.

As at 31 December 2024, recoverable amounts were £3,508,000 (2023: £4,404,000) and £2,208,000 (2023: £2,772,000) in relation to brands and customer relationships respectively.

2. Financial risk management

The Group's activities inevitably expose it to a variety of financial risks: market risk (including currency risk, cash flow interest rate risk and fair value interest rate risk), credit risk and liquidity risk.

It is Group policy not to enter speculative positions using complex financial instruments. The Group's primary treasury objective is to minimise exposure to potential capital losses.

(a) Market risk

Foreign exchange risk

The Group operates globally with subsidiaries in the USA, Italy and Australia, and therefore there will be risks around foreign exchange rates. Refer to note 16 for analysis of cash balances by currency.

The Group primarily enters contracts which are to be settled in UK Pounds. However, some contracts involve other major world currencies including the US Dollar, Euro and Australian Dollar.

As of 31 December 2024, the Group's net exposure to foreign exchange risk was as follows:

	Trade receivables £'000	Trade payables £'000	Cash and cash equivalents £'000	Net £'000
AUD \$	23	-	76	99
EUR €	361	(294)	186	253
USD \$	815	(205)	349	959
Other currencies	1	(20)	69	50
Total	1,200	(519)	680	1,361

As of 31 December 2023, the Group's net exposure to foreign exchange risk was as follows:

	Trade receivables £'000	Trade payables £'000	Cash and cash equivalents £'000	Net £'000
AUD \$	11	-	27	38
EUR €	229	(138)	401	492
USD \$	1,144	(107)	271	1,308
Other currencies	3	(21)	19	1
Total	1,387	(266)	718	1,839

Cash flow and fair value interest rate risk

The Group's interest rate risk arises from medium term and short term money market deposits. Deposits which earn variable rates of interest expose the Group to cash flow interest rate risk. Deposits at fixed rates expose the Group to fair value interest rate risk. The Group had no fixed rate deposits during the year. The Group analyses its interest rate exposure on a dynamic basis throughout the year. The Group has no variable borrowings and therefore no interest rate swaps or other forms of interest risk management have been undertaken.

2. Financial risk management (continued)

(b) Credit risk

Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions as well as credit exposure in relation to outstanding receivables. Group policy is to place deposits with institutions with investment grade A2 or better (Moody's credit rating). The Group does not expect any losses from non-performance by these institutions. Management believes that the carrying value of outstanding receivables and deposits with banks represents the Group's maximum exposure to credit risk.

The top 10 customers account for 58% (2023: 53%) of the Group's revenue and hence there is some risk from the concentration of customers, the largest single customer is 19% (2023: 16%) of revenue and is a major international online business. Further disclosures regarding trade and other receivables are included in note 15.

(c) Liquidity risk

Liquidity risk arises from the Group's management of working capital; it is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due. Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents and management monitors rolling forecasts of the Group's liquidity on the basis of expected cash flow.

The Group had trade and other payables at the reporting date of £20.2m (2023: £25.3m) as disclosed in note 17. The following table sets out the contractual maturities (representing undiscounted contractual cash-flows) of financial liabilities:

	Up to 3 months	Between 3 and 12 months	Between 1 and 2 years	Between 2 and 5 years	Over 5 years
	£'000	£'000	£'000	£'000	£'000
Trade payables	6,122	-	-	-	-
Accruals	8,847	-	-	-	-
Asset financing	333	852	704	590	-
Invoice financing	3,712	-	-	-	-
Trade financing	985	-	-	-	-
Lease liabilities	279	774	1,030	3,015	7,202
Total financial liabilities	20,278	1,626	1,734	3,605	7,202

(d) Capital risk management

The Group considers its capital to comprise its ordinary share capital, share premium, other reserve and accumulated retained earnings/deficit as disclosed in the consolidated statement of financial position.

The Group remains funded primarily by equity capital together with working capital facilities and asset finance. The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for equity holders of the Group and benefits for other Stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Group's debt and cash position is monitored weekly which ensures these objectives are being met along with other internal metrics.

3. Segmental reporting

Operating segments are identified on the basis of internal reporting and decision making. The Group's Chief Operating Decision Maker ("CODM") is considered to be the Board, with support from the senior management teams, as it is primarily responsible for the allocation of resources to segments and the assessments of performance by segment.

The Group's reportable segments have been split into the two brands, Science in Sport (SiS) and PhD Nutrition. Operating segments are reported in a manner consistent with the internal reporting provided to the CODM as described above. The single largest customer makes up 19% of revenue and is not separately identified in segmental reporting.

The Board uses revenue, EBITDA, profit before tax and cash, as key measures of the segment's performance. These are reviewed regularly.

	2024			2023		
	SiS £'000	PhD £'000	Total £'000	SiS £'000	PhD £'000	Total £'000
Sales	35,596	16,282	51,878	34,184	28,487	62,671
Gross profit	17,586	5,889	23,475	16,565	10,267	26,832
Advertising and promotions	(3,709)	(2,034)	(5,743)	(5,368)	(3,025)	(8,393)
Carriage	(2,753)	(963)	(3,716)	(3,173)	(1,909)	(5,082)
Online selling costs	(204)	(22)	(226)	(434)	(76)	(510)
Trading contribution	10,920	2,870	13,790	7,590	5,257	12,847
Other operating expenses			(17,392)			(22,580)
Loss from operations			(3,602)			(9,733)

4. Revenue from contracts with customers

The Group operates the primary sales channels shown below, which form the basis on which management monitor revenue. UK Retail includes domestic grocers and high street retailers, Digital are sales through the PhD.com and scienceinsport.com platforms, International Retail relates to retailers and distributors outside of the UK and Marketplace relates to online marketplaces such as Amazon.

	2024			2023		
	SiS £'000	PhD £'000	Total £'000	SiS £'000	PhD £'000	Total £'000
Digital	3,053	937	3,990	4,984	2,325	7,309
Marketplace	7,313	4,605	11,918	6,218	6,835	13,053
China	1,667	1,559	3,226	1,105	2,285	3,390
USA	2,569	-	2,569	3,548	-	3,548
Global online	14,602	7,101	21,703	15,855	11,445	27,300
International retail	10,901	1,788	12,689	8,322	4,257	12,579
UK retail	10,092	7,394	17,486	10,007	12,785	22,792
Retail	20,993	9,182	30,175	18,329	17,042	35,371
Total Sales	35,595	16,283	51,878	34,184	28,487	62,671

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Turnover by geographic destination of sales may be analysed as follows:

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
United Kingdom	30,455	35,302
Rest of Europe	7,412	12,047
USA	2,569	3,548
Rest of the World	11,442	11,774
Total Sales	51,878	62,671

5. Operating expenses

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Sales and marketing costs	9,685	13,985
Operating costs	11,621	16,330
Depreciation and amortisation	5,771	6,250
Administrative expenses	17,392	22,580
Total operating expenses	27,077	36,565

6. Loss from operations

Loss from operations is stated after charging/(crediting):	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Amortisation of intangible assets	3,405	3,827
Loss on disposal of intangible assets	-	879
Depreciation of right-of-use assets	1,003	993
Depreciation of property, plant and equipment	1,363	1,430
Research and development costs	285	464
Grant income in respect of research and development tax credits	27	(163)
A&P/Marketing costs	5,744	8,393
Impairment of trade receivables	196	520
Non-recurring costs and other items (breakdown detailed below)	1,778	5,476

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Non-recurring costs and other items deducted in arriving at the underlying EBITDA are analysed below:

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Restructuring and one-off costs	1,356	1,975
Loss on disposal of intangible assets	-	879
Transition costs	-	2,092
Unrealised foreign exchange on intercompany balances	(81)	247
Other items	503	283
Total non-recurring costs and other items	1,778	5,476

The total fees for services provided by the Group's Auditor are analysed below:

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Audit services		
- Audit fees in respect of the parent company and consolidation	74	66
- Audit fees in respect of the subsidiary accounts	156	139
Total fees	230	205

7. Wages and salaries

The average monthly number of persons, including Directors, employed by the Group was:

	Year ended 31 December 2024 Number	Year ended 31 December 2023 Number
Sales and marketing	48	57
Manufacturing	122	146
Administration	33	36
Directors	5	6
Total employees	208	245

Their aggregate emoluments were:

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Wages and salaries	9,768	11,075
Directors' fees	-	24
Social security costs	1,022	1,155
Pension and other staff costs	254	310
Total emoluments	11,044	12,564

8. Directors' and Key Management Personnel remuneration

Amounts paid to the Directors of the parent company are analysed in the following table:

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Directors		
Aggregate emoluments and fees	543	698
Benefits in kind	1	4
Pension contributions	33	12
Total Directors' emoluments	577	714

Directors' fees of £nil (2023: £24,000) for one Director are paid through a limited company.

During the year, two Directors participated in defined contribution pension schemes (2023: one). The number of Directors serving during the year who participated in the long-term incentive programme was 2 (2023: 2). A total of 350,835 share options were exercised by 2 Directors in the current year with a total gain of £51,748.

The highest paid Director received £289,000 (2023: £278,000) which was made up of salary and benefits in kind. The Remuneration committee report provides more detail on page 33 to 37.

Directors' emoluments include amounts attributable to benefits in kind comprising private medical insurance on which the Directors are assessed for tax purposes. The amounts attributable to benefits in kind are stated at cost to the Group, which is also the tax value of those benefits. Further details of Directors' emoluments are included in the Remuneration committee report on page 33 to 37.

The aggregate remuneration of members of Key Management Personnel (which includes the Board of Directors and other Senior Management Personnel) during the year was as follows:

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Remuneration and short-term benefits	815	1,188
National insurance costs	101	160
Pension	54	12
Compensation loss of office	-	103
Total amounts paid to Key Management Personnel	970	1,463

9. Finance costs

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Interest expense on lease liabilities	400	436
Interest expense on asset financing	190	253
Interest expense on invoice financing	287	419
Interest expense on trade facility	226	399
Increase of dilapidation provision	18	51
Total finance costs	1,121	1,558

10. Taxation

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Current tax		
Overseas subsidiary taxation	-	(7)
Total current tax charge	-	(7)
Deferred tax		
Effect of change in tax rates	-	-
Origination and reversal of temporary differences	(19)	19
Adjustment in respect of prior period	-	-
Total deferred tax credit	(19)	19
Total tax (charge) / credit	(19)	12

The tax assessed for the year is different from the standard rate of corporation tax in the UK. The differences are explained below:

Loss before tax	4,724	11,291
Tax on loss on ordinary activities at standard CT rate of 25.00% (2023: 23.52%)	1,181	2,656
Effects of:		
Expenses not deductible for tax purposes	(286)	(423)
Fixed asset differences	(278)	6
Current year movement in respect of prior periods	-	22
Unrecognised deferred tax asset on losses carried forward	(498)	(2,772)
R&D expenditure credit received	7	38
Effect of changes in tax rate	-	155
Other tax adjustments, reliefs and transfers	1	330
Income not deductible for tax purposes	(146)	-
Total tax (charge)/credit	(19)	12

10. Taxation (continued)

Tax on each component of other comprehensive income is as follows:

	2024			2023		
	Before tax £'000	Tax £'000	After tax £'000	Before tax £'000	Tax £'000	After tax £'000
Exchange losses on the translation of foreign operations	21	-	21	54	-	54
Total	21	-	21	54	-	54

At 31 December 2024 UK tax losses of the Company available to be carried forward are estimated to be £39.6m (2023: £38.6m). The rate of UK Corporation tax used for the financial year ended 31 December 2024 is 25%. Existing deferred tax liabilities had been calculated at the rate at which the relevant balances were expected to be recovered or settled. This rate was 25% and therefore existing deferred tax liabilities have not had to be remeasured.

There are no future factors at the reporting date that are expected to impact the Group's future tax charge. The Group is not within the scope of the OECD Pillar Two model rules.

11. Loss per share

Basic and diluted loss per share is calculated by dividing the loss attributable to owners of the parent by the weighted average number of Ordinary shares in issue during the period. The exercise of share options would have the effect of reducing the loss per share and is therefore anti-dilutive under the terms of IAS 33 'Earnings per share'.

	Year ended 31 December 2024	Year ended 31 December 2023
Loss for the year attributable to owners of the parent – £'000	(4,743)	(11,279)
Weighted average number of shares	202,008,198	170,123,783
Basic loss per share - pence	(2.3p)	(6.6p)
Diluted loss per share – pence	(2.3p)	(6.6p)

The number of vested but unexercised share options is 179,798 (2023: 2,896,614).

12. Intangible assets

	Goodwill £'000	Brands £'000	Customer relationships £'000	Website and software development £'000	Product development £'000	Total £'000
Cost						
At 31 December 2022	17,398	8,957	5,638	6,935	3,055	41,983
Additions	-	-	-	443	566	1,009
Disposals	-	-	-	(216)	(1,573)	(1,789)
At 31 December 2023	17,398	8,957	5,638	7,162	2,048	41,203
Additions	-	-	-	514	333	847
Disposals	-	-	-	-	(24)	(24)
At 31 December 2024	17,398	8,957	5,638	7,676	2,357	42,026
Amortisation						
At 31 December 2022	-	3,657	2,302	4,035	1,250	11,244
Charge for the year	-	896	564	1,691	676	3,827
Disposals	-	-	-	(216)	(694)	(910)
At 31 December 2023	-	4,553	2,866	5,510	1,232	14,161
Charge for the year	-	896	564	1,613	332	3,405
Disposals	-	-	-	-	(24)	(24)
At 31 December 2024	-	5,449	3,430	7,123	1,540	17,542
Net book value						
At 31 December 2024	17,398	3,508	2,208	553	817	24,484
At 31 December 2023	17,398	4,404	2,772	1,652	816	27,042

The brand and customer relationships recognised were purchased as part of the acquisition of PhD Nutrition on 6 December 2018. They are considered to have finite useful lives and are amortised on a straight-line basis over their estimated useful lives of 10 years. The intangibles were valued using an income approach, using the Multi-Period Excess Earnings Method for customer relationships and Relief from Royalty Method for brand valuations.

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

The Group has estimated the value in use of PhD Nutrition based on a discounted cashflow model which adjusts for risks associated with the assets. The post-tax discount rate used to measure the CGUs value in use was 9.7% (2023: 11.2%).

The recoverable amount of the CGU has been determined from value in use calculations based on cash flow projections covering a period to 31 December 2029. The forecasts are based on a 3-year, board approved, strategic plan, which forecasts revenue growth ahead of the forecast market growth rate. For the period from 2029 revenue growth rates have been reduced to the forecast average growth rate for the sports nutrition market.

12. Intangible assets (continued)

The Board approved cash forecast uses a reasonably assumed revenue growth rate of 14% CAGR for the forecast period 2025 to 2029 which are aligned to market growth, managements perception of market opportunities and the long term historic PhD performance. From 2029 an annual growth rate of 4.1% is applied into perpetuity to represent long term growth with reference to 20 year government gilt returns.

The key assumptions used in the discounted cashflow model were the discount rate, sales growth, long term growth rate and gross margin. Gross margin percentages were based on 2024 actuals and expectations for 2025 financial reperformance.

The discount rate used in the discounted cashflow is based on a WACC analysis which takes into account estimates on the:

- Risk-free rate (rate used is higher than the long-term UK government bond)
- Equity risk premium (this is higher than the average equity risk premium in the UK)
- Size premium (the same value as prior year has been used)

Sensitivity analysis

With regard to the assessment of value in use, a change in any of the above key assumptions could have a material impact on the carrying value of the cash-generating unit.

If any of the following changes were independently made to the key assumptions the carrying amount and recoverable amount would be equal:

- A reduction in sales growth to 6% for the period 2026 to 2029; or
- A reduction of sales growth in FY26 & FY27 to 10%, combined with a reduction in terminal growth rate to 1.8%; or
- A combination of 1% decrease in gross margin and 5% absolute decrease in the current revenue growth rate (years 1-5)

13. Property, plant and equipment

	Leasehold improvements £'000	Plant and machinery £'000	Fixture, fittings and computer equipment £'000	Motor vehicles £'000	Capital work in progress £'000	Total £'000
Cost						
At 31 December 2022	4,491	6,044	3,089	16	1,551	15,191
Additions	95	859	149	-	-	1,103
Disposals	(538)	(502)	(644)	(16)	-	(1,700)
Transfers	31	1,520	-	-	(1,551)	-
At 31 December 2023	4,079	7,921	2,594	-	-	14,594
Additions	19	48	150	-	-	217
Disposals	-	(221)	-	-	-	(221)
At 31 December 2024	4,098	7,748	2,743	-	-	14,590
Depreciation						
At 31 December 2022	756	2,121	1,962	14	-	4,853
Charge for the year	312	681	437	-	-	1,430
Disposals	(538)	(502)	(635)	(14)	-	(1,689)
At 31 December 2023	530	2,300	1,764	-	-	4,594
Charge for the year	274	710	379	-	-	1,363
Disposals	-	(221)	-	-	-	(221)
At 31 December 2024	804	2,789	2,142	-	-	5,736
Net book value						
At 31 December 2024	3,294	4,959	601	-	-	8,854
At 31 December 2023	3,549	5,621	830	-	-	10,000

Capital Commitments

At 31 December 2024, the Group had £nil of capital commitments (2023: £nil).

14. Inventories

	31 December 2024 £'000	31 December 2023 £'000
Raw materials	1,797	1,825
Finished goods	8,051	4,939
Total inventories	9,848	6,764

There is a provision of £1,163,000 included within inventories in relation to the impairment of inventories (2023: £1,505,000). The provision relates to the historic product issues to manufacturing errors in 2023. During the year, inventories of £26,831,000 (2023: £34,334,000) were recognised as an expense within cost of sales.

15. Trade and other receivables

	31 December 2024 £'000	31 December 2023 £'000
Trade receivables	10,289	12,046
Less: specific provision for impairment of trade receivables	(276)	(665)
Less: expected credit loss	(39)	(35)
Trade receivables – net	9,974	11,346
Other receivables	1,361	1,408
Total financial assets other than cash and cash equivalents classified as amortised cost	11,335	12,754
Prepayments and accrued income	601	1,058
Total trade and other receivables	11,936	13,812

Trade receivables represent debts due for the sale of goods to customers. Trade receivables are denominated in local currency of the operating entity and converted to Sterling at the prevailing exchange rate as at 31 December 2024. The Directors consider that the carrying amount of these receivables approximates to their fair value. All amounts shown under receivables fall due for payment within one year. The Group does not hold any collateral as security.

The movement in the loss allowance of trade receivables was as follows:

	£'000
As at January 2023	700
Charge for the year	228
Utilised	(613)
As at December 2024	315

The Group applies the IFRS 9 simplified approach to measuring expected credit losses using a lifetime expected credit loss provision for trade receivables and contract assets. To measure expected credit losses on a collective basis, trade receivables and contract assets are grouped based on similar credit risk and aging.

The expected loss rates are based on the Group's historical credit losses. The historical loss rates are then adjusted for current and forward-looking information affecting the Group's customers. No provision is required in respect of accrued income. Debtors with a specific provision have not been included in the calculation below.

At 31 December 2024 the lifetime expected loss provision for trade receivables is as follows:

	0-30 days	31-60 days	61-90 days	91-120 days	120+ days	Total
Expected credit loss rate	0.00%	1.99%	3.95%	8.96%	7.36%	0.41%
Estimated total gross carrying amount at default	8,596	533	121	41	273	9,564
Expected credit loss	-	10	5	4	20	39

For comparison, the lifetime expected credit loss provision for trade receivables at 31 December 2023 was as follows:

	0-30 days	31-60 days	61-90 days	91-120 days	120+ days	Total
Expected credit loss rate	0.00%	0.25%	0.61%	3.27%	5.98%	0.32%
Estimated total gross carrying amount at default	8,928	589	1,087	292	292	11,190
Expected credit loss	-	1	7	10	17	35

16. Cash and cash equivalents

	31 December 2024 £'000	31 December 2023 £'000
Cash at bank and in hand	1,970	2,144
Cash at bank and in hand is made up of the following currency balances:		
British Pound	1,290	1,428
Euro	186	399
US Dollar	349	271
Australian Dollar	76	27
Other currencies	69	19
	1,970	2,144

The Directors consider that the carrying amount of cash approximates to its fair value.

17. Trade and other payables

	31 December 2024 £'000	31 December 2023 £'000
Trade payables	6,122	5,114
Accruals	8,846	8,728
Invoice financing	3,712	6,341
Trade facility	985	3,260
Total financial liabilities measured at amortised cost	19,665	23,443
Other taxes and social security	504	1,814
Total trade and other payables	20,169	25,257

The Directors consider that the carrying amount of these liabilities approximates to their fair value.

All amounts shown fall due within one year.

Invoice financing is the amount due to HSBC after drawing down from the £8.0m (2023: £7.5m) flexible invoice credit facility during the year. This facility contains both fixed and floating charges over all the property and undertakings of the parent company. Repayments and draw downs on the facility are a continuous process as and when invoice payments are collected from customers.

The £3.5m (2023: £3.5m) uncommitted trade facility, secured on stock, was increased to £4m in June before being phased out and replaced with a £4m revolving credit facility (RCF) in September 2024. The drawdowns on the trade facility during the year were reduced by £2.3m (2023: £527,000 increase). Drawdowns on the trade facility were repaid over 90 days from the supplier invoice date.

18. Provisions for liabilities

The Group had the following provisions during the year:

	VAT provision £'000	Dilapidations provision £'000	Total £'000
At 1 January 2024	611	1,119	1,730
Additions to the income statement	-	44	44
Write off of balance	(24)	-	(24)
At 31 December 2024	587	1,163	1,750
Due within one year	587	-	587
Due in over one year	-	1,163	1,163

Following an HMRC VAT assessment in the prior year, a small number of Bar products in the PhD range that were previously classed as zero-rated have been assessed by HMRC as standard rated for VAT purposes. The total exposure on these products is £0.6m (2023: £0.6m).

Dilapidations provisions relate to leased properties. Dilapidations provisions are made based on the best estimate of the likely committed cash outflow and discounted to net present value. Future costs are expected to be incurred over the term of the existing lease arrangements at the reporting date, which is a period of up to 15 years.

19. Deferred tax

Deferred tax is calculated in full on temporary differences under the liability method using a tax rate of 25% (2023: 25%). Details of the deferred tax asset and liability, amounts recognised in profit or loss and amounts recognised in other comprehensive income are as follows:

Year ended 31 December 2024:	Asset £'000	Liability £'000	Net £'000	(Charged) / credited to profit or loss £'000	(Charged) / credited to equity £'000
Accelerated capital allowances	-	-	-	(19)	-
Available losses	1,840	-	1,840	(460)	-
Other temporary differences	-	-	-	-	-
Business combinations	-	(1,840)	(1,840)	460	-
Net tax assets/(liabilities)	1,840	(1,840)	-	(19)	-
Year ended 31 December 2023:	Asset £'000	Liability £'000	Net £'000	(Charged) / credited to profit or loss £'000	(Charged) / credited to equity £'000
Accelerated capital allowances	19	-	19	19	-
Available losses	1,786	-	1,786	(365)	-
Other temporary differences	-	-	-	-	-
Business combinations	-	(1,786)	(1,786)	365	-
Net tax assets/(liabilities)	1,805	(1,786)	19	19	-

19. Deferred tax (continued)

SiS (Science in Sport) Limited has a cumulative assessed tax loss of £39.6m as at 31 December 2024 (2023: £38.6m). The losses are split into pre 1 April 2017 losses of £4.2m (2023: £4.2m) and post 1 April 2017 losses of £35.4m (2023: £34.4m). SiS (Science in Sport) Limited can utilise its assessed tax losses in the coming years against future expected profits. Assessed losses from before 1st April 2017 can only be used against SiS (Science in Sport) Limited profit whereas assessed tax losses from after 1st April 2017 can be used to offset the future profits from SiS (Science in Sport) Limited and PhD Nutrition Ltd profits. Tax losses have not been recognised as a deferred tax asset due to the uncertainty of the timing of recoverability based on recent results; the Group will continue to assess recoverability.

20. Leases

The Group leases several properties in the jurisdictions from which it operates. In all jurisdictions the rates are fixed over the lease term.

Right-of-use assets	Land and buildings	Vehicles	Total
	£000	£000	£000
Cost			
At 31 December 2022	11,742	14	11,756
Additions – leased assets	325	-	325
Additions – dilapidations provision	655	-	655
Disposals	(3)	-	(3)
At 31 December 2023	12,719	14	12,733
Additions	73	-	73
Disposals	(25)	-	(25)
At 31 December 2024	12,767	14	12,781
Amortisation			
At 31 December 2022	1,206	14	1,220
Charge for period	993	-	993
At 31 December 2023	2,199	14	2,213
Charge for period	1,003	-	1,003
Disposals	(30)	-	(30)
At 31 December 2024	3,172	14	3,186
Net book value			
At 31 December 2024	9,595	-	9,595
At 31 December 2023	10,520	-	10,520

Lease liabilities	Total £'000
At 1 January 2024	10,692
Additions	40
Interest expense	400
Lease payments	(1,441)
At 31 December 2024	9,691
Current	669
Non current	9,022

20. Leases (continued)

The maturity analysis of the contractual undiscounted lease liabilities is shown in the following table:

	Up to 3 months £'000	Between 3 and 12 months £'000	Between 1 and 2 year £'000	Between 2 and 5 years £'000	Over 5 years £'000	Total £'000
At 31 December 2024	279	774	1,030	3,015	7,202	12,300
At 31 December 2023	315	884	1,051	3,030	8,434	13,714

21. Share capital

Allotted, called up and fully paid	Ordinary 10p shares Number	Ordinary 10p shares £'000
At 1 January 2023	172,419,741	17,242
Share issue – 29 December 2023	9,852,866	985
At 31 December 2023	182,272,607	18,227
Share issue – 24 July 2024	49,999,999	5,000
At 31 December 2024	232,272,606	23,227

The Company has one class of Ordinary shares which carry no rights to fixed income.

On 25 July 2024 the Company issued 49,999,999 ordinary shares of 10p each at a price of 17p each raising gross proceeds of £8.5m.

22. Share options

In June 2014 the Company adopted a Share Option Plan ("SOP"). The key terms of the SOP are substantially the same as set out in the AIM Admission Document which is available on the Group's website. Under the SOP, options to purchase Ordinary shares may be granted by the Remuneration Committee to Directors, Senior Executives and potentially other employees at nil-cost.

To enable the Company to grant nil-cost options it has established an Employee Benefit Trust to purchase, hold and transfer the Ordinary shares pursuant to the options.

The SOP is managed by the Remuneration Committee on behalf of the Company. The Company will grant each participant an option subject to the terms and conditions of each participant's individual option agreement (including performance conditions) and the SOP rules. Each participant may be granted either annual or long term (three- or five-year vesting period) options or both. Annual options may be settled in either cash or shares at the sole discretion of the Remuneration Committee. As at 31 December 2024, 1,694,395 (2023: 2,045,230) shares were held by the Employee Benefit Trust in respect of options awarded to the Directors in respect of previous years. All other annual options have been treated as equity settled options.

In the event that the option holder's employment is terminated before vesting, the option may not be exercised unless the Remuneration Committee so permits. Options expire 10 years from date of grant.

22. Share options (continued)

The Board approved an LTIP element of the SOP on 22 September 2016 which relates to revenue growth achievement. This award replaces the existing five-year LTIP, the three-year revenue growth phase of this scheme vested in March 2016 and was then planned to be a profit plan for two years thereafter. Following the raising of additional capital in October 2015, the strategy has continued to be focussed on revenue growth following the completion of the first three years of the previous LTIP.

There is no charge for the year relating to employee share-based payment plans in with regards to these schemes (2023: £nil), with these schemes considered to be closed to new members.

Options granted during the period

During the year ended 31 December 2024, no options were granted under the short term and long-term incentive plan with regard to performance in the year ended 31 December 2023 or 31 December 2024. All options have a nil exercise price and no market-based performance conditions.

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

	Weighted average exercise price pence	Weighted average share price at date of exercise pence	Share options Number
Options at 1 January 2022	nil	-	13,581,493
Granted during year	nil	-	-
Exercised	nil	12p	(12,100,830)
Forfeited during year	nil	11p	(629,278)
Outstanding at 31 December 2023	nil		851,385
Granted during year	nil	-	-
Exercised	nil	15p	(350,835)
Forfeited during year	nil	11p	(320 752)
Outstanding at 31 December 2024	nil		179,798

Management incentive plan (Growth Plan)

In July 2024 the Group adopted a new Growth Plan to incentivise management and to closely align their interests with Shareholders. The Growth Plan covers the value created over the next three years and will be measured by reference to the difference in market capitalisation of the Company following the Placing calculated by reference to the Enlarged Issued Share Capital at the Issue Price and measured against the 60 day volume weighted average share price after three years post grant (the "Growth in Market Capitalisation"). No value will accrue to recipients beneath a 20% return and in order for full value to be delivered, the management team must deliver a return of 300% over the next three years, which would equate to a share price of 68p per Ordinary Share.

A Monte Carlo simulation approach has been adopted to calculate the fair value of the share grants as at the balance sheet and as such a charge of £295,000 (2023: £nil) has been recognised through profit and loss.

23. Reserves

Share premium	Amount subscribed for share capital in excess of nominal value less costs directly attributable to the issue of shares.
Employee Benefit Trust reserve	Shares in the Company held by the Employee Benefit Trust which will be used to settle options held by employees under the SOP.
Other reserve	Arose as a result of applying the principles of reverse acquisition accounting following the demerger of SIS (Science in Sport) Limited from Provexis plc in August 2013 and represents the difference between the capital reserves of Science in Sport plc (the legal acquirer) and those of SIS (Science in Sport) Limited (the legal acquiree).
Retained deficit	Cumulative net gains and losses recognised in the consolidated statement of comprehensive income.
Foreign exchange reserve	Arises on the translation of foreign subsidiaries into Sterling at the year-end date.

24. Pension costs

The pension charge represents contributions payable by the Group to independently administered funds which during the year ended 31 December 2024 amounted to £254,000 (2023: £310,000). Pension contributions payable but not yet paid at 31 December 2024 totalled £48,000 (2023: £59,000).

25. Related party transactions

IAS 24 'Related Party Transactions' requires the disclosure of the details of material transactions between reporting entities and related parties. Transactions and balances with group companies are eliminated on consolidation and therefore do not need to be disclosed.

Details of Directors' remuneration are within the Remuneration Committee report on pages 33 to 37.

There were no other related party transactions during the financial year, nor any balances outstanding at the end of the financial year.

26. Financial instruments

Financial instruments at amortised cost

	31 December 2024 £'000	31 December 2023 £'000
Financial assets measured at amortised cost	13,305	14,898
Financial liabilities measured at amortised cost	31,638	37,691

Financial assets comprise cash and cash equivalents and trade and other receivables. Financial liabilities comprise trade payables, accruals, hire purchase, invoice financing, trade facility, asset financing and lease liabilities.

27. Asset financing

An asset financing agreement was entered into in 2021 with Lombard Equipment Finance to fund capital expenditure for the Blackburn single site operations facility. The full amount funding has now been received and totals £3,553,000. The Group's obligation is to repay the financing over 60 months, the first repayment occurred in July 2022.

This agreement with Lombard contains both fixed and floating charges over all the property and undertakings of the parent company.

	31 December 2024 £'000	31 December 2023 £'000
Current portion of asset financing obligation	1,071	1,192
Long term portion of asset financing obligation	1,210	2,282
Total asset financing obligation	2,281	3,474

The maturity analysis of the undiscounted asset financing obligations is shown in the following table:

	Up to 3 months £'000	Between 3 and 12 months £'000	Between 1 and 2 years £'000	Between 2 and 5 years £'000	Total £'000
At 31 December 2024	333	852	704	590	2,479
At 31 December 2023	366	1,098	1,185	1,295	3,944

28. Notes to the cash flow statement

The following table shows a reconciliation of the changes in liabilities arising from financing activities during the year.

	1 January 2024 £'000	Cash flows £'000	Non-cash changes £'000	31 December 2024 £'000
Cash and cash equivalents	2,144	(255)	81	1,970
Asset financing	(3,474)	1,193	-	(2,281)
Invoice financing	(6,341)	2,629	-	(3,712)
Trade facility	(3,260)	2,275	-	(985)
Lease liabilities	(10,692)	1,041	(40)	(9,691)
Total	(21,623)	6,883	41	(14,699)
	1 January 2023 £'000	Cash flows £'000	Non-cash changes £'000	31 December 2023 £'000
Cash and cash equivalents	930	1,461	(247)	2,144
Asset financing	(3,682)	208	-	(3,474)
Invoice financing	(4,523)	(1,818)	-	(6,341)
Trade facility	(2,733)	(527)	-	(3,260)
Lease liabilities	(10,676)	306	(322)	(10,692)
Total	(20,684)	(370)	(569)	(21,623)

Non-cash changes in cash are in relation to unrealised foreign exchange differences. Non-cash changes in lease liabilities are in relation to additions, interest and disposals (note 20).

29. Contingent liabilities

Following an HMRC VAT assessment in the prior year, a small number of Powder products in the PhD range that were previously classed as zero-rated have been assessed by HMRC as standard rated for VAT purposes. VAT at the standard rates on sales of these products in the period December 2018 to 31 December 2021 is £0.7m. Management are challenging HMRC's assessment and have determined the probability of an outflow of resources is low. Accordingly, a contingent liability has been disclosed for this amount.

To the extent there is any liability due to HMRC, the Group will seek to recover this from customers.

30. Post balance sheet events

There are no events subsequent to the reporting date which would have a material impact on the financial statements.

In April 2025, the SiS plc Independent Directors announced that they reached agreement on the terms of a recommended all cash acquisition by bd Capital of the entire issued and to be issued ordinary share capital of SiS plc; further details of which can be obtained from the recent Rule 2.7 Announcement dated 17 April 2025.

31. Parent company guarantees

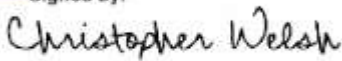
As the ultimate parent undertaking, Science in Sport plc is providing S I S (Science in Sport) Limited (included within these Group consolidated financial statements) with guarantees of its debts in the form prescribed by Section 479C of the Companies Act 2006 ("the Act") such that the subsidiary can claim exemption from requiring an audit in accordance with section 479A of the Act. This guarantee covers all of the outstanding actual and contingent liabilities of this company as at 31 December 2024.

Science in Sport Plc
Financial Statements
Parent Company Statement of Financial Position

		As at 31 December 2024	As at 31 December 2023
	Notes	£'000	£'000
Assets			
Non-current assets			
Investments	4	52,238	51,943
Intangible assets		-	12
Other receivables	5	30,030	26,874
Total non-current assets		82,268	78,829
Current assets			
Cash and cash equivalents		1	1
Total current assets		1	1
Total assets		82,269	78,830
Liabilities			
Current liabilities			
Trade and other payables	6	(15)	(15)
Total current liabilities		(15)	(15)
Net current liabilities		(15)	(15)
Total net assets		82,254	78,815
Capital and reserves attributable to owners of the parent company			
Share capital	7	23,227	18,227
Share premium reserve		56,290	53,134
Employee Benefit Trust reserve		(204)	(204)
Retained earnings		2,941	7,658
Total equity		82,254	78,815

As permitted by Section 408 of the Companies Act 2006 no separate parent company profit and loss account has been included in these financial statements. The parent company loss for the year was £5,012k (2023: £10k profit).

These financial statements were approved and authorised for issue by the Board on 25 April 2025 and signed on its behalf by:

Signed by:

34207EB76DAE47D

Christopher Welsh
Director

The notes on pages 88 to 90 form part of these parent company financial statements.

Science in Sport Plc
Financial Statements
Parent Company Statement of Cashflows

	Year ended 31 December 2024 £000	Year ended 31 December 2023 £000
Cash flows from operating activities		
(Loss)/profit after tax	(5,012)	10
Add back: Depreciation and Impairment	5,012	
Total cash (outflow)/inflow from operations	-	10
Cash flow from investing activities		
Loans to subsidiaries	(8,156)	(15)
Net cash outflow from investing activities	(8,156)	(15)
Cash flow from financing activities		
Share issue costs	(344)	-
Gross proceeds from issue of share capital	8,500	-
Net cash inflow from financing activities	8,156	-
Net (decrease) in cash and cash equivalents	-	(5)
Opening cash and cash equivalents	1	6
Closing cash and cash equivalents	1	1

The notes on pages 88 to 90 form part of these parent company financial statements.

Science in Sport Plc
Financial Statements
Parent Company Statement of Changes in Equity

	Share capital £'000	Share premium reserve £'000	Employee benefit trust reserve £'000	Retained earnings £'000	Total equity £'000
At 31 December 2022	17,242	53,134	(429)	8,596	78,543
Total comprehensive profit for the year	-	-	-	10	10
Transactions with owners:					
Issue of shares (net of costs)	985	-	-	(985)	-
Share based payments	-	-	225	37	262
At 31 December 2023	18,227	53,134	(204)	7,658	78,815
Total comprehensive loss for the year	-	-	-	(5,012)	(5,012)
Transactions with owners:					
Issue of shares (net of costs)	5,000	3,156	-	-	8,156
Share based payments	-	-	-	295	295
At 31 December 2024	23,227	56,290	(204)	2,941	82,254

The notes on pages 88 to 90 form part of these parent company financial statements.

1. Accounting policies

To the extent that an accounting policy is relevant to both Science in Sport Group and Company financial statements, refer to the Group financial statements for disclosure of the accounting policy.

The parent company financial statements have been prepared in accordance with UK adopted International Accounting Standards and applied in accordance with the Companies Act 2006. The accounting policies are consistent with those of the Group which are disclosed in note 1 to the consolidated financial statements.

Intercompany loans

Intercompany loans are measured in accordance with IFRS 9 and as the loan is payable on demand and interest free, the loan has been measured at amortised cost. The estimated credit losses are calculated using the general approach. If at the reporting date it is determined that the loan cannot be repaid immediately on request, we will consider the most appropriate way to maximize recovery. Where this is considered to be by allowing the counterparty time to pay, we model a number of expected recovery scenarios based on underlying forecasts of the counterparty to calculate the expected credit loss.

Employee Benefit Trust Reserve (“EBT”)

The shares held in the EBT are included in the Company accounts, as it is considered that the Company (as sponsor) retains the majority of the risks and rewards relating to the funding arrangement with the EBT trust.

Going concern

The going concern basis has been applied in preparing the parent company financial statements for the reasons identified and disclosed in note 1 to the consolidated financial statements.

Valuation of investments

The investment in SIS (Science in Sport) Limited is recorded at the nominal value of shares issued for the purposes of the demerger in accordance with Section 615 of the Companies Act 2006. Accordingly, no premium on the issue of shares has been recognised. All other investments are held at cost.

2. Profit attributable to Shareholders

As permitted by Section 408 of the Companies Act 2006 no separate parent company profit and loss account has been included in these financial statements. The parent company loss for the period was £5,012k (2023: profit of £10k).

The Auditor’s remuneration for audit and other services is disclosed in note 6 to the consolidated financial statements.

3. Employee costs

The Directors are the only employees of the Company with all salary costs borne by subsidiary companies and are disclosed in note 8 of the consolidated financial statements.

Science in Sport Plc
Financial Statements
Notes to the Parent Company Financial Statements

4. Investments

	£'000
Cost	
At 31 December 2022	51,681
Capital contribution	262
At 31 December 2023	51,943
Capital contribution	295
At 31 December 2024	52,238

Capital contribution relates to share-based payment transactions settled by the Company on behalf of SIS (Science in Sport) Ltd.

At 31 December 2024 the Company owned the following subsidiary undertakings:

	Share of issued ordinary share capital, and voting rights	Registered office	Business activity
SIS (Science in Sport) Limited	100%	2 nd Floor, 16-18 Hatton Garden, Farringdon, London, EC1N 8AT United Kingdom	Sports Nutrition
SIS (APAC) Pty Limited	100%	Level 3, 41-43 Stewart St, Richmond, VIC 3121 Australia	Sports Nutrition
Science in Sport Inc	100%	C/o USA Corporate Services Inc., 3500 S Dupont Hwy, Dover, DE 19901 USA	Sports Nutrition
Science in Sport (Italy) Srl	100%	Via Bernadino Telesio 25, 20142, Milan Italy	Sports Nutrition
PhD Nutrition Limited	100%	2 nd Floor, 16-18 Hatton Garden, Farringdon, London, EC1N 8AT United Kingdom	Dormant

5. Other receivables

	31 December 2024 £'000	31 December 2023 £'000
Amounts falling due after more than one year		
Amounts owed by Science in Sport (Italy) Srl	-	5
Amounts owed by Science in Sport (UK) Limited	30,030	26,869
Total other receivables	30,030	26,874

Total other receivables are carried at amortised cost. An estimated credit loss of £5.0m has been identified on the intercompany receivable.

6. Other payables

	31 December 2024 £'000	31 December 2023 £'000
Amounts falling due within one year		
Accruals	15	15
Total other payables	15	15

7. Share capital

Details of the share capital of the Company are included in note 21 to the consolidated financial statements, details of share-based payments are in note 22 to the consolidated financial statements.

8. Related party transactions

Amounts owed by subsidiaries are disclosed in note 5 of the Company financial statements. There are no other related parties other than the subsidiaries listed in note 4 and no other transactions other than the loan to group subsidiaries.

There are no employees during either period other than the Directors. The remuneration of the Directors of the Company is disclosed within the Remuneration Committee Report on pages 33 to 37.