

Kitwave Group plc

("Kitwave", the "Group" or the "Company")

Unaudited interim results for the six months ended 30 April 2025

Kitwave Group plc (AIM: KITW), the delivered wholesale business, is pleased to announce its unaudited interim results for the six months ended 30 April 2025 ("the period" or "H1 2025").

The tables and commentary below include comparatives for both the six months ended 30 April 2024 (H1 2024) and the 12 months ended 31 October 2024 (FY 2024).

Financial Highlights

- Revenues up 26.7% (3.1% like-for-like ⁽²⁾) to £376.2 million (*H1 2024: £297.0 million; FY 2024: £663.7 million*).
- Consolidated gross margin up 1.1% to 22.6% (*H1 2024: 21.5%; FY 2024: 22.3%*).
- Adjusted operating profit⁽¹⁾ up 21.9% to £13.2 million (*H1 2024: £10.8 million; FY 2024: £34.0m*).
- Cash generation from operating activities of £19.6 million (*H1 2024: £12.4 million; FY 2024: £31.4 million*).
- Pre-tax operational cash conversion of 106% (*H1 2024: 93%; FY 2024: 90%*).
- Robust balance sheet with leverage reducing to 2.3x on the bank covenant basis ⁽³⁾
- An increased interim dividend of 4.00 pence per share (*H1 2024: 3.85 pence per share*) for the six months to 30 April 2025. This dividend will be paid on 31 July 2025 to shareholders on the register at the close of business on 11 July 2025 and the ex-dividend date will be 10 July 2025.

Operational Highlights

- Retail and Wholesale division slightly outperformed expectations (like-for-like revenue +3.1%).
- Creed Foodservice integration ahead of timetable, with full benefits to be realised over the next two years.
- Operational integration of Total Foodservice with Miller Foodservice is on track and expected to be completed by the end of the financial year.
- The new South West distribution centre is operational with an associated increase in L4L rent (in the form of IRFS 16 depreciation) and rates of £0.4m for H1 25 and £0.8m full year compared to the prior year.
- As previously announced, the Group took the proactive decision to incur some additional operational investment in the new South West distribution centre. These costs were higher than expected to maintain service levels as the business transitioned from three separate locations into a single 80,000 sq. ft distribution centre and they are expected to continue into H2.
- Recent acquisitions and investment have significantly increased the scale of the Group's UK footprint and the addition of Creed has created a fully integrated national delivery network to support long term growth and achieve the optimal and most efficient cost to serve.

Outlook

- Since the pre-close trading update, the volatility in the macroeconomic backdrop has caused a more pronounced fragility in consumer confidence which is adversely affecting volumes in the destination leisure sector. Whilst footfall is up from the prior year, consumption is down in

certain areas. This impact has been particularly visible in our higher margin tourism-based depots.

- Employer National insurance increases (c.£1.8m in FY25 and £2.7m in FY26) will increase the Group's costs during H2 of the financial year and beyond. The Group no longer believes it will be able to offset these tax increases.
- The combined effect of recent lower than expected foodservice consumption, continued investment in the South West and the employer National Insurance cost increases has resulted in the Directors revising their expectations for the financial performance of the Group during the current financial year and beyond.
- The Group now expects to report FY25 adjusted operating profit to be in the range of £38.0m to £40.5m.

Post-Period End

- Appointment of Dr Marnie Millard as Independent Non-Executive Chair, replacing Stephen Smith as of 30 May 2025.

Proposed change to accounting reference date

- The Board also announces its intention to change its accounting reference date from 31 October to 31 December.
- The Group's business activities and revenues are weighted toward the middle third of the calendar year and, having noted comments from shareholders, the Directors recognise that presenting financial statements that have a more balanced first half and second half weighting would be in the best interests of the Group.
- The Group intends to still publish accounts for the 12 months to 31 October 2025, unaudited, against expectations for clarity.
- A further announcement will be made on the change in accounting reference date once formally agreed.

Financial summary

	H1 2025 Unaudited £m	H1 2024 Unaudited £m	FY 2024 Audited £m
Revenue	376.2	297.0	663.7
Gross profit	85.1	63.7	147.8
Gross profit margin %	22.6%	21.5%	22.3%
Adjusted EBITDA⁽¹⁾	21.1	15.9	45.2
Adjusted operating profit⁽¹⁾	13.2	10.8	34.0
Profit before tax	5.6	6.9	22.5
Net cash inflow from operating activities	19.6	12.4	31.4

Pre-tax operational cash conversion⁽¹⁾	106%	93%	90%
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⁽¹⁾ For more information on alternative performance measures please see the glossary at the end of the announcement.

⁽²⁾ Like-for-like revenue excludes revenue from Creed Foodservice but includes acquired revenue from Total Foodservice now financially integrated with Miller Foodservice.

⁽³⁾ Bank covenant leverage is defined using debt that includes IFRS16 liabilities and earnings on LTM basis including LTM earnings on a proforma basis for acquired operations

Ben Maxted, Chief Executive Officer of Kitwave, commented:

“This period has seen record revenue and operating profits for Kitwave, underpinned by our continued strategic transformation and supported by the acquisition of Creed Foodservice, which has proven to be an excellent addition to the Group. Whilst we have navigated some operational changes, particularly the transition to a new, larger depot in the South West and the integration of multiple businesses, we are pleased with the solid progress made and the underlying strength of our Group.

“The acquisition and integration of Creed Foodservice, alongside recent investments in infrastructure, have strengthened our position as a nationwide, delivered foodservice business with a clear and active pipeline of organic growth opportunities. The Creed Foodservice investment has strengthened our management capabilities and advanced the Group’s objective of delivering a more streamlined, scalable platform in the Foodservice marketplace. Our Retail and Wholesale division also performed well, benefitting from underlying consumer demand as the spring weather was favourable.

“As a result of some short-term additional operational investment relating to the new South West depot, the increase in employer National Insurance contributions and the macroeconomic backdrop detrimentally impacting consumer confidence and volumes in the destination leisure sector, the Board now anticipates that the Group’s adjusted operating profit will be below current market expectations.

“The Group has a strong balance sheet with a highly cash generative business model. This is expected to lead to a reduction in absolute debt and continued reduction in leverage that will create capacity to reinvest in service-led growth initiatives. This financial strength provides the flexibility and resilience to continue pursuing our buy-and-build strategy, which we believe remains the right path forward in the current market landscape, albeit currently no acquisitions are expected during the remainder of the financial year.

“As we look ahead, we remain confident in our long-term outlook and our ability to deliver sustained value for all stakeholders. The fundamentals of our business remain strong, our strategy is clear, and we continue to execute with discipline and ambition.”

- Ends-

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Company Overview

Founded in 1987, following the acquisition of a single-site confectionery wholesale business based in North Shields, United Kingdom, Kitwave is a delivered wholesale business, specialising in selling and delivering impulse products, frozen, chilled and fresh foods, alcohol, groceries and tobacco to approximately 46,000, mainly independent, customers.

With a network of 37 depots, Kitwave is able to support delivery throughout the UK to a diverse customer base, which includes independent convenience retailers, leisure outlets, vending machine operators, foodservice providers and other wholesalers, as well as leading national retailers.

The Group's growth to date has been achieved both organically and through a strategy of acquiring smaller, predominantly family-owned, complementary businesses in the fragmented UK grocery and foodservice wholesale market.

Kitwave Group plc (AIM: KITW) was admitted to trading on AIM of the London Stock Exchange on 24 May 2021.

For further information, please visit: www.kitwave.co.uk.

Chief Executive Officer's statement

Introduction

It has been another period of operational progress across the Group during the first half of the financial year, with overall trading meeting the Board's expectations. As disclosed in our update in May, this was achieved despite weaker levels of demand from hospitality, which impacted the Foodservice division's performance earlier in the period, before then experiencing an improvement as we approached Easter. The revenue performance of the Retail & Wholesale division was robust, with positive like-for-like trading over the period.

Financial summary

	H1 2025 Unaudited £m	H1 2024 Unaudited £m	FY 2024 Audited £m
Revenue	376.2	297.0	663.7
Gross profit	85.1	63.7	147.8
Gross profit margin %	22.6%	21.5%	22.3%
Operating profit	10.3	9.3	28.8
Operating margin %	2.7%	3.1%	4.3%

In the six months to 30 April 2025, the Group achieved revenue of £376.2 million (*H1 2024: £297.0 million; FY 2024: £663.7 million*) and an operating profit of £10.3 million (*H1 2024: £9.3 million; FY 2024: £28.8 million*).

To protect customer service during the transition to the new South West depot, the Group took the decision to incur some additional, short-term costs, investing above the level that it had initially planned in service delivery. Excluding these costs, the Group's cost base remained in line with expectations and includes the increased depreciation levels from fleet investment over recent periods. The Group continues to look to drive synergy and operational efficiency benefits to mitigate ongoing cost headwinds, such as national insurance increases.

Basic earnings per ordinary share was 5.1 pence (*30 April 2024: 7.3 pence*). Despite an increase in operating profit and EBITDA, the reduction in basic earnings per ordinary share is primarily as a result of the increase in share capital and the increase in interest costs, associated with the funding required for the acquisitions in the prior period and that are recognised on a linear basis as opposed to the H2 weighting of profitability from the associated acquisitions.

Cash generation remained strong in the period with £19.6 million generated from operating activities (*H1 2024: £12.4 million; FY 2024: £31.4 million*).

The Group's cash and cash equivalents increased by £0.2 million during the period, after cash outflows to satisfy debt service payments and dividends paid. This included cash generated from operations of £19.6 million.

The Group's balance sheet as of 30 April 2025 had reserves of £123.2 million (30 April 2024: £85.0 million; 31 October 2024: £124.5 million) and net debt of £128.3 million (30 April 2024: £83.9 million; 31 October 2024: £127.8 million).

Net debt has increased by £0.5 million since the year-end 31 October 2024 after the net cash outflow of £5.0m, relating to the amount payable for the Creed Catering Supplies Limited acquisition. Positive trading and working capital control has mitigated this cash outflow, reducing leverage to 2.5x (30 April 2024: 2.0x; 31 October 2024: 2.8x).

The Group's bank covenant for leverage includes a proforma profitability for part period acquisitions and on this basis, leverage is 2.3x as at 30 April 2025 (30 April 2024: 1.9x; 31 October 2024: 2.4x). It is expected that the strong continued cash generation of the Group, alongside the second half weighting of the Group's financial performance, will drive the principal debt down during the remainder of the current financial year. The Board is committed to maintaining a prudent leverage policy moving forward.

Divisional summary

Set out below is the financial performance of the business by division:

	H1 2025 Unaudited £m	H1 2024 Unaudited £m	FY 2024 Audited £m
Group revenue	376.2	297.0	663.7
<i>Ambient</i>	98.1	99.1	204.6
<i>Frozen & Chilled</i>	112.1	104.9	235.5
Retail & wholesale	210.2	204.0	440.1
Foodservice	166.0	93.0	223.6
Corporate	-	-	-
Group adjusted EBITDA ⁽⁴⁾	21.1	15.9	45.2
<i>Ambient</i>	5.8	5.7	13.1
<i>Frozen & Chilled</i>	5.4	4.9	15.2
Retail & wholesale	11.2	10.6	28.3
Foodservice	12.5	7.9	22.8
Corporate	(2.6)	(2.6)	(5.9)
Group adjusted operating profit ⁽⁴⁾	13.2	10.8	34.1
<i>Ambient</i>	4.8	4.7	11.1
<i>Frozen & Chilled</i>	2.8	2.6	10.4
Retail & wholesale	7.6	7.3	21.5
Foodservice	8.3	6.2	18.7
Corporate	(2.7)	(2.7)	(6.1)

⁽⁴⁾ Group and divisional EBITDA and operating profit/(loss) adjusted for management charge, acquisition, amortisation of intangible assets arising on acquisition, share-based payments and compensation for post-combination services. For more information on alternative performance measures please see the glossary at the end of the announcement.

Retail & Wholesale division

The Group's Ambient and Frozen & Chilled product businesses, which both service the Retail & Wholesale sector of the grocery market, saw combined revenue increase by 3.1% to £210.2 million (*H1 2024: £204.0 million*). The growth was supported by new customers as well as higher ice cream sales, which coincided with the prolonged drier weather through April 2025 compared to the same month in the prior year.

Foodservice division

Set out below is the financial performance of the division for the period included in the like for like is revenue and associated profit from Total Foodservice (TFS) that is now within the combined business numbers for Miller Foodservice because of the financial integration of the two businesses:

	H1 2025 Unaudited £m	H1 2024 Unaudited £m
Divisional revenue	166.0	93.0
<i>Like for like (including TFS)</i>	<i>96.0</i>	<i>93.0</i>
<i>Creed</i>	<i>70.0</i>	

	H1 2025 Unaudited £m	H1 2024 Unaudited £m
Divisional adjusted EBITDA ⁽⁴⁾	12.5	7.9
<i>Like for like (including TFS)</i>	<i>6.5</i>	<i>7.9</i>
<i>Creed</i>	<i>6.0</i>	

	H1 2025 Unaudited £m	H1 2024 Unaudited £m
Divisional adjusted operating profit ⁽⁴⁾	8.3	6.2
<i>Like for like (including TFS)</i>	<i>3.8</i>	<i>6.2</i>
<i>Creed</i>	<i>4.5</i>	

Foodservice's customer base comprises of independent traditional foodservice outlets including bars, restaurants and leisure outlets, as well as the care home and education sectors. Whilst this diverse customer mix means that the division is not overly weighted to one sector, its performance was impacted by softer demand from leisure and hospitality customers. The like-for-like revenues were c.£96.0 million for the period (including the full period revenues from TFS), resulting in reported like-for-like sales increasing by 3% to £96 million. Although there was a slight improvement in sales during April 2025, which coincided with a period of warm weather, demand remained soft, most notably in the South West region, where many of the destination venues serving food are reliant on tourists and holiday-home owners.

The move to the South West depot incurred some unplanned costs in the period and reflects the additional right of use asset depreciation, with two freeholds being replaced by the new leasehold premises.

Operational review

The integration of Creed Foodservice and the opening of the Group's new 80,000 sq. ft Foodservice distribution centre in the South West have been the key operational projects during the period.

The acquisition of Creed has enabled the Group to now have a national foodservice network. This has provided both immediate customer opportunities and distribution efficiencies. Since the completion in September 2024, we have embarked on a significant integration programme. The available benefits and synergies of the integration have been identified and are scheduled to be realised over the next two years. The Board expects to see some of these initial benefits to start contributing in H1 2026, whilst the full integration onto the Group's ERP system is planned to be completed in early 2026.

The new South West depot has enabled the Group to consolidate three sites into one as part of the integration of WestCountry and M.J. Baker. The Company believes that the scale and capabilities of the new site will provide both longer-term capacity for growth and the ability to cross-sell by providing the full Kitwave product offering. Following the move to the new depot, a period of transition was anticipated with some senior management changes and the combined teams needing to familiarise themselves with the new site. Whilst the IT implementation was very smooth, the integration of business processes, routes and range has taken longer than anticipated. This combined with a general reduction in visitor numbers in the region and pressure on consumer spending following the 2024 Autumn budget has resulted in the turnover levels and margin being below our expectations. The higher-than-expected costs are being worked through but are expected to impact FY25 and the start of FY26 with expected integration costs to fall away by the end of H1 26.

Strategy

Kitwave is currently the 15th largest grocery and foodservice wholesaler in the UK in terms of market share but only services circa five percent of the potential market opportunity of circa £10.7bn. It is well documented that the UK wholesale market is highly fragmented, which presents opportunities for the Group to pursue strategic acquisitions to strengthen its existing business lines and capitalise on synergies. Since 2011, the Group has completed 15 acquisitions.

The high levels of cash generation and the developing national footprint in foodservice leaves us in a great position to continue to add complementary strategic foodservice businesses to this growing platform. Geographic capability and scale, we believe, will yield synergies and grow operating margins over the long term.

The Group continues to invest in technology, systems and infrastructure to support its organic growth objectives. Investment has been made in voice-picking technology to deliver greater efficiencies and obtain the highest level of customer service. The trading platform continues to be expanded, enhancing order capability and customer engagement.

Dividend

The Board has declared an increased interim dividend of 4.00 pence per share (*H1 2024: 3.85 pence per share*) for the six months to 30 April 2025. This dividend will be paid on 31 July 2025 to shareholders on the register at the close of business on 11 July 2025 and the ex-dividend date will be 10 July 2025.

Outlook

We have built an excellent platform for growth within the UK wholesale market. With our focused growth strategy, both organic and through acquisitions, we believe that we continue to be well-placed to deliver value for the Group and its shareholders.

It has been widely reported that UK consumer confidence remains subdued. Whilst concerns over significantly higher trade tariffs have eased, consumers continue to be conscious of higher living costs. Despite experiencing improvement in the Foodservice division in April, post-period sales have remained lower than expected with the business weighted to the second half of the year. Coupled with the additional one-off costs, the Group now expects financial performance to be impacted against the previous expectations forecast.

Despite these near-term challenges, Kitwave remains a fundamentally strong business with a good pipeline of operational synergies and growth opportunities. The Group's focus remains on service excellence, operational improvement, and disciplined cost management.

Ben Maxted

Chief Executive Officer

1 July 2025

Condensed consolidated statement of profit and loss and other comprehensive income

	Note	6 months ended 30 April 2025 Unaudited £000	6 months ended 30 April 2024 Unaudited £000	Year ended 31 October 2024 Audited £000
Revenue	2	376,209	296,960	663,652
Cost of sales		(291,084)	(233,223)	(515,832)
Gross profit		85,125	63,737	147,820
Other operating income	3	85	98	603
Distribution expenses		(39,564)	(27,949)	(63,473)
Administrative expenses		(35,364)	(26,590)	(56,146)
Operating profit		10,282	9,296	28,804
<i>Analysed as:</i>				
Adjusted EBITDA		21,067	15,863	45,229
Amortisation of intangible assets	4	(1,788)	(557)	(1,527)
Depreciation	4	(7,781)	(4,967)	(11,068)
Acquisition expenses	4	-	(416)	(2,153)
Compensation for post combination services	4	(79)	(79)	(324)
Share based payment expense	4	(634)	(548)	(1,244)
Restructuring expenses	4	(503)	-	(109)
Total operating profit		10,282	9,296	28,804
Finance expenses		(4,708)	(2,417)	(6,276)
Profit before tax		5,574	6,879	22,528
Tax on profit on ordinary activities		(1,397)	(1,796)	(5,810)
Profit for the financial period		4,177	5,083	16,718
Other comprehensive income		-	-	-
Total comprehensive income for the period		4,177	5,083	16,718
Basic earnings per share (pence)	5	5.1	7.3	23.5
Diluted earnings per share (pence)	5	5.1	6.9	22.5

Condensed consolidated balance sheet

	30 April 2025 Unaudited £000	30 April 2024 Unaudited £000	31 October 2024 Audited £000
Non-current assets			
Goodwill	105,717	70,090	105,717
Intangible assets	28,935	8,112	30,554
Tangible assets	28,316	22,767	29,096
Right-of-use assets	52,956	32,611	50,869
Investments	27	61	42
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	215,951	133,641	216,278
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Current assets			
Inventories	56,102	53,836	47,749
Trade and other receivables	102,634	75,677	91,122
Cash and cash equivalents	4,337	5,015	4,137
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	163,073	134,528	143,008
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Total assets	379,024	268,169	359,286
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Current liabilities			
Other interest bearing loans and borrowings	(30,935)	(33,125)	(27,821)
Lease liabilities	(11,104)	(7,020)	(10,244)
Trade and other payables	(118,535)	(90,729)	(102,083)
Tax payable	(657)	(1,217)	(1,127)
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	(161,231)	(132,091)	(141,275)
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Non-current liabilities			
Other interest bearing loans and borrowings	(40,000)	(20,000)	(40,000)
Lease liabilities	(44,785)	(28,116)	(43,323)
Deferred tax liabilities	(9,846)	(2,956)	(10,143)
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	(94,631)	(51,072)	(93,466)
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Total liabilities	(255,862)	(183,163)	(234,741)
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Net assets	123,162	85,006	124,545
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Equity attributable to equity holders of the Parent Company			
Called up share capital	836	701	804
Share premium account	97,376	64,349	94,185
Consolidation reserve	(33,098)	(33,098)	(33,098)
Share based payment reserve	689	2,576	3,240
Retained earnings	57,359	50,478	59,414
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Equity	123,162	85,006	124,545
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Condensed consolidated statement of change in equity

	Called up share capital £000	Share premium account £000	Consolidation reserve £000	Share based payment reserve £000	Profit and loss account £000	Total equity £000
Balance at 1 November 2023 (audited)	700	64,183	(33,098)	2,042	50,618	84,445
<i>Total comprehensive income for the 6 month period</i>						
Profit	-	-	-	-	5,083	5,083
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income for the 6 month period	-	-	-	-	5,083	5,083
<i>Transaction with owners, recorded directly in equity</i>						
New share issuance	1	166	-	-	-	167
Dividends	-	-	-	-	(5,223)	(5,223)
Share based payment expense	-	-	-	534	-	534
Total contribution by and transactions with the owners	1	166	-	534	(5,223)	(4,522)
Balance at 30 April 2024 (unaudited)	701	64,349	(33,098)	2,576	50,478	85,006
<i>Total comprehensive income for the 6 month period</i>						
Profit	-	-	-	-	11,635	11,635
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income for the 6 month period	-	-	-	-	11,635	11,635
New share issuance	103	31,397	-	-	-	31,500
Costs directly attributable to new shares issues	-	(1,561)	-	-	-	(1,561)
Dividends	-	-	-	-	(2,699)	(2,699)
Share based payment expense	-	-	-	664	-	664
Total contribution by and transactions with the owners	103	29,836	-	664	(2,699)	27,904
Balance at 31 October 2024 (audited)	804	94,185	(33,098)	3,240	59,414	124,545
<i>Total comprehensive income for the 6 month period</i>						
Profit	-	-	-	-	4,177	4,177
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income for the 6 month period	-	-	-	-	4,177	4,177
<i>Transaction with owners, recorded directly in equity</i>						
New share issuance	32	3,191	-	(3,104)	-	119
Dividends	-	-	-	-	(6,232)	(6,232)
Share based payment expense	-	-	-	553	-	553
Total contribution by and transactions with the owners	32	3,191	-	(2,551)	(6,232)	(5,560)

	Called up share capital	Share premium account	Consolidation reserve	Share based payment reserve	Profit and loss account	Total equity
	£000	£000	£000	£000	£000	£000
Balance at 30 April 2025 (unaudited)	836	97,376	(33,098)	689	57,359	123,162
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Condensed consolidated cash flow statement

	<i>Note</i>	6 months ended 30 April 2025 Unaudited £000	6 months ended 30 April 2024 Unaudited £000	Year ended 31 October 2024 Audited £000
Cash flow from operating activities				
Profit for the period		4,177	5,083	16,718
<i>Adjustments for:</i>				
Depreciation and amortisation		9,569	5,524	12,595
Financial expense		4,708	2,417	6,276
Profit on sale of property, plant and equipment		(75)	(74)	(573)
Net gain on remeasurement of right-of-use assets and lease liabilities		(12)	(29)	(30)
Compensation for post combination services		79	79	324
Equity settled share based payment expense		634	548	1,244
Taxation		1,397	1,796	5,810
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		20,477	15,344	42,364
(Increase) in trade and other receivables		(11,512)	(9,398)	(8,712)
(Increase) in inventories		(8,353)	(15,584)	(2,392)
Increase in trade and other payables		21,194	23,952	6,755
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		21,806	14,314	38,015
Tax paid		(2,164)	(1,911)	(6,612)
		<hr/>	<hr/>	<hr/>
Net cash inflow from operating activities		19,642	12,403	31,403
		<hr/>	<hr/>	<hr/>
Cash flows from investing activities				
Acquisition of property, plant and equipment		(1,308)	(3,768)	(7,275)
Proceeds from sale of property, plant and equipment		151	143	3,513
Payment of compensation for post combination services		-	(424)	-
Acquisition of subsidiary undertakings (including overdrafts and cash acquired)	2	(5,000)	(19,370)	(73,329)
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Net cash outflow from investing activities		(6,157)	(23,419)	(77,091)
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Cash flows from financing activities				
Issuance of new shares		120	167	30,106
Proceeds from new loan		-	-	20,000
Net movement in bank trade loan		(7,750)	3,000	7,750
Net movement in invoice discounting		10,864	23,720	13,666
Interest paid		(4,612)	(2,417)	(6,121)
Repayment of lease liabilities		(5,675)	(3,889)	(8,327)
Dividends paid		(6,232)	(5,223)	(7,922)

	<i>Note</i>	6 months ended 30 April 2025 Unaudited £000	6 months ended 30 April 2024 Unaudited £000	Year ended 31 October 2024 Audited £000
Net cash (outflow)/inflow from financing activities		(13,285)	15,358	49,152
Net increase in cash and cash equivalents		200	4,342	3,464
Opening cash and cash equivalents		4,137	673	673
Cash and cash equivalents at period end		4,337	5,015	4,137

Notes

1 Accounting policies

Kitwave Group plc (the "Company") is a public company limited by shares and incorporated, domiciled and registered in England in the UK. The registered number is 9892174 and the registered address is Unit S3, Narvik Way, Tyne Tunnel Trading Estate, North Shields, Tyne and Wear, NE29 7XJ.

The Company's principal activity is to act as a holding company for its subsidiaries (together "the Group"), which together make up the Group's consolidated financial information.

The condensed consolidated financial information presented in this statement for the six months ended 30 April 2025 and the comparative figures for the six months ended 30 April 2024 are neither audited nor reviewed.

The comparative financial information in the condensed consolidated financial information in respect of the year ended 31 October 2024 have been extracted from the 2024 financial statements. The statutory accounts for the year ended 31 October 2024 have been delivered to the Registrar of Companies and the report of the auditor was (i) unqualified, (ii) did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying their report, and (iii) did not contain a statement under Section 498 (2) or (3) of the Companies Act 2006.

The condensed consolidated financial information does not constitute statutory accounts as defined in Section 435 of the Companies Act 2006 and does not include all the information required for the full annual financial statements. Selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance since the last annual consolidated financial statements.

There have been no new accounting standards or changes to existing accounting standards applied for the first time which have a material effect on these interim results.

1.1 Critical accounting estimates and judgements

The critical accounting estimates and judgements affecting the Group are unchanged from those set out in the Group's last annual consolidated financial statements for the year ended 31 October 2024.

The Directors have reviewed financial forecasts and are satisfied that the Group has sufficient levels of financial resources available to both fund operations and to pursue its stated growth strategy. The Directors are confident that the Group will have sufficient funds to meet its liabilities as they fall due for the foreseeable future and therefore adopt the going concern basis in preparing the condensed consolidated interim financial information.

1.2 Accounting policies

The accounting policies applied in preparing the condensed consolidated interim financial information are the same as those applied in the preparation of the consolidated financial statements for the year ended 31 October 2024, as described in those financial statements.

2 Segmental information

The following analysis by segment is presented in accordance with IFRS 8 on the basis of those segments whose operating results are regularly reviewed by the Executive Board (the Chief Operating Decision Maker as defined by IFRS 8) to assess performance and make strategic decisions about allocation of resources

The Group has the following operating segments:

- **Ambient:** Provides delivered wholesale of ambient food, drink and tobacco products;
- **Frozen & Chilled:** Provides delivered wholesale of frozen and chilled food products; and
- **Foodservice:** Provides delivered wholesale of alcohol, frozen and chilled food to trade customers.

Corporate contains the central functions that are not devolved to the business units

These segments offer different products that attract different margins. They each have separate management teams.

The segments share a commonality in service being delivered wholesale of food and drink products. The Group therefore benefits from a range of expertise, cross-selling opportunities and operational synergies in order to run each segment as competitively as possible.

The Group's forward-looking strategy is to provide enhanced customer service by making available the wider Group product range to its existing customer base. As a result, the Board assess the segments based on customer type with the customers in the Ambient and Frozen & Chilled divisions operating in the retail and wholesale channels.

The following analysis shows how this is monitored whilst demonstrating the link to the previously reported segmental information which continues to be monitored by the Board alongside the segments based on customer type.

Each segment is measured on its adjusted operating profit and internal management reports are reviewed monthly by the Board. This performance measure is deemed the most relevant by the Board to evaluate the results of the segments relative to entities operating in the same industry.

2 Segmental information (continued)

Six months ended 30 April 2025	Ambient £000	Frozen & Chilled £000	Total retail & wholesale £000	Foodservice £000	Corporate £000	Total £000
Revenue	98,127	112,113	210,240	165,969	-	376,209
Inter-segment revenue	9,601	1,698	11,299	1,290	-	12,589
Segment revenue	107,728	113,811	221,539	167,259	-	388,798
Segment gross profit	14,963	23,095	38,058	47,067	-	85,125
Adjusted EBITDA*	5,774	5,419	11,193	12,455	(2,581)	21,067
Amortisation of intangibles	-	(35)	(35)	(15)	(26)	(76)
Depreciation	(1,031)	(2,568)	(3,599)	(4,111)	(71)	(7,781)
Adjusted operating profit*	4,743	2,816	7,559	8,329	(2,678)	13,210
Group management charge	(734)	(1,026)	(1,760)	(1,376)	3,136	-
Amortisation of intangible assets arising on acquisition	-	-	-	-	(1,712)	(1,712)
Compensation for post combination services	-	(79)	(79)	-	-	(79)
Share based payment expense	-	-	-	-	(634)	(634)
Restructuring costs	-	(77)	(77)	(394)	(32)	(503)
Interest expense	(626)	(1,015)	(1,641)	(1,392)	(1,675)	(4,708)
Segment profit/(loss) before tax	3,383	619	4,002	5,167	(3,595)	5,574
Segment assets	52,604	76,599	129,203	147,156	102,665	379,024
Segment liabilities	(37,492)	(72,975)	(110,467)	(86,873)	(58,522)	(256,862)
Segment net assets	15,112	3,624	18,736	60,283	44,143	123,162

Within Corporate assets is £115,717,000 of goodwill on consolidation. This is allocated to the trading segments as follows:

Goodwill by segment	13,516	12,539	26,055	79,662	-	105,717
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2 Segmental information (continued)

Six months ended 30 April 2024	Ambient £000	Frozen & Chilled £000	Total retail & wholesale £000	Foodservice £000	Corporate £000	Total £000
Revenue	99,073	104,933	204,006	92,954	-	296,960
Inter-segment revenue	9,198	1,878	11,076	449	-	11,525
Segment revenue	108,271	106,811	215,082	93,403	-	308,485
Segment gross profit	15,017	22,721	37,738	25,999	-	63,737
Adjusted EBITDA*	5,694	4,936	10,630	7,875	(2,642)	15,863
Amortisation of intangibles	-	(31)	(31)	(3)	(26)	(60)
Depreciation	(952)	(2,310)	(3,262)	(1,643)	(62)	(4,967)
Adjusted operating profit*	4,742	2,595	7,337	6,229	(2,730)	10,836
Group management charge	(734)	(1,026)	(1,760)	(1,377)	3,137	-
Amortisation of intangible assets arising on acquisition	-	-	-	-	(497)	(497)
Acquisition expense	-	-	-	(416)	-	(416)
Compensation for post combination services	-	(79)	(79)	-	-	(79)
Share based payment expense	-	-	-	-	(548)	(548)
Interest expense	(471)	(613)	(1,084)	(436)	(897)	(2,417)
Segment profit/(loss) before tax	3,537	877	4,414	4,000	(1,535)	6,879
Segment assets	52,081	74,670	126,751	69,468	71,910	268,129
Segment liabilities	(39,812)	(75,410)	(115,222)	(46,250)	(21,651)	(183,123)
Segment net assets	12,269	(740)	11,529	23,218	50,259	85,006

Within Corporate assets is £70,090,000 of goodwill on consolidation. This is allocated to the trading segments as follows:

Goodwill by segment	13,516	12,499	26,015	44,075	-	70,090
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2 Segmental information (continued)

Year ended 31 October 2024	Ambient £000	Frozen & Chilled £000	Total retail & wholesale £000	Foodservice £000	Corporate £000	Total £000
Revenue	204,568	235,511	440,079	223,573	-	663,652
Inter-segment revenue	18,463	4,355	22,818	1,242	-	24,060
Segment revenue	223,031	239,866	462,897	224,815	-	687,712
Segment gross profit	31,613	52,353	83,966	63,854	-	147,820
Adjusted EBITDA*	13,125	15,215	28,340	22,797	(5,908)	45,229
Amortisation of intangibles	-	(74)	(74)	(6)	(50)	(130)
Depreciation	(2,010)	(4,781)	(6,791)	(4,118)	(159)	(11,068)
Adjusted operating profit*	11,115	10,360	21,475	18,673	(6,117)	34,031
Group management charge	(1,968)	(2,051)	(4,019)	(2,751)	6,770	-
Amortisation of intangible assets arising on acquisition	-	-	-	-	(1,397)	(1,397)
Acquisition expense	-	-	-	(447)	(1,706)	(2,153)
Compensation for post combination services	-	(324)	(324)	-	-	(324)
Share based payment expense	-	-	-	-	(1,244)	(1,244)
Restructuring costs	-	(103)	(103)	(6)	-	(109)
Interest expense	(1,099)	(1,948)	(3,047)	(1,204)	(2,025)	(6,276)
Segment profit/(loss) before tax	8,048	5,934	13,982	14,265	(5,719)	22,528
Segment assets	49,876	61,691	111,567	111,927	135,792	359,286
Segment liabilities	(37,363)	(58,531)	(95,894)	(79,212)	(59,635)	(234,741)
Segment net assets	12,513	3,160	15,673	32,715	76,157	124,545

Within Corporate assets is £105,717,000 of goodwill on consolidation. This is allocated to the trading segments as follows:

Goodwill by segment	13,516	12,539	26,055	79,662	-	105,717
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An analysis of revenue by destination is given below:

Geographical information:

	6 months ended 30 April 2025 Unaudited £000	6 months ended 30 April 2024 Unaudited £000	Year ended 31 October 2024 Audited £000
United Kingdom	374,317	294,738	659,833
Overseas	1,892	2,222	3,819
	<hr/>	<hr/>	<hr/>
Group revenue	376,209	296,960	663,652
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

No one customer accounts for more than 7% (H1 2024: 10%; FY 2024: 8%) of Group revenue.

3 Other operating income

	6 months ended 30 April 2025 Unaudited £000	6 months ended 30 April 2024 Unaudited £000	Year ended 31 October 2024 Audited £000
Net gain on disposal of fixed assets	75	74	573
Net gain on remeasurement of right-of-use assets and lease liabilities	12	29	30
Net (loss) on foreign exchange	(2)	(5)	-
	<u>85</u>	<u>98</u>	<u>603</u>

4 Expenses

Included in profit/loss are the following:

	6 months ended 30 April 2025 Unaudited £000	6 months ended 30 April 2024 Unaudited £000	Year ended 31 October 2024 Audited £000
Depreciation of tangible assets:			
Owned	2,027	1,343	3,052
Right-of-use assets	5,754	3,624	8,016
Amortisation of intangible assets	1,788	557	1,527
Expenses relating to short term leases and low value assets	1,416	1,327	2,155
Impairment loss on trade receivables	267	62	-
	<u>267</u>	<u>62</u>	<u>-</u>

The Group incurred a number of expenses not relating to the principal trading activities of the Group as follows:

	6 months ended 30 April 2025 Unaudited £000	6 months ended 30 April 2024 Unaudited £000	Year ended 31 October 2024 Audited £000
Exceptional expenses			
Acquisition expenses	-	416	2,153
Compensation for post combination services	79	79	324
Restructuring expenses	503	-	109
	<hr/>	<hr/>	<hr/>
Total exceptional expenses	79	495	2,586
Share based payment expense	634	548	1,244
	<hr/>	<hr/>	<hr/>
Total exceptional expenses and share based payments	713	1,043	3,830
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

The Board consider the exceptional items to be non-recurring in nature. Both exceptional and share-based payment expenses are adjusted for in the statement of profit and loss to arrive at the adjusted EBITDA. This measure provides the Board with a better understanding of the Group's operating performance.

Acquisition expenses in both prior periods include the legal and professional fees connected to the acquisition of WLG (Holdings) Limited, Total Foodservice Solutions Limited and Creed Catering Supplies Limited.

Compensation for post-combination services relates to the value of a liability in connection the acquisition of the remaining share capital of Central Supplies (Brierley Hill) Ltd which is subject to an agreement to acquire which can now be called at any time.

Share-based payments relate to the Management Incentive Plan ("MIP") and Long-Term Incentive Plan ("LTIP") and are non-cash expenses.

Restructuring expenses in the period relate to redundancy and operational restructuring costs across the Foodservice and Frozen & Chilled divisions.

5 Earnings per share

Basic earnings per share

Basic earnings per share for the six-month period ending 30 April 2025, and the previous six-month period ending 30 April 2024 and the year ended 31 October 2023 is calculated by dividing profit attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during each period as calculated below.

Diluted earnings per share

Diluted earnings per share for the six-month period ending 30 April 2025, and the previous six-month period ending 30 April 2024 and the year ended 31 October 2024 is calculated by dividing profit attributable to ordinary shareholders by the weighted average number of ordinary shares, adjusted for the effects of all dilutive potential ordinary shares. In this case dilutive potential ordinary shares include issued equity warrants outstanding during each period and shares that may vest under the terms of equity incentive plans, as calculated below.

	6 months ended 30 April 2025 Unaudited £000	6 months ended 30 April 2024 Unaudited £000	Year ended 31 October 2024 Audited £000
Profit attributable to all shareholders	4,177	5,083	16,718
	pence	pence	pence
Basic earnings per ordinary share	5.1	7.1	23.5
Diluted earnings per ordinary share	5.1	6.9	22.5

Weighted average number of ordinary shares

	6 months ended 30 April 2025 Unaudited Number	6 months ended 30 April 2024 Unaudited Number	Year ended 31 October 2024 Audited Number
Weighted average number of ordinary shares (basic) during the period	81,418,361	70,032,967	71,034,498
Weighted average number of ordinary shares (diluted) during the period	81,571,828	73,158,081	74,453,758

Adjusted earnings per share

Adjusted earnings per share is calculated below on the grounds that it is a metric used by the market in monitoring the Group and similar businesses. These figures are relevant to the Group and are provided to enable comparison to similar businesses. Amortisation of acquired intangibles and share based payment charges are deemed to be non-cash at the point of recognition, and exceptional items by their very nature are considered non-recurring by the Board. Together with acquisition costs, these are excluded to derive the adjusted earnings per share and to assist with the understanding of underlying trading.

	6 months ended 30 April 2025 Unaudited £000	6 months ended 30 April 2024 Unaudited £000	Year ended 31 October 2024 Audited £000
Profit attributable to all shareholders	4,177	5,083	16,718
Exceptional and share based payment expenses net of tax	2,216	1,279	4,559
	<hr/>	<hr/>	<hr/>
Adjusted profit attributable to ordinary shareholders	6,393	6,362	21,277
	pence	pence	pence
Basic adjusted earnings per ordinary share	7.9	9.1	30.0
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

For more information on this alternative performance measure, please see the glossary at the end of the announcement.

Alternative performance measure glossary

This report provides alternative performance measures ("APMs"), which are not defined or specified under the requirements of International Financial Reporting Standards. The Board believes that these APMs provide readers with important additional information on the Group.

Alternative performance measure	Definition and purpose			
Adjusted operating profit	Represents the operating profit prior to exceptional expenses, share based payment expenses and amortisation of intangible assets recognised on acquisitions. This measure is consistent with how the Group measures performance and is reported to the Board.			
		6 months ended 30 April 2025 Unaudited £000	6 months ended 30 April 2024 Unaudited £000	Year ended 31 October 2024 Audited £000
	Total operating profit	10,282	9,296	28,804
	Amortisation of intangible assets arising on acquisition	1,712	497	1,397
	Acquisition expenses	-	416	2,153
	Compensation for post combination services	79	79	324
	Share based payment expense	634	548	1,244
	Restructuring expenses	503	-	109
	Adjusted operating profit	<u>13,210</u>	<u>10,836</u>	<u>34,031</u>
Adjusted EBITDA	Represents the operating profit prior to exceptional (income) / expenses, share based payment expenses, fixed asset depreciation and intangible amortisation. This measure is consistent with how the Group measures trading and cash generative performance and is reported to the Board.			
		6 months ended 30 April 2025 Unaudited £000	6 months ended 30 April 2024 Unaudited £000	Year ended 31 October 2024 Audited £000
	Total operating profit	10,282	9,296	28,804
	Amortisation of intangible assets	1,788	557	1,527
	Depreciation	7,781	4,967	11,068
	Acquisition expenses	-	416	2,153
	Compensation for post combination services	79	79	324
	Share based payment expense	634	548	1,244
	Restructuring expenses	503	-	109
	Adjusted EBITDA	21,067	15,863	45,229

Pre-tax operational cash conversion	Represents the cash generated from operating activities pre tax as a proportion of cash flow from operating activities pre movements in working capital and tax. This measure informs the Board of the Group's cash conversion from operating activities and is used to monitor liquidity by the Board.		
	6 months ended 30 April 2025 Unaudited £000	6 months ended 30 April 2024 Unaudited £000	Year ended 31 October 2024 Audited £000
Net cash inflow from operating activities	19,642	12,403	31,403
Tax paid	<u>2,164</u>	<u>1,911</u>	<u>6,612</u>
Cash flow from operating activities pre-tax and compensation for post combination services (1)	21,806	14,314	38,015
Movement in working capital	<u>(1,329)</u>	<u>1,030</u>	<u>4,349</u>
Cash flow from operating activities pre-tax and compensation for post combination services and movement in working capital (2)	<u>20,477</u>	<u>15,344</u>	<u>42,364</u>
Pre-tax operational cash conversion (1) divided by (2)	106%	93%	90%

After tax return on invested capital	Represents adjusted profit after tax for the 12 months ending on the period end date as a proportion of invested capital as at the period end date. This measure informs the Board of how effective the Group is in generating returns from the capital invested.		
	LTM ended 30 April 2025 Unaudited £000	LTM ended 30 April 2024 Unaudited £000	31 October 2024 Audited £000
Adjusted operating profit	36,405	31,111	34,031
Operating lease interest	<u>(2,929)</u>	<u>(1,837)</u>	<u>(2,167)</u>
	33,476	29,274	31,864
Tax charge at effective rate of tax of 25% (2024: 25%)	<u>(8,369)</u>	<u>(7,319)</u>	<u>(7,966)</u>

Adjusted operating profit after tax (1)	25,107	21,955	23,898
Invested capital comprising:			
Invoice discounting facilities	30,935	30,125	20,071
Lease liabilities	55,889	35,136	53,567
Revolving Credit Facility	40,000	20,000	40,000
Trade loan	-	3,000	7,750
Share capital	836	701	804
Share premium	97,376	64,349	94,185
Less cash at bank and in hand	(4,337)	(5,015)	(4,137)
Total invested capital (2)	220,699	148,296	212,240
After tax return on invested capital (1) divided by (2)	11%	15%	11%

Return on net assets

Represents adjusted profit after tax as a proportion of the Group's investment in fixed assets and working capital. This measure informs the Board of how effective the Group is in generating returns from its fixed assets and net working capital.

	LTM ended 30 April 2025 Unaudited £000	LTM ended 30 April 2024 Unaudited £000	31 October 2024 Audited £000
Adjusted operating profit	36,405	31,111	34,031
Tax charge at effective rate of tax of 25% (2024: 25%)	(9,101)	(7,778)	(8,508)
Adjusted operating profit after tax (1)	27,304	23,333	25,523
Fixed assets and net working capital comprising:			
Intangible assets*	710	663	618
Fixed assets	28,316	22,767	29,096
Right-of-use assets	52,956	32,611	50,869
Investments	27	61	42
Inventories	56,102	53,836	47,749
Trade and other receivables	102,634	75,677	91,122
Trade and other payables	(118,535)	(90,729)	(102,083)
Liability for post combination services**	985	661	906
Total invested capital (2)	122,485	94,884	118,319
After tax return on invested capital (1) divided by (2)	22%	25%	22%

*excluding acquired intangibles arising on acquisition

**adjustment to exclude the liability for post combination services from trade and other payables

Leverage	<p>Management assess leverage by reference to adjusted EBITDA against net debt including and excluding IFRS 16 lease liabilities and including the liability for post combination services held within other creditors. This indicates how much income is available to service debt before interest, tax, depreciation and amortisation.</p>		
	30 April 2025 Unaudited £000	30 April 2024 Unaudited £000	31 October 2024 Audited £000
Adjusted EBITDA	50,433	40,987	45,229
Invoice discounting advances	30,935	30,125	20,071
Lease liabilities	55,889	35,136	53,567
Revolving Credit Facility	40,000	20,000	40,000
Trade loans	-	3,000	7,750
Liability for post combination services	985	661	906
Contingent consideration	4,870	-	9,614
Cash at bank and in hand	(4,337)	(5,015)	(4,137)
Net debt	128,342	83,907	127,771
Leverage (including IFRS 16 debt)	2.5	2.0	2.8
IFRS 16 lease liabilities	43,742	26,462	43,151
Net debt excluding IFRS 16 lease liabilities	84,600	57,445	84,620
Leverage (excluding IFRS 16 lease debt)	1.7	1.4	1.9
	<p>In addition to the assessment of leverage as aligned to the bank leverage covenant calculation including all lease liabilities, Management also assess leverage excluding lease liabilities arising on application of IFRS 16.</p> <p>Included in the above are the total lease liabilities, and separately those arising on application of IFRS 16 ("IFRS 16 lease liabilities") to calculate both metrics.</p>		
Adjusted earnings per share	<p>Profit attributable to the equity holders of the Group prior to exceptional items and share based payments through the consolidated statement of profit and loss, divided by the weighted average number of ordinary shares during the financial year.</p>		
	30 April 2025 Unaudited £000	30 April 2024 Unaudited £000	31 October 2024 Audited £000
Profit attributable to all shareholders	4,177	5,083	16,718

Amortisation of intangible assets arising on acquisition	1,712	497	1,397
Acquisition expenses	-	416	2,153
Compensation for post combination services	79	79	324
Share based payment expense	634	548	1,244
Restructuring expenses	503	-	109
Tax effect of above items	(712)	(261)	(668)
Adjusted profit attributable to ordinary shareholders	6,393	6,362	21,277
Weighted average number of ordinary shares (basic) during the period	Number 81,418,361	Number 70,32,967	Number 71,034,498
Basic adjusted earnings per ordinary share	pence 7.9	pence 9.1	pence 30.0