BESTSECRET

6M 2025

# Bond Report

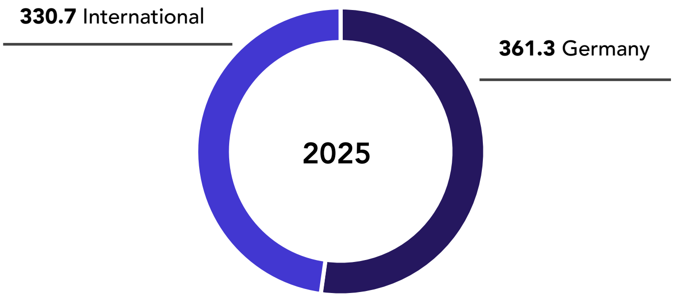
Financial Results Of PrestigeBidCo GmbH

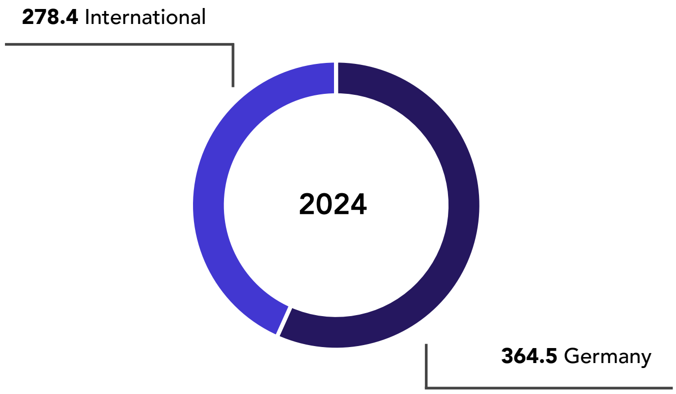
# BESTSECRET AT A GLANCE

| Key figures | 01.01.2025 - 30.06.2025 | 01.01.2024 - 30.06.2024 | Change |
|---|---|---|---|
| **Results of operations (for the reporting period)** | | | |
| Revenue (in € m) | 692.0 | 642.9 | 8 % |
| thereof Germany (in € m) | 361.3 | 364.5 | (1) % |
| thereof International (in € m) | 330.7 | 278.4 | 19 % |
| Adjusted EBITDA (in € m) | 84.5 | 97.2 | (13) % |
| Adjusted EBITDA (as % of revenue) | 12.2 % | 15.1 % | (2.9)pp |
| **Financial position (for the reporting period)** | | | |
| Operating net working capital (in € m) | 168.8 | 203.5 | (17) % |
| Cash flow from operating activities (in € m) | 18.8 | 4.2 | >100% |
| Cash flow from investing activities (in € m) | (273.9) | (29.7) | >100% |
| Cash flow from financing activities (in € m) | 5.3 | (32.7) | <(100%) |
| Cash flow (in € m) | (249.8) | (58.3) | >100% |
| Cash and cash equivalents (in € m) | 160.6 | 184.9 | (13) % |
| Senior secured net debt (in € m) | 439.4 | 215.1 | >100% |
| Senior secured leverage ratio (senior secured net debt / LTM adj. EBITDA) | 2.1 | 1.0 | 99 % |
| **Other** | | | |
| Employees (average headcount for the period) | 2,279 | 2,138 | 7 % |

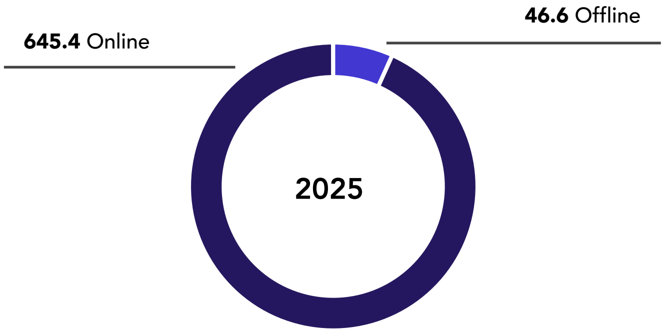
# BESTSECRET REVENUE SPLIT

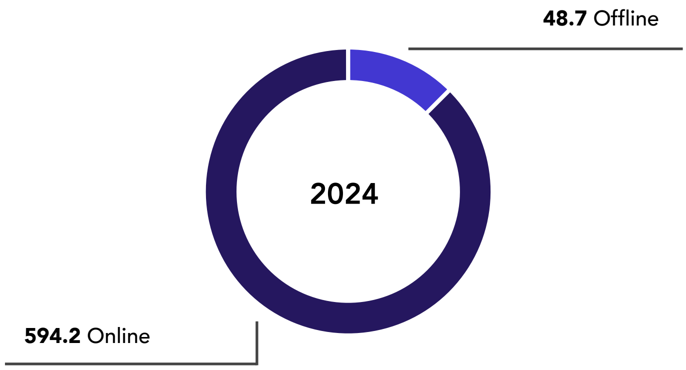
**Revenue by segment**
in € m



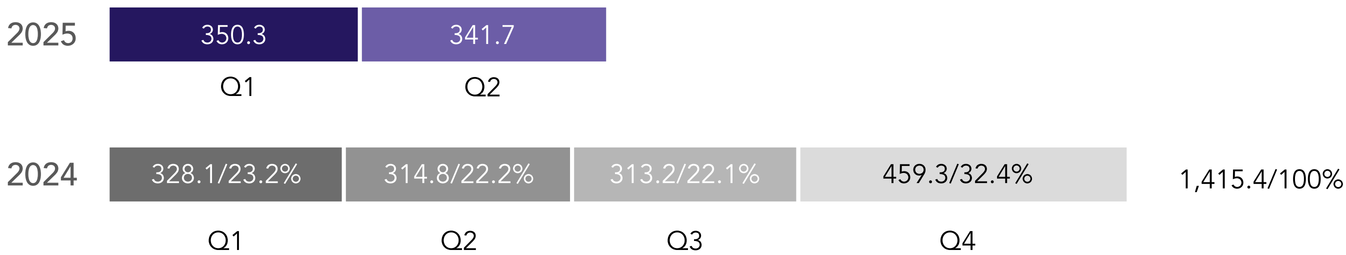




**Revenue by channel**
in € m




**Revenue by quarter**
in € m / % of total annual revenue share



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# 1.
# Overview of results

# Summary

BESTSECRET Group announced revenues of €692.0 million for the first six months of 2025, ended 30 June. This performance reflects a year-over-year increase of 7.6% compared to €642.9 million in the same period of 2024. The Group's sustained growth trajectory is driven by strong international expansion and an increase in the number of active customers. The resilience of BESTSECRET's business model is centered around an exclusive, invitation-only customer membership. This model enables the Group to cultivate longstanding brand relationships and viral customer growth while proving resilience in a challenging market environment.

With an 18.8% year-on-year growth, the segment International was the primary growth driver in the first six months of 2025, reaching €330.7 million (6M 2024: €278.4 million). Representing 47.8% of the Group's revenue, the segment International highlights the success of BESTSECRET's internationalization strategy. The segment Germany remains broadly stable compared to the prior year, with revenues of €361.3 million in the first six months of 2025 (6M 2024: €364.5 million).

BESTSECRET achieved an adjusted EBITDA of €84.5 million, for the period, including expected run rate cost synergies such as from the fulfillment center network expansion. This represents a 13.1% change over the prior year's base of €97.2 million primarily due to a temporarily higher discounting during the first six months of 2025. Despite this impact, the Group maintained a double-digit adjusted EBITDA margin of 12.2% in 6M 2025[1)] (6M 2024: 15.1%).

Group cash and cash equivalents stood at €160.6 million at the end of the reporting period (30 June 2024: €184.9 million), following the bond tap and the agreed shareholder distribution in March. As of 30 June 2025, the Group's revolving credit facility, which has a total size of €125.0 million, was undrawn.

The senior secured net leverage ratio[2] increased to 2.1x on 30 June 2025, compared to 1.0x one year earlier. This development was mainly due to the refinancing in June 2024 as well as the bond tap and shareholder distribution in March this year.

1) Refers to adjusted EBITDA for the issuer PrestigeBidCo GmbH. Adjusted EBITDA at the parent holding entity Best Secret Group SE includes additional administrative expenses for holding services. Adjusted EBITDA for Best Secret Group SE was EUR 78.2 million with an adjusted EBITDA margin of 11.3 percent.

2) The senior secured leverage ratio is calculated as senior secured net financial debt of €439.4 million divided by LTM adjusted EBITDA of €213.8 million.

# Consolidated income statement

| | 01.01.2025 - 30.06.2025 (in € million) | 01.01.2024 - 30.06.2024 (in € million) | Change % |
|---|---|---|---|
| Revenue | 692.0 | 642.9 | 7.6 |
| Cost of sales | (428.8) | (365.9) | 17.2 |
| **Gross profit** | **263.1** | **277.0** | **(5.0)** |
| Selling and distribution expenses | (179.1) | (197.7) | (9.4) |
| Administrative expenses | (51.0) | (49.3) | 3.4 |
| Other operating income | 3.9 | 2.5 | 57.3 |
| Other operating expenses | (3.5) | (3.3) | 5.2 |
| **Earnings before interest and taxes (EBIT)** | **33.5** | **29.2** | **14.8** |
| Financial income | 14.3 | 7.0 | >100.0 |
| Financial expenses | (42.1) | (86.8) | (51.5) |
| **Earnings before taxes (EBT)** | **5.7** | **(50.6)** | **>100.0** |
| Income taxes | 60.5 | 12.5 | >100.0 |
| **Net income /( loss) for the period** | **66.2** | **(38.1)** | **>100.0** |

# Consolidated statement of financial position

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION - ASSETS

| | 30.06.2025 (in € million) | 31.12.2024 (in € million) | Change % |
|---|---|---|---|
| **Assets** | | | |
| **Non-current assets** | | | |
| Goodwill | 203.5 | 203.5 | — |
| Other intangible assets | 216.7 | 216.4 | 0.1 |
| Property, plant and equipment | 139.3 | 135.9 | 2.6 |
| Right-of-use assets | 138.8 | 162.2 | (14.4) |
| Non-current financial assets | 253.2 | 10.7 | >100.0 |
| Deferred tax assets | 2.4 | 0.0 | n/a |
| **Total non-current assets** | **954.0** | **728.7** | **30.9** |
| | | | |
| **Current assets** | | | |
| Inventories | 482.6 | 479.3 | 0.7 |
| Trade and other receivables | 5.0 | 6.2 | (19.5) |
| Other current financial assets | 38.0 | 40.3 | (5.6) |
| Other current non-financial assets | 52.6 | 55.6 | (5.3) |
| Income tax receivable | 2.7 | 1.9 | 43.3 |
| Cash and cash equivalents | 160.6 | 410.3 | (60.9) |
| **Total current assets** | **741.5** | **993.6** | **(25.4)** |
| **Total assets** | **1,695.5** | **1,722.3** | **(1.6)** |

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION - EQUITY AND LIABILITIES

| | 30.06.2025 (in € million) | 31.12.2024 (in € million) | Change % |
|---|---|---|---|
| **Equity** | | | |
| Issued capital | 0.03 | 0.03 | — |
| Capital reserves | 474.2 | 474.2 | — |
| Retained earnings | (23.4) | (89.6) | (73.9) |
| Other components of equity | (7.6) | (5.7) | 33.6 |
| **Total equity** | **443.2** | **378.9** | **17.0** |
| | | | |
| **Non-current liabilities** | | | |
| Non-current provisions | 3.2 | 3.1 | 2.3 |
| Non-current interest-bearing loans and borrowings | 636.7 | 578.6 | 10.0 |
| Non-current lease liabilities | 150.8 | 175.4 | (14.0) |
| Deferred tax liabilities | 0.0 | 56.1 | (100.0) |
| **Total non-current liabilities** | **790.7** | **813.2** | **(2.8)** |
| | | | |
| **Current liabilities** | | | |
| Trade and other payables | 209.7 | 213.2 | (1.6) |
| Current interest-bearing loans and borrowings | 11.0 | 10.5 | 5.1 |
| Current lease liabilities | 17.0 | 15.2 | 11.7 |
| Other current financial liabilities | 148.7 | 185.1 | (19.7) |
| Current non-financial liabilities | 74.7 | 105.7 | (29.3) |
| Income tax payable | 0.5 | 0.5 | (4.2) |
| **Total current liabilities** | **461.7** | **530.2** | **(12.9)** |
| **Total equity and liabilities** | **1,695.5** | **1,722.3** | **(1.6)** |

# Consolidated statement of cash flows

| | 01.01.2025 - 30.06.2025 (in € million) | 01.01.2024 - 30.06.2024 (in € million) | Change % |
|---|---|---|---|
| **Earnings before interest and taxes (EBIT)** | **33.5** | **29.2** | **14.8** |
| Depreciation of property, plant and equipment and right-of-use assets | 13.7 | 12.0 | 13.6 |
| Amortization, impairment and reversal of impairment of intangible assets and goodwill | 18.5 | 36.5 | (49.2) |
| **Earnings before interest, taxes, depreciation, and amortization (EBITDA)** | **65.7** | **77.8** | **(15.5)** |
| Adjustments to reconcile EBITDA to cash flow | (20.3) | (42.5) | (52.3) |
| Change in operating working capital | (27.2) | (26.1) | 4.3 |
| Income tax paid | (1.4) | (7.8) | (81.6) |
| Interest received | 2.0 | 2.8 | (29.6) |
| **Cash flows from operating activities** | **18.8** | **4.2** | **>100.0** |
| CAPEX | (35.1) | (29.7) | 18.0 |
| Proceeds from sale of tangible and intangible assets | 0.1 | 0.0 | n/a |
| Cash advances and loans to other parties | (238.9) | 0.0 | n/a |
| **Cash flows from investing activities** | **(273.9)** | **(29.7)** | **>100.0** |
| Payment of lease liabilities | (3.7) | (4.8) | (23.1) |
| Interest paid | (31.9) | (28.0) | 14.2 |
| Payment of transaction costs on issue of Senior Secured Notes | (1.1) | 0.0 | n/a |
| Proceeds from borrowings | 59.1 | 0.0 | n/a |
| Repayment of loans and borrowings | (1.1) | 0.0 | n/a |
| Dividends paid | (16.0) | 0.0 | n/a |
| **Cash flows from financing activities** | **5.3** | **(32.7)** | **<(100.0)** |
| **Change in cash and cash equivalents** | **(249.8)** | **(58.3)** | **>100.0** |
| **Cash and cash equivalents at the end of the period** | **160.6** | **184.9** | **(13.2)** |

# 2.
# Management discussion and analysis of financial condition and results of operations

# Segments

IFRS 8 requires that operating segments be defined on the basis of the internal reports of corporate divisions that are regularly reviewed by the chief operating decision maker (CODM) of the Group for the purpose of making decisions about the allocation of resources and assessing the financial performance of the given segments Germany and International. Thus, the internal organizational and management structure and the internal reports submitted to the CODM form the basis for determining the segment reporting format of the Group. Primary emphasis is placed on the key performance indicators revenue and adjusted EBITDA. There are no intersegment transactions in the internal reporting structure. No information on segment assets or liabilities is available or relevant for decision-making.

The Group operates based on the internal management structure with two segments Germany and International. The results by segments can be summarized as follows:

**Results by segment as of 30 June 2025**

| in € million | Germany | International | Total Group |
|---|---|---|---|
| **Revenue** | **361.3** | **330.7** | **692.0** |
| **Cost of Sales** | **(225.6)** | **(202.8)** | **(428.4)** |
| **Adjusted EBITDA** | **43.7** | **40.9** | **84.5** |
| Exceptional items | 3.3 | 2.6 | 5.8 |
| Run rate cost synergies | 7.2 | 5.7 | 13.0 |
| **Earnings before interest, taxes, depreciation, and amortization (EBITDA)** | **33.2** | **32.5** | **65.7** |

### Results by segment as of 30 June 2024

| in € million | Germany | International | Total Group |
|---|---|---|---|
| **Revenue** | **364.5** | **278.4** | **642.9** |
| **Cost of Sales** | **(204.7)** | **(160.5)** | **(365.2)** |
| **Adjusted EBITDA** | **61.5** | **35.7** | **97.2** |
| Exceptional items | 6.7 | 4.8 | 11.5 |
| Run rate cost synergies | 4.9 | 3.1 | 8.0 |
| **Earnings before interest, taxes, depreciation, and amortization (EBITDA)** | **49.9** | **27.8** | **77.8** |

The following table shows the reconciliation of cost of sales reported in the segment reporting and cost of sales according to the Group's financial performance.

| | 01.01.2025 - 30.06.2025 (in € million) | 01.01.2024 - 30.06.2024 (in € million) |
|---|---|---|
| **Cost of Sales as shown in segment reporting** | **(428.4)** | **(365.2)** |
| Reconciling items | **(0.5)** | **(0.7)** |
| **Cost of Sales as shown in consolidated income statement** | **(428.8)** | **(365.9)** |

Reconciling items mainly include depreciation and amortization and exceptional items.

# Results of operations

| | 01.01.2025 - 30.06.2025 (in € million) | 01.01.2024 - 30.06.2024 (in € million) | Change % |
|---|---|---|---|
| Revenue | 692.0 | 642.9 | 7.6 |
| Cost of sales | (428.8) | (365.9) | 17.2 |
| **Gross profit** | **263.1** | **277.0** | **(5.0)** |
| Selling and distribution expenses | (179.1) | (197.7) | (9.4) |
| Administrative expenses | (51.0) | (49.3) | 3.4 |
| Other operating income | 3.9 | 2.5 | 57.3 |
| Other operating expenses | (3.5) | (3.3) | 5.2 |
| **Earnings before interest and taxes (EBIT)** | **33.5** | **29.2** | **14.8** |
| Financial income | 14.3 | 7.0 | >100.0 |
| Financial expenses | (42.1) | (86.8) | (51.5) |
| **Earnings before taxes (EBT)** | **5.7** | **(50.6)** | **>100.0** |
| Income taxes | 60.5 | 12.5 | >100.0 |
| **Net income /( loss) for the period** | **66.2** | **(38.1)** | **>100.0** |

## REVENUE

BESTSECRET Group's revenue increased by €49.1 million, or 7.6%, from €642.9 million for the first six months ended 30 June 2024 to €692.0 million for the first six months ended 30 June 2025. This development reflects the Group's sustained growth trajectory thanks to the strong international expansion and the resilience of BESTSECRET's business model.

The revenue generated in Germany changed by €3.2 million, or 0.9%, from €364.5 million for the first six months ended 30 June 2024 to €361.3 million for the first six months ended 30 June 2025. The International business revenue increased by €52.3 million, or 18.8%, from €278.4 million for the first six months ended 30 June 2024 to €330.7 million for the first six months ended 30 June 2025. The growth of 18.8% is mainly attributable to the continuous customer base growth. For the first six months ended 30 June 2025, 47.8% of the Group's revenue was generated outside of Germany, an increase from

43.3% in the prior year period, confirming the success of BESTSECRET's internationalization strategy.

## COST OF SALES

Cost of sales increased by €62.9 million, or 17.2%, from €365.9 million for the first six months ended 30 June 2024 to €428.8 million for the first six months ended 30 June 2025. Cost of sales as a percentage of revenue were 62.0% which is 5.1% percentage points higher than for the first six months ended 30 June 2024 (56.9%). The increase was mainly due to higher discounting of the remaining 2024 merchandise in the first six months ended 30 June 2025.

## SELLING AND DISTRIBUTION EXPENSES

Selling and distribution expenses decreased by €18.6 million, or 9.4%, from €197.7 million for the first six months ended 30 June 2024 to €179.1 million for the first six months ended 30 June 2025. The selling and distribution expenses mainly contain fulfillment expenses of €122.8 million (6M 2024: €122.1 million), marketing expenses of €15.3 million (6M 2024: €14.4 million), sales expenses of €20.2 million (6M 2024: €19.4 million) as well as amortization and depreciation expenses of €20.7 million (6M 2024: €41.8 million). The fulfillment cost ratio decreased to 17.7% of revenue for the first six months ended 30 June 2025 from 19.0% for the first six months ended 30 June 2024 thanks to the expanded fulfillment center network. Marketing expenses in the reporting period equaled 2.2% (6M 2024: 2.2%) of revenue which is low by industry standards thanks to our viral customer growth. Amortization in the amount of €4.3 million (6M 2024: €24.4 million) primarily relates to amortization of brand name and customer base. The decrease is due to the fact that the customer base was fully amoritized as at 31 December 2024.

## ADMINISTRATIVE EXPENSES

Administrative expenses increased by €1.7 million, or 3.4%, from €49.3 million for the first six months ended 30 June 2024 to €51.0 million for the first six months ended 30 June 2025. Administrative expenses consist of technology expenses of €13.0 million (6M 2024: €18.8 million), general and administrative expenses of €26.6 million (6M 2024: €23.8 million) and depreciation expenses of €11.4 million (6M 2024: €6.7 million). The increase in administrative expenses is primarily driven by higher depreciation after the implementation of SAP in April 2024.

## OTHER OPERATING INCOME

Other operating income increased by €1.4 million from €2.5 million for the first six months ended 30 June 2024 to €3.9 million for the first six months ended 30 June 2025. Other operating income mainly consists of income from foreign currency exchange differences and income from the passing on of intercompany transactions to the holding company.

## OTHER OPERATING EXPENSES

Other operating expenses increased by €0.2 million from €3.3 million for the first six months ended 30 June 2024 to €3.5 million for the first six months ended 30 June 2025. Other operating expenses mainly consist of foreign currency exchange losses.

## FINANCIAL INCOME

Financial income increased by €7.3 million from €7.0 million for the first six months ended 30 June 2024 to €14.3 million for the first six months ended 30 June 2025. The increase in financial income is mainly driven by higher interest income from affiliated companies, positive exchange rate differences from lease liabilities and loans as well as income from a positive change in fair value of the embedded derivates.

## FINANCIAL EXPENSES

Financial expenses decreased by €44.7 million from €86.8 million for the first six months ended 30 June 2024 to €42.1 million for the first six months ended 30 June 2025. Financial expenses mainly consist of interest and other expenses for the Senior Secured Notes, interest on lease liabilities and the valuation of embedded derivatives on the reporting date. The decrease in financial expenses is mainly due to an extraordinary pre-schedule amortization of transaction costs for the previous bond in the amount of € 45.3 million.

## INCOME TAXES

Income taxes changed by €48.0 million from €12.5 million tax income for the first six months ended 30 June 2024 to €60.5 million tax income for the first six months ended 30 June 2025.

Effective 1 January 2025 PrestigeBidCo GmbH is no longer the controlling entity of the tax group, but now a controlled company within the tax group. As a result, all profits and losses as well as obligations in tax matters are transferred to the new controlling tax entity, PrestigeBidCo Holding GmbH.

As a consequence, current income taxes decreased and only include current income taxes from foreign subsidiaries that are not part of the tax group.

Further, deferred taxes within the tax group were derecognized and recognized by the new controlling company.

## NET INCOME/LOSS FOR THE PERIOD

Net income for the period amounted to €66.2 million for the first six months ended 30 June 2025, compared to a net loss of €38.1 million for the first six months ended 30 June 2024, representing a increase of €104.3 million. The increase is primarily due to the decrease in income taxes and lower financial expenses.

## EBITDA / ADJUSTED EBITDA

| | 01.01.2025 - 30.06.2025 (in € million) | 01.01.2024 - 30.06.2024 (in € million) |
|---|---|---|
| **Earnings before interest and taxes (EBIT)** | **33.5** | **29.2** |
| Depreciation, amortization, impairment loss and reversal of impairment loss | 32.2 | 48.5 |
| **Earnings before interest, taxes, depreciation, and amortization (EBITDA)** | **65.7** | **77.8** |
| Exceptional Items | 5.8 | 11.5 |
| Run rate cost synergies | 13.0 | 8.0 |
| **Adjusted EBITDA** | **84.5** | **97.2** |

Expenses for depreciation, amortization, impairment loss and reversal of impairment loss decreased by €16.3 million from €48.5 million for the first six months ended 30 June 2024 to €32.2 million for the first six months ended 30 June 2025.

EBITDA decreased by €12.0 million, from €77.8 million for the first six months ended 30 June 2024 to €65.7 million for the first six months ended 30 June 2025.

The adjustments decreased by €0.7 million, from €19.5 million for the first six months ended 30 June 2024 to €18.8 million for the first six months ended 30 June 2025 mainly due to lower investments in tech and data as a result of the successful implementation of SAP in 2024. The effect was partly offset by higher run rate cost synergies including but not limited to run rate cost synergies from the fulfillment center network expansion.

Adjusted EBITDA decreased by €12.7 million, from €97.2 million for the first six months ended 30 June 2024 to €84.5 million for the first six months ended 30 June 2025. The decrease in adjusted EBITDA was due to higher discounting of the remaining 2024 merchandise in the first six months ended 30 June 2025, partly offset by the progressing automation within our fulfillment center network.

## CASH FLOWS

The following table sets forth the principal components of the Group's cash flow for the first six months ended 30 June 2025 and 2024:

| | 01.01.2025 - 30.06.2025 (in € million) | 01.01.2024 - 30.06.2024 (in € million) | Change % |
|---|---|---|---|
| **Earnings before interest and taxes (EBIT)** | **33.5** | **29.2** | **14.8** |
| Depreciation of property, plant and equipment and right-of-use assets | 13.7 | 12.0 | 13.6 |
| Amortization, impairment and reversal of impairment of intangible assets and goodwill | 18.5 | 36.5 | (49.2) |
| **Earnings before interest, taxes, depreciation, and amortization (EBITDA)** | **65.7** | **77.8** | **(15.5)** |
| Adjustments to reconcile EBITDA to cash flow | (20.3) | (42.5) | (52.3) |
| Change in operating working capital | (27.2) | (26.1) | 4.3 |
| Income tax paid | (1.4) | (7.8) | (81.6) |
| Interest received | 2.0 | 2.8 | (29.6) |
| **Cash flows from operating activities** | **18.8** | **4.2** | **>100.0** |
| CAPEX | (35.1) | (29.7) | 18.0 |
| Proceeds from sale of tangible and intangible assets | 0.1 | 0.0 | n/a |
| Cash advances and loans to other parties | (238.9) | 0.0 | n/a |
| **Cash flows from investing activities** | **(273.9)** | **(29.7)** | **>100.0** |
| Payment of lease liabilities | (3.7) | (4.8) | (23.1) |
| Interest paid | (31.9) | (28.0) | 14.2 |
| Payment of transaction costs on issue of Senior Secured Notes | (1.1) | 0.0 | n/a |
| Proceeds from borrowings | 59.1 | 0.0 | n/a |
| Repayment of loans and borrowings | (1.1) | 0.0 | n/a |
| Dividends paid | (16.0) | 0.0 | n/a |
| **Cash flows from financing activities** | **5.3** | **(32.7)** | **<(100.0)** |
| **Change in cash and cash equivalents** | **(249.8)** | **(58.3)** | **>100.0** |
| **Cash and cash equivalents at the end of the period** | **160.6** | **184.9** | **(13.2)** |

## CASH FLOWS FROM OPERATING ACTIVITIES

Cash flows from operating activities changed by €14.6 million from €4.2 million net inflow for the first six months ended 30 June 2024 to a net inflow of €18.8 million for the first six months ended 30 June 2025. The cash flows from operating activities were mainly influenced by a decrease in trade payables which was partly offset by a decrease in inventories and other assets.

## CASH FLOWS FROM INVESTING ACTIVITIES

Cash flows from investing activities changed by €244.1 million from a net outflow of €29.7 million for the first six months ended June 30, 2024 to a net outflow of €273.9 million for the first six months ended 30 June 2025. The increase primarily resulted from a loan given to the parent company Prestige BidCo Holding GmbH in relation to the agreed shareholder distribution by the ultimate parent company Best Secret Group SE.

## CASH FLOWS FROM FINANCING ACTIVITIES

Cash flows from financing activities changed by €38.0 million from a net outflow of €32.7 million for the first six months ended 30 June 2024 to a net inflow of €5.3 million for the first six months ended 30 June 2025. The cash flow from financing activities was primarily influenced by the €50.0 million tap of the Senior Secured Notes in March of this year and the payment of an intra-group dividend to cover the operating loss at the level of Best Secret Group SE resulting from its holding function (see subsequent events disclosed in bond report 9M 2024).

## OPERATING NET WORKING CAPITAL

The operating net working capital is defined as the sum of the (i) inventories and prepayments for inventories, (ii) trade and other receivables, (iii) trade and other payables, (iv) others. 'Others' includes refund liabilities, assets for the right to recover possession of goods for expected returns, liabilities for processed returns as well as financial liabilities in connection with supply chain financing. The development of the BESTSECRET Group's operating net working capital is a key factor for the Group's operating cash flow.

The following table summarizes the BESTSECRET Group net working capital as at the dates indicated:

| | 30.06.2025 (in € million) | 31.12.2024 (in € million) | Change % |
|---|---|---|---|
| Inventories and prepayments for inventories | 496.9 | 494.1 | 0.6 |
| Trade and other receivables | 5.0 | 6.2 | (19.5) |
| Trade and other payables | (209.7) | (213.2) | (1.6) |
| Others | (123.4) | (154.3) | (20.0) |
| **Operating Net Working Capital** | **168.8** | **132.8** | **27.2** |

Operating net working capital increased by €36.1 million to €168.8 million mainly due to lower refund liability and other liabilities which were partly offset by lower right to recover possession.

# Net financial debt and ratios

| | 30.06.2025 | 31.12.2024 |
|---|---|---|
| Senior secured net financial debt [1)] | 439.4 | 139.7 |
| LTM interest expense [2)] | 55.7 | 96.5 |
| Ratio of Senior secured net financial debt to LTM Adjusted EBITDA [3)] | 2.1 | 0.6 |
| Ratio of LTM Adjusted EBITDA to interest expense (fixed charge) [2)] | 3.8 | 2.3 |

1) Principal amount. The balance sheet amount on the basis of IFRS was €446.3 million on 30 June 2025. Net financial debt (principal amount) is €648.1 million on 30 June 2025. Net financial debt (balance sheet amount on the basis of IFRS) was €655.0 million on 30 June 2025.
2) Revision of the calculation rationale.
3) Based on principal amount of debt. Using the IFRS balance sheet amount, the ratio was 2.1x on June 30, 2025. Ratio based on principal amount of net financial debt is 3.0x on 30 June 2025. Using the IFRS balance sheet amount of net financial debt, the ratio was 3.1x on 30 June 2025.

# Average number of employees

| | 30.06.2025 | 30.06.2024 |
|---|---|---|
| **Function** | | |
| Commercial | 304 | 268 |
| Operations | 1,592 | 1,522 |
| Technology | 355 | 330 |
| Administration | 29 | 18 |
| **Total** | **2,279** | **2,138** |

| | 30.06.2025 | 30.06.2024 |
|---|---|---|
| **Geography** | | |
| Germany | 1,889 | 1,781 |
| International | 390 | 357 |
| **Total** | **2,279** | **2,138** |

The average number of employees in the first six months 2025 was 2,279.

# Subsequent events

In line with the Group's ongoing growth and international expansion, Best Secret Bulgaria EOOD was established in Sofia, Bulgaria, on August 7, 2025, as a wholly owned subsidiary of Best Secret GmbH. The new entity will support the current teams and focus on business administration functions, including but not limited to finance, accounting, and centralized services.

No other events occurred that would require adjustments to the amounts recognized in the consolidated financial statements or would need to be disclosed under this heading.

# Risks and opportunities

For a detailed list of the risks and opportunities the BESTSECRET Group faces, the report refers to the Group's annual bond report 2024. The risks and opportunities being described in the 2024 annual bond report are not the only ones the Group faces. Additional risks and uncertainties of which BESTSECRET Group is not aware or that the Group currently believes are immaterial may also adversely affect the business, financial condition and results of operations. If any of the possible events described in the 2024 annual bond report were to occur, BESTSECRET Group's business, results of operations and financial condition could be materially and adversely affected. If that happens, the trading prices of the Notes could decline, the Group may not be able to pay interest or principal on the Notes when due and investors could lose all or part of their investment.

The BESTSECRET Group is exposed to numerous potential risks. In order to achieve targets and maximize value, management's role is to continually identify these risks and minimize potential exposure to these risks.

BESTSECRET Group's management continuously reviews both internal and external risks in all business areas and subsidiaries, evaluates them with respect to exposure and probability of occurrence and ensures, where appropriate, that amounts are reflected in the financial statements to cover such exposure.

# 3.
# Other information

# Accounting principles

## General principles

The registered office of PrestigeBidCo GmbH is located at Margaretha-Ley-Ring 27, Aschheim, Germany. The company is registered with the Munich Registry Court (record HRB 227078).

This Bond Report has been prepared based on International Financial Reporting Standards (IFRS) and should be read in conjunction with the Group's last Annual Consolidated Financial Statements for the financial year ended 31 December 2024. It does not include all of the information required for a complete set of IFRS financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance since the last consolidated financial statements.

The accounting and valuation principles as well as the consolidation principles for the reporting period are substantially consistent with those applied for the PrestigeBidCo's Annual Consolidated Financial statements as of 31 December 2024.

The Condensed Consolidated Interim Financial Statements were authorized by the company's management board by the signed financial statements dated 26 August 2025.

The Consolidated Financial Statements are presented in euros (EUR/€). All figures are stated in millions of euros unless otherwise stated.

## New accounting standards

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS) and the interpretations of the IFRS Interpretations Committee (IFRS IC) as adopted in the European Union (EU).

The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2024, except for the adoption of new accounting standards effective as of 1 January 2025. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

# Consolidation principles

All of the German and foreign entities over which PrestigeBidCo GmbH has direct or indirect control are fully consolidated in the Consolidated Financial Statements. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

The consolidated financial statements of the Group include:

| | | Shareholding in % |
|---|---|---|
| **Company name** | **Location** | **30.06.2025** |
| PrestigeBidCo GmbH (Germany) | Aschheim | |
| Best Secret GmbH (Germany) | Aschheim | 100 |
| Best Secret Logistik GmbH (Germany) | Poing | 100 |
| Lawrence Grey GmbH (Germany) | Aschheim | 100 |
| Best Secret Retail Wien GmbH (Austria) | Vienna | 100 |
| Best Secret Hellas S.M. S.A. (Greece) | Ioannina | 100 |
| Best Secret S.r.l. (Italy) | Milano | 100 |
| Best Secret Poland sp. z o.o. (Poland) | Sulechów | 100 |

# Currency translation

The Group's consolidated financial statements are presented in euros, which is also the parent company's functional currency. That is the currency of the primary economic environment in which the Group operates. For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

# Use of estimates and assumptions

The preparation of consolidated financial statements in accordance with IFRS requires management to make judgements, assumptions and estimates that have effects on the amounts carried and the related disclosures. Although these estimates are based on the current events and measured to the best of management's knowledge, there may be deviations between estimated and actual results. Significant estimates and assumptions have been used for the following matters in particular:

- Impairment of non-financial assets (including forecasts)
- Determination and assessment of the realizability of deferred tax assets on unused tax losses and income taxes
- Assumptions for the calculation of returns and unredeemed coupons
- Inventory valuation
- Segment reporting
- Assessment of the necessity and amount of allowances on receivables
- Interest rate in connection with IFRS 16
- Assumptions with regard to making use of termination or extension options in connection with IFRS 16
- Assumptions with regards to notes measurement including separation of embedded derivatives
- Assumptions with regards to fair value measurement of derivative financial instruments
- Customer acquisition costs
- Presentation of amounts related to supply chain financing
- Factoring agreements

# Definitions

## BESTSECRET GROUP

BESTSECRET Group, Group, company, refers to the issuer (PrestigeBidCo GmbH) including Best Secret GmbH, Best Secret Logistik GmbH, Lawrence Grey GmbH, Best Secret Retail Wien GmbH, Best Secret Hellas S.M. S.A., Best Secret S.r.l., Best Secret Poland sp. z o.o. with respect to the information as of and for the period ended 30 June 2025.

## ISSUER

PrestigeBidCo GmbH, a company with limited liability ("Gesellschaft mit beschränkter Haftung") incorporated and existing under the laws of Germany with its registered office at Margaretha-Ley-Ring 27, 85609 Aschheim, Germany and registered with the commercial register at the local court (Amtsgericht) of Munich under number HRB 227078.

## NOTES

On 3 July 2024 PrestigeBidCo GmbH issued new Senior Secured Notes. The initial Senior Secured Notes have a volume of €550.0 million and a maturity date of 1 July 2029. The interest rate is based on three-month EURIBOR (subject to a 0% floor) plus 375 basis points per annum. Interest will be paid on the Notes quarterly in arrears on each 15 January, 15 April, 15 July and 15 October, commencing on 15 October 2024.

On 11 March 2025 PrestigeBidCo GmbH issued an additional €50.0 million private placement tap. The purchase price is equal to 100.75% of the principal amount plus accrued and unpaid interest from 15 January 2025 to the closing date. The additional notes of €50.0 million have the same terms and conditions as the initial notes. The current Senior Secured Notes have a total volume of €600.0 million.

## OPERATING NET WORKING CAPITAL

Operating net working capital is defined as the sum of (i) inventories and prepayments for inventories, (ii) trade and other receivables, (iii) trade and other payables and (iv) others. ‘Others’ includes refund liabilities, assets for the right to recover possession of goods for expected returns, liabilities for processed returns as well as financial liabilities in connection with supply chain financing.

## REVOLVING CREDIT FACILITY

As of June 30, 2025, Revolving Credit Facility (RCF) means the credit facility in the amount of €110.0 million under the revolving credit facility agreement dated 14 July 2022 and additional Credit Facility Commitment for €15.0 million under the revolving credit facility agreement dated 4 March 2025 among the Issuer, as borrower, and UniCredit, Goldman Sachs, J.P. Morgan and Deutsche Bank, as lenders.

## SENIOR SECURED NET DEBT

We define senior secured net debt as the principal amount of the Senior Secured Notes and the Revolving Credit Facility less cash and cash equivalents.

# Presentation of financial information

## Financial information

The consolidated financial statements included in this Report have been prepared in accordance with International Financial Reporting Standards (IFRS).

The financial information in this Report is based on that of PrestigeBidCo GmbH. In particular, this Report includes the unaudited consolidated financial statements of PrestigeBidCo GmbH, Aschheim and its subsidiaries (the Group), which comprise the consolidated statements of comprehensive income for the first six months 2025, the consolidated balance sheet as at 30 June 2025, the consolidated statements of cash flows for the first six months 2025.

## Non-IFRS financial measures

This Report contains non-IFRS financial measures and ratios, including EBITDA, Adjusted EBITDA, Capital Expenditure and Operating Net Working Capital that are not required by, or presented in accordance with, IFRS. BESTSECRET Group’s non-IFRS financial measures are defined by the Group as set out below.

“EBITDA” is defined as net income/(net loss) for the period before income taxes, financial income, financial expenses, depreciation, amortization and impairment losses and the reversal of impairment losses, each as shown in the Consolidated Financial Statements.

“Adjusted EBITDA” is defined as EBITDA excluding exceptional items and including pro forma synergies. Therefore, the reconciliation from EBITDA to adjusted EBITDA includes (i) non-recurring, extraordinary and other non-operational items and (ii) run rate cost synergies from the fulfillment center network expansion (calculated as percentage of revenue), as well as other cost synergies resulting from initiatives aimed to improve our cost-to-serve, and broader efficiency measures implemented by management across the organization.

“Capital Expenditure” is defined as the sum of: (i) purchase of property, plant and equipment, (ii) purchase of intangible assets and (iii) capitalized development costs each as shown in the consolidated statements of cash flows in the Consolidated Financial Statements.

"Operating Net Working Capital" is defined as the sum of (i) inventories and prepayments for inventories, (ii) trade and other receivables, (iii) trade and other payables and (iv) others. 'Others' includes refund liabilities, assets for the right to recover possession of goods for expected returns, liabilities for processed returns as well as financial liabilities in connection with supply chain financing.

The non-IFRS financial measures are presented because the BESTSECRET Group believes that they are widely used by certain investors, securities analysts and other interested parties as supplemental measures of performance and liquidity. The non-IFRS financial measures may not be comparable to other similarly titled measures of other companies and should not be considered in isolation or be used as a substitute for an analysis of the Group's operating result as reported under IFRS. Non-IFRS financial measures and ratios are not measurements of the BESTSECRET Group's performance or liquidity under IFRS and should not be considered as alternatives to net income/net loss for the period or any other performance measures derived in accordance with IFRS or any other generally accepted accounting principles or as alternatives to cash flow from operating, investing or financing activities. The non-IFRS financial measures may not give an accurate or complete picture of the Group's financial condition or results of operations for the periods presented and should not be relied upon when making an investment decision.

# Rounding

Certain numerical figures set out in this Report, including financial information presented in millions and percentages, have been subject to rounding adjustments. As a result, it is possible that figures may not add up exactly to the total stated, and the percentages presented may not precisely reflect the figures they corresponded to. With respect to financial information set out in this Report, a dash ("—") signifies that the relevant figure is not available, while a zero ("0.0") signifies that the relevant figure is available but is or has been rounded to zero.

# Forward-looking statements

This Report includes forward-looking statements. These forward-looking statements include, but are not limited to, all statements other than statements of historical facts contained in this Report, including, without limitation, those regarding the future financial position and results of operations, strategy, plans, objectives, goals and targets, future developments in the markets in which the Group participate or is seeking to participate, or anticipated regulatory changes in the markets in which the Group operates or intends to operate. In some cases, investors can identify forward-looking statements by terminology such as "aim," "anticipate," "believe," "continue," "could," "estimate," "expect," "forecast," "guidance," "intend," "may," "plan," "potential," "predict," "projected," "should," or "will" or the negative of such terms or other comparable terminology.

By their nature, forward-looking statements involve known and unknown risks, uncertainties, and other factors because they relate to events and depend on circumstances that may or may not occur in the future. The Group cautions investors that forward-looking statements are not guarantees of future performance and are based on numerous assumptions and that the Group's actual results of operations, including the financial condition and liquidity and the development of the industry in which the Group operates, may differ materially from (and be more negative than) those made in, or suggested by, the forward-looking statements contained in this Report. In addition, even if the Group's results of operations, including the financial condition and liquidity and the development of the industry in which the Group operates, are consistent with the forward-looking statements contained in this report, those results or developments may not be indicative of results or developments in subsequent periods.

**Imprint**

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