

# Hecate Holdco Limited

# Annual report and financial

# statements

for the year ended on 30 April 2025

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# Company information

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Directors	Thomas Bryan Ben Jacklin Neil Lake Philip Robinson
Company number	13671403
Registered office	First Floor, HYDE, 38 Clarendon Road, Watford, England, WD17 1HZ
Independent auditor	PricewaterhouseCoopers LLP 40 Clarendon Road, Watford, WD17 1JJ

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# Strategic report

## for the year ended on 30 April 2025

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The directors present the strategic report, together with the audited financial statements, of Hecate Holdco Limited (“the Company”) and its subsidiaries (together “the Group” or “Medivet”) for the year ended on 30 April 2025 (“the year”). The comparative results cover the year ended on 30 April 2024. This report should be read in conjunction with the directors’ report immediately below.

## Strategy and business model

The Company is the ultimate parent and controlling party in the United Kingdom of the Medivet group. Medivet is majority owned by funds advised by CVC Capital Partners. Its principal activity is providing veterinary services under the “Medivet” brand. The Company acts as a holding company for the Group.

Medivet’s mission is simple: to deliver exceptional, contextualised care for life to more pets. Its employees work hard to deliver the best possible experience for their patients, while making things simple, understandable and convenient for their customers.

Founded in Watford in 1987, Medivet is a leading European veterinary group with strong local roots, operating small animal veterinary practices across the United Kingdom, Spain, France and Germany.

Medivet’s strategy is based on four core priorities:

1. Caring for more pets;
2. Becoming the brand of choice for clinicians;
3. Providing services that are distinctly “Medivet”; and
4. Delivering excellent execution every day.

### *Caring for more pets*

The Group’s aim is to bring the best standard of care to as many pets as possible, enabling them every opportunity to live happy and healthy lives. It provides the very highest standards of pet care and customer service, and prides itself on its clinical excellence and breadth of care, offering routine and advanced care across a network of practices.

### *Becoming the brand of choice for clinicians*

Medivet’s employees are at the heart of everything the Group does. Medivet offers its veterinary professionals sector-leading rewards, significant continuous professional development opportunities, and the right infrastructure and equipment to enable them to practise the very highest standards of clinical care, whilst being part of a community that provides access to lifelong learning and development.

The Group has been built on its unique “branch partnership” model, whereby vets can become equity partners with Medivet in their own practice(s), operating with clinical freedom, whilst enjoying support from the wider Medivet network (for more information, see note 4.1 to the consolidated financial statements.)

### *Providing services that are distinctly “Medivet”*

Medivet operates a fully branded model, enabling the Group to offer distinct services under a single brand. The practices operate under a “hub-and-spoke” model, whereby smaller first-opinion practices encircle larger state-of-the-art hospitals that are open all day, every day.

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# Strategic report

## for the year ended on 30 April 2025 (continued)

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### Strategy and business model (continued)

#### *Providing services that are distinctly “Medivet” (continued)*

Medivet continues to invest in equipment across all of its practices to enable it to offer the best possible care to its customers. In addition, given Medivet is acutely aware of the current cost of living, the business is investing in its Medivet Healthcare Plan (for more information, see note 3.1), flexible payment options, and insurance recommendations to ensure all customers are able to afford the most appropriate care for their pets.

#### *Delivering excellent execution every day*

The Group's support centre operates to ensure its vets and nurses are able to spend their time offering exceptional care to its patients and customers. It does this by centralising functions, including finance, human resources, marketing and operations, which can be managed more efficiently and effectively centrally. The Group continuously monitors the services it offers to its frontline employees to ensure that they can continue focussing on Medivet's mission.

### Market overview

The growth in the veterinary market across Europe is driven by increasing pet ownership, the ongoing humanisation of pets, and continuous advances in veterinary care. Whilst COVID-19 brought about an abnormal increase in new pet ownership, this has now reverted to normal rates.

More recently the current challenging economic climate, particularly in the United Kingdom, as well as the ongoing negative publicity from the Competition & Markets Authority, have provided a headwind to the veterinary industry as customers opt to delay more advanced clinical investigations and procedures, or not to undertake them at all, even if this may not be in the best clinical interest of the pets. Despite this headwind the Group has continued to invest in both its employees and clinical equipment to ensure it is able to continue to offer the highest levels of care.

The wider European market remains highly fragmented, with nascent corporate operations. The Group believes there is a significant opportunity to replicate its successful model elsewhere in Europe. For more information, see the principal risks section.

# Strategic report

## for the year ended on 30 April 2025 (continued)

### Business review

#### Key performance indicators

	2025	2024	Movement	
				%
Number of veterinary practices at end of year	<b>450</b>	468	<b>(18)</b>	<b>(3.8)</b>
Revenue	<b>£398.7m</b>	£408.7m	<b>(£10.0m)</b>	<b>(2.4)</b>
Like-for-like revenue growth	<b>(0.4%)</b>	2.5%	<b>(2.9pps)</b>	<b>(116.0)</b>
EBITDA*	<b>£61.4m</b>	£76.5m	<b>(£15.1m)</b>	<b>(19.7)</b>
EBITDA* margin	<b>15.4%</b>	18.7%	<b>(3.3pps)</b>	<b>(17.6)</b>
Loss before tax	<b>(£345.9m)</b>	(£881.9m)	<b>£536.0m</b>	<b>(60.8)</b>
External net debt†	<b>(£810.4m)</b>	(£821.0m)	<b>£10.6m</b>	<b>(1.3)</b>
Pets on Medivet Healthcare Plan at end of year	<b>300,000</b>	258,000	<b>42,000</b>	<b>16.3</b>
Number of vets at end of year	<b>1,164</b>	1,231	<b>(67)</b>	<b>(5.4)</b>
Number of nurses at end of year	<b>1,686</b>	1,767	<b>(81)</b>	<b>(4.6)</b>

\*Earnings before interest, tax, depreciation, amortisation, impairment, other gains and losses, and non-underlying items

†Net debt less loans from parents

#### Key developments

During the year, the Group advanced several strategic initiatives, including, but not limited to:

- Establishing a more robust clinical governance structure, and publishing its first annual clinical report;
- Continuing to invest in its estate, rebranding and refurbishing practices, and providing further clinical equipment to ensure its vets can offer the best service to patients and customers;
- Implementing an enhanced people deal and new people system to ensure its employees receive the best possible benefits, and enable them to focus on caring for pets;
- Continuing to invest in Medivet's unique "branch partnership" model, providing like-minded vets with equity ownership in their practice(s) whilst reducing the burden of owning their own practice through being part of a group; and
- Establishing further partnerships with other organisations through the "Medivet" brand, providing additional benefits to both its employees and customers.

At 30 April 2025, the Group operated 450 veterinary practices (2024: 468) across the United Kingdom, Spain, France and Germany.

During the year, the Group acquired two veterinary practices (2024: 32) in France for consideration of £1.1m (2024: £13.8m). These acquisitions continue the Group's strategy of expansion in Europe.

In June and July 2024, the Group raised an additional £80.0m of capital from existing investors.

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# Strategic report

## for the year ended on 30 April 2025 (continued)

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### Business review (continued)

#### *Financial review*

##### Income statement

The Group recorded revenue of £398.7m (2024: £408.7m) (a decrease of 2.4%), EBITDA (earnings before interest, tax, depreciation, amortisation, impairment, other gains and losses, and non-underlying items) of £61.4m (2024: £76.5m) (a decrease of 19.7%) and a loss before tax of £345.9m (2024: £881.9m) for the year. Like-for-like revenue growth was -0.4% (2024: +2.5%), driven by lower transaction volumes, though partially offset by below-inflation price increases.

The Group's EBITDA margin decreased by 3.3pps (15.4% versus 18.7% in 2024) due to the decrease in revenue and higher costs, but revenue was underpinned by a 16.3% increase in pets on the Medivet Healthcare Plan at the end of the year, to 300,000.

Non-underlying items totalled £23.1m (2024: £23.5m) for the year, including restructuring costs of £15.3m (2024: £11.4m), earn-out costs of -£0.1m (2024: £3.8m), and costs relating to the Competition & Markets Authority's investigation of £1.3m (2024: £2.4m). For a full breakdown of the balances, see note 11.

The loss before tax was driven primarily by the impairment charge on goodwill, the amortisation charge on other intangible assets, non-underlying items, and the interest expense on borrowings. The Group recognised an impairment charge on goodwill of £86.4m (2024: £659.6m) in relation to its British business. For explanations of the drivers, and details of the calculations, see note 16 to the consolidated financial statements.

##### Balance sheet

At 30 April 2025, the Group had goodwill and other intangible assets with a total carrying amount of £720.1m (2024: £855.0m), largely arising from the acquisition of Medivet Group Holdings Limited in 2021 (for more information, see notes 16 and 17.) The Group also had net deferred tax liabilities of £40.8m (2024: £52.7m), largely associated with the intangible assets recognised on the acquisition of Medivet Group Holdings Limited (for more information, see note 13.)

The Group leases the premises for its veterinary practices, and, at 30 April 2025, had right-of-use assets with a carrying amount of £74.2m (2024: £85.4m), and lease liabilities of £86.0m (2024: £94.1m) (for more information, see notes 19 and 28.)

At 30 April 2025, the Group had external net debt (net debt less loans from parents) of £810.4m (2024: £821.0m), and access to undrawn borrowing facilities of £110.0m (2024: £154.0m). None of the Group's central facilities is repayable before 2028, and in 2022, the Group purchased an interest rate cap, which caps the interest payable on £508.5m of Facility B at 8.8% *per annum* when SONIA increases above 3.0%. For more information on the cap, see note 24. For a full breakdown of net debt, see note 29.

The Group is highly levered, which is part of its strategy, but the directors believe it is at a manageable level. The Group has no further short-term funding requirements. For full breakdowns of the Group's borrowings and capital, see notes 27 and 35.

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# Strategic report

## for the year ended on 30 April 2025 (continued)

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### Business review (continued)

#### *Financial review (continued)*

#### Statement of cash flows

Cash generated from operations before changes in working capital was £36.2m (2024: £54.4m), in line with EBITDA (earnings before interest, tax, depreciation, amortisation, impairment, other gains and losses, and non-underlying items) before adding back non-underlying items, and there was a working capital inflow of £7.4m (2024: £9.0m outflow), largely as a result of the normalisation of the Group's payables position following its move to a new enterprise resource planning system at the beginning of the year.

The net cash outflow from business combinations was £3.1m (2024: £34.6m) (for a detailed breakdown, see note 14.) This is significantly lower than in the prior year as the Group has paused its acquisition activities while the Competition & Markets Authority concluded its investigation of Medivet Group Limited.

The Group spent £11.6m (2024: £19.1m) purchasing intangible assets and property, plant and equipment, as it continues investing in its estate and support functions.

The net cash outflow from borrowings was £3.0m (2024: £84.7m inflow), driven by net new issues of £79.4m (2024: £167.6m), offset by interest paid of £82.4m (2024: £82.9m).

The Group also spent £3.0m purchasing non-controlling interests in Spain (2024: £15.2m).

The net cash inflow for the year was £12.0m (2024: £55.5m), with closing cash and cash equivalents of £75.2m (2024: £63.2m).

#### *Outlook*

The veterinary market remains attractive, and the Group anticipates the continued investment in both its customers and employees to ensure the long-term growth of the business, despite the challenging macro-environment. The Group has recently put in place a new executive management team to support Medivet's mission of delivering exceptional, contextualised care for life to more pets.

### Principal risks and uncertainties

#### *Inability to recruit and retain veterinary professionals*

There is a shortage of veterinary professionals across the markets in which the Group operates, and Brexit has made it more difficult to attract prospective employees to the United Kingdom from the European Union. HM Government's recent decision to increase the minimum salaries for immigrants (including qualified vets) will add further pressure. British universities do not educate enough vets to satisfy domestic demand. The Group's failure to attract and/or retain its employees may have a detrimental effect on its operations.

To mitigate this risk, the Group aims to become the employer of choice for vets. It offers competitive salaries and benefits, and endeavours to make Medivet a desirable place to work. It also employs a highly-skilled recruitment team, and maintains close relationships with veterinary schools in the United Kingdom and abroad. The Group views its expanding learning and development proposition as a differentiating factor in the sector.

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# Strategic report

## for the year ended on 30 April 2025 (continued)

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### Principal risks and uncertainties (continued)

#### *Inability to recruit and retain veterinary professionals (continued)*

During the prior year, Medivet entered into a multi-year sponsorship agreement with the University of Central Lancashire's new School of Veterinary Medicine to include more students from under-represented groups in veterinary education. These students will have access to a range of financial and training support from Medivet.

Also during the prior year, Medivet's award-winning Graduate Development Programme was accredited by the International School of Veterinary Postgraduate Studies, and Medivet is now an approved training provider. Accreditation serves as a seal of quality assurance, ensuring graduates benefit from the programme itself, and are also recognised by others, both within Medivet and in the wider veterinary profession. This programme has been made available to all graduate vets across the Group, not just those in the United Kingdom.

During the year, the Group rolled out an enhanced people deal which provides enhanced benefits and transparency to all current and potential employees. This will also aid recruitment and retention.

#### *Inability to grow revenue*

The current challenging economic climate, particularly in the United Kingdom, provides a headwind to the veterinary industry as customers may opt to delay more advanced clinical procedures, or not to undertake them at all, notwithstanding the clinical benefits to the animals of the procedures.

These factors are largely outside the control of the Group, but, in an effort to mitigate them as far as possible, it is investing heavily in its estate, infrastructure and operating model to improve the customer experience, which it believes will ensure customers continue using its services.

The Group also relies on its talented vets to recommend the most appropriate range of treatments for each pet and its owner ("contextualised care") to ensure animals are getting the best care available to them, which is the Group's primary goal. Tools are in place, such as the Medivet Healthcare Plan, to help customers manage the cost of owning a pet.

#### *Inability to penetrate the European market*

Whilst the market in the United Kingdom is accustomed to corporate veterinary operators, the wider European market remains highly fragmented, with nascent corporate service. The Group believes there is a significant opportunity to replicate its successful model elsewhere in Europe.

Competitors are also active in certain European markets, and the availability of attractive veterinary practices at fair valuations is uncertain. The Group mitigates the risk of misallocation of capital in Europe by undertaking thorough due diligence on all prospective acquisitions, ensuring it acquires only businesses with high-quality portfolios and leadership teams, and which fit its strategic goals.

#### *Cybersecurity risk*

The threat of the Group being targeted by cybercriminals is increasing as the Group grows and cyberattacks become more frequent and more sophisticated. A cyberattack could do the Group operational and reputational damage, and could also result in financial penalties.

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# Strategic report

## for the year ended on 30 April 2025 (continued)

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### Principal risks and uncertainties (continued)

#### *Cybersecurity risk (continued)*

To mitigate this risk, the Group continues to invest in its technological infrastructure, unifying and upgrading its systems, as well as focussing on improving its processes and its employees' understanding of the risk.

In the event the Group does suffer a cyberattack, cyber-incident and disaster-recovery plans are in place.

#### *Competition & Markets Authority*

On 7 September 2023, the Competition & Markets Authority launched a review into the veterinary sector which followed investigations into specific acquisitions made in the last few years by several veterinary groups, including Medivet. On 23 May 2024, the Competition & Markets Authority then announced it would be launching a formal market investigation.

The Competition & Markets Authority is looking specifically at whether or not:

- Consumers are getting the information they need, at the right time, to make informed decisions;
- A limited choice of vet businesses in some local areas is affecting pet owners;
- Profits earned are consistent with the levels expected in a competitive market;
- Vet businesses have the incentive and ability to limit consumer choice when providing treatments or recommending related services, particularly when they are part of large integrated groups; and
- The regulatory framework is preventing the market from functioning as well as it could.

In its response to the Competition & Markets Authority's consultation on its proposed investigation, Medivet explained that the veterinary sector in the United Kingdom is highly competitive and functioning well. It also explained that a market investigation is not an appropriate or effective tool for addressing the Competition & Markets Authority's concerns, and may have serious unintended consequences.

The above notwithstanding, Medivet will continue to engage positively and constructively with the Competition & Markets Authority.

On 1 May 2025, the Competition & Markets Authority published a working paper in which it set out a list of some possible remedies it was considering. Then, on 10 June 2025, the Competition & Markets Authority announced it would be extending its investigation by six months to 22 May 2026.

At this stage, it remains unclear what (if any) remedies will be enforced (or over what time period), and so it is not possible to quantify their effect on the Group. However, a single, national brand and limited vertical integration will likely mitigate any adverse effects.

#### *Financial risks*

Information on the Group's exposure to financial risks, and its approach to managing those risks is contained in note 31 to the consolidated financial statements.

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# Strategic report

## for the year ended on 30 April 2025 (continued)

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### Section 172(1) statement

The following explains how the directors have fulfilled their obligations under Section 172(1) of the Companies Act 2006. Section 172(1) states:

“A director of a company must act in the way he considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to—

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

### *Corporate governance arrangements*

Despite not applying a corporate governance code, the Group does have a robust governance framework. It has a board of directors whose role is to promote the purpose of Medivet. The Board comprises directors that have appropriate and complementary skills and experience. The Board meets on a regular basis to consider the Group's opportunities, and to identify and mitigate the risks it faces. Decisions are made with all stakeholders in mind, and with a focus on the long term.

Through the Audit Committee, the Board monitors the integrity of the Group's financial statements, and the robustness of its internal controls, and oversees the external audit process.

Through the Remuneration Committee, the Board manages the compensation packages of the Group's employees, with an aim to recruit, train and retain the most appropriate individuals.

The Board has delegated operational responsibility of the Group to the Chief Executive Officer. The Chief Executive Officer leads the Executive Committee, which comprises experienced managers in their respective fields. The Executive Committee meets no less than once a month.

The Chief Executive Officer has further delegated powers within a very strict framework in Medivet's “Rules of Engagement”. He meets with all divisions formally on a monthly basis, and there are significant additional interactions in between these meetings.

### *Employees*

As stated above, the Group aims to become the employer of choice for veterinary professionals. It is a “people business”. Exceptional employees are its foundation, and it invests heavily in their training and well-being. The Group views its expanding learning and development proposition as a differentiating factor in the sector. The Group offers competitive salaries and benefits, and endeavours to make Medivet a desirable place to work, reviewing ongoing feedback from employees, and holding regular engagement sessions across all levels of the organisation.

# Strategic report

## for the year ended on 30 April 2025 (continued)

### Section 172(1) statement (continued)

#### *Employees (continued)*

The Chief Executive Officer presents to the Medivet Leadership Team on a monthly basis. He provides an update on the status of the Group, including its financial and operational performance, risks and opportunities, and major projects. This information is then disseminated throughout the organisation by the Medivet Leadership Team. Employees are encouraged to contribute and ask questions in these sessions. There are also regular and irregular meetings, conferences, “away days” and informal gatherings within smaller teams, where information is shared, and questions can be asked and feedback shared.

As mentioned above, during the prior year, Medivet’s award-winning Graduate Development Programme was accredited by the International School of Veterinary Postgraduate Studies, and Medivet is now an approved training provider. Accreditation serves as a seal of quality assurance, ensuring graduates benefit from the programme itself, and are also recognised by others, both within Medivet and in the wider veterinary profession. This programme has been made available to all graduate vets across the Group, not just those in the United Kingdom.

During the year, the Group rolled out an enhanced people deal which provides enhanced benefits and transparency to all current and potential employees. This will also aid recruitment and retention.

The Group operates a transparent bonus scheme for selected members of staff. The incentive programme is designed to reward collective performance as well as that of individuals.

#### Gender diversity

	2025			2024		
	Male number	Female number	Total number	Male number	Female number	Total number
Directors	3	1	4	4	-	4
Senior managers*	5	3	8	4	2	6
Other employees	691	4,006	4,697	730	4,058	4,788
<b>Total personnel at end of year</b>	<b>699</b>	<b>4,010</b>	<b>4,709</b>	<b>738</b>	<b>4,060</b>	<b>4,798</b>

*\*Senior managers are those members of the Group’s Executive Committee who are not appointed as statutory directors.*

The breakdown of the Group’s male and female employees is in line with that across the veterinary industry, and the female bias is likely to persist as women continue to make up the majority of those entering the profession.

#### *Suppliers and customers*

Medivet’s mission is simple: to deliver exceptional, contextualised care for life to more pets. This is only possible by building strong longstanding relationships with both customers *and* suppliers.

The Group’s procurement team comprises experienced veterinary professionals. It works with reputable suppliers, and clinical performance is one of its criteria when selecting suppliers. The Group continues to invest in automation to enhance its purchase-to-pay process, reducing the cost of operations for itself and its suppliers.

# Strategic report

## for the year ended on 30 April 2025 (continued)

### Section 172(1) statement (continued)

#### *Suppliers and customers (continued)*

The Group's employees work hard to deliver the best possible experience for their patients, while making things simple, understandable and convenient for their customers, who often see their pets as being members of the family. They are focussed on giving their patients every opportunity to live happy and healthy lives.

#### *Community and environment*

The Group is committed to giving back to the communities in which it operates. It contributes to local economies through creating jobs and supporting charities.

In the United Kingdom, Medivet offers discounted services to animals for Cats Protection, the Dogs Trust and Guide Dogs, and aids them in their efforts to improve animal welfare. It also supports the RSPCA, pdsa and Vet Compass, amongst others.

For many years, Medivet has supported the Wilderness Foundation Africa through its Saving the Rhino campaign. So far, it has raised over £650,000 for the Foundation, and, each year, employees travel to South Africa as volunteers to see first hand the important work performed by the Foundation in conserving black and white rhinos in the wild. This includes training detection dogs, rescuing and rehabilitating injured and orphaned rhinos, and running public education and awareness campaigns.

During the prior year, Medivet entered into a multi-year sponsorship agreement with the University of Central Lancashire's new School of Veterinary Medicine to include more students from under-represented groups in veterinary education. These students will have access to a range of financial and training support from Medivet.

The Group is focussed on improving its operational efficiency and reducing waste, and is in the midst of a programme of investment across its estate, part of which is aimed at improving energy efficiency. In the United Kingdom, all practices use 100% renewable energy, and smart metres have been installed in all practices to better track energy usage. Medivet stopped using plastic bags several years ago, and uses alternatives made from sugar cane.

#### *Streamlined Energy and Carbon Reporting*

The only company within the Group required to report on its energy consumption and carbon emissions under Streamlined Energy and Carbon Reporting is Medivet Group Limited. The following disclosures cover the years ended on 30 April 2025 and 30 April 2024:

	2025 MWh	2024 MWh	Movement	
			MWh	%
<b>Medivet Group Limited</b>				
Scope 1: Fuel and natural gas consumed	<b>11,998</b>	11,333	<b>665</b>	<b>5.9</b>
Scope 2: Purchased electricity consumed	<b>7,755</b>	8,237	<b>(482)</b>	<b>(5.9)</b>
Scope 3: Fuel consumed by grey fleet	<b>911</b>	1,348	<b>(437)</b>	<b>(32.4)</b>
<b>Total energy consumed</b>	<b>20,664</b>	20,918	<b>(254)</b>	<b>(1.2)</b>

Strategic report

for the year ended on 30 April 2025 (continued)

Section 172(1) statement (continued)

Community and environment (continued)

Streamlined Energy and Carbon Reporting (continued)

	2025 tCO <sub>2</sub> e	2024 tCO <sub>2</sub> e	Movement	
			tCO <sub>2</sub> e	%
Medivet Group Limited				
Scope 1: Emissions from fuel and natural gas	2,440	2,265	175	7.7
Scope 2: Emissions from purchased electricity	1,606	1,706	(100)	(5.9)
Scope 3: Emissions from grey fleet	203	303	(100)	(33.0)
Total emissions	4,249	4,274	(25)	(0.6)
Emissions per veterinary practice	12.0	11.6	0.4	3.4

The Group has used HM Government’s “Environmental Reporting Guidelines” and “Greenhouse Gas Conversion Factors for Company Reporting”, and the “Greenhouse Gas Protocol” in compiling the above figures.

This report was approved by the directors and was signed on their behalf by:

Signed by:

  
7BFCED12793B445...  
Neil Lake  
Director  
Hecate Holdco Limited

Date: 14 August 2025

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# Directors’ report

## for the year ended on 30 April 2025

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The directors present their report, together with the audited financial statements of Hecate Holdco Limited (“the Company”) and its subsidiaries (together “the Group”) for the year ended on 30 April 2025 (“the year”). The comparative results cover the year ended on 30 April 2024. This report should be read in conjunction with the strategic report immediately above.

### Directors

The directors who served during the year and up to the date of signing of these financial statements were as follows:

Bart Borms	Group Chief Financial Officer	Resigned on 24 February 2025
Thomas Bryan	Managing Director at CVC Capital Partners	
Christiaan Cools	Chief Executive Officer	Resigned on 23 December 2024
Ben Jacklin	UK Chief Executive Officer	Appointed on 3 August 2025
Neil Lake	Group Chief Executive Officer	Appointed on 17 January 2025
Philip Robinson	Partner at CVC Capital Partners	
Louise Stonier	Group Chief Operating Officer	Appointed on 17 January 2025, resigned on 31 July 2025

### Dividends

The directors have not recommended any dividends be paid for the year (2024: £nil).

### Charitable donations

During the year, the Group supported its nominated charity, the Wilderness Foundation Africa, as well as offering discounted services to various animal-related charities throughout the United Kingdom.

### Financial instruments

Information on the Group’s exposure to financial risks, and its approach to managing those risks is contained in note 31 to the consolidated financial statements.

### Post-balance sheet events

Information on the post-balance sheet events affecting the Group is contained in note 40 to the consolidated financial statements.

### Future developments

Information on the Group’s likely future developments is contained in the strategic report.

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# Directors' report

## for the year ended on 30 April 2025 (continued)

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### Disabled employees

The Group considers fully and fairly all applications for employment made by disabled people, taking into account the aptitudes and abilities of each applicant. Where existing employees become disabled, the Group makes every effort to ensure they are able to continue their employment within the Group, and arranges appropriate training. The Group has policies in place to ensure that the training, career development and promotion of disabled employees are, as far as possible, identical to those of other employees.

### Engagement with employees

Information on how the Group engages with its employees is contained in the strategic report.

### Engagement with suppliers, customers and others in a business relationship with the Group

Information on how the directors have taken into consideration the need to foster the Group's business relationships with suppliers, customers and others is contained in the strategic report.

### Corporate governance arrangements

Information on the Group's corporate governance arrangements is contained in the strategic report.

### Streamlined Energy and Carbon Reporting

The information required under The Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 is contained in the strategic report.

### Statement of directors' responsibilities

The directors are responsible for preparing this annual report and financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have elected to prepare the consolidated financial statements in accordance with UK-adopted international accounting standards, and the separate financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (Financial Reporting Standard 101: Reduced Disclosure Framework ("FRS 101") and applicable law).

# Directors' report

## for the year ended on 30 April 2025 (continued)

### Statement of directors' responsibilities (continued)

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 Company and the Group and of the profit or loss of the Company and the Group for the period. In preparing these financial statements, the directors are required to:

- Select suitable accounting policies, and then apply them consistently;
- State whether or not applicable UK-adopted international accounting standards have been followed in the consolidated financial statements, and FRS 101 in the separate financial statements, subject to any material departures disclosed and explained in the financial statements;
- Make judgements and accounting estimates that are reasonable and prudent; and
- Prepare the financial statements on a going concern basis, unless it is inappropriate to presume that the Company and the Group will continue in business.

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

### Disclosure of information to the auditor

Each of the persons who is a director at the date of approval of this annual report and financial statements confirms that:

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

### Guidelines for Disclosure and Transparency in Private Equity

The directors believe that this annual report complies with the Guidelines for Disclosure and Transparency in Private Equity.

This report was approved by the directors and was signed on their behalf by:

Signed by:  
  
 7BFCE12793B445...  
**Neil Lake**  
 Director  
 Hecate Holdco Limited

Date: 14 August 2025

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# Independent auditors' report

## to the members of Hecate Holdco Limited

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### Report on the audit of the financial statements

#### *Opinion*

In our opinion:

- Hecate Holdco Limited's group financial statements and company financial statements (the "financial statements") give a true and fair view of the state of the group's and of the company's affairs as at 30 April 2025 and of the group's loss and the group's cash flows for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006;
- the company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: the Consolidated balance sheet and the Separate balance sheet as at 30 April 2025; the Consolidated income statement, the Consolidated statement of comprehensive income, the Consolidated statement of changes in equity, the Consolidated statement of cash flows and the Separate statement of changes in equity for the year then ended; and the notes to the financial statements, comprising material accounting policy information and other explanatory information.

#### *Basis for opinion*

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

#### *Independence*

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

#### *Our audit approach*

##### *Overview*

##### *Audit scope*

- We performed full scope audit of significant components and gave specific consideration to large balances across other components

##### *Key audit matters*

- Goodwill Impairment (group)
- Intercompany loan receivable - expected credit loss (parent)

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# Independent auditors' report

## to the members of Hecate Holdco Limited (continued)

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### Report on the audit of the financial statements (continued)

#### *Our audit approach (continued)*

#### Overview (continued)

#### Materiality

- Overall group materiality: £3.0m (2024: £3.6m) based on 5% of total adjusted EBITDA.
- Overall company materiality: £13.5m (2024: £11.9m) based on 1% of total assets.
- Performance materiality: £2.3m (2024: £2.7m) (group) and £10.1m (2024: £8.9m) (company).

#### The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

#### Key audit matters

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, 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, and any comments we make on the results of our procedures thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

This is not a complete list of all risks identified by our audit.

The key audit matters below are consistent with last year.

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# Independent auditors' report

## to the members of Hecate Holdco Limited (continued)

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### Report on the audit of the financial statements (continued)

#### *Our audit approach (continued)*

#### Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter
<b>Goodwill Impairment (group)</b> <p>The Group has goodwill of £419.1m as at 30 April 2025. Refer to note 16 of the financial statements.</p> <p>Judgement is required in identification of CGU and how goodwill is allocated to each CGU or group of CGUs, as well as in assessing the valuation of goodwill. This is enhanced as there is uncertainty regarding the forecasted cash flows which inherently involve significant estimation. We determined that our significant risk in relation to goodwill impairment is only applicable to UK and Germany CGUs.</p> <p>The directors concluded that impairment indicators exist and performed an assessment of the recoverability of the goodwill balance. The goodwill valuation was determined using a value-in-use approach. The value in use of each group of CGUs is calculated by discounting forecasted operating cash flows which involves significant estimation including the discount rate, terminal growth rate, and the EBITDA growth rate.</p> <p>Based on this assessment, the directors determined that impairment of £86.4m of the UK CGU was required, while there was a headroom of £2m for the German CGU as at 30 April 2025. The impairment is material and any changes to the significant judgements and estimates could have a material impact on the group financial statements, and so we consider this to be a key audit matter.</p>	<p>We have reviewed, assessed and challenged management's conclusions in terms of both CGU identification and how goodwill is allocated to each CGU or group of CGU's.</p> <p>We assessed management's goodwill impairment model for compliance with IAS 36 'Impairment of assets' and tested the mathematical accuracy of the model.</p> <p>We challenged estimates and assumptions included in the goodwill impairment model.</p> <p>We assessed the historical accuracy of management's forecasts by reviewing actual results to previous forecasts.</p> <p>We agreed forecast cash flows to latest board approved budgets.</p> <p>We engaged PwC valuation experts to assist our audit of the key inputs including the discount rate and long-term growth rate. They reviewed the methodology and inputs used to determine the post-tax discount rate (between 9.5% - 12%) and the long term growth rate of 2%. Both assumptions were assessed to be within a reasonable range.</p> <p>We performed sensitivity analysis and benchmarked key inputs to external market data where possible.</p> <p>We also performed a trading multiples analysis to listed comparable companies and concluded that the implied multiples are reasonable in comparison to the comparable companies, given differences in their business models.</p> <p>We concluded that the impairment recorded was appropriate and management has appropriately disclosed the significant estimate and the impairment disclosures within the note 4 and 16 of the financial statements.</p>

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# Independent auditors' report

## to the members of Hecate Holdco Limited (continued)

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### Report on the audit of the financial statements (continued)

#### *Our audit approach (continued)*

#### Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter
<b>Intercompany loan receivable - expected credit loss (parent)</b>  As at 30 April 2025, the company held a significant intercompany loan receivable with its subsidiary, Hecate Cleanco Limited, of £1,385m on which it has recognised an allowance for expected credit loss based on the lifetime expected credit losses model totalling £322m. Please refer to note F of the separate financial statements.  Given the determination of the expected credit loss allowance involves significant judgment and estimation, particularly around assessing the default rates and factoring in the credit risk of the subsidiaries involved, we have identified this as a key audit matter.	<p>We have reviewed management's methodology for calculating the expected credit loss allowance to ensure compliance with IFRS 9 requirements.</p> <p>We challenged the recoverability of intercompany balances. Management calculated provisions, based on lifetime expected credit losses under Stage 2 of the general model.</p> <p>We evaluated the appropriateness of management's assumptions and estimates, specifically the 12-month default rate which is backed up by publicly available default rates which was used to calculate the lifetime default rate. We verified the mathematical accuracy and reasonableness of the calculations for the lifetime expected credit loss allowance.</p> <p>We reviewed the significant estimate and sensitivity analyses disclosed under note D of the separate financial statements, which examined the potential impact of changes in key assumptions, particularly the default rates on the expected credit loss allowance, and we concluded that the disclosures are reasonable.</p>

#### How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the group and the company, the accounting processes and controls, and the industry in which they operate.

We scoped in the main trading entity Medivet Group Limited along with the parent company Hecate Holdco Limited and also Hecate Bidco Limited. This gave significant coverage over the trading activities and assets of the group.

#### The impact of climate risk on our audit

As part of our audit we made enquiries of management to understand the extent of the potential impact of climate risk on the group's and company's financial statements, and we remained alert when performing our audit procedures for any indicators of the impact of climate risk. Our procedures did not identify any material impact as a result of climate risk on the group's and company's financial statements.

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# Independent auditors' report

## to the members of Hecate Holdco Limited (continued)

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### Report on the audit of the financial statements (continued)

#### *Our audit approach (continued)*

##### Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

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

	Financial statements - group	Financial statements - company
<b>Overall materiality</b>	£3.0m (2024: £3.6m).	£13.5m (2024: £11.9m).
<b>How we determined it</b>	5% of total adjusted EBITDA	1% of total assets
<b>Rationale for benchmark applied</b>	EBITDA is the primary measure used by the shareholders in assessing the performance of the Group.	Given the nature of the company, total assets is the primary measure used by the shareholders in assessing the performance of the Company.

For each component in the scope of our group audit, we allocated a materiality that is less than our overall group materiality. The range of materiality allocated across components was £2.2m to £2.8m. Certain components were audited to a local statutory audit materiality that was also less than our overall group materiality.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2024: 75%) of overall materiality, amounting to £2.3m (2024: £2.7m) for the group financial statements and £10.1m (2024: £8.9m) for the company financial statements.

In determining the performance materiality, we considered a number of factors - the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls - and concluded that an amount at the upper end of our normal range was appropriate.

We agreed with those charged with governance that we would report to them misstatements identified during our audit above £150k (group audit) (2024: £180k) and £675k (company audit) (2024: £595k) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

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# Independent auditors' report

## to the members of Hecate Holdco Limited (continued)

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### Report on the audit of the financial statements (continued)

#### *Conclusions relating to going concern*

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

- Receiving general business updates on post-year end performance and evaluating the results for the post-year end period to the signing date.
- Obtaining Management's assessment of the use of the going concern basis in the preparation of the financial statements and challenging the assumptions and inputs to the model.
- Obtaining and reviewing Management's forecasts and assessing the mathematical accuracy of the model in general.
- Reviewing loan agreements and any subsequent amendments to understand if there are any debt covenants in place.
- Reviewing Management's severe but plausible scenario, and considering the plausibility of this scenario in the wider context of the business, and
- Considering Management's disclosures of its assessment of going concern in the Annual Report

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

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

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

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

#### *Reporting on other information*

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

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

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# Independent auditors' report

## to the members of Hecate Holdco Limited (continued)

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### Report on the audit of the financial statements (continued)

#### *Reporting on other information (continued)*

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

#### Strategic report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' Report for the year ended 30 April 2025 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

#### *Responsibilities for the financial statements and the audit*

##### Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

##### Auditors' responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

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# Independent auditors' report

## to the members of Hecate Holdco Limited (continued)

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### Report on the audit of the financial statements (continued)

#### *Responsibilities for the financial statements and the audit (continued)*

##### Auditors' responsibilities for the audit of the financial statements

Based on our understanding of the group and industry, we identified that the principal risks of non-compliance with laws and regulations related to compliance with employment law, the Consumer Protection Act 1987 and veterinary-related regulations, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as compliance with United Kingdom tax law and the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to inappropriate journal entries to increase revenue or EBITDA and management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Discussions with management and directors, including consideration of known and suspected instances of non-compliance with laws and regulations and fraud
- Challenging assumptions and judgements made by management in their significant accounting estimates
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations
- Reviewing minutes of meetings with those charged with governance
- Reviewing financial statement disclosures made by management in their significant accounting estimates, as included in Note 4 of the financial statements, and
- As required by ISA 240, incorporating an element of unpredictability into our audit testing

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

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report. In our engagement letter, we also agreed to describe our audit approach, including communicating key audit matters.

##### Use of this report

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

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# Independent auditors' report

## to the members of Hecate Holdco Limited (continued)

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Report on the audit of the financial statements (continued)

Other required reporting

### *Companies Act 2006 exception reporting*

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

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

We have no exceptions to report arising from this responsibility.



**David Beer (Senior Statutory Auditor)**

for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Watford

Date: 15 August 2025

# Consolidated income statement

## for the year ended on 30 April 2025

	Note	2025 £m	2024 £m
Revenue	6	398.7	408.7
Cost of sales	8	(237.6)	(242.4)
<b>Gross profit</b>		<b>161.1</b>	166.3
Other income	7	1.9	1.5
Administrative expenses	8	(285.3)	(869.9)
<b>Operating loss</b>		<b>(122.3)</b>	(702.1)
Finance income	12	4.3	27.3
Finance costs	12	(227.9)	(207.1)
<b>Loss before tax</b>		<b>(345.9)</b>	(881.9)
Income tax credit	13	11.7	21.8
<b>Loss for the year</b>		<b>(334.2)</b>	(860.1)
Attributable to:			
Owner of Hecate Holdco Limited		(331.0)	(857.6)
Non-controlling interests		(3.2)	(2.5)
		<b>(334.2)</b>	(860.1)

The notes on pages 35 to 78 form part of these consolidated financial statements.

### EBITDA (earnings before interest, tax, depreciation, amortisation, impairment, other gains and losses, and non-underlying items)

	Note	2025 £m	2024 £m
Operating loss		(122.3)	(702.1)
Add back:			
Impairment charge on goodwill	16	86.4	659.6
Amortisation charge on other intangible assets	17	49.0	48.9
Impairment charge on other intangible assets	17	-	0.1
Depreciation charge on property, plant and equipment	18	7.1	5.8
Impairment charge on property, plant and equipment	18	0.7	1.1
Depreciation charge on right-of-use assets	19	12.0	12.8
Impairment charge on right-of-use assets	19	4.0	3.5
Reversal of impairment charge on right-of-use assets	19	(0.5)	(2.1)
Loss on disposal of businesses	15	3.1	24.9
Gain on leases	8	(1.0)	(0.3)
(Gain)/loss on disposal of other assets/liabilities	8	(0.2)	0.8
Non-underlying items	11	23.1	23.5
<b>EBITDA</b>		<b>61.4</b>	76.5

EBITDA is not defined under International Financial Reporting Standards ("IFRS"), but the Group believes it provides additional useful information about the underlying performance of the business. It is used to manage performance internally, and aids comparability with competitors. It is not intended to be a substitute for measurements of profit defined under IFRS.

# Consolidated statement of comprehensive income

for the year ended on 30 April 2025

	Note	2025 £m	2024 £m
Loss for the year		(334.2)	(860.1)
<b>Other comprehensive income</b>			
<b>Items that may be reclassified to income statement in subsequent years</b>			
Gain on foreign exchange on translation of foreign subsidiaries		0.6	0.8
Reclassification of gain on foreign exchange on translation on disposal of foreign operations	15	(0.1)	(0.2)
<b>Other comprehensive income for the year</b>		<b>0.5</b>	0.6
<b>Total comprehensive expense for the year</b>		<b>(333.7)</b>	(859.5)
Attributable to:			
Owner of Hecate Holdco Limited		(330.5)	(857.0)
Non-controlling interests	34	(3.2)	(2.5)
		<b>(333.7)</b>	(859.5)

The notes on pages 35 to 78 form part of these consolidated financial statements.

# Consolidated balance sheet

## at 30 April 2025

	Note	2025 £m	2024 £m
<b>Assets</b>			
<b>Non-current assets</b>			
Goodwill	16	419.1	508.7
Other intangible assets	17	301.0	346.3
Property, plant and equipment	18	27.7	28.2
Right-of-use assets	19	74.2	85.4
Loans receivable	21	6.0	3.4
Trade and other receivables	22	1.0	1.0
Derivative assets	24	-	7.1
Deferred tax assets	13	2.1	-
		831.1	980.1
<b>Current assets</b>			
Inventories	20	10.7	11.1
Trade and other receivables	22	28.8	32.7
Income tax receivable	13	5.8	5.4
Cash and cash equivalents	23	75.2	63.2
Derivative assets	24	4.1	9.5
		124.6	121.9
<b>Total assets</b>		<b>955.7</b>	<b>1,102.0</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	25	(117.3)	(115.2)
Provisions	26	(0.5)	(0.8)
Borrowings	27	-	(0.2)
Lease liabilities	28	(9.8)	(9.6)
Contingent liabilities	36	(2.2)	(2.2)
		(129.8)	(128.0)
<b>Net current liabilities</b>		<b>(5.2)</b>	<b>(6.1)</b>
<b>Non-current liabilities</b>			
Trade and other payables	25	(27.4)	(21.1)
Provisions	26	(11.2)	(11.3)
Borrowings	27	(2,143.2)	(1,936.8)
Lease liabilities	28	(76.2)	(84.5)
Deferred tax liabilities	13	(42.9)	(52.7)
		(2,300.9)	(2,106.4)
<b>Total liabilities</b>		<b>(2,430.7)</b>	<b>(2,234.4)</b>
<b>Net liabilities</b>		<b>(1,475.0)</b>	<b>(1,132.4)</b>

# Consolidated balance sheet

at 30 April 2025 (continued)

	Note	2025 £m	2024 £m
<b>Equity</b>			
Share capital	32	7.9	7.4
Share premium	32	4.1	4.1
Branch partner reserve	33	6.7	6.7
Translation reserve	33	(0.5)	(1.0)
Retained losses		(1,487.8)	(1,148.4)
<b>Deficit attributable to owner of Hecate Holdco Limited</b>		<b>(1,469.6)</b>	<b>(1,131.2)</b>
Non-controlling interests	34	(5.4)	(1.2)
<b>Total deficit</b>		<b>(1,475.0)</b>	<b>(1,132.4)</b>

These consolidated financial statements were authorised for issue by the directors and were signed on their behalf by:

Signed by:



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**Neil Lake**

Director

Hecate Holdco Limited

Date: 14 August 2025

The notes on pages 35 to 78 form part of these consolidated financial statements.

# Consolidated statement of changes in equity

for the year ended on 30 April 2025

Deficit attributable to owner of Hecate Holdco Limited								
	Share capital £m	Share premium £m	Branch partner reserve £m	Translation reserve £m	Retained losses £m	Total £m	Non-controlling interests £m	Total deficit £m
Note	7.4	4.1	6.7	(1.0)	(1,148.4)	(1,131.2)	(1.2)	(1,132.4)
At 1 May 2024								
Total comprehensive income								
Loss for the year	-	-	-	-	(331.0)	(331.0)	(3.2)	(334.2)
Gain on foreign exchange on translation of foreign subsidiaries	-	-	-	0.6	-	0.6	-	0.6
Reclassification of gain on foreign exchange on translation on disposal of foreign subsidiaries	-	-	-	(0.1)	-	(0.1)	-	(0.1)
15								
Total comprehensive expense for the year								
	-	-	-	0.5	(331.0)	(330.5)	(3.2)	(333.7)
Transactions with owner								
Issue of ordinary shares	0.5	-	-	-	-	0.5	-	0.5
Dividends paid to non-controlling interests	-	-	-	-	-	-	(0.8)	(0.8)
34								
Total transactions with owner								
	0.5	-	-	-	-	0.5	(0.8)	(0.3)
Changes in ownership								
Capital contributions made by branch partners	-	-	0.6	-	-	0.6	-	0.6
Repayment of capital to branch partners	-	-	(0.6)	-	(8.4)	(9.0)	-	(9.0)
Transactions with non-controlling interests	-	-	-	-	-	-	(0.2)	(0.2)
Total changes in ownership								
	-	-	-	-	(8.4)	(8.4)	(0.2)	(8.6)
At 30 April 2025	7.9	4.1	6.7	(0.5)	(1,487.8)	(1,469.6)	(5.4)	(1,475.0)

The notes on pages 35 to 78 form part of these consolidated financial statements.

# Consolidated statement of changes in equity

for the year ended on 30 April 2024

	Note	Deficit attributable to owner of Hecate Holdco Limited						Total deficit £m
		Share capital £m	Share premium £m	Branch partner reserve £m	Translation reserve £m	Retained losses £m	Total £m	
At 1 May 2023		4.7	4.1	6.7	(1.6)	(263.5)	(249.6)	1.6 (248.0)
<b>Total comprehensive income</b>								
Loss for the year		-	-	-	-	(857.6)	(857.6)	(2.5) (860.1)
Gain on foreign exchange on translation of foreign subsidiaries		-	-	-	0.8	-	0.8	- 0.8
Reclassification of gain on foreign exchange on translation on disposal of foreign subsidiaries	15	-	-	-	(0.2)	-	(0.2)	- (0.2)
<b>Total comprehensive income/(expense) for the year</b>		-	-	-	0.6	(857.6)	(857.0)	(2.5) (859.5)
<b>Transactions with owner</b>								
Issue of ordinary shares	32	2.7	-	-	-	-	2.7	- 2.7
Dividends paid to non-controlling interests	34	-	-	-	-	-	-	(0.3) (0.3)
<b>Total transactions with owner</b>		2.7	-	-	-	-	2.7	(0.3) 2.4
<b>Changes in ownership</b>								
Capital contributions made by branch partners		-	-	0.3	-	-	0.3	- 0.3
Repayment of capital to branch partners		-	-	(0.3)	-	(11.7)	(12.0)	- (12.0)
Business combinations	14	-	-	-	-	-	-	(0.5) (0.5)
Transactions with non-controlling interests*		-	-	-	-	(15.6)	(15.6)	0.5 (15.1)
<b>Total changes in ownership</b>		-	-	-	-	(27.3)	(27.3)	- (27.3)
<b>At 30 April 2024</b>		7.4	4.1	6.7	(1.0)	(1,148.4)	(1,131.2)	(1.2) (1,132.4)

\*On 21 November 2023, the Group increased its shareholdings in Medivet Tierarztpraxen Verwaltungs GmbH, Medivet Tierarztpraxen GmbH & Co. KG and Medivet Holdings (Poland) Sp. z o.o. from 51.0% to 100.0% for consideration of £10.4m, and in Clinicas Medivet Iberia S.L. from 82.0% to 93.4% for £4.8m.

The notes on pages 35 to 78 form part of these consolidated financial statements.

# Consolidated statement of cash flows

## for the year ended on 30 April 2025

	Note	2025 £m	2024 £m
<b>Cash flows from operating activities</b>			
Operating loss		(122.3)	(702.1)
Adjustments for:			
Impairment charge on goodwill	16	86.4	659.6
Amortisation charge on other intangible assets	17	49.0	48.9
Impairment charge on other intangible assets	17	-	0.1
Depreciation charge on property, plant and equipment	18	7.1	5.8
Impairment charge on property, plant and equipment	18	0.7	1.1
Depreciation charge on right-of-use assets	19	12.0	12.8
Impairment charge on right-of-use assets	19	4.0	3.5
Reversal of impairment charge on right-of-use assets	19	(0.5)	(2.1)
Loss on disposal of businesses	15	3.1	24.9
Gain on leases	8	(1.0)	(0.3)
(Gain)/loss on disposal of other assets/liabilities	8	(0.2)	0.8
Dividend income	7	(0.4)	-
(Decrease)/increase in provisions		(1.7)	1.4
<b>Cash generated from operations before changes in working capital</b>		<b>36.2</b>	<b>54.4</b>
Changes in working capital:			
Decrease/(increase) in inventories		0.3	(3.1)
Decrease/(increase) in trade and other receivables		3.5	(0.1)
Increase/(decrease) in trade and other payables		3.6	(5.8)
<b>Cash generated from operations</b>		<b>43.6</b>	<b>45.4</b>
Income tax received		0.3	1.4
Income tax paid		(0.8)	(0.6)
<b>Net cash flow from operating activities</b>		<b>43.1</b>	<b>46.2</b>
<b>Cash flows from investing activities</b>			
Purchase of businesses, net of cash acquired	14	(3.1)	(34.6)
Proceeds from disposal of businesses, net of cash sold	15	-	5.2
Purchase of other intangible assets	17	(3.7)	(6.3)
Purchase of property, plant and equipment	18	(7.9)	(12.8)
Proceeds from disposal of property, plant and equipment		0.4	0.2
Dividends received	7	0.4	-
Loans receivable made		(2.6)	(4.6)
Interest received		4.3	3.4
<b>Net cash flow used in investing activities</b>		<b>(12.2)</b>	<b>(49.5)</b>

# Consolidated statement of cash flows

## for the year ended on 30 April 2025 (continued)

	Note	2025 £m	2024 £m
<b>Cash flows from financing activities</b>			
Proceeds from issue of borrowings		79.6	168.1
Repayment of borrowings		(0.2)	(0.2)
Payment of transaction costs on issue of borrowings		-	(0.3)
Payment of principal element of lease liabilities		(10.2)	(9.8)
Interest paid		(89.2)	(90.1)
Proceeds from capital contributions made by branch partners		3.0	3.1
Repayment of capital to branch partners		(8.2)	(9.7)
Receipts from derivative assets		9.6	10.5
Proceeds from issue of ordinary shares	32	0.5	2.7
Dividends paid to non-controlling interests	34	(0.8)	(0.3)
Purchase of non-controlling interests*†		(3.0)	(15.2)
<b>Net cash flow (used in)/from financing activities</b>		<b>(18.9)</b>	<b>58.8</b>
<b>Net cash inflow for the year</b>		<b>12.0</b>	<b>55.5</b>
<b>Cash and cash equivalents at beginning/end of year</b>			
Cash and cash equivalents at beginning of year		63.2	7.9
Net cash inflow for the year		12.0	55.5
Effect of movements in foreign exchange rates		-	(0.2)
<b>Cash and cash equivalents at end of year</b>	23	<b>75.2</b>	<b>63.2</b>

\*On 5 September 2024, the Group increased its shareholding in Clinicas Medivet Iberia S.L. from 93.4% to 100.0% for £2.8m, and on 9 January 2025, in Clínica Veterinaria Juan de Herrera S.L.U. from 81.0% to 100.0% for £0.2m.

†On 21 November 2023, the Group increased its shareholdings in Medivet Tierarztpraxen Verwaltungs GmbH, Medivet Tierarztpraxen GmbH & Co. KG and Medivet Holdings (Poland) Sp. z o.o. from 51.0% to 100.0% for consideration of £10.4m, and in Clinicas Medivet Iberia S.L. from 82.0% to 93.4% for £4.8m.

The notes on pages 35 to 78 form part of these consolidated financial statements.

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# Notes to the consolidated financial statements

## for the year ended on 30 April 2025

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### 1. General information

Hecate Holdco Limited ("the Company") is a private company, limited by shares, incorporated in England and Wales under the Companies Act 2006 (company number: 13671403). The address of its registered office is First Floor, HYDE, 38 Clarendon Road, Watford, England, WD17 1HZ. These consolidated financial statements comprise the results of the Company and its subsidiaries ("the Group") (a full list of the subsidiaries is contained in note 38) for the year ended on 30 April 2025 ("the year"). The comparative results cover the year ended on 30 April 2024. The Group's principal activity is providing veterinary services under the "Medivet" brand.

### 2. Basis of preparation and consolidation

#### 2.1 Basis of preparation

These consolidated 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 companies that prepare financial statements in accordance with IFRS.

The Group has adopted all required standards, amendments to and interpretations of existing standards, as well as new standards, amendments to and interpretations of existing standards which have been published but which it is only required to adopt for its reporting periods beginning on or after 1 January 2024.

These consolidated financial statements are presented in sterling, rounded to the nearest hundred thousand (unless stated otherwise), and have been prepared on the historical cost basis, modified by the revaluation of certain financial instruments which are held at fair value.

The directors consider it appropriate to adopt a going concern basis of accounting in preparing these consolidated financial statements (for more information, see note 5.)

#### 2.2 Basis of consolidation

The Group's consolidated financial statements comprise the Company's separate financial statements, and those of all the entities it controls.

The separate financial statements of subsidiaries are included in the consolidated financial statements from the date on which the Company obtains control over them, and excluded when it loses control. Control is achieved when the Company has power over an entity, exposure or rights to variable returns from it, and the ability to use its power to affect these returns. This ability enables the Company to affect the amount of economic benefit generated from the entity's activities. This ability exists for all of the Group's subsidiaries listed in note 38.

All intercompany balances and transactions, including recognised gains and losses arising from intra-Group transactions, have been eliminated in full. Unrealised losses are eliminated in the same manner as recognised gains, except to the extent that they provide evidence of impairment.

The income statements of subsidiaries which report in foreign currencies are translated into sterling at the average exchange rates over the period. Their balance sheets are translated at the spot rate at the reporting date. The resulting gains or losses on foreign exchange are recognised in the consolidated statement of other comprehensive income, with the cumulative gain or loss forming the translation reserve.

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# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

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## 2. Basis of preparation and consolidation (continued)

### 2.2 Basis of consolidation (continued)

The Group allocates the total comprehensive income or expense of subsidiaries to the owner of the Company and non-controlling interests, based on their respective ownership interests.

## 3. Summary of material accounting policies

### 3.1 Revenue

For all contracts that fall within the scope of IFRS 15: Revenue from Contracts with Customers, the Group determines whether or not enforceable rights and obligations have been created with the customer, and recognises revenue based on the total transaction price as estimated at the beginning of the contract, being the amount to which the Group expects to be entitled, and over which it has present, enforceable rights under the contract. Revenue is allocated proportionately across the contractual performance obligations, and is recognised either over time or at a point in time as appropriate.

The Group does not have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds twelve months. As a consequence, the Group does not adjust any of the transaction prices for the time value of money, or recognise any contract assets or liabilities.

Revenue is recorded net of value added taxes, discounts and refunds.

#### Sale of goods

Revenue from the sale of goods relates to the sale of veterinary products, and is recognised in full on delivery of the products to the customer.

#### Provision of services

Revenue from the provision of services relates to the sale of veterinary and laboratory diagnostic services, and is recognised in full on completion of the veterinary consultation or procedure, or laboratory test.

#### Medivet Healthcare Plan

The Group operates the Medivet Healthcare Plan, under which customers pay a monthly fee for preventative consultations and treatments over a twelve-month period. The timing of the fees received reflects materially the profile of the revenue that should be recognised under IFRS 15, and so revenue is recognised evenly over the twelve-month period.

### 3.2 Rental income

The Group earns rental income from sub-letting some of its properties. All these sub-leases are operating leases, and so rental income is recognised within other income on a straight-line basis over the terms of the leases.

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# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

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### 3. Summary of material accounting policies (continued)

#### 3.3 *Employment costs*

##### Pension costs

The Group contributes to the defined contribution pension plans of its employees. Contributions are recognised as an expense in the periods the relevant employees render the services entitling them to the contributions.

##### Earn-out costs

As part of business combinations, the Group often agrees to pay amounts to the seller(s) which are contingent (amongst other things) on the continued employment of the seller(s) within the Group. These amounts are recognised within employment costs in accordance with IFRS 3: Business Combinations, and accrued for over the period of the arrangements.

#### 3.4 *Non-underlying items*

The Group discloses separately certain items of income and expenditure which might otherwise skew its disclosed operating profit or loss. This aids the users of the consolidated financial statements in understanding the underlying performance of the Group, and in comparing its results with those of other businesses.

Non-underlying items include both items that are non-recurring, and items that are material by virtue of their size or nature. The directors determine which items to disclose as non-underlying each reporting period, and these include items such as earn-out costs, some transaction costs on business combinations, the profit or loss on disposal of assets, litigation costs, and the costs of restructurings.

#### 3.5 *Interest income and interest expenses*

Interest income from a financial asset is recognised when the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income and expenses are recognised within finance income and finance costs respectively using the accrual basis of accounting, by applying the effective interest rate.

#### 3.6 *Transactions and balances in foreign currencies*

Transactions in currencies other than the functional currency of an entity are translated into its functional currency at the spot exchange rate. Monetary assets and liabilities denominated in foreign currencies are retranslated at the spot rate at the reporting date.

The resulting gains or losses on foreign exchange are recognised within finance income or finance costs.

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# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

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### 3. Summary of material accounting policies (continued)

#### 3.7 *Income tax*

The tax charge or credit in the consolidated income statement comprises current and deferred tax.

##### Current tax

Current tax is payable on the taxable profit for the period. Taxable profit differs from profit before tax in the consolidated income statement because of items of income or expense that are taxable or deductible in different periods, and items that will never be taxable or deductible. Current tax is calculated using tax rates enacted or substantively enacted by the reporting date.

##### Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities on the consolidated balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are also generally recognised for all deductible temporary differences, but only to the extent that it is probable that taxable profits will be available against which to utilise those deductible temporary differences.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the asset is realised or the liability settled, based on tax legislation that has been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax assets and liabilities reflects the tax effects resulting from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

##### Income tax charge or credit

Tax charges or credits are recognised in the consolidated income statement, except when they relate to items that are recognised in the consolidated statement of other comprehensive income or directly in equity, in which case, they are also recognised in the consolidated statement of other comprehensive income or directly in equity respectively. Where current or deferred tax charges or credits arise from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

#### 3.8 *Business combinations*

The Group uses the acquisition method to account for business combinations. The consideration transferred for the acquisition of a business is the sum of the fair value of the assets transferred and any equity instruments issued by the Group. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the date of the acquisition. Transaction costs are recognised as an expense within administrative expenses in the periods in which they are incurred.

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# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

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### 3. Summary of material accounting policies (continued)

#### 3.8 Business combinations (continued)

The Group recognises any non-controlling interest in the acquiree at the non-controlling interest's proportionate share of the acquiree's net assets. The Group does not recognise non-controlling interests in relation to interests over which the non-controlling interests have put options which grant them the right (but not the obligation) to sell their interests to the Group.

The excess of the fair value of consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recognised as goodwill. If the fair value of the consideration is less than the net assets acquired, the gain from the bargain purchase is recognised immediately within administrative expenses.

#### 3.9 Goodwill

Goodwill acquired as part of business combinations is held at cost, less any accumulated impairment. Goodwill is allocated to the groups of cash-generating units ("CGUs") expected to benefit from the synergies of the relevant business combinations (for more information, see note 4.2.)

On disposal of a CGU or group of CGUs, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

#### 3.10 Other intangible assets

##### Acquired intangible assets

Customer relationships and brands acquired as part of business combinations are recognised at fair value at the dates of the combinations, and held subsequently at cost, less accumulated amortisation and any accumulated impairment.

Customer relationships and brands are amortised on a straight-line basis over ten years.

##### Internally-generated intangible assets

The Group recognises expenditure on research activities as an expense within administrative expenses in the period in which it is incurred.

An internally-generated intangible asset arising from development is recognised only if all of the following have been demonstrated:

1. The technical feasibility of completing the asset so that it will be available for use or sale;
2. The intention to complete the asset, and use or sell it;
3. The ability to use or sell the asset;
4. How the asset will generate probable future economic benefits;
5. The availability of adequate technical, financial and other resources to complete the development, and to use or sell the asset; and
6. The ability to measure reliably the expenditure attributable to the asset during its development.

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# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

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### 3. Summary of material accounting policies (continued)

#### 3.10 Other intangible assets (continued)

##### Internally-generated intangible assets (continued)

The cost of internally-generated intangible assets recognised initially is the sum of the expenditure incurred from the date when the intangible asset first meets the above recognition criteria. Where the recognition criteria are not met, the Group recognises expenditure on development as an expense within administrative expenses in the period in which it is incurred.

Internally-generated intangible assets are held subsequently at cost, less accumulated amortisation and any accumulated impairment.

Internally-generated intangible assets are amortised on a straight-line basis over five years.

Amortisation charges are recognised within administrative expenses.

#### 3.11 Property, plant and equipment

Items of property, plant and equipment are held at cost, less accumulated depreciation and any accumulated impairment.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

Property, plant and equipment is depreciated on a straight-line basis over the following periods:

Buildings	<b>25 years</b>
Property improvements	<b>Period of underlying lease</b>
Other fixtures, fittings, plant and machinery	<b>Five to ten years</b>
Motor vehicles	<b>Five years</b>

Depreciation charges are recognised within administrative expenses. Gains or losses on the disposal of assets are also recognised within administrative expenses.

#### 3.12 Leases

The Group leases properties, as well as items of veterinary and computer equipment, and motor vehicles. The terms of leases are negotiated on an individual basis, and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants upon the Group.

At the beginning of a lease, the Company recognises a lease liability and dilapidations provision, and a corresponding right-of-use asset.

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# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

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### 3. Summary of material accounting policies (continued)

#### 3.12 Leases (continued)

The lease liability is calculated as the total of all fixed payments agreed under the lease, discounted using the interest rate implicit in the lease if it can be readily determined, or the incremental borrowing rate if not. The dilapidations provision is calculated as the amount estimated to be required to return the underlying asset to the lessor in the condition specified by the lease agreement, discounted at the same rate as the lease liability. The right-of-use asset is recognised initially at the same amount as the sum of the lease liability and dilapidations provision, plus any payments made before the beginning of the lease and any direct costs incurred, less any incentives received.

A right-of-use asset is depreciated on a straight-line basis over the life of the lease. Lease payments reduce the lease liability, and interest is charged to unwind the discounting, such that the liability is derecognised at the end of the lease. Interest is also charged to unwind the discounting on the dilapidations provision.

The Group has elected to account for short-term leases and leases of low-value items using practical expedients. Instead of recognising a lease liability and right-of-use asset, the payments relating to these leases are recognised as an expense within administrative expenses on a straight-line basis over the lease terms.

#### 3.13 Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other intangible assets, property, plant and equipment, and right-of-use assets) to determine whether or not there is any indication that any of those assets have suffered an impairment charge. If such an indication exists, the recoverable amount of the relevant asset is estimated in order to measure any impairment charge. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs.

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

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment charge is recognised immediately within administrative expenses.

Recognised impairment charges are reversed only if the reasons for the impairment have ceased to apply. Where an impairment charge is subsequently reversed, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have applied had no impairment charge been recognised for the asset or CGU in the first place. The reversal of an impairment charge is recognised immediately within administrative expenses.

The Group also assesses goodwill for impairment at each annual reporting date, irrespective of whether or not there is any indication that it is impaired. Recognised impairment charges on goodwill are never reversed.

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# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

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### 3. Summary of material accounting policies (continued)

#### 3.14 Inventories

Inventories are held at the lower of cost (measured using the first-in, first-out basis) and net realisable value (the estimated selling price, less all estimated selling costs). At each reporting date, inventories are assessed for impairment. If inventories are impaired, their carrying amount is reduced to their net realisable value. An impairment charge is recognised immediately within cost of sales.

#### 3.15 Financial instruments

Financial instruments are recognised on the consolidated balance sheet when the Group becomes a party to the contractual provisions of the instrument.

#### 3.16 Loans receivable

Loans receivable are recognised initially at their fair values, plus any direct costs incurred, and held subsequently at amortised cost using the effective-interest method, with interest income recognised within finance income. Loans receivable are classified as non-current assets unless the Company expects them to be settled within twelve months of the reporting date.

#### 3.17 Trade and other receivables

Trade and other receivables are recognised initially at their transaction price, and held subsequently at amortised cost, less any expected credit loss allowance. The expected credit loss allowance is calculated using historic payment profiles, while taking into account current and future macro-economic trends. Movements in the allowance are recognised within administrative expenses.

#### 3.18 Cash and cash equivalents

Cash comprises cash at bank and in hand, and deposits with financial institutions with a maturity of three months or less at the date of acquisition. Cash equivalents comprise investments in money market funds.

#### 3.19 Derivative assets

Derivative assets are recognised initially at their fair values, plus any direct costs incurred, and held subsequently at fair value through profit or loss, with the gain or loss on revaluation recognised within finance income or finance costs respectively.

#### 3.20 Restructuring provision

The restructuring provision relates to future costs to be incurred in relation to veterinary practices which the Group has decided to close. It is held at the best estimate of the expenditure required to settle the obligation. Changes in estimate are recognised within administrative expenses.

#### 3.21 Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into.

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# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

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### 3. Summary of material accounting policies (continued)

#### *3.21 Financial liabilities and equity (continued)*

Financial liabilities are obligations to pay cash or other financial assets. They are recognised initially at their fair values, less any direct costs incurred, and held subsequently at amortised cost using the effective-interest method, with interest expenses recognised within finance costs. The exceptions to this are contingent consideration payable and put options over non-controlling interests recognised as part of business combinations, which are held subsequently at fair value through profit or loss, with the gain or loss on revaluation recognised within finance income or finance costs respectively. A financial liability is derecognised only when the obligation is extinguished.

An equity instrument is any contract that gives a residual interest in the assets of the Group after deducting all of its liabilities.

#### *3.22 Borrowings*

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for more than twelve months from the reporting date.

#### *3.23 Share capital and share premium*

Ordinary shares issued by the Group are recognised as the proceeds received, net of any direct issue costs. The nominal value of the issued shares is recognised within share capital, with the remainder recognised as share premium.

#### *3.24 Contingent liabilities*

Contingent liabilities acquired as part of business combinations are recognised at fair value at the dates of the combinations, and held subsequently at the best estimate of the expenditure required to settle the possible obligation. Changes in estimate are recognised within the relevant line in the consolidated income statement.

### 4. Significant judgements, estimates and assumptions

#### *4.1 Treatment of branch partnerships*

The Group's business is driven by a "branch partnership" model, whereby a vet can become a branch partner in a practice by contributing cash and/or other assets to the practice in exchange for a share of its profits.

The relationships between the Group and its branch partners are complex, and not addressed specifically by any International Financial Reporting Standards. Therefore, the directors have had to consider the substance of these relationships, as well as their legal form.

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 4. Significant judgements, estimates and assumptions (continued)

#### 4.1 Treatment of branch partnerships (continued)

The directors have concluded that it is not appropriate to treat the partnerships as separate entities for accounting purposes for two key reasons:

1. The partnership agreements always ensure that the Group has more votes than the branch partner, ensuring that all partnerships are controlled by the Group;
2. The reserved matters in the partnership agreements result in the partnerships having no substantive legal personality or governance function.

Accordingly, when a branch partner contributes cash to a practice initially, depending on the terms of the partnership agreement, the Group either recognises the receipt as a liability held at amortised cost or as a contribution to the branch partner reserve. Where a branch partner is granted a put option (i.e. they have the right (but not the obligation) to sell their interest back to the Group), the Group recognises a liability. Where no put option is granted, and the only way a branch partner will be able to exit the partnership is to sell their interest to another vet, the Group recognises a contribution to the branch partner reserve. This is consistent with the principles of IAS 32: Financial Instruments: Presentation.

The Group recognises all the income and expenses of the partnerships within the relevant lines in the consolidated income statement. It then recognises an expense within administrative expenses to reflect the profits payable to the branch partners.

When a branch partner exercises their put option, the Group repays them their initial contribution. Depending on the length of the partnership and the profitability of the partnership in the periods preceding the exercise of the option, the branch partner might also be entitled to an additional payment. The Group recognises any difference between the amount paid and the amount contributed initially immediately within administrative expenses.

A branch partner without a put option selling their interest to another vet has no effect on the Group's consolidated financial statements, since any gain or loss on disposal is borne by the seller. In some instances, the Group may repurchase a branch partner's interest in a partnership even if the partner does not have a put option. When this happens, the Group derecognises the initial contribution to the branch partner reserve, with any difference between the amount paid and the amount contributed initially recognised directly within retained earnings.

#### 4.2 Impairment of non-financial assets

As defined in IAS 36: Impairment of Assets, a cash-generating unit ("CGU") is "the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets." The Group has determined that each veterinary practice is a CGU.

For the purposes of assessing impairment, the Group is required to allocate goodwill acquired as part of business combinations to the CGUs or groups of CGUs expected to benefit from the synergies of the combinations. The CGUs or groups of CGUs to which goodwill is allocated must represent the lowest level at which the goodwill is monitored for internal management purposes, and not be larger than an operating segment.

The directors monitor goodwill at the country level, and so the Group allocates goodwill to groups of CGUs representing the United Kingdom, Spain, France and Germany.

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 4. Significant judgements, estimates and assumptions (continued)

#### 4.2 Impairment of non-financial assets (continued)

Goodwill is assessed for impairment at 30 April each year using a value-in-use approach. The value in use of each group of CGUs is calculated by discounting forecasted operating cash flows. The directors' estimates have a direct effect on the values in use calculated for each group of CGUs, and as such, on whether or not impairment charges are recognised, and the amount of those potential charges.

Information on the inputs to the value-in-use calculations is contained in note 16.

#### 4.3 Contingent consideration payable

The Group often satisfies a portion of the consideration for business combinations through contingent consideration arrangements in the form of earn-outs. The level of growth (amongst other things) of an acquired business determines how much (if any) contingent consideration is paid.

Given that the Group holds contingent consideration at fair value, the directors' estimates as to how much consideration will be paid, as well as the discount rate used in the valuations, have a direct effect on the carrying amount of the liabilities and the gain or loss on revaluation recognised within finance income or finance costs.

At 30 April 2025, the maximum amount of consideration the Group might have to pay was £16.4m (2024: £27.1m), while the minimum amount was £0.6m (2024: £nil). The directors have estimated the amount likely to be paid to be £5.7m (2024: £8.8m), which has been discounted to a present value of £5.5m (2024: £8.6m), of which £2.9m (2024: £4.5m) has been recognised as current, and £2.6m (2024: £4.1m) as non-current.

A reconciliation of the closing balance of contingent consideration payable with the opening balance is contained in note 30.

#### 4.4 Derivative assets

In 2022, the Group purchased an interest rate cap, which caps the interest payable on £508.5m of Facility B at 8.8% *per annum* when SONIA increases above 3.0%.

Given that the Group holds derivative instruments at fair value, the directors' estimates of future interest rates have a direct effect on the carrying amount of the cap and the gain or loss on revaluation recognised within finance income or finance costs.

At 30 April 2025, the directors have valued the cap at £4.1m (2024: £16.6m) based on the price the Group would have to pay to purchase an equivalent instrument at that date, of which £nil (2024: £7.1m) has been recognised as non-current, and £4.1m (2024: £9.5m) as current.

### 5. Going concern

The Group has access to considerable financial resources. This funding, together with well-established relationships with many customers and suppliers across different geographies and industries, leaves the Group well placed to manage its business risk successfully.

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 5. Going concern (continued)

At 30 April 2025, the Group had cash and cash equivalents of £75.2m, and undrawn borrowing facilities of £110.0m (for more information, see note 27.) None of the Group's central facilities is repayable until 2028.

After reviewing profit and cash-flow forecasts, and considering the wider business risks faced by the Group, the directors have concluded that, at the time of approving these consolidated financial statements, the Group has adequate resources to continue in operational existence for the foreseeable future (and at least the next year). Accordingly, the Group has prepared these consolidated financial statements on a going concern basis.

### 6. Revenue

	2025 £m	2024 £m
United Kingdom	347.9	361.1
Spain	26.7	27.9
France	12.9	8.5
Germany	11.2	11.2
<b>Revenue</b>	<b>398.7</b>	<b>408.7</b>

### 7. Other income

	2025 £m	2024 £m
Rental income	0.8	0.8
Dividend income	0.4	-
Other other income	0.7	0.7
<b>Other income</b>	<b>1.9</b>	<b>1.5</b>

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 8. Operating expenses

	Note	2025 £m	2024 £m
<b>Cost of sales and administrative expenses include:</b>			
Cost of inventories recognised as an expense		54.3	58.6
Employment costs	9	177.2	178.6
Auditor's remuneration	10	0.6	0.5
Transaction costs on business combinations	14	-	0.8
Impairment charge on goodwill	16	86.4	659.6
Amortisation charge on other intangible assets	17	49.0	48.9
Impairment charge on other intangible assets	17	-	0.1
Depreciation charge on property, plant and equipment	18	7.1	5.8
Impairment charge on property, plant and equipment	18	0.7	1.1
Depreciation charge on right-of-use assets	19	12.0	12.8
Impairment charge on right-of-use assets	19	4.0	3.5
Reversal of impairment charge on right-of-use assets	19	(0.5)	(2.1)
Loss on disposal of businesses	15	3.1	24.9
Gain on leases		(1.0)	(0.3)
(Gain)/loss on disposal of other assets/liabilities		(0.2)	0.8
Rental expense on short-term leases and leases of low-value items		2.3	2.1
Increase in expected credit loss allowance	31	3.2	0.7

### 9. Employment costs

	Note	2025 £m	2024 £m
Wages and salaries		152.1	148.9
Social security costs		20.8	19.7
Pension costs		4.4	6.2
Earn-out costs	14	(0.1)	3.8
<b>Employment costs</b>		<b>177.2</b>	<b>178.6</b>

	2025 number	2024 number
Vets	1,177	1,293
Nurses	1,693	1,852
Other practice-based employees	1,297	1,437
Non-practice based employees	457	465
<b>Average monthly number of employees</b>	<b>4,624</b>	<b>5,047</b>

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 9. Employment costs (continued)

	2025 £000	2024 £000
Short-term employee benefits	1,152	1,085
Post-employment benefits	2	3
Termination benefits	313	-
<b>Compensation of directors</b>	<b>1,467</b>	<b>1,088</b>

During the year, retirement benefits were accruing to four directors (2024: two) in respect of defined contribution pension plans.

	2025 £000	2024 £000
Short-term employee benefits	214	639
Post-employment benefits	1	1
Termination benefits	296	-
<b>Compensation of highest-paid director</b>	<b>511</b>	<b>640</b>

### 10. Auditor's remuneration

	2025 £000	2024 £000
Fees payable to the Company's auditor for the audit of the Company's annual financial statements	44	35
Fees payable to the Company's auditor for the audit of the Company's subsidiaries	510	476
<b>Auditor's remuneration</b>	<b>554</b>	<b>511</b>

### 11. Non-underlying items

	Note	2025 £m	2024 £m
Earn-out costs	14	(0.1)	3.8
Restructuring costs		0.1	-
Other non-underlying cost of sales		0.2	0.4
<b>Included within cost of sales</b>		<b>0.2</b>	<b>4.2</b>
Restructuring costs		15.2	11.4
Costs relating to Competition & Markets Authority investigation		1.3	2.4
Transaction costs on business combinations		0.1	0.9
Other legal and professional fees		4.5	2.0
Other non-underlying administrative expenses		1.8	2.6
<b>Included within administrative expenses</b>		<b>22.9</b>	<b>19.3</b>
<b>Non-underlying items</b>		<b>23.1</b>	<b>23.5</b>

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 11. Non-underlying items (continued)

#### *Earn-out costs*

As part of business combinations, the Group often agrees to pay amounts to the seller(s) which are contingent (amongst other things) on the continued employment of the seller(s) within the Group. These amounts are recognised within employment costs in accordance with IFRS 3: Business Combinations, and accrued for over the period of the arrangements.

#### *Restructuring costs*

Restructuring costs include costs in relation to veterinary practices which the Group has decided to close, as well as costs in relation to ongoing improvements to systems and processes.

#### *Other legal and professional fees*

Other legal and professional fees include costs relating mainly to litigation and consultancy.

### 12. Finance income and finance costs

	2025 £m	2024 £m
Interest income on loans receivable	0.2	0.2
Interest income on cash and cash equivalents	4.1	3.7
Gain on revaluation of derivative assets	-	5.3
Gain on revaluation of contingent consideration payable	-	3.1
Gain on revaluation of put options over non-controlling interests	-	15.0
<b>Finance income</b>	<b>4.3</b>	<b>27.3</b>
Interest expense on provisions	(0.8)	(0.8)
Interest expense on borrowings	(213.9)	(194.3)
Interest expense on lease liabilities	(6.8)	(7.4)
Loss on foreign exchange	(0.6)	(2.6)
Loss on revaluation of derivative assets	(2.8)	-
Loss on revaluation of branch partner payables	(1.2)	(2.0)
Loss on revaluation of contingent consideration payable	(1.7)	-
Loss on revaluation of put options over non-controlling interests	(0.1)	-
<b>Finance costs</b>	<b>(227.9)</b>	<b>(207.1)</b>
<b>Net finance cost</b>	<b>(223.6)</b>	<b>(179.8)</b>

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 13. Income tax

#### *Consolidated income statement*

	2025 £m	2024 £m
United Kingdom Corporation Tax on loss for the year	-	0.4
Overseas current tax on loss for the year	(0.3)	0.1
Adjustments in respect of prior years	0.4	0.1
<b>Current tax charge</b>	<b>0.1</b>	<b>0.6</b>
Origination and reversal of temporary differences	(14.3)	(26.3)
Adjustments in respect of prior years	2.5	3.9
<b>Deferred tax credit</b>	<b>(11.8)</b>	<b>(22.4)</b>
<b>Income tax credit</b>	<b>(11.7)</b>	<b>(21.8)</b>
	2025 £m	2024 £m
Loss before tax	(345.9)	(881.9)
Loss before tax multiplied by main rate of Corporation Tax in United Kingdom of 25.0% (2024: 25.0%)		(220.5)
Adjustments for:	(86.5)	
Non-taxable income	-	(2.7)
Expenses not deductible for tax purposes	56.7	203.7
Adjustments in respect of prior years	2.9	4.0
Deferred tax not recognised	15.2	(6.3)
<b>Income tax credit</b>	<b>(11.7)</b>	<b>(21.8)</b>

In April 2023, the main rate of Corporation Tax in the United Kingdom increased from 19.0% to 25.0%, and has remained at 25.0% since then.

#### *Consolidated balance sheet*

##### Current tax

	2025 £m	2024 £m
Income tax receivable	5.8	5.4

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 13. Income tax (continued)

#### Consolidated balance sheet (continued)

##### Deferred tax

Deferred tax (liabilities)/assets	Acquired intangible assets £m	Accelerated capital allowances £m	Tax losses £m	Interest deductions £m	Other temporary differences £m	Total £m
At 1 May 2023	(94.4)	5.8	2.3	10.8	0.5	(75.0)
Credit/(charge) recognised in income statement	11.2	(5.0)	4.3	12.4	(0.5)	22.4
Other changes	-	-	-	(0.1)	-	(0.1)
<b>At 30 April 2024</b>	<b>(83.2)</b>	<b>0.8</b>	<b>6.6</b>	<b>23.1</b>	<b>-</b>	<b>(52.7)</b>
Credit/(charge) recognised in income statement	11.1	(1.6)	2.6	(1.2)	0.9	11.8
Other changes	-	-	-	0.1	-	0.1
<b>At 30 April 2025</b>	<b>(72.1)</b>	<b>(0.8)</b>	<b>9.2</b>	<b>22.0</b>	<b>0.9</b>	<b>(40.8)</b>
						2025 £m
						2024 £m
Tax losses						25.3
Interest deductions						64.6
<b>Temporary differences on which deferred tax assets not recognised</b>						<b>89.9</b>
						32.6

At 30 April 2025, there were no unrecognised deferred tax liabilities in relation to temporary differences associated with investments in subsidiaries (2024: £nil).

### 14. Business combinations

#### Current year

During the year, the Group acquired two businesses (comprising a limited company and an unincorporated business) in France, operating two veterinary practices. This is a continuation of the Group's strategy of expansion in Europe through the acquisition of successful, established veterinary practices which meet its strict criteria.

Fair value of consideration paid/payable	£m
Cash consideration paid	0.9
Contingent consideration payable	0.2
<b>Fair value of consideration paid/payable</b>	<b>1.1</b>

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 14. Business combinations

#### Current year (continued)

	£m
<b>Fair value of identifiable assets and liabilities acquired</b>	
<b>Assets</b>	
<b>Non-current assets</b>	
Right-of-use assets	0.3
<b>Liabilities</b>	
<b>Current liabilities</b>	
Trade and other payables	(0.1)
<b>Net current liabilities</b>	(0.1)
<b>Non-current liabilities</b>	
Lease liabilities	(0.3)
<b>Total liabilities</b>	(0.4)
<b>Net liabilities</b>	(0.1)
<b>Goodwill recognised on business combinations</b>	
Fair value of consideration paid/payable	1.1
Add: Fair value of identifiable net liabilities acquired	0.1
<b>Goodwill recognised on business combinations</b>	1.2
<b>Cash flows from business combinations</b>	
Cash consideration paid	0.9
Add: Contingent consideration paid	2.2
<b>Purchase of businesses, net of cash acquired</b>	3.1
<b>Separately-recognised transactions</b>	
Earn-out costs	(0.1)
<b>Contribution to consolidated income statement during year</b>	
Revenue	0.5
EBITDA*	-
<b>Consolidated income statement had businesses been acquired on 1 May 2024</b>	
Revenue	398.9
EBITDA*	61.4

*\*Earnings before interest, tax, depreciation, amortisation, impairment, other gains and losses, and non-underlying items*

The goodwill recognised is not deductible for tax purposes. It relates to the skill and expertise of employees, the reputation and location of veterinary practices, and synergies.

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 14. Business combinations (continued)

#### *Prior year*

##### Okivet

On 7 September 2023, Hecate French Bidco SAS (86.4%-owned by the Group) acquired 90.0% of the economic rights and 50.0% of the voting rights in Okivet SAS ("Okivet"). Okivet is a leading veterinary chain in France operating 31 practices. This marks the Group's entry into France, and is a continuation of its strategy of expansion in Europe.

##### United Kingdom

On 1 November 2023, the Group acquired one business (comprising limited companies and unincorporated businesses) in the United Kingdom, operating one veterinary practice. This is a continuation of the Group's strategy of expansion in the United Kingdom through the acquisition of successful, established veterinary practices which meet its strict criteria.

	Okivet £m	United Kingdom £m	Total £m
<b>Fair value of consideration paid/payable</b>			
Cash consideration paid	8.1	0.9	9.0
Contingent consideration payable	-	0.2	0.2
Deferred consideration payable	-	0.1	0.1
Consideration settled by conversion of loan	4.5	-	4.5
<b>Fair value of consideration paid/payable</b>	<b>12.6</b>	<b>1.2</b>	<b>13.8</b>

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 14. Business combinations (continued)

#### Prior year (continued)

	Okivet £m	United Kingdom £m	Total £m
<b>Fair value of identifiable assets and liabilities acquired</b>			
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	1.1	-	1.1
Right-of-use assets	4.8	0.3	5.1
Trade and other receivables	0.1	-	0.1
	6.0	0.3	6.3
<b>Current assets</b>			
Inventories	0.8	-	0.8
Trade and other receivables	1.9	-	1.9
Cash and cash equivalents	1.6	0.1	1.7
	4.3	0.1	4.4
<b>Total assets</b>	10.3	0.4	10.7
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	(3.6)	(0.2)	(3.8)
Lease liabilities	(0.5)	-	(0.5)
	(4.1)	(0.2)	(4.3)
<b>Net current assets/(liabilities)</b>	0.2	(0.1)	0.1
<b>Non-current liabilities</b>			
Borrowings	(13.9)	-	(13.9)
Lease liabilities	(4.2)	(0.3)	(4.5)
	(18.1)	(0.3)	(18.4)
<b>Total liabilities</b>	(22.2)	(0.5)	(22.7)
<b>Net liabilities</b>	(11.9)	(0.1)	(12.0)
<b>Goodwill recognised on business combinations</b>			
Fair value of consideration paid/payable	12.6	1.2	13.8
Add: Fair value of identifiable net liabilities acquired	11.9	0.1	12.0
Less: Non-controlling interests	(0.5)	-	(0.5)
<b>Goodwill recognised on business combinations</b>	24.0	1.3	25.3
<b>Cash flows from business combinations</b>			
Cash consideration paid	8.1	0.9	9.0
Less: Cash and cash equivalents acquired	(1.6)	(0.1)	(1.7)
Add: Contingent consideration paid	-	25.3	25.3
Add: Deferred consideration paid	-	2.0	2.0
<b>Purchase of businesses, net of cash acquired</b>	6.5	28.1	34.6

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 14. Business combinations (continued)

#### *Prior year (continued)*

	Okivet £m	United Kingdom £m	Total £m
<b>Separately-recognised transactions</b>			
Transaction costs on business combinations	0.1	0.7	0.8
Earn-out costs	-	3.8	3.8
<b>Contribution to consolidated income statement during year</b>			
Revenue	8.4	0.4	8.8
EBITDA*	(1.0)	0.1	(0.9)
<b>Consolidated income statement had businesses been acquired on 1 May 2023</b>			
Revenue			417.6
EBITDA*			73.2

*\*Earnings before interest, tax, depreciation, amortisation, impairment, other gains and losses, and non-underlying items*

The goodwill recognised is not deductible for tax purposes. It relates to the skill and expertise of employees, the reputation and location of veterinary practices, and synergies.

### 15. Disposal of businesses

#### *Current year*

##### United Kingdom

During the year, the Company disposed of two unincorporated businesses in the United Kingdom, operating three individual veterinary practices.

##### Spain

During the year, the Company disposed of one limited company in Spain, operating one individual veterinary practice.

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 15. Disposal of businesses (continued)

#### Current year (continued)

	£m
<b>Fair value of consideration received/receivable</b>	
Cash consideration received	0.1
Other consideration received/receivable	0.1
<b>Fair value of consideration received/receivable</b>	<b>0.2</b>
<b>Carrying amount of assets and liabilities sold</b>	
<b>Assets</b>	
<b>Non-current assets</b>	
Goodwill	4.3
Property, plant and equipment	0.1
Right-of-use assets	0.7
	5.1
<b>Current assets</b>	
Inventories	0.2
Trade and other receivables	0.3
	0.5
<b>Total assets</b>	<b>5.6</b>
<b>Liabilities</b>	
<b>Current liabilities</b>	
Trade and other payables	(1.5)
Lease liabilities	(0.1)
	(1.6)
<b>Net current liabilities</b>	<b>(1.1)</b>
<b>Non-current liabilities</b>	
Provisions	(0.2)
Lease liabilities	(0.5)
	(0.7)
<b>Total liabilities</b>	<b>(2.3)</b>
<b>Net assets</b>	<b>3.3</b>
<b>Gain/loss on disposal of businesses</b>	
Fair value of consideration received/receivable	0.2
Less: Carrying amount of net assets sold	(3.3)
Add: Reclassification of translation reserve	0.1
Less: Transaction costs on disposal of businesses	(0.1)
<b>Loss on disposal of businesses</b>	<b>(3.1)</b>
<b>Cash flows from disposal of businesses</b>	
Cash consideration received	0.1
Less: Transaction costs on disposal of businesses	(0.1)
<b>Proceeds from disposal of businesses, net of cash sold</b>	<b>-</b>

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# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

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### 15. Disposal of businesses (continued)

#### *Prior year*

##### United Kingdom

On 2 and 3 October 2023, the Group disposed of 11 unincorporated businesses in the United Kingdom, operating 17 individual veterinary practices. For information on the events leading up to these disposals, see note 36.

##### Spain

On 1 April 2024, the Group disposed of its Spanish laboratory.

##### Poland

On 24 April 2024, the Group put its Polish business into liquidation. The Group does not operate any veterinary practices in Poland, but the Polish business provided some support functions to the German business. These have now all been internalised in Germany.

	United Kingdom £m	Spain £m	Poland £m	Total £m
<b>Fair value of consideration received/receivable</b>				
Cash consideration received	7.5	0.2	-	7.7

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 15. Disposal of businesses (continued)

#### Prior year (continued)

	United Kingdom £m	Spain £m	Poland £m	Total £m
<b>Carrying amount of assets and liabilities sold</b>				
<b>Assets</b>				
<b>Non-current assets</b>				
Goodwill	29.3	0.1	2.5	31.9
Other intangible assets	0.4	-	-	0.4
Property, plant and equipment	0.3	-	-	0.3
Right-of-use assets	2.9	-	-	2.9
	32.9	0.1	2.5	35.5
<b>Current assets</b>				
Inventories	0.1	-	-	0.1
Trade and other receivables	0.1	-	0.3	0.4
Cash and cash equivalents	-	-	0.6	0.6
	0.2	-	0.9	1.1
<b>Total assets</b>	33.1	0.1	3.4	36.6
<b>Liabilities</b>				
<b>Current liabilities</b>				
Trade and other payables	(1.4)	-	(0.1)	(1.5)
Lease liabilities	(0.3)	-	-	(0.3)
	(1.7)	-	(0.1)	(1.8)
<b>Net current (liabilities)/assets</b>	(1.5)	-	0.8	(0.7)
<b>Non-current liabilities</b>				
Trade and other payables	(0.9)	-	-	(0.9)
Provisions	(0.6)	-	-	(0.6)
Lease liabilities	(2.4)	-	-	(2.4)
	(3.9)	-	-	(3.9)
<b>Total liabilities</b>	(5.6)	-	(0.1)	(5.7)
<b>Net assets</b>	27.5	0.1	3.3	30.9
<b>Gain/loss on disposal of businesses</b>				
Fair value of consideration received/receivable	7.5	0.2	-	7.7
Less: Carrying amount of net assets sold	(27.5)	(0.1)	(3.3)	(30.9)
Add: Reclassification of translation reserve	-	-	0.2	0.2
Less: Transaction costs on disposal of businesses	(1.9)	-	-	(1.9)
<b>(Loss)/gain on disposal of businesses</b>	(21.9)	0.1	(3.1)	(24.9)

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 15. Disposal of businesses (continued)

*Prior year (continued)*

	United Kingdom £m	Spain £m	Poland £m	Total £m
<b>Cash flows from disposal of businesses</b>				
Cash consideration received	7.5	0.2	-	7.7
Less: Cash and cash equivalents sold	-	-	(0.6)	(0.6)
Less: Transaction costs on disposal of businesses	(1.9)	-	-	(1.9)
<b>Proceeds from disposal of businesses, net of cash sold</b>	<b>5.6</b>	<b>0.2</b>	<b>(0.6)</b>	<b>5.2</b>

### 16. Goodwill

	2025 £m	2024 £m
<b>Goodwill</b>		
<b>Cost</b>		
At beginning of year	1,196.2	1,207.0
Acquired as part of business combinations	1.2	25.3
Disposed of as part of disposal of businesses	(5.1)	(33.9)
Effect of movements in foreign exchange rates	(0.4)	(2.2)
<b>At end of year</b>	<b>1,191.9</b>	<b>1,196.2</b>
<b>Accumulated impairment</b>		
At beginning of year	(687.5)	(30.4)
Impairment charge	(86.4)	(659.6)
Disposed of as part of disposal of businesses	0.8	2.0
Effect of movements in foreign exchange rates	0.3	0.5
<b>At end of year</b>	<b>(772.8)</b>	<b>(687.5)</b>
<b>Carrying amount</b>		
<b>At end of year</b>	<b>419.1</b>	<b>508.7</b>
	2025 £m	2024 £m
<b>Allocation of goodwill to groups of cash-generating units ("CGUs")</b>		
United Kingdom	407.4	498.0
Germany	10.6	10.7
France	1.1	-
<b>Goodwill</b>	<b>419.1</b>	<b>508.7</b>

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 16. Goodwill (continued)

#### Impairment assessment

Goodwill is assessed for impairment at 30 April each year using a value-in-use approach. The value in use of each group of CGUs has been calculated by discounting forecasted operating cash flows. The Group has prepared detailed like-for-like forecasts (excluding the effect of business combinations) for the next year, and extrapolated these over five years. It has then applied terminal growth rates and pre-tax discount rates which reflect current market assessments of the time value of money and risks specific to the forecasted cash flows.

In determining the key assumptions for the value-in-use calculations, the Group has used its experience from past events and expectations for the future, and has cross-checked these against external sources of information.

The amounts of goodwill allocated to the Spanish, German and French groups of CGUs are not significant in comparison with the Group's total carrying amount of goodwill. The following disclosures reflect this:

	2025		2024	
	Value in use £m	Excess of value in use over carrying amount £m	Value in use £m	Excess of value in use over carrying amount £m
United Kingdom	693.9	(86.4)	917.2	(598.8)
Germany	NA	NA	13.9	(3.7)
Spain	NA	NA	11.4	(34.1)
France	NA	NA	1.9	(25.3)

	2025				2024	2023
Key assumptions	Five-year annual EBITDA growth rate %	Terminal growth rate %	Pre-tax discount rate %	Five-year annual EBITDA growth rate %	Terminal growth rate %	Pre-tax discount rate %
United Kingdom	11.1	2.0	12.1	6.0	2.0	12.0
Germany	NA	NA	NA	6.0	2.0	14.8
Spain	NA	NA	NA	6.0	2.0	13.9
France	NA	NA	NA	NA*	2.0	12.0

\*The French group of CGUs was forecasted to make an EBITDA loss for the year ended on 30 April 2025. In extrapolating these results over five years, the Group assumed growth in revenue of 6.0% per annum, an expansion of the material margin (gross profit before employment costs) of 0.5pps per annum, and an increase in other operating costs of 2.0% per annum.

#### Current year

At 30 April 2025, the value in use of the British group of CGUs exceeded its carrying amount by £86.4m. A corresponding impairment charge has been recognised.

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 16. Goodwill (continued)

#### *Impairment assessment (continued)*

##### Current year (continued)

The impairment charge has been caused in part by the elevated pre-tax rate used to discount the forecasted operating cash flows, resulting from continued high inflation and base interest rates. Additionally, lower forecasted operating cash flows have been used in the value-in-use calculation as a result of the uncertain macro-environment, particularly given the ongoing Competition & Markets Authority review.

The Group has performed sensitivity analysis on each of the key assumptions for the British group of CGUs, considering the effect of reasonably-possible changes:

	United Kingdom £m
<b>Additional impairment charge given:</b>	
1.0pp decrease in five-year annual EBITDA growth rate	32.2
1.0pp decrease in terminal growth rate	63.1
1.0pp increase in pre-tax discount rate	62.6

##### Prior year

At 30 April 2024, the carrying amounts of the British, Spanish, German and French groups of CGUs exceeded their values in use. Corresponding impairment charges have been recognised.

The British, Spanish and German impairment charges have largely been caused by the increase in the pre-tax rates used to discount the forecasted operating cash flows, resulting from increases in inflation and base interest rates. Additionally, the Group has used lower forecasted operating cash flows in the value-in-use calculations as a result of the uncertain economic climate, particularly in the United Kingdom given the ongoing Competition & Markets Authority review.

The French impairment charge has been caused by the use of different forecasted operating cash flows in valuing the business at the point of acquisition, and in the value-in-use calculation at the reporting date. As required by IAS 36: Impairment of Assets, the cash flows used in the value-in-use calculation exclude cash flows expected to arise from future business combinations and improvements in performance, whereas these were factored into the valuation for the acquisition.

The Group has performed sensitivity analysis on each of the key assumptions for the British group of CGUs, considering the effect of reasonably-possible changes:

	United Kingdom £m
<b>Additional impairment charge given:</b>	
1.0pp decrease in five-year annual EBITDA growth rate	27.8
1.0pp decrease in terminal growth rate	59.0
1.0pp increase in pre-tax discount rate	81.6

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 17. Other intangible assets

	Customer relationships £m	Brands £m	Software £m	Total £m
<b>Cost</b>				
At 1 May 2023	419.5	25.5	16.6	461.6
Additions	-	-	6.3	6.3
Disposals	-	-	(1.0)	(1.0)
Disposed of as part of disposal of businesses	(0.4)	-	-	(0.4)
Effect of movements in foreign exchange rates	(0.4)	-	-	(0.4)
<b>At 30 April 2024</b>	<b>418.7</b>	<b>25.5</b>	<b>21.9</b>	<b>466.1</b>
Additions	-	-	<b>3.7</b>	<b>3.7</b>
Disposals	-	-	<b>(2.6)</b>	<b>(2.6)</b>
<b>At 30 April 2025</b>	<b>418.7</b>	<b>25.5</b>	<b>23.0</b>	<b>467.2</b>
<b>Accumulated amortisation</b>				
At 1 May 2023	(62.9)	(3.8)	(5.2)	(71.9)
Amortisation charge	(41.9)	(2.6)	(4.4)	(48.9)
Impairment charge	-	-	(0.1)	(0.1)
Disposals	-	-	1.0	1.0
Effect of movements in foreign exchange rates	0.1	-	-	0.1
<b>At 30 April 2024</b>	<b>(104.7)</b>	<b>(6.4)</b>	<b>(8.7)</b>	<b>(119.8)</b>
Amortisation charge	<b>(41.9)</b>	<b>(2.5)</b>	<b>(4.6)</b>	<b>(49.0)</b>
Disposals	-	-	<b>2.6</b>	<b>2.6</b>
<b>At 30 April 2025</b>	<b>(146.6)</b>	<b>(8.9)</b>	<b>(10.7)</b>	<b>(166.2)</b>
<b>Carrying amount</b>				
<b>At 30 April 2025</b>	<b>272.1</b>	<b>16.6</b>	<b>12.3</b>	<b>301.0</b>
At 30 April 2024	314.0	19.1	13.2	346.3
		<b>2025</b>		<b>2024</b>
	<b>Carrying amount £m</b>	<b>Remaining useful life years</b>	Carrying amount £m	Remaining useful life years
<b>Individually-material assets</b>				
British customer relationships	<b>264.4</b>	<b>6.5</b>	305.1	7.5
Spanish customer relationships	<b>7.7</b>	<b>6.5</b>	8.9	7.5
"Medivet" brand	<b>16.6</b>	<b>6.5</b>	19.1	7.5
Freedom*	<b>11.0</b>	<b>5.0</b>	12.4	5.0

\*The Group's proprietary practice-management system

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 18. Property, plant and equipment

	Land and buildings £m	Fixtures, fittings, plant and machinery £m	Total £m
<b>Cost</b>			
At 1 May 2023	0.4	27.9	28.3
Additions	-	12.8	12.8
Acquired as part of business combinations	0.1	1.0	1.1
Disposals	(0.1)	(0.3)	(0.4)
Disposed of as part of disposal of businesses	-	(0.4)	(0.4)
Effect of movements in foreign exchange rates	-	(0.4)	(0.4)
<b>At 30 April 2024</b>	0.4	40.6	41.0
Additions	-	7.9	7.9
Disposals	(0.4)	(0.5)	(0.9)
Disposed of as part of disposal of businesses	-	(0.1)	(0.1)
Effect of movements in foreign exchange rates	-	0.5	0.5
<b>At 30 April 2025</b>	-	48.4	48.4
<b>Accumulated depreciation</b>			
At 1 May 2023	-	(6.5)	(6.5)
Depreciation charge	-	(5.8)	(5.8)
Impairment charge	-	(1.1)	(1.1)
Disposals	-	0.3	0.3
Disposed of as part of disposal of businesses	-	0.1	0.1
Effect of movements in foreign exchange rates	-	0.2	0.2
<b>At 30 April 2024</b>	-	(12.8)	(12.8)
Depreciation charge	-	(7.1)	(7.1)
Impairment charge	-	(0.7)	(0.7)
Disposals	-	0.4	0.4
Effect of movements in foreign exchange rates	-	(0.5)	(0.5)
<b>At 30 April 2025</b>	-	(20.7)	(20.7)
<b>Carrying amount</b>			
<b>At 30 April 2025</b>	-	27.7	27.7
At 30 April 2024	0.4	27.8	28.2

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 19. Right-of-use assets

	Land and buildings £m	Fixtures, fittings, plant and machinery £m	Motor vehicles £m	Total £m
<b>Carrying amount</b>				
At 1 May 2023	86.3	1.2	1.3	88.8
Additions	11.3	0.1	1.9	13.3
Depreciation charge	(11.2)	(0.6)	(1.0)	(12.8)
Impairment charge	(3.5)	-	-	(3.5)
Reversal of impairment charge	2.1	-	-	2.1
Other changes	(2.3)	(0.1)	(0.1)	(2.5)
<b>At 30 April 2024</b>	<b>82.7</b>	<b>0.6</b>	<b>2.1</b>	<b>85.4</b>
Additions	<b>4.2</b>	<b>-</b>	<b>0.3</b>	<b>4.5</b>
Depreciation charge	<b>(10.7)</b>	<b>(0.4)</b>	<b>(0.9)</b>	<b>(12.0)</b>
Impairment charge	<b>(4.0)</b>	<b>-</b>	<b>-</b>	<b>(4.0)</b>
Reversal of impairment charge	<b>0.5</b>	<b>-</b>	<b>-</b>	<b>0.5</b>
Other changes	<b>(0.2)</b>	<b>0.1</b>	<b>(0.1)</b>	<b>(0.2)</b>
<b>At 30 April 2025</b>	<b>72.5</b>	<b>0.3</b>	<b>1.4</b>	<b>74.2</b>

For information on the Group's impairment policy, see notes 3.13 and 4.2.

Typically, it is not possible to estimate the recoverable amount of an individual right-of-use asset, and so they are assessed for impairment as part of cash-generating units (veterinary practices).

The primary indicators that a practice's assets may be impaired are that it is closed or loss-making. This drives the impairment charge. The reversal of the charge arises from practices reopening or becoming profitable.

### 20. Inventories

	<b>2025</b> <b>£m</b>	2024 £m
Gross goods for resale and consumables	<b>10.7</b>	11.1

### 21. Loans receivable

	<b>2025</b> <b>£m</b>	2024 £m
<b>Non-current</b>		
Loans to branch partners	<b>4.7</b>	2.1
Loans to management	<b>1.3</b>	1.3
<b>Loans receivable</b>	<b>6.0</b>	3.4

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 21. Loans receivable (continued)

Facility	Issue date	Repayment date	Interest rate	Interest payment frequency	Security	Carrying amount £m
£4.7m loans to branch partners	Various	Various	5.0%	Annually	Partnership property	4.7
£1.3m loans to management	Various	On demand	HMRC official rate	Annually	Shares in immediate parent*	1.3
<b>2025</b>						<b>6.0</b>
£2.1m loans to branch partners	Various	Various	5.0%	Annually	Partnership property	2.1
£1.3m loans to management	Various	On demand	HMRC official rate	Annually	Shares in immediate parent*	1.3
<b>2024</b>						<b>3.4</b>

\*Hecate Topco Limited

### 22. Trade and other receivables

	Note	2025 £m	2024 £m
Other receivables		1.0	1.0
<b>Non-current</b>		<b>1.0</b>	<b>1.0</b>
Gross trade receivables		16.6	18.5
Less: Expected credit loss allowance	31	(3.3)	(1.3)
Trade receivables		13.3	17.2
Other receivables		4.7	3.0
Prepayments		6.3	8.1
Accrued income		4.5	4.4
<b>Current</b>		<b>28.8</b>	<b>32.7</b>
<b>Trade and other receivables</b>		<b>29.8</b>	<b>33.7</b>

### 23. Cash and cash equivalents

	2025 £m	2024 £m
Cash at bank and in hand	30.8	14.3
Short-term deposits	0.1	0.1
Money market funds	44.3	48.8
<b>Cash and cash equivalents</b>	<b>75.2</b>	<b>63.2</b>

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 24. Derivative assets

	2025 £m	2024 £m
Interest rate cap	-	7.1
<b>Non-current</b>	-	7.1
Interest rate cap	4.1	9.5
<b>Current</b>	4.1	9.5
<b>Derivative assets</b>	4.1	16.6

For more information on the interest rate cap, see note 4.4.

### 25. Trade and other payables

	Note	2025 £m	2024 £m
Trade payables		19.7	25.8
Other tax and social security payable		16.8	13.8
Branch partner payables		14.9	16.9
Consideration payable		3.5	5.1
Put options over non-controlling interests	30	-	2.7
Interest payable		34.3	29.7
Other payables		1.7	3.4
Accruals		26.4	17.7
Deferred income		-	0.1
<b>Current</b>		117.3	115.2
Branch partner payables		24.4	16.7
Consideration payable		2.7	4.1
Accruals		0.3	0.3
<b>Non-current</b>		27.4	21.1
<b>Trade and other payables</b>		144.7	136.3

### 26. Provisions

	2025 £m	2024 £m
Dilapidations	0.2	0.5
Restructuring	0.3	0.3
<b>Current</b>	0.5	0.8
Dilapidations	9.9	9.4
Restructuring	1.3	1.9
<b>Non-current</b>	11.2	11.3
<b>Provisions</b>	11.7	12.1

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 26. Provisions (continued)

	Dilapidations £m	Restructuring £m	Total £m
At 1 May 2024	9.9	2.2	12.1
Additions	0.6	1.3	1.9
Unwinding of discounting	0.8	-	0.8
Amounts used	(0.7)	(0.3)	(1.0)
Unused amounts reversed	(0.4)	(1.6)	(2.0)
Other changes	(0.1)	-	(0.1)
<b>At 30 April 2025</b>	<b>10.1</b>	<b>1.6</b>	<b>11.7</b>

The Group recognises a dilapidations provision for leases of land and buildings. It is calculated as the directors' best estimate at the reporting date of the expenditure required to return the underlying assets to the lessors in the conditions specified by the lease agreements, discounted using the interest rates implicit in the leases if they can be readily determined, or the incremental borrowing rates if not.

At 30 April 2025, the directors have estimated the required payments to be £18.9m (2024: £19.4m), which has been discounted to a present value of £10.1m (2024: £9.9m).

The restructuring provision relates to future costs to be incurred in relation to veterinary practices which the Group has decided to close. It is held at the best estimate of the expenditure required to settle the obligation.

### 27. Borrowings

	2025 £m	2024 £m
Other borrowings	-	0.2
<b>Current</b>	<b>-</b>	<b>0.2</b>
Loans from parents	1,381.0	1,178.7
Facility B	565.0	565.0
Capex Facility	196.0	196.0
Other borrowings	12.6	11.7
Less: Capitalised transaction costs	(11.4)	(14.6)
<b>Non-current</b>	<b>2,143.2</b>	<b>1,936.8</b>
<b>Borrowings</b>	<b>2,143.2</b>	<b>1,937.0</b>

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 27. Borrowings (continued)

Facility	Issue date	Repayment date	Interest rate	Interest payment frequency	Security	Principal drawn £m	Principal undrawn £m
£1,381.0m loans from parents	October 2021	October 2031	10.0%	Annually	Fixed and floating charge	1,381.0	-
£565.0m Facility B	October 2021	October 2028	SONIA + 5.8%*	Quarterly	Fixed and floating charge	565.0	-
£300.0m Capex Facility	October 2021	October 2028	SONIA + 5.8%	Quarterly	Fixed and floating charge	196.0	60.0
£50.0m Revolving Facility	October 2021	April 2028	SONIA + 3.3%	Quarterly	Fixed and floating charge	-	50.0
Other borrowings	Various	Various	Various	Various	Various	12.6	-
<b>2025</b>						<b>2,154.6</b>	<b>110.0</b>
£1,178.7m loans from parents	October 2021	October 2031	10.0%	Annually	Fixed and floating charge	1,178.7	-
£565.0m Facility B	October 2021	October 2028	SONIA + 5.8%*	Quarterly	Fixed and floating charge	565.0	-
£300.0m Capex Facility	October 2021	October 2028	SONIA + 5.8%	Quarterly	Fixed and floating charge	196.0	104.0
£50.0m Revolving Facility	October 2021	April 2028	SONIA + 3.3%	Quarterly	Fixed and floating charge	-	50.0
Other borrowings	Various	Various	Various	Various	Various	11.9	-
<b>2024</b>						<b>1,951.6</b>	<b>154.0</b>

\*In 2022, the Group purchased an interest rate cap, which caps the interest payable on £508.5m of Facility B at 8.8% per annum when SONIA increases above 3.0% (for more information, see note 4.4.)

### 28. Lease liabilities

	2025 £m	2024 £m
Current	9.8	9.6
Non-current	76.2	84.5
<b>Lease liabilities</b>	<b>86.0</b>	<b>94.1</b>
	<b>2025 £m</b>	<b>2024 £m</b>
Total cash outflow relating to leases	19.3	19.4

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 29. Net debt

	Note	At 1 May 2024 £m	Cash flows £m	Non-cash movements			At 30 April 2025 £m
				Acquired/ disposed of as part of business combinations/ disposal of businesses £m	Effect of movements in foreign exchange rates £m	Other changes £m	
Borrowings	27	1,937.0	(3.0)	-	(0.1)	209.3	2,143.2
Lease liabilities	28	94.1	(17.0)	(0.3)	(0.1)	9.3	86.0
Branch partner capital		31.8	(5.2)	(1.5)	-	12.3	37.4
<b>Gross debt</b>		2,062.9	(25.2)	(1.8)	(0.2)	230.9	2,266.6
Less: Cash and cash equivalents	23						(75.2)
<b>Net debt</b>							2,191.4
Less: Loans from parents	27						(1,381.0)
<b>External net debt</b>							810.4

	Note	At 1 May 2023 £m	Cash flows £m	Non-cash movements			At 30 April 2024 £m
				Acquired as part of business combinations £m	Effect of movements in foreign exchange rates £m	Other changes £m	
Borrowings	27	1,653.8	84.7	13.9	(2.5)	187.1	1,937.0
Lease liabilities	28	94.6	(17.0)	2.3	(0.4)	14.6	94.1
Branch partner capital		24.7	(5.5)	-	-	12.6	31.8
<b>Gross debt</b>		1,773.1	62.2	16.2	(2.9)	214.3	2,062.9
Less: Cash and cash equivalents	23						(63.2)
<b>Net debt</b>							1,999.7
Less: Loans from parents	27						(1,178.7)
<b>External net debt</b>							821.0

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 30. Financial instruments

		Amortised cost £m	Fair value through profit or loss £m	Total £m
<b>Net financial liabilities</b>	Note			
Loans receivable	21	6.0	-	6.0
Trade and other receivables (excluding prepayments, and other tax and social security)	22	22.6	-	22.6
Cash and cash equivalents	23	75.2	-	75.2
Derivative assets	24	-	4.1	4.1
<b>Financial assets</b>		<b>103.8</b>	<b>4.1</b>	<b>107.9</b>
Trade and other payables (excluding other tax and social security)	25	(122.4)	(5.5)	(127.9)
Borrowings	27	(2,143.2)	-	(2,143.2)
Lease liabilities	28	(86.0)	-	(86.0)
<b>Financial liabilities</b>		<b>(2,351.6)</b>	<b>(5.5)</b>	<b>(2,357.1)</b>
<b>2025</b>		<b>(2,247.8)</b>	<b>(1.4)</b>	<b>(2,249.2)</b>

		Amortised cost £m	Fair value through profit or loss £m	Total £m
<b>Net financial liabilities</b>	Note			
Loans receivable	21	3.4	-	3.4
Trade and other receivables (excluding prepayments, and other tax and social security)	22	25.0	-	25.0
Cash and cash equivalents	23	63.2	-	63.2
Derivative assets	24	-	16.6	16.6
<b>Financial assets</b>		<b>91.6</b>	<b>16.6</b>	<b>108.2</b>
Trade and other payables (excluding other tax and social security)	25	(111.1)	(11.3)	(122.4)
Borrowings	27	(1,937.0)	-	(1,937.0)
Lease liabilities	28	(94.1)	-	(94.1)
<b>Financial liabilities</b>		<b>(2,142.2)</b>	<b>(11.3)</b>	<b>(2,153.5)</b>
<b>2024</b>		<b>(2,050.6)</b>	<b>5.3</b>	<b>(2,045.3)</b>

The fair values of all financial assets and liabilities are similar to their carrying amounts.

Information on the inputs to the valuations of contingent consideration payable and derivative assets is contained in note 4.

Loans receivable, contingent consideration payable and put options over non-controlling interests are categorised in level 3 of the fair value hierarchy, and derivative assets in level 2.

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 30. Financial instruments (continued)

Financial assets/(liabilities) categorised in level 3 of fair value hierarchy	Loans receivable £m	Contingent consideration payable £m	Put options over non-controlling interests £m
At 1 May 2023	4.4	(38.4)	(18.0)
Recognised as part of business combinations	-	(0.3)	-
Cash paid	-	25.3	-
Disposed of as part of disposal of businesses	-	1.6	-
Converted into consideration for business combinations	(4.5)	-	-
Gain on revaluation recognised in consolidated income statement	-	3.1	15.0
Effect of movements in foreign exchange rates	0.1	0.1	0.3
<b>At 30 April 2024</b>	-	(8.6)	(2.7)
Recognised as part of business combinations	-	(0.2)	-
Cash paid	-	2.2	2.8
Loss on revaluation recognised in consolidated income statement	-	(1.7)	(0.1)
Reclassification of balances to branch partner capital	-	2.8	-
<b>At 30 April 2025</b>	-	(5.5)	-

### 31. Financial risk management

The Group holds financial instruments as detailed in the previous note, which expose it to various financial risks. Its risk-management activities focus on the unpredictability of financial markets, and seek to minimise potential adverse effects on the Group's financial performance. The Group does not trade speculatively in financial instruments.

The main financial risks to which the Group is exposed are as follows:

#### 31.1 Market risk

The Group is exposed to market risk through its financial instruments, particularly to interest-rate risk and currency risk, which result from its operating, investing and financing activities. It has minimal exposure to commodities, and manages its relationships with key suppliers through contractual agreements and regular reviews.

##### 31.1.1 Interest-rate risk

The Group holds interest-bearing financial instruments, although its operating profit or loss and cash flows are substantially independent of changes in market interest rates. The Group's interest-rate risk arises almost wholly from its borrowings bearing interest at variable rates, based on SONIA (for more information, see note 27.) In 2022, the Group purchased an interest rate cap, which caps the interest payable on £508.5m of Facility B at 8.8% *per annum* when SONIA increases above 3.0% (for more information, see note 4.4.)

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 31. Financial risk management (continued)

#### 31.1 Market risk (continued)

##### 31.1.1 Interest-rate risk (continued)

An increase in SONIA of 1.0pp throughout the year, would have resulted in an increase in the interest expense of £7.6m (2024: £7.5m), but in the net finance cost of £2.5m (2024: £2.4m). The Group has considered the effect of movements in interest rates over the year and the likely short-term future movements, and has concluded that a 1.0pp movement is a reasonable benchmark.

##### 31.1.2 Currency risk

The Group has limited exposure to currency risk since only around 20.0% of its veterinary practices are located outside the United Kingdom. The Group does not currently hedge any foreign currency transactions or balances, but those practices located outside the United Kingdom earn revenue and incur costs in the same currencies in a natural hedge.

#### 31.2 Liquidity risk

At 30 April 2024, the Group had cash and cash equivalents of £75.2m (2024: £63.2m), and undrawn borrowing facilities of £110.0m (2024: £154.0m) (for more information, see note 27.) None of the Group's central facilities is repayable until 2028.

Financial liabilities	Note	Maximum contractual cash outflows				Total £m	Carrying amount £m
		Due within one year £m	Due in between one and two years £m	Due in between two and five years £m	Due after five years £m		
Trade and other payables (excluding other tax and social security)	25	129.9	7.0	2.0	-	138.9	127.9
Borrowings	27	0.1	-	773.4	1,381.0	2,154.5	2,143.2
Lease liabilities	28	16.0	15.2	39.6	49.4	120.2	86.0
<b>2025</b>		<b>146.0</b>	<b>22.2</b>	<b>815.0</b>	<b>1,430.4</b>	<b>2,413.6</b>	<b>2,357.1</b>
Trade and other payables (excluding other tax and social security, and deferred income)	25	107.8	25.0	10.0	-	142.8	122.4
Borrowings	27	0.2	0.1	772.6	1,178.7	1,951.6	1,937.0
Lease liabilities	28	16.1	15.8	41.7	60.9	134.5	94.1
<b>2024</b>		<b>124.1</b>	<b>40.9</b>	<b>824.3</b>	<b>1,239.6</b>	<b>2,228.9</b>	<b>2,153.5</b>

#### 31.3 Credit risk

The Group's credit risk arises mainly from its trade receivables. The amount receivable varies throughout the year, depending on the timing of sales and of receipts from insurance companies and retail customers. The Group has very low retail credit risk due to transactions being principally of a high volume, low value and short maturity. Therefore, it also has very low concentration risk. Trade receivables do not bear interest.

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 31. Financial risk management (continued)

#### 31.3 Credit risk (continued)

	2025 £m	2024 £m
<b>Expected credit loss allowance</b>		
At beginning of year	1.3	1.4
Increase recognised in consolidated income statement	3.2	0.7
Amounts used	(1.2)	(0.8)
<b>At end of year</b>	<b>3.3</b>	<b>1.3</b>

The expected credit loss allowance is calculated using historic payment profiles, while taking into account current and future macro-economic trends. Balances are grouped by age bracket. The Group writes off balances when it becomes clear that they are not recoverable (for example, if the counterparty goes bankrupt).

At 30 April 2025, the Group's maximum credit risk equated to its financial assets as detailed in the previous note.

### 32. Share capital and share premium

	1p ordinary shares m	Share capital £m	Share premium £m
<b>Allotted, called up and fully paid</b>			
At 1 May 2023	468.6	4.7	4.1
Issue of ordinary shares	274.9	2.7	-
<b>At 30 April 2024</b>	<b>743.5</b>	<b>7.4</b>	<b>4.1</b>
Issue of ordinary shares	42.2	0.5	-
<b>At 30 April 2025</b>	<b>785.7</b>	<b>7.9</b>	<b>4.1</b>

### 33. Branch partner reserve and translation reserve

#### Branch partner reserve

The branch partner reserve comprises contributions received by the Group from branch partners without a put option (for more information, see note 4.1.)

#### Translation reserve

The translation reserve is the cumulative gain or loss on foreign exchange caused by the income statements of subsidiaries which report in foreign currencies being translated into sterling at the average exchange rates over the period, while their balance sheets are translated at the spot rate at the reporting date (for more information, see note 2.2.)

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 34. Non-controlling interests

The table below provides summarised financial information for the year for AURA Veterinary Limited, Centro Veterinario Sur S.L., Clínica Veterinaria San Carlos S.L., Feres Veterinaris S.L., Hecate French Bidco SAS, Okivet SAS and TopBuild (UK) Ltd.:

	2025 £m	2024 £m
<b>Statement of comprehensive income</b>		
Revenue	27.8	26.9
Loss for the year	(17.7)	(17.3)
Other comprehensive income for the year	(0.2)	0.1
Total comprehensive expense for the year	(17.9)	(17.2)
<b>Total comprehensive expense for the year attributable to non-controlling interests</b>	<b>(3.2)</b>	<b>(2.5)</b>
<b>Balance sheet</b>		
Non-current assets	16.4	24.8
Current assets	7.9	10.6
Current liabilities	(11.5)	(7.9)
Non-current liabilities	(47.8)	(41.7)
Net liabilities	(35.0)	(14.2)
<b>Net liabilities attributable to non-controlling interests</b>	<b>(5.4)</b>	<b>(1.2)</b>
<b>Statement of cash flows</b>		
Net cash (outflow)/inflow for the year	(1.8)	2.7
<b>Dividends paid to non-controlling interests</b>	<b>(0.8)</b>	<b>(0.3)</b>

### 35. Capital management

	Note	2025 £m	2024 £m
Net debt	29	2,191.4	1,999.7
Total deficit		(1,475.0)	(1,132.4)
<b>Capital</b>		<b>716.4</b>	<b>867.3</b>

In managing its capital, the Group seeks to strike a balance between safeguarding its ability to continue as a going concern, reducing the cost of capital, and maximising returns to its owner and benefits to other stakeholders. The Group has no externally-imposed capital requirements.

### 36. Contingent liabilities

#### *HM Revenue & Customs investigation*

In 2021, the Group acquired the entire issued share capital of Medivet Group Holdings Limited ("MGHL"), as part of which it recognised a contingent liability of £2.2m in relation to an ongoing investigation by HM Revenue & Customs into MGHL's historic accounting treatment of goodwill. The directors consider it unlikely that the Group will have to pay anything in relation to this investigation, and, even if it does, the amount is unlikely to be material.

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 36. Contingent liabilities (continued)

#### *Competition & Markets Authority investigation*

On 21 December 2022, the Competition & Markets Authority served the Group with an initial enforcement order in respect of 15 business combinations and two purchases of customer relationships undertaken by Medivet Group Limited in 2021 and 2022.

On 6 April 2023, the Competition & Markets Authority announced it would be taking no further action in respect of two of the business combinations.

At 30 April 2023, it was unclear what actions (if any) the Competition & Markets Authority would require the Group to take, and so what the outflow of economic benefits from the Group (if any) would be, and when it would occur.

On 3 May 2023, the Competition & Markets Authority announced it would be taking no further action in respect of another business combination. Then, on 18 May 2023, the Competition & Markets Authority announced it would be taking no further action of another two business combinations and one purchase of customer relationships.

However, on 18 May 2023, the Competition & Markets Authority also announced that it believed the remaining 11 business combinations and one purchase of customer relationships had resulted in a substantial lessening of competition, and that the Group had until 25 May 2023 to offer it acceptable undertakings to address its concerns, or it would refer the transactions for a phase 2 investigation.

On 2 June 2023, the Competition & Markets Authority accepted provisionally the Group's proposal to dispose of the veterinary practices acquired through ten of the remaining business combinations, and the remaining customer relationships.

On 19 September 2023, the Competition & Markets Authority accepted formally the Group's proposal, and on 2 and 3 October 2023, the Group completed the disposals (for more information, see note 15.) The investigation is now closed.

### 37. Related party transactions

#### *Key management personnel*

	2025 £000	2024 £000
Short-term employee benefits	1,152	1,085
Post-employment benefits	2	3
Termination benefits	313	-
<b>Compensation of key management personnel</b>	<b>1,467</b>	<b>1,088</b>

In 2023, the Company lent key management personnel £836,000. The interest income for the year was £20,000 (2024: £20,000), and at 30 April 2025, the carrying amount of the loans were £836,000 (2024: £836,000), with £20,000 of interest outstanding (2024: £1,000).

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 37. Related party transactions (continued)

#### *Immediate parent*

In 2021, the Company's immediate parent and controlling party, Hecate Topco Limited, lent it £6.8m. The interest expense for the year was £0.9m (2024: £0.8m), and at 30 April 2025, the carrying amount of the loan was £9.3m (2024: £8.5m), with £0.2m of interest payable (2024: £0.2m).

#### *Intermediate parent*

The interest expense for the year on the Company's loan from its intermediate parent and controlling party, Hecate Holdings Jersey Limited, was £94.0m (2024: £85.5m), and at 30 April 2025, the carrying amount of the loan was £1,009.9m (2024: £917.9m), with £24.6m of interest payable (2024: £22.6m).

### 38. Subsidiaries

#### *Active subsidiaries*

<b>Name</b>	<b>Country of incorporation</b>	<b>Registered office</b>	<b>Proportion owned</b>
Activos Medivet Iberia S.L.U.	Spain	Calle Orense 68, 28020 Madrid	100.0%
Activos Medivet Iberia Dos S.L.U.	Spain	Calle Orense 68, 28020 Madrid	100.0%
AURA Veterinary Limited*	England and Wales	70 Priestley Road, Guildford, Surrey, England, GU2 7AJ	45.0%
Centro Veterinario Sur S.L.	Spain	Avenida de Pablo Neruda 69, 28018 Madrid	80.0%
Clínica Veterinaria Juan de Herrera S.L.U.	Spain	Calle Juan de Herrera 20, bajo, Alicante (03004)	100.0%
Clínica Veterinaria San Carlos S.L.	Spain	Plaza Doctor Gómez Ulla 7, 03013 Alicante	80.0%
Clinicas Medivet Iberia S.L.U.	Spain	Calle Orense 68, 28020 Madrid	100.0%
Complete Animal Care Limited*	England and Wales	First Floor, HYDE, 38 Clarendon Road, Watford, England, WD17 1HZ	100.0%
Feres Veterinaris S.L.	Spain	Calle Enric Morera 9, planta baja, 08243 Manresa	90.0%
Fravet Servicios Veterinarios S.L.U.	Spain	Calle Orense 68, 28020 Madrid	100.0%
Hecate Bidco Limited	England and Wales	First Floor, HYDE, 38 Clarendon Road, Watford, England, WD17 1HZ	100.0%
Hecate Cleanco Limited*	England and Wales	First Floor, HYDE, 38 Clarendon Road, Watford, England, WD17 1HZ	100.0%
Hecate French Bidco SAS	France	3-5 rue Saint-Georges, 75009 Paris	86.4%
Lab Services Limited*	England and Wales	First Floor, HYDE, 38 Clarendon Road, Watford, England, WD17 1HZ	100.0%
Medivet GmbH	Germany	c/o office Club, Pappelallee 78/79, 10437 Berlin	100.0%
Medivet Group Limited	England and Wales	First Floor, HYDE, 38 Clarendon Road, Watford, England, WD17 1HZ	100.0%

# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

### 38. Subsidiaries (continued)

#### Active subsidiaries (continued)

Name	Country of incorporation	Registered office	Proportion owned
Medivet Group Holdings Limited*	England and Wales	First Floor, HYDE, 38 Clarendon Road, Watford, England, WD17 1HZ	100.0%
Medivet Iberia S.L.U.	Spain	Calle Velázquez, 12, 6º, 28001, Madrid	100.0%
Okivet SAS	France	1 Route du Pérollier, 69570 Dardilly	77.8%
TopBuild (UK) Ltd.*	England and Wales	First Floor, HYDE, 38 Clarendon Road, Watford, England, WD17 1HZ	50.0%

\*Exempt from audit for the year ended on 30 April 2025 under Section 479A of the Companies Act 2006

At 30 April 2025, the Company's only active, directly-held subsidiary was Medivet Group Holdings Limited.

The Group holds only 45.0% of the issued share capital of AURA Veterinary Limited ("AURA"), but it has determined that it controls AURA on the basis that it has an option to subscribe for additional shares to take its stake to 51.0%.

The Group holds 86.4% of the economic rights in Hecate French Bidco SAS ("Hecate French Bidco"), but 94.5% of the voting rights. Hecate French Bidco holds 90.0% of the economic rights in Okivet SAS ("Okivet"), but 50.0% of the voting rights. Despite holding only 50.0% of the voting rights, the Group has determined that Hecate French Bidco controls Okivet on the basis that it has an option to subscribe for additional shares to take its voting rights to 94.8%.

The Group holds only 50.0% of the share capital of TopBuild (UK) Ltd. ("TopBuild"), but it has determined that it controls TopBuild on the basis that two of TopBuild's three directors are also directors of the Company, and that TopBuild derives almost all of its revenue from the Group. As such, the Group is able to affect its returns by directing TopBuild's operations.

#### Dormant subsidiaries

Name	Country of incorporation	Registered office	Proportion owned
E Street Limited	England and Wales	First Floor, HYDE, 38 Clarendon Road, Watford, England, WD17 1HZ	100.0%
Heene Road Veterinary Practice Limited	England and Wales	First Floor, HYDE, 38 Clarendon Road, Watford, England, WD17 1HZ	100.0%
Medivet Acquisitions Limited	England and Wales	First Floor, HYDE, 38 Clarendon Road, Watford, England, WD17 1HZ	100.0%
Medivet Holdings (Poland) Sp. z o.o.	Poland	ul. Walońska 15/2, 50-413 Wrocław, Poland	100.0%
Medivet Poland Sp. z o.o.	Poland	ul. Walońska 15/2, 50-413 Wrocław, Poland	100.0%
Medivet Poland Sp. z o.o. Sp. K.	Poland	ul. Walońska 15/2, 50-413 Wrocław, Poland	100.0%
Medivet Tierarztpraxen Verwaltungs GmbH	Germany	c/o office Club, Pappelallee 78/79, 10437 Berlin	100.0%
Pets Naturally (Vet-Call) Limited	England and Wales	First Floor, HYDE, 38 Clarendon Road, Watford, England, WD17 1HZ	100.0%

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# Notes to the consolidated financial statements

## for the year ended on 30 April 2025 (continued)

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### 38. Subsidiaries (continued)

#### *Dormant subsidiaries (continued)*

Name	Country of incorporation	Registered office	Proportion owned
Saint Leonard Veterinary Centre Limited	England and Wales	First Floor, HYDE, 38 Clarendon Road, Watford, England, WD17 1HZ	100.0%

None of the dormant subsidiaries is held directly by the Company.

### 39. Ultimate parent and controlling party

The Company's ultimate parent is Hecate Holdings Jersey Limited, a limited company incorporated in Jersey. Its ultimate controlling party is CVC Capital Partners VIII (A) L.P., a limited partnership incorporated in Jersey. CVC Capital Partners VIII (A) L.P. has no controlling party.

The Company's immediate parent and controlling party is Hecate Topco Limited, a limited company incorporated in Jersey. The Group is the only group to include these consolidated financial statements in its consolidated financial statements at 30 April 2025.

### 40. Post-balance sheet events

On 1 May 2025, the Competition & Markets Authority published a working paper in which it set out a list of some possible remedies it was considering. Then, on 10 June 2025, the Competition & Markets Authority announced it would be extending its investigation by six months to 22 May 2026. At this stage, it remains unclear what (if any) remedies will be enforced (or over what time period).

# Separate balance sheet

## at 30 April 2025

	Note	2025 £m	2024 £m
<b>Assets</b>			
<b>Non-current assets</b>			
Investments in subsidiaries	E	-	7.1
Loans receivable	F	1,063.5	1,183.5
		1,063.5	1,190.6
<b>Current assets</b>			
Trade and other receivables	G	33.9	29.4
Cash and cash equivalents	H	0.2	-
		34.1	29.4
<b>Total assets</b>		<b>1,097.6</b>	<b>1,220.0</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	I	(33.8)	(29.1)
Income tax payable		-	(0.1)
		(33.8)	(29.2)
<b>Net current assets</b>		<b>0.3</b>	<b>0.2</b>
<b>Non-current liabilities</b>			
Borrowings	J	(1,381.0)	(1,178.7)
<b>Total liabilities</b>		<b>(1,414.8)</b>	<b>(1,207.9)</b>
<b>Net (liabilities)/assets</b>		<b>(317.2)</b>	<b>12.1</b>
<b>Equity</b>			
Share capital	K	7.9	7.4
Share premium	K	4.1	4.1
Retained earnings		(329.2)	0.6
<b>Total (deficit)/equity</b>		<b>(317.2)</b>	<b>12.1</b>

The Company has elected to take advantage of the exemption under Section 408 of the Companies Act 2006 not to present its separate statement of comprehensive income and related notes.

The Company's loss for the year and total comprehensive expense was £329.8m (2024: £0.3m profit).

These separate financial statements were authorised for issue by the directors and were signed on their behalf by:

Signed by:  
  
 7BFCEd12793B445...  
**Neil Lake**  
 Director  
 Hecate Holdco Limited

Date: 14 August 2025

The notes on pages 81 to 85 form part of these separate financial statements.

## Separate statement of changes in equity

for the year ended on 30 April 2025

	Note	Share capital £m	Share premium £m	Retained earnings/ (losses) £m	Total equity/ (deficit) £m
At 1 May 2023		4.7	4.1	0.3	9.1
<b>Total comprehensive income</b>					
Profit for the year and total comprehensive income		-	-	0.3	0.3
<b>Transactions with owner</b>					
Issue of ordinary shares		2.7	-	-	2.7
<b>At 30 April 2024</b>		<b>7.4</b>	<b>4.1</b>	<b>0.6</b>	<b>12.1</b>
<b>Total comprehensive income</b>					
Loss for the year and total comprehensive expense		-	-	(329.8)	(329.8)
<b>Transactions with owner</b>					
Issue of ordinary shares	K	0.5	-	-	0.5
<b>At 30 April 2025</b>		<b>7.9</b>	<b>4.1</b>	<b>(329.2)</b>	<b>(317.2)</b>

The notes on pages 81 to 85 form part of these separate financial statements.

# Notes to the separate financial statements

## for the year ended on 30 April 2025

### A. General information

Hecate Holdco Limited ("the Company") is a private company, limited by shares, incorporated in England and Wales under the Companies Act 2006 (company number: 13671403). The address of its registered office is First Floor, HYDE, 38 Clarendon Road, Watford, England, WD17 1HZ. These separate financial statements comprise the results of the Company for the year ended on 30 April 2025 ("the year"). The comparative results cover the year ended on 30 April 2024. The Company is a holding company.

### B. Basis of preparation

These separate financial statements have been prepared in accordance with Financial Reporting Standard 101: Reduced Disclosure Framework ("FRS 101"). In preparing these separate financial statements, the Company has applied the recognition, measurement and disclosure requirements of UK-adopted international accounting standards, but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions have been taken.

The Company has adopted all required standards, amendments to and interpretations of existing standards, as well as new standards, amendments to and interpretations of existing standards which have been published but which it is only required to adopt for its reporting periods beginning on or after 1 January 2024.

These separate financial statements are presented in sterling, rounded to the nearest hundred thousand (unless stated otherwise), and have been prepared on the historical cost basis.

The Company has elected to take advantage of the exemption under Section 408 of the Companies Act 2006 not to present its separate statement of comprehensive income and related notes.

The Company has also elected to take advantage of the exemptions available under FRS 101 not to include the following disclosures:

- All disclosures required under IFRS 7: Financial Instruments: Disclosures;
- Comparative disclosures required under paragraph 38 of IAS 1: Presentation of Financial Statements for paragraph 79(a)(iv) of IAS 1;
- Disclosures required under paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111, 134, 135 and 136 of IAS 1: Presentation of Financial Statements;
- All disclosures required under IAS 7: Statement of Cash Flows;
- Disclosures required under paragraphs 30 and 31 of IAS 8: Accounting Policies, Changes in Accounting Estimates and Errors;
- Disclosures of the compensation of key management personnel required under paragraphs 17 and 18A of IAS 24: Related Party Disclosures;
- Disclosures of transactions and balances with other wholly-owned entities within the same group required under IAS 24: Related Party Disclosures; and
- Disclosures required under paragraphs 130(f)(ii), 130(f)(iii), 134(d), 134(e), 134(f), 135(c), 135(d) and 135(e) of IAS 36: Impairment of Assets.

The directors consider it appropriate to adopt a going concern basis of accounting in preparing the Company's separate financial statements (for more information, see note 5 to the consolidated financial statements.)

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# Notes to the separate financial statements

## for the year ended on 30 April 2025 (continued)

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### C. Summary of material accounting policies

#### *C.1 Investments in subsidiaries*

Investments in subsidiaries are held at cost, less any accumulated impairment.

At each reporting date, the Company reviews the carrying amounts of investments in subsidiaries to determine whether or not there is any indication that they have suffered an impairment charge. If such an indication exists, the recoverable amount of the relevant asset is estimated in order to measure any impairment charge.

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

If the recoverable amount of an investment is estimated to be less than its carrying amount, the carrying amount of the investment is reduced to its recoverable amount. An impairment charge is recognised immediately within administrative expenses.

Recognised impairment charges are reversed only if the reasons for the impairment have ceased to apply. The reversal of an impairment charge is recognised immediately within administrative expenses.

#### *C.2 Financial instruments*

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

#### *C.3 Loans receivable*

Loans receivable are recognised initially at their fair values, plus any direct costs incurred, and held subsequently at amortised cost using the effective-interest method, less any expected credit loss allowance. The expected credit loss allowance is calculated using default rates for loans with equivalent credit ratings. Interest income is recognised within finance income, and movements in the allowance are recognised within administrative expenses. Loans receivable are classified as non-current assets unless the Company expects them to be settled within twelve months of the reporting date.

#### *C.4 Trade and other receivables*

Trade and other receivables are recognised initially at their transaction price, and held subsequently at amortised cost, less any expected credit loss allowance. The expected credit loss allowance is calculated using historic payment profiles, while taking into account current and future macro-economic trends. Movements in the allowance are recognised within administrative expenses.

#### *C.5 Cash and cash equivalents*

Cash comprises cash at bank and in hand. The Company has no cash equivalents.

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# Notes to the separate financial statements

## for the year ended on 30 April 2025 (continued)

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### C. Summary of material accounting policies (continued)

#### *C.6 Financial liabilities and equity*

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into.

Financial liabilities are obligations to pay cash or other financial assets. Financial liabilities are recognised initially at their fair values, less any direct costs incurred, and held subsequently at amortised cost using the effective-interest method, with interest expenses recognised within finance costs. A financial liability is derecognised only when the obligation is extinguished.

An equity instrument is any contract that gives a residual interest in the assets of the Company after deducting all of its liabilities.

#### *C.7 Borrowings*

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for more than twelve months from the reporting date.

#### *C.8 Share capital and share premium*

Ordinary shares issued by the Company are recognised as the proceeds received, net of any direct issue costs. The nominal value of the issued shares is recognised within share capital, with the remainder recognised as share premium.

### D. Significant judgements, estimates and assumptions

#### *D.1 Expected credit loss allowance on loan to subsidiary*

The Company holds loans receivable from its subsidiary, Hecate Cleanco Limited, at amortised cost using the effective-interest method, less any expected credit loss allowance. The expected credit loss allowance is calculated using default rates for loans with equivalent credit ratings.

At 30 April 2025, the Company had a gross loan receivable from its subsidiary of £1,385.0m (2024: £1,182.2m), on which it had recognised an allowance of £322.8m (2024: £nil).

An increase in the default rate of 1.0pp would result in an increase in the allowance of £69.9m (2024: £11.8m), while a decrease of 1.0pp would result in a decrease of £74.0m (2024: £nil).

### E. Investments in subsidiaries

At 30 April 2025, the Company's only directly-held subsidiary was Hecate Cleanco Limited. For more information, see note 38 to the consolidated financial statements.

During the year, the Company recognised an impairment charge of £7.5m in relation to its investment in Hecate Cleanco Limited.

# Notes to the separate financial statements

## for the year ended on 30 April 2025 (continued)

### F. Loans receivable

						2025 £m	2024 £m
<b>Non-current</b>							
Gross loan to subsidiary						1,385.0	1,182.2
Less: Expected credit loss allowance						(322.8)	-
Loan to subsidiary						1,062.2	1,182.2
Loans to management						1.3	1.3
<b>Loans receivable</b>						<b>1,063.5</b>	<b>1,183.5</b>
Facility	Issue date	Repayment date	Interest rate	Interest payment frequency	Security	Carrying amount £m	
£1,385.0m loan to subsidiary	October 2021	October 2031	10.0%	Quarterly	Fixed and floating charge	1,062.2	
£1.3m loans to management	Various	On demand	HMRC official rate	Annually	Shares in immediate parent*	1.3	
<b>2025</b>						<b>1,063.5</b>	
£1,182.2m loan to subsidiary	October 2021	October 2031	10.0%	Quarterly	Fixed and floating charge	1,182.2	
£1.3m loans to management	Various	On demand	HMRC official rate	Annually	Shares in immediate parent*	1.3	
<b>2024</b>							<b>1,183.5</b>

\*Hecate Topco Limited

### G. Trade and other receivables

	2025 £m	2024 £m
<b>Current</b>		
Receivables due from group entities	33.8	29.4
Other receivables	0.1	-
<b>Trade and other receivables</b>	<b>33.9</b>	<b>29.4</b>

### H. Cash and cash equivalents

	2025 £m	2024 £m
Cash at bank and in hand	0.2	-

# Notes to the separate financial statements

## for the year ended on 30 April 2025 (continued)

### I. Trade and other payables

	2025 £m	2024 £m
<b>Current</b>		
Payables due to group entities	0.1	-
Interest payable	33.7	29.1
<b>Trade and other payables</b>	<b>33.8</b>	<b>29.1</b>

### J. Borrowings

	2025 £m	2024 £m
<b>Non-current</b>		
Loans from parents	1,381.0	1,178.7

Facility	Issue date	Repayment date	Interest rate	Interest payment frequency	Security	Principal drawn £m	Principal undrawn £m
£1,381.0m loans from parents	October 2021	October 2031	10.0%	Annually	Fixed and floating charge	1,381.0	-
<b>2025</b>						<b>1,381.0</b>	<b>-</b>
£1,178.7m loans from parents	October 2021	October 2031	10.0%	Annually	Fixed and floating charge	1,178.7	-
<b>2024</b>						<b>1,178.7</b>	<b>-</b>

### K. Share capital and share premium

	1p ordinary shares m	Share capital £m	Share premium £m
<b>Allotted, called up and fully paid</b>			
At 1 May 2024	743.5	7.4	4.1
Issue of ordinary shares	42.2	0.5	-
<b>At 30 April 2025</b>	<b>785.7</b>	<b>7.9</b>	<b>4.1</b>