

**FRONERI**

# For the love of ice cream



Annual report and accounts  
31 December 2025



## Our purpose

**To treat  
the world  
to more joy,  
one ice cream  
at a time**



Find out more at: [froneri.com](https://froneri.com)

**FRONERI**



## 2025 highlights

### Headlines

- Revenue growth of 3.1%<sup>1</sup>
- A-brands sales growth of 2.4%<sup>1</sup> underpinned by increased marketing support investment
- From January 2026 the extension of our licensing arrangement with Mondelēz Europe (i) into the Nordics region; and (ii) to include the Lotus Biscoff brand
- Crufi, Uruguay, successfully integrated
- Reached agreement to acquire Food Union, subject to anti-trust clearance

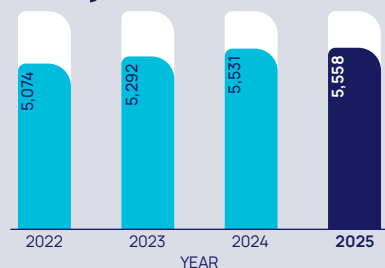
- Reduction in safety incidents
- Successful completion of shareholder distribution and related refinancings

2024 results throughout this report are unaudited. See note Accounting policies for more information

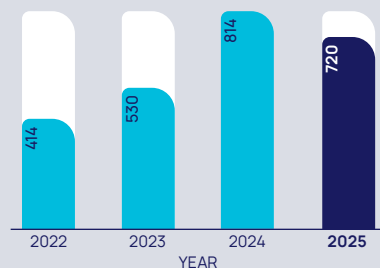
<sup>1</sup> At like-for-like FX rates.

### Financial

Revenue  
**€5,558m**



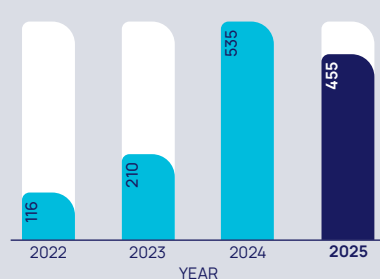
Operating profit  
**€720m**



Profit/(loss) before tax  
**€317m**



Free cash flow  
**€455m**



### Contents

#### Overview

- 01** 2025 highlights
- 02** Group at a glance

#### Consolidated management report

- 05** Chairman's statement
- 08** CEO review
- 10** Consumer trend and market overview
- 14** Financial review

#### Environmental, Social and Governance ("ESG")

- 21** ESG overview
- 24** Our key milestones
- 26** Our sustainability journey so far
- 36** The future
- 40** Appendix
- 48** Governance

#### Financial statements

- 59** Consolidated income statement
- 60** Consolidated statement of comprehensive income
- 61** Consolidated statement of financial position
- 63** Consolidated statement of changes in equity
- 64** Consolidated cash flow statement
- 66** Notes (forming part of the financial statements)
- 113** Independent auditors' report

## At a glance

# Our goal

To grow our business through celebrated brands and own label products, bringing excitement to our consumers and customers.

## About us

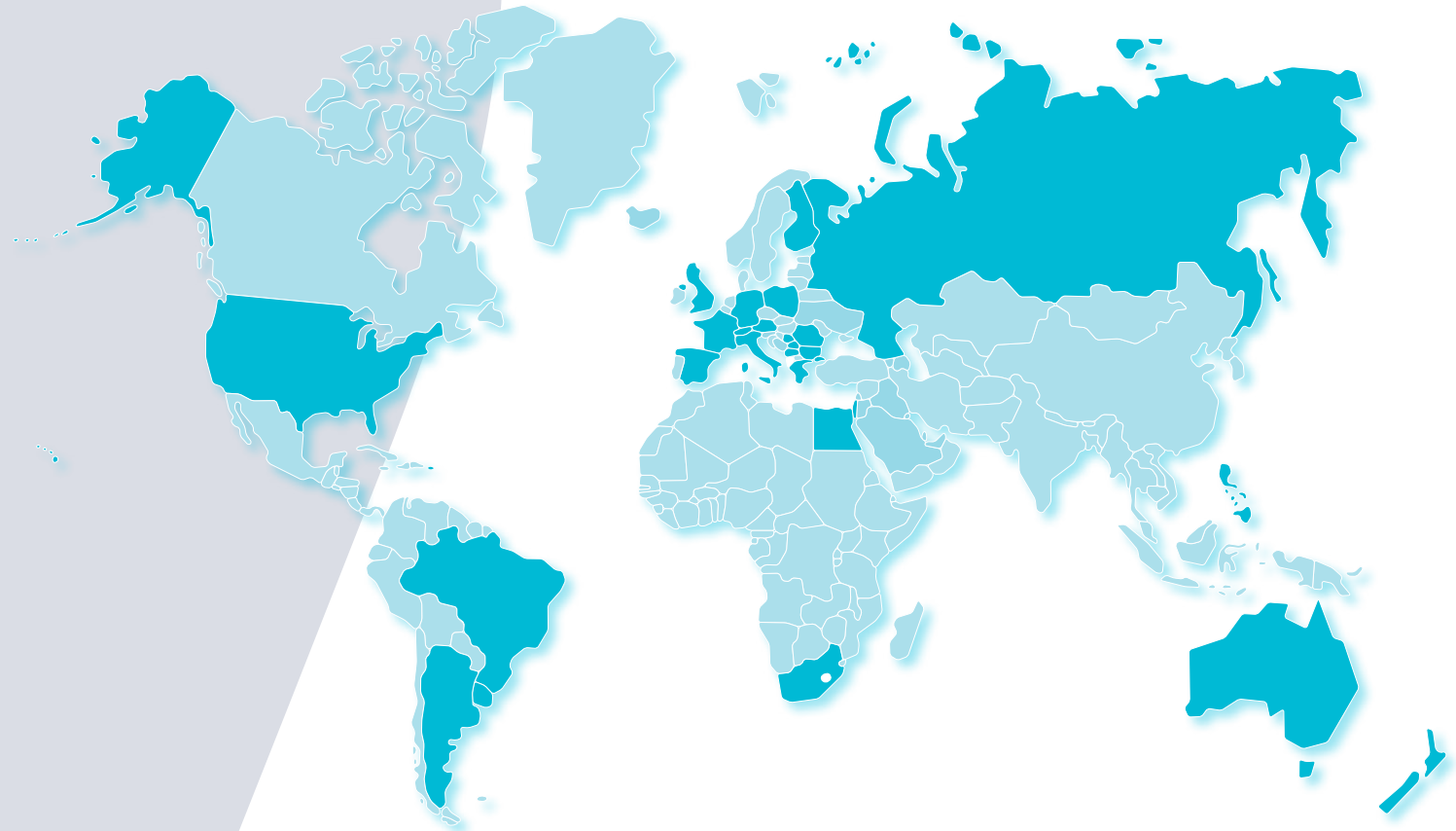
Froneri is a global pureplay ice cream company

- Owned and controlled in equal shares between the private equity firm PAI Partners ("PAI") and Nestlé SA ("Nestlé").
- Group formed in 2016 as a result of a merger of the entire activities of R&R Ice Cream plc and part of the ice cream and frozen food businesses of Nestlé.
- Headquartered in the UK, with its registered office in Luxembourg.
- Highly attractive brand and product portfolio.
- Operates 30 factories across six continents.

► Find out more:  
[froneri.com](https://froneri.com)

## Our locations and markets

- Froneri offices
- Other countries



# 25

Number of countries  
we operate in

# 12,000+

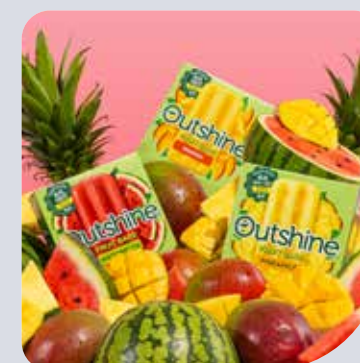
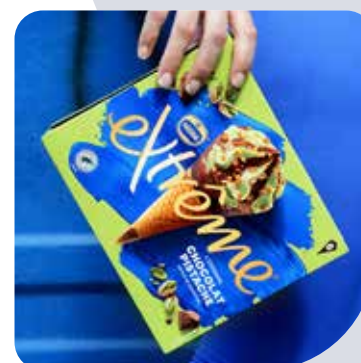
Employees worldwide



# Froneri is driving growth in the premium and snacking ice cream segments

## Our leading brands

Froneri's portfolio is well placed to capitalise on changes to consumer dynamics, with a portfolio of snacking brands supporting a strong trajectory for growth.



Find out more at:  
[froneri.com](https://froneri.com)

The brands listed are registered trademarks of Froneri and the respective brand owners.

\* Source: Nielsen Circana 52 w/e December 2025.

05 Chairman's statement

08 CEO review

10 Consumer trends  
and market overview

14 Financial review

# Consolidated management report

Froneri Lux HoldCo S.à r.l.  
Registered office: 9 rue de Bitbourg,  
L-1273 Luxembourg  
R.C.S. Luxembourg: B 300211

## Chairman's statement

### Performance

Froneri has continued to thrive in a volatile environment thanks to the strong fundamentals of the business and a committed management team. The ability to adapt to new challenges and drive our brands through innovation continues to be the key to success. We have continued with our tried-and-tested model of Selling More, Buying Better and Taking Costs Out throughout 2025, growing sales by 0.5% to €5,558 million and EBITDAE<sup>1</sup> by 1.3% to €1,202 million, and maintaining market share.

Our much-loved and well-invested A-brands<sup>2</sup> continue to deliver across consumption occasions, with product innovation in hand-held and premium ice cream driving top-line growth.

### Markets and brands

Our A-brands, which form the core of our business, have been at the heart of our sales growth. We have focused our marketing investments on these trusted brands to drive the highest and most profitable growth, our A-brands having grown by 2.4% year-on-year (at like-for-like FX rates).

I am proud that we remain a trusted, strategic ice cream partner for leading consumer brands and retailers offering a differentiated and symbiotic partnership model, as demonstrated by the stronger-than-ever relationship with Nestlé, and from January 2026, the extension of our licensing arrangement with Mondelēz Europe (i) into the Nordics region and (ii) to incorporate the iconic Lotus Biscoff brand. Froneri's ability to develop and scale iconic brands in ice cream has been proven through our long-standing and successful partnerships with Nestlé and Mondelēz.

These latest developments are testament to Froneri's position as the go-to partner for brands looking to expand into the ice cream category.

### M&A

2025 was an important year for Froneri. PAI completed their continuation fund transfer, welcoming new investors into the fold, reconfirming their commitment to Froneri, and allowing our two long-term shareholders, PAI and Nestlé, to maintain their current successful partnership supporting us in our continued growth journey. A shareholder distribution (linked to PAI's Continuation Fund transfer) was successfully completed during the year, supported by various refinancings totalling circa €4 billion. The financings were extended by another €0.5 billion shortly after the year-end in order to support the M&A aspirations of the Group.

We also announced in 2025, subject to anti-trust clearance, the acquisition of the Food Union business. This will increase Froneri's geographic footprint and leading positions in Northern and Eastern Europe, taking the business into five new markets.

1 EBITDAE is a non-GAAP measure. EBITDAE is EBITDA before exceptional items and share-based payment charges (as defined in note 3 of the consolidated financial statements).

2 Our "A-brands" include: Cadbury, Connoisseur, Drumstick, Extrême, Häagen-Dazs (in the US), Maxibon, Milka, Mövenpick, Nuii, Oreo and Outshine.



**Our A-brands, which form the core of our business, have been at the heart of our sales growth."**

Patrice Bula  
Chairman





## Chairman's statement continued

### Governance and board

The Board remains committed to maintaining the highest standards of corporate governance in line with best practice. As a private-equity-backed business, we adhere to the recommendations and enhanced disclosure requirements set out in The Walker Guidelines for UK portfolio companies. We aim to build and maintain a world-class approach to governance and compliance, empowering our country teams to deliver our strategy responsibly and ethically at a local level.

25

Countries

12,000+

Employees



We are committed to ensuring fair and transparent treatment of our employees, customers, suppliers and shareholders, at both local and Group level. I am delighted with the progress we have made this year in the fast-evolving ESG space, including getting our science-based targets officially validated, improving our internal processes and systems and pushing ahead with our decarbonisation roadmap.

Our ESG strategy supports our vision of becoming the world's leading ice cream company and our new purpose of, "treating the world to more joy, one ice cream at a time". We focus on measurable improvements in three areas: Environment, Product, and Community. These critical areas are discussed in detail in the ESG section of this Annual Report.

I am pleased to see that we have increased the coverage of our various governance training modules in all of our countries. Over 4,100 employees have undertaken e-learning in the year on Anti-bribery & Corruption, Anti-facilitation of Tax Evasion, Code of Conduct, Sanctions and Competition Law. Pass rates and participation rates have both increased compared to the previous iterations.

There were no changes to the main Board of Froneri during 2025. In early 2026, Phil Mellor stepped up from Company Secretary to Director, replacing Sanjay Bahadur who has served as Director and Nestlé representative on the Board since the inception of Froneri in 2016. I thank Sanjay for his years of service and wish him a happy retirement. Phil is Head of M&A at Nestlé, having previously served as Nestlé Head of Legal. Chontelle Wright, who has served as Froneri Group General Counsel for eight years, will replace Phil as Company Secretary. I wish Phil and Chontelle well in their new roles.

The responsibility for the day-to-day running of the business is delegated to Phil Griffin and his Management Board.

We have a robust Board structure at Froneri, with four Board committees: (i) the M&A and Finance Committee; (ii) the Audit Committee; (iii) the Nomination and Remuneration Committee; and (iv) the ESG Committee. We have excellent continuity across our committees, which is one of the key reasons for our success. I thank all Board and Committee members for their invaluable contributions during the year.

### Looking ahead

I am excited by what lies ahead for Froneri in 2026 and beyond. In 2026, we will continue to aggressively exercise our strategy to drive growth in the A-brands, to grow market share and to make the business more cost-efficient.

The refinancings and Group restructure undertaken in 2025 have laid sound foundations as we embark on the next stage of the Froneri journey. We are in advanced negotiations with Nestlé for the acquisition of their remaining ice cream business. The details of this are currently being worked through.

We acquired the Crufi business in Uruguay at the end of 2024. Throughout 2025 the business has been aligning with the Froneri ways of working, behaviours and values. The business was fully integrated onto the Froneri systems and we launched some of our brands from Brazil and Argentina into the Uruguay market. Pending regulatory clearance, we will look to replicate a similar approach with the Food Union business in 2026, as well as continuing to assess the opportunity of other bolt-on acquisitions.

We will continue to drive the Froneri ESG agenda. We have exciting developments planned on the Scope 3 emissions in our key ingredients, through working closely with and educating our suppliers. We will be looking to validate our 2025 greenhouse gases ("GHG") through a limited assurance exercise and further improve our sustainability credentials, with current focus on coconut oil and reducing our use of fossil-based packaging and waste-to-landfill. We will continue to strive to reduce the calories in our portions, to improve the nutritional value of our kids' ranges and to keep our factories safe for all our employees.

We will continue to shape our product portfolio in line with evolving consumer preferences and dietary trends, with the trends of recent years towards indulgence and portion control through snacking products expected to continue and accelerate, with Froneri well-positioned to capitalise.

We look forward to launching the Lotus brand in ice cream in several markets and will continue to offer great new products under the Mondeléz brands franchise.

Finally, I would like to personally thank each of our 12,147 employees for their significant contributions to Froneri's successes in 2025. Without the dedication and hard work of our Thriving People (one of our strategic pillars), Froneri would not be the fantastic ice cream business it is today.

**Patrice Bula**  
Chairman



## Brand case study



# Trumpet growth as new brand campaign launches

Trumpet, New Zealand's leading ice cream cone brand and the number 1 selling ice cream multipack in Grocery, continues to demonstrate strong brand performance as it marks its 60th anniversary. With over 25 million cones produced annually in a country of 5.5 million people, the brand enjoys near universal awareness and exceptional loyalty among Kiwi consumers.

In July 2025 Trumpet launched a new brand campaign aimed at strengthening relevance with Gen-Z and the next generation of Trumpet lovers. The creative platform showcased authentic humorous moments between Kiwi friends, each centred around enjoying a Trumpet ice cream.

The campaign successfully brought the brand's personality to life in a contemporary and relatable way.



Purchase intent increased by +20.9% with the Gen-Z audience & TikTok delivered 29 million video views, 29,000 engagements, recruiting over 3,000 followers.

Brand Health Tracking, social listening and advertising effectiveness metrics indicate the campaign has delivered significant impact, reinforcing Trumpet's connection with consumers. This momentum translated into strong commercial outcomes with sales rising 7.6% in Grocery and 5.4% across combined Grocery and Convenience channels.

\* Source: Nielsen latest quarter to 28.12.2025, InsightQ Brand Health Tracking September 2025, Kantar Independent Study 2025.



Brand case study



Scan the QR code to view the Trumpet story





## CEO review



**Growth was driven by our A-brand snacking portfolio supported by increased marketing investment, fuelled from lower input costs and ongoing procurement and manufacturing efficiencies.”**

**Phil Griffin**  
Chief Executive Officer



I am pleased to present our 2025 results.

We grew revenue by 3.1% (using constant FX rates) driven by our snacking portfolio, supported by increased marketing investment. Our retail markets grew in aggregate +3.6% year-on-year, and we maintained overall market share (-0.1 ppt), despite pricing pressure from competitors.

By territory, our revenue was driven by strong summer weather in France, the UK and Spain, higher promotions in Egypt and the incremental impact of Crufi in Uruguay, acquired December 2024. This is partially offset by the impact of volume elasticity due to input cost recovery in Germany and Italy, and market declines driven by poor weather in Poland and Italy.

Our sales growth of 0.5% (using actual FX rates) translated into higher gross profit, supported by an improved mix towards A-brands, input cost recovery and ongoing procurement and manufacturing efficiencies under our Buy Better and Take Costs Out initiatives. We have grown EBITDAE during the period, with the US contributing a significant part of the increase.

Gross margin % is 0.4 ppt higher than 2024 despite inflationary pressures, particularly on cocoa, driven by improved factory performance. The EBITDAE margin of 21.6% is an improvement on the prior year by 0.2 ppt through a combination of mix improvement, buying efficiencies and Take Costs Out programmes, and input cost recovery. Absolute EBITDAE of €1.2 billion, is ahead of prior year despite incremental marketing investment.

Structurally, we concluded a shareholder distribution funded by a term loan increase and bond issue, alongside the PAI continuation fund transfer, with the overall transaction resulting in a new holding company at the top of the Froneri Group, Froneri HoldCo S.à r.l. Additionally, shortly after the year-end, we raised incremental debt to fund the upcoming acquisition of the Food Union ice cream businesses in Northern and Eastern Europe.

We continue striving to become the world's best ice cream company for all consumers, customers and employees. We have now fully embedded our strategy programme, launched in 2024, continuing to Sell More, Buy Better and Take Costs Out, with a relentless focus on Thriving People, End-to-End Quality and Doing "Good" Business. Our Sell More, Buy Better and Take Costs Out pillars are supported by weekly performance measurement, a disciplined capital allocation framework and rigorous project-level accountability, enabling us to translate identified opportunities into tangible operational and financial benefits.

### Sell More

We continue to invest in our five A-brand platforms, through product innovations, improving quality, investment in capital machinery and marketing investment. These A-brand platforms are key to our consistent, strong performance, and have enabled us to grow sales year-over-year, despite recent commodity cost spikes, emergence of GLP1 and the impact of a delay in US SNAP payments.

Our revenue growth was driven by sales mix, with pallet volumes slightly down versus prior year (circa 0.3%) and FX rates versus the EUR moving against us, most notably USD and AUD. We have protected our gross margin % through pricing our products appropriately and our margin has benefitted due to



efficiency improvements, in part underpinned by capex investments.

A-brands represented 68.9% of our overall sales in FY25 (FY24: 69.2%). Once again, we have supported one of our A-brands with a Super Bowl campaign, this year it was Häagen-Dazs, following the successful 2024 campaign behind Drumstick.

We continue to invest behind our products, with notable launches being the innovative Mango products under the Pirulo and Rowntree's brands.

### Buy Better, Take Costs Out

We continue to adopt a disciplined approach to operational efficiency and cost competitiveness.

We are buying better, not only with a view to reducing costs but also with a view to improving the quality of our products – by buying better equipment, ingredients and packaging – and to improving the ESG credentials of our products and supply chain – by incorporating ESG in the initial design stages of all new product innovations.

The costs of cocoa (and chocolate) and coconut oil have remained at relatively high levels and US dairy costs have reduced in the year, the net impact of which we have mitigated through pricing actions.

Our Take Costs Out projects have included mix recipe improvements, in-house manufacturing and using alternative suppliers in 2025, with efforts focused on reducing complexity in our raw material sourcing and ice cream mixes.

In 2025, we have invested in new lines and our factories, notably in the US and Poland, and expanded our Australian operations, as well as having invested in growing and renewing our freezer fleet in our out-of-home markets.

In our relentless pursuit of best practice, we continue to benchmark throughout the Group. Operationally, we internally benchmark customer service levels, complaints, accidents, factory efficiency, factory downtime, stock write offs, cyber incidents, absenteeism and many other factors. Financially, we internally benchmark sales prices per pallet, ingredients costs, product margins, factory costs, overhead cost bases and working capital metrics. We also benchmark operationally externally, learning from and sharing our learnings with world-renowned peers.

We are passionate about our people. The safety of our people is paramount, both inside the factory and outside. Indeed, safety is always the first item on the agenda in our weekly meetings. We share “lessons learnt” after every safety incident with our Group Management Board and the operations teams throughout the Group. Testament to our efforts, safety incidents in the Group have decreased from 136<sup>1</sup> to 125 year-on-year.

I am delighted to see that our passion for our people is shining through in the results of our recent internal culture survey. We had increases this year in both survey participation and employee engagement score, to 73% and 70% respectively, both metrics up five ppt on the previous survey. Pleasingly, our values, ESG and leadership, and teamwork & ownership all showed significant increases.

We have continued with our robust supplier audit programme, whereby we periodically verify the systems and processes of all our major suppliers. The audits are broad in scope, with particular areas of focus being regulatory compliance and food safety, but also covering such areas as manufacturing processes, employee practices and cyber security, among others. Where supplier audit scores are unsatisfactory, remedial action is taken.

During the year, we performed 306 supplier audits, having performed 281 in the prior year.

### Our strategy and priorities for 2026 and beyond

Building upon Froneri's long standing partnership with Mondelēz delivering Oreo, Milka, Cadbury and Toblerone ice creams, Lotus Biscoff will also be added to our portfolio in select European markets in 2026, with further expansion planned over time, strengthening Froneri's leadership in premium snacking. Biscoff is known for its unmistakable caramelised biscuit taste and brings a unique and widely loved flavour profile, perfectly complementing Froneri's expertise in indulgent ice cream experiences. Additionally, from January 2026, we have secured the extension of our licensing arrangement with Mondelēz Europe into the Nordics region.

We look to complete the Food Union acquisition in H1 2026, subject to regulatory approvals, and commence with the integration journey in the months immediately following, as we have done with Crufi in Uruguay in 2025. Food Union enjoys leading ice cream market positions in Denmark, Latvia, Estonia and Lithuania and holds the number three market position in Norway and Romania, the latter also being an existing Froneri market. We will continue to actively consider other bolt-on acquisitions targets – in both existing and new markets – where they are complementary to the Froneri growth story.

We will remain true to growing our A-brands in the major growth segments of snacking and premium ice cream. 2026 brands new to Froneri include Mälzer and Fu in Germany, where we will be rolling out tubs and launching cones, and Nestlé's Baci brand in Italy, where we will be introducing this iconic confectionery brand into ice cream.

We will continue to complement our brands with private label sales in countries and retailers where it makes strategic sense to do so.

We have made significant headway on our ESG journey to date, accelerating through 2025, and we will continue to drive our growth in a sustainable way through our ESG programme in 2026 and beyond (see later in the Annual Report).

I am proud of what the entire Froneri family has achieved in 2025 by remaining true to our core values of investing and innovating behind our quality brands, and protecting our margin through efficiency improvements, whilst also structurally readying the business for its next phase. I am sure 2026 will be another exciting year in the development of Froneri, including from the M&A activity we have in the pipeline. We will continue to live our values and will drive forward to make Froneri the best ice cream company in the world.

Phil Griffin  
Chief Executive Officer



+5 ppt

Internal culture  
survey participation

+5 ppt

Employee engagement  
score

1 After adding in the Crufi incidents into 2024 on a pro forma basis.



## Consumer trend and market overview

# Over the longer term, the ice cream market is being fuelled by the premium and snacking macro trends



The ice cream market continues to be dynamic with growth of 3.6%\* over the last 12 months in the markets in which Froneri operates.

The market is split between the take-home segment, for enjoyment in home, and the out-of-home market channel, where products are purchased for immediate consumption. The relative size of the take-home segment is larger for Froneri, though both are substantial in most of the Group's territories. For market data and share reads there are limitations with capturing the out-of-home data.

Over the longer term, the ice cream market is being fuelled by the premium and snacking macro trends. Snacking continues to grow, driven by busy lifestyles where on-the-go consumption is becoming the norm. Evolving household consumption around fragmented living, and meal occasions, also impacts the snacking landscape in the home. Urbanisation and advances in delivery options are also key drivers – we live on demand with our expectation for convenience increasing. Across the demographics, the younger consumer cohort are an intrinsic part of this trend due to their love of snacking.

The growing desire to elevate every day through a more accessible form of luxury is fuelling the growth in premium ice cream. Consumers continue to treat themselves to the smaller luxuries in life. Holistic health has a broader impact on the ice cream category now, as health goals become more expansive. Wellness is sought in everything we do, as consumers look to food and treat categories to fuel their body, mind and soul. However, health is an individual driver and encompasses a broad range of diverse needs.

Froneri's portfolio is well placed to capitalise on these changes to consumer dynamics, with a portfolio of snacking brands supporting a strong trajectory and market head room for growth. Froneri is outperforming the total market within the snacking sub segments. 87% of Froneri's sales are from branded products such as the iconic Häagen-Dazs (in the US), Extrême, Drumstick, Oreo, Nuii, Cadbury, Milka, Outshine and Pirulo. Private label accounts for 13%. While much smaller than branded, certain key Froneri countries have a substantial private label presence.

Froneri is market leader in 13 of its markets and number 2 in 7 markets, which overall makes Froneri the number 2 player in the global market. Froneri focuses growth and investment in the strategic brand platforms, increasing marketing spend by 15% over the last year. Digital becomes the most relevant channel where 49% of our communication spend is targeted.

Häagen-Dazs is the largest brand in the Froneri portfolio, and the number 1 ice cream brand in the US, extending its undisputed leadership in premium indulgence. 2025 saw Häagen-Dazs slow down the Fastest Film Franchise, with a Super Bowl advertisement debut. The commercial, starring Vin Diesel and Michelle Rodriguez, saw the two reunited as the Fast & Furious family for a moment of ice cream indulgence. The commercial signified the launch of a major new campaign, "Slowing down with Häagen-Dazs". This kick off paved the way for a major summer 2025 campaign with USD 46 million of media investment, achieving 4.4 billion impressions.



**Froneri focuses growth and investment in the strategic brand platforms, increasing marketing spend by 15% over the last year.”**

Froneri has created the premium sticks brand Nuii, which is present in 10 countries, achieving the number 2 position in the European premium sticks segment. Nuii taps into the premium snacking trend, underpinned by a clear brand positioning, global communication and targeting. Nuii has continued to work with celebrity brand ambassador Jason Momoa to drive awareness. In addition, Nuii further engaged in social and environmental projects with a “Save the Koalas” partnership in 2025.

The Oreo brand in ice cream goes from strength-to-strength as the power of the brand and snacking credentials have driven impressive growth in 2025. Oreo is a truly global brand, with a footprint across most Froneri markets, and recent format extensions have built on the brand penetration and presence in ice cream. The launch of Oreo ice cream bites in an on-the-go cup format has been a key performance driver across the markets where this product has been launched.

The branded cones platform in Froneri has delivered buoyant growth this year with Extrême, the market leading brand in France, extending reach and penetration gains. The Trumpet brand in New Zealand has extended market leadership following a successful new campaign behind the brand.

\* Source: AC Nielsen & Circana FY 2025.

The Fruit and Fun platform presents promising growth underpinned by holistic health and snacking trends. Performance in this sector has been boosted by the launch of Frollies in the US market, leveraging the iconic fruit shaped product capabilities and expertise from the rest of the world. The introduction of Frollies to the US range is incremental, alongside Outshine which continues to be the market leader in healthy snacking, with a multi-million-dollar campaign behind the brand to drive awareness and grow penetration.

The scale of our operations means we are well-placed to maintain our competitiveness in all our markets, with a combined focus on quality which underpins our growth objectives. Our well-invested and widespread manufacturing footprint and expertise also allows Froneri to drive innovation, aligning to the major trends driving the ice cream market.





## Brand case study



# A breakthrough year accelerating growth and cultural impact

**Häagen-Dazs delivered an exceptional performance in 2025, strengthening its leadership as the number 1 ice cream brand in the US, with USD 1.6 billion brand value and 4.7% growth. The brand outperformed the category across both snacking and tubs, driven by strong consumer demand, increased penetration and more frequent purchasing.**

The snacking portfolio continued its momentum, with premium bars up 8% in value growth and holding an impressive 55.3% share of the premium indulgence segment. In the tubs segment, consumers increased units

purchased, trip frequency and units per trip, driving performance that outpaced the brand's main competitor.

2025 also marked a breakthrough year in brand building, with the largest media investment in Häagen-Dazs history and the brand's debut Super Bowl commercial. To mark its Super Bowl debut, Häagen-Dazs slowed down the fastest film franchise in 2025. The commercial, starring Vin Diesel, Michelle Rodriguez and Ludacris, reunited the Fast & Furious family for a moment of ice cream indulgence. Häagen-Dazs selected the 2025 Super Bowl, one of the largest snacking occasions of the year, as the perfect time and place to showcase the evolution that has propelled the brand to category leader.

The campaign, rooted in the insight that Häagen-Dazs is best enjoyed slowly, meaningfully elevated awareness familiarity, consideration and conversion especially

among Millennials and Gen-Z. The Super Bowl activation delivered 4.4 billion impressions and generated significant cultural resonance including broadcast coverage on Good Morning America. According to System 1 Consumer Research results, the Häagen Dazs ad ranked number five out of all adverts shown at the Super Bowl for effectiveness.

Together these results underscore Häagen-Dazs' accelerating momentum, deepening consumer relevance and expanding leadership in the premium packaged and snacking ice cream categories.

\* Sources: Circana MUL0+C 21.12.25, Circana US-Food, L52W ending 11.30.25 2025, Material+ Brand Health Tracker Oct 2025, System 1 Consumer Research testing 2025.



# #1

Premium snack brand  
in the US

# 1.6bn

USD brand value



# NOT SO FAST NOT SO FURIOUS



“

2025 also marked a breakthrough year in brand building, with the largest media investment in Häagen-Dazs history and the brand's debut Super Bowl commercial.”



Brand case study



Scan the QR  
code to view the  
Häagen-Dazs  
story



## Financial review



**90% of our EBITDAE is generated in hard currencies which translates into real cash to service our debt.”**

Ivar Blanken  
Chief Financial Officer



### Overview

For the year ended 31 December 2025, Froneri generated revenue of €5,558 million (2024: €5,531 million), an EBITDAE of €1,202 million (2024: €1,187 million), operating profit (after exceptional items) of €720 million (2024: €814 million), a profit before tax of €317 million (2024: €433 million) and free cash flow before acquisitions, financing and exceptional items<sup>1</sup> of €455 million (2024: €535 million). At 31 December 2025, the Group had net liabilities of €2,729 million (2024: net assets of €1,858 million).

### Revenue

Revenue for the year ended 31 December 2025 was €5,558 million (2024: €5,531 million), an increase of 0.5%, despite FX headwinds. At constant FX rates, revenue grew by 3.1%. The geographic split of revenue was €2,539 million (2024: €2,456 million) in Europe, €2,056 million (2024: €2,156 million) in the US and €963 million (2024: €919 million) in the rest of the world.

The Group's global A-brand sales increased by 2.4% using like-for-like FX rates, with pricing pass-throughs and sales/country mix more than offsetting slight volume decline (-0.8%). While A-brands command the majority of our focus and investment, private label has strategic value, particularly in certain geographies, where it represents a prominent market share.

The top eight markets accounted for 73.5% (2024: 74.7%) of total Group revenue. Those markets comprised the US, Australia, France, Germany, Italy, Spain, Switzerland and the UK. Outside of the top eight markets, revenue and profitability growth in Egypt was particularly strong.

### Profitability

EBITDAE for the year ended 31 December 2025 was €1,202 million (2024: €1,187 million). The geographic split of EBITDAE was €701 million (2024: €699 million) in Europe, €321 million (2024: €284 million) in the US and €180 million (2024: €204 million) in the rest of the world.

Operating profit (after exceptional items) for the year ended 31 December 2025 was €720 million (2024: €814 million). Profit before tax for the year ended 31 December 2025 was €317 million (2024: €433 million).

The majority of our EBITDAE (90%) continues to be generated in hard currencies which translates into real cash to service our debt.

Share-based payments of €8 million were charged to the administrative expenses line in the consolidated income statement in the year (2024: €11 million) across the old Froneri Lux Topoo S.à r.l. share scheme and the new Froneri HoldCo S.à r.l. share scheme. The decreased charge in 2025 has arisen because the actual vesting date of the old share scheme (30 September 2025) was delayed by three months versus the expectation at the previous year end (30 June 2025), together with a lower charge arising on the new scheme.

### Exceptional items

We had exceptional costs of €84 million in 2025 (2024: exceptional income of €28 million). The 2025 charge includes costs associated with the shareholder distribution of €71 million. The 2024 credit included €66 million of income pertaining to a regulatory recall, the costs of which had been previously recognised as exceptional costs in earlier years. This income was partly offset by exceptional costs relating to various integration and restructuring projects,



including the closure of the Skelmersdale factory in the UK, along with costs associated with discontinued IT systems and M&A transactions.

Cash flows relating to exceptional items amounted to a net €158 million outflow in 2025 (2024: €33 million inflow).

### Cash flows

Froneri generated free cash flow before acquisitions, financing and exceptional items of €455 million (2024: €535 million).

Operating cash flow was €917 million (2024: €1,266 million). The decline in operating cash flow was driven primarily by unfavourable working capital movements, with:

- Phasing of trading before and after the year end;
- Lower receivables financing movement due to delayed drawdowns at the end of 2023 benefitting 2024; and
- Additional prepaid expenses in the US and in Froneri International Limited.

Set against the operating cash flow were movements in:

- Net capex payments of €282 million (2024: €264 million). The capex payments in 2025 were focused on capacity and quality in the US, Poland, Israel and Australia, as well on freezer fleet;
- Net interest payments of €182 million (2024: €288 million);
- Tax payments of €156 million (2024: €147 million); and

- Shareholder distributions totalling €4,712 million, funded by net financing increases of €3,879 million (see below).

### Capital structure

Please see notes 20, 24 and 25 for a summary of the debt and equity structure of the Group at the year end.

In October 2024, the Group refinanced its senior debt, amending the quantum of the existing term loans and extending the term. In 2025 the Group issued a €3.9 billion financing package which included additional term loan facilities, an RCF upsize and inaugural Bonds.

The revolving credit facility remained undrawn at 31 December 2025.

Subsequent to the year end, a further €500 million Bond was issued to fund Froneri's continued organic and inorganic growth journey, including the Food Union acquisition.

### Going concern

At 31 December 2025, the Group had net liabilities of €2,729 million (2024: net assets of €1,858 million). The decline is primarily attributable to the shareholder distribution and various refinancings in 2025.

The Board of Managers has considered this position, together with the Company and the Group's budgets and forecasts. These forecasts were then subject to a range of sensitivities including a severe but plausible scenario together with the likely effectiveness of mitigating actions. Such sensitivities include a 10% reduction in EBITDAE, a 10% worsening of working capital position, a 10% increase in exceptional cash flows and a 10% increase in capex. Under these sensitivities, after considering mitigating actions the Board of Managers would take, the Group continues

- 1 Free cash flow before acquisitions, financing and exceptional items is a non-GAAP measure. It is net cash flow from operating and investing activities before exceptional items and acquisition of subsidiaries, net of cash acquired (as defined in the consolidated cash flow statement memorandum).

€4.7bn

Shareholder  
distribution

90%

Of sales and EBITDAE in  
hard currencies





## Financial review continued



**8.1%**

Reduction in reportable accidents

**24.4%**

Retail market share

to have a sufficient level of liquidity to continue in operation and meet its liabilities as they fall due. The Board of Managers consider that the Company has adequate resources to continue in operational existence for the foreseeable future and therefore adopt the going concern basis for the preparation of the financial statements.

### Key performance indicators (“KPIs”)

In addition to the measures discussed above, there are a number of KPIs being used across the Group on a daily, weekly and monthly basis. These monitor performance of the operations compared to budget, prior year and forecast, where appropriate.

The KPIs monitored on a regular basis incorporate both financial and non-financial measures, and cover all functions of the business.

KPIs monitored on a daily basis, amongst most of the Group’s businesses, are:

- Safety;
- Production volume;
- Sales volume and value; and
- Order intake.

KPIs monitored weekly/monthly are the above plus:

- Reportable accidents;
- Sales, gross margins and EBITDAE margins;
- Sales and standard margin by brand;
- Profit and cash generation;
- Inventory levels;
- Quality measures, such as customer complaints;
- Raw materials and packaging buying prices;
- Write-offs of raw materials and finished goods;
- Variances of operational performance and costs to standard;
- IT and security measures;
- Capital expenditure;
- Absenteeism;
- Service levels;
- Market share;
- New Product Development (“NPD”) progress, including SKU-level ESG credentials;
- DIO, DSO, DPO;
- Brand support and media share of voice;
- Factory waste – landfill vs recycled; and
- Water discharged.

The primary financial KPIs we use are as follows:

- Sales;
- EBITDAE;
- Free cash flow before acquisitions, financing and exceptional items; and
- Net debt.



The primary non-financial KPIs we use are summarised below:

	2025	2024	Change	Change%
Sales volume <sup>1</sup>	<b>2,955,075</b>	2,964,014	-8,939	-0.3%
Safety incidents <sup>2</sup>	<b>125</b>	136 <sup>4</sup>	-11	-8.1%
Market share <sup>3</sup>	<b>24.4%</b>	24.5% <sup>5</sup>	-0.1 ppt	

1 Sales volume is the number of pallets we sell.

2 Safety incidents is the number of reportable accidents experienced in our factories.

3 Market share is our retail market share in the geographical territories in which we operate.

4 2024 number restated from 112 to include the Crufi business, acquired 31 December 2024, on a full year basis.

5 2024 number restated from 24.7% to include the Crufi business, acquired 31 December 2024, on a full year basis.

### Principal exchange rates

Froneri reports its results in Euros, its presentational currency. In the year ended 31 December 2025 the Group operated in 17 other currencies and the principal exchange rates used are shown below:

Currency	Symbol	31 December 2025	1 January – 31 December 2025 average
Argentinian Peso*	ARS	<b>1,713.117</b>	<b>1,713.117</b>
Australian Dollar	AUD	<b>1.760</b>	<b>1.751</b>
Bulgarian Lev	BGN	<b>1.956</b>	<b>1.956</b>
Brazilian Real	BRL	<b>6.469</b>	<b>6.308</b>
Swiss Franc	CHF	<b>0.931</b>	<b>0.937</b>
Egyptian Pound	EGP	<b>56.092</b>	<b>55.705</b>
British Pound Sterling	GBP	<b>0.872</b>	<b>0.856</b>
Israel New Shekel	ILS	<b>3.746</b>	<b>3.895</b>
New Zealand Dollar	NZD	<b>2.039</b>	<b>1.941</b>
Philippine Peso	PHP	<b>69.255</b>	<b>64.921</b>
Polish Zloty	PLN	<b>4.227</b>	<b>4.240</b>
Romanian Leu	RON	<b>5.099</b>	<b>5.043</b>
Serbian Dinar	RSD	<b>117.282</b>	<b>117.203</b>
Russian Rouble	RUB	<b>92.094</b>	<b>94.275</b>
US Dollar	USD	<b>1.175</b>	<b>1.130</b>
Uruguay Pesos	UYU	<b>45.869</b>	<b>46.360</b>
South African Rand	ZAR	<b>19.439</b>	<b>20.159</b>

The principal exchange rates used in the year ended 31 December 2024 and as at 31 December 2024 are shown below:

Currency	Symbol	31 December 2024	1 January – 31 December 2024 average
Argentinian Peso*	ARS	1,074.312	1,074.312
Australian Dollar	AUD	1.673	1.640
Bulgarian Lev	BGN	1.956	1.956
Brazilian Real	BRL	6.436	5.815
Swiss Franc	CHF	0.939	0.952
Egyptian Pound	EGP	52.999	49.070
British Pound Sterling	GBP	0.827	0.846
Israel New Shekel	ILS	3.796	4.004
New Zealand Dollar	NZD	1.850	1.788
Philippine Peso	PHP	60.474	61.994
Polish Zloty	PLN	4.273	4.307
Romanian Leu	RON	4.974	4.975
Serbian Dinar	RSD	117.015	117.085
Russian Rouble	RUB	106.103	100.203
US Dollar	USD	1.035	1.082
Uruguay Pesos	UYU	45.846	45.846
South African Rand	ZAR	19.504	19.816

\* Due to the adoption of IAS 29 Hyperinflation, the year-end rate is used for all conversions of the Argentinian Peso.

## Brand case study



# Successful market expansion and strong consumer response

Nuii reached a **1.7%** global market share in the total ice cream category, fuelled by the successful pistachio innovation and reinforced by high impact brand communications and sustained ESG commitments.

In 2025, Nuii expanded distribution of its key variant, Anatolia Pistachio & Cream, into additional European markets. By year end, the flavour has become one of the top three performing SKUs within the Nuii portfolio, reinforcing its status as a core strategic product within the range.

The flavour we use leverages high quality pistachios sourced from the Anatolia region, an area known for its favourable climate and soil conditions that support the cultivation of premium pistachio varieties. This ingredient profile delivers a distinctive pistachio taste combined with a smooth cream base, contributing to strong consumer appeal and repeat purchase rates.

The product is finished with a white chocolate coating enriched with roasted pistachios and salted wafer pieces, offering added texture and a differentiated sensory experience. The successful market expansion and strong consumer response position Anatolia Pistachio & Cream as a long term growth driver for the Nuii brand.



# 1.7%

Global market share in the total ice cream category

## Nuii koala conservation ambassador – Jason Momoa

In 2025, Nuii welcomed a global advocate for the wild as our Koala Conservation Ambassador: Jason Momoa. A genuine fan of our Nuii Australian Macadamia & Salted Caramel ice cream – and wildlife protection – Jason travelled with us to Currumbin Wildlife Hospital in Queensland, Australia to witness firsthand the challenges facing Australia's most iconic species.





Across Australia's East Coast, koalas are facing a rapid and devastating decline. Disease, habitat loss, vehicle collisions, dog attacks, bushfires and severe weather events have pushed populations to crisis levels. Without meaningful intervention, koalas could become locally extinct in significant areas of Eastern Australia as early as 2026.

Jason Momoa brings something invaluable to Nuii's mission: global reach. With his audience of millions, Jason can share the story of Currumbin Wildlife Hospital — and the critical work Nuii supports far beyond Australia's borders. His visit gives us a powerful platform to raise awareness about the threats facing koalas, spotlight the groundbreaking vaccine research and inspire consumers to care about conservation. Through his voice, Nuii's efforts can travel the world, turning a local environmental crisis into an international call to action.

Since the devastating 2020 Australian bushfires, Nuii has contributed more than AUD300,000 to support koala conservation and rehabilitation efforts. Currumbin Wildlife Hospital, one of the busiest wildlife hospitals in the world, admits over 16,000 animals each year, including hundreds of endangered koalas. Alarming, 60% of their koala admissions are linked to chlamydia, a bacterial infection that threatens the species' long-term survival.

The hospital's veterinary team leads a world-first Koala Chlamydia Vaccine Research Programme. To date, 450 koalas have been vaccinated, with 38 joeys and six "grand-joeys" already born to vaccinated mothers — a promising sign for future population recovery.

Nuii deepened its commitment to protecting sick and injured koalas by funding critical medical equipment and rehabilitation infrastructure at Currumbin Wildlife Hospital. These investments directly strengthen the hospital's ability to treat, rehabilitate and ultimately return Australia's precious wildlife, including its most vulnerable koalas, back into the wild. Nuii is very proud to support this initiative, given Nuii's passion for wild places and the inspiration it provides for us as we create our delicious iconic flavours.

\* Source: AC Nielsen MAT November 2026.



Brand case study



Scan the QR  
code to view  
the Nuii story

- 21 ESG overview
- 24 Our key milestones
- 26 Our sustainability journey so far
- 36 The future
- 40 Appendix
- 48 Governance

# Environmental, Social and Governance ("ESG")

Froneri Lux HoldCo S.à r.l.  
Registered office: 9 rue de Bitbourg,  
L-1273 Luxembourg  
R.C.S. Luxembourg: B 300211

## ESG | Overview

### Statement from our CEO

At Froneri, we are proud of the strides we have made this year to strengthen sustainability across our business. From validating science-based targets by the Science Based Targets initiative ("SBTi"), developing internal processes and systems, to advancing our decarbonisation roadmap and launching key projects in our supply chain, we have taken bold, measurable actions to build resilience and seek to address future risks proactively. These achievements reflect our commitment to doing better business because creating joy that lasts means acting responsibly today.

However, we know that sustainability is not a sprint, it's a marathon. Each milestone we reach reveals new opportunities and challenges, reminding us that continuous progress is essential. Regulations are evolving, expectations are rising and the urgency for action has never been greater. We see these challenges not as obstacles, but as opportunities to strengthen our business and drive our sustainability journey.

We are committed to transparent reporting, setting clear targets and holding ourselves accountable. Our approach is grounded in action and guided by science, stakeholder engagement and external verification. We focus on measurable improvements in three areas: Environment, Product and Community. Together, these pillars shape our actions and commitments, ensuring we do good business while creating joy that lasts.

As we look ahead, we recognise there is still a way to go. The marathon continues and we remain dedicated to running it with purpose, resilience and optimism. We invite our partners, colleagues, and communities to join us on this journey because a better world is everyone's responsibility, and together, small actions lead to big change.

**At Froneri, we believe in the simple joy of ice cream – that creamy, melt-in-your-mouth sensation that makes life just a little better. That's why we do what we do.**

Ice cream is more than a snack. It's a satisfying pick-me-up, a refreshing escape or a well-earned treat. We're here to create joyful moments for every taste, every occasion and everybody. That's why we're committed to delivering consistent, high-quality ice cream every single time. Because joy is what we do, and ice cream lovers are who we do it for.

But joy doesn't stop at ice cream. We recognise that our business has an impact on the world and we take responsibility for reducing that impact. Our approach is grounded in action.

We focus on measurable improvements in three areas to do good business:

- **Environment** – working to reduce our environmental footprint through energy reduction, increasing our use of renewable energy, responsible sourcing and waste reduction.
- **Product** – offering choices that meet evolving consumer needs.
- **Community** – supporting the people and communities where we operate.

We know sustainability is a journey and we're committed to continuous progress. We set clear targets, report transparently and hold ourselves accountable. Because doing better for people and the planet is part of creating joy that lasts.



**Our purpose:**  
**“to treat the world  
to more joy, one ice  
cream at a time.”**

## ESG | Overview continued



### Froneri's sustainability & ESG strategy

At Froneri, sustainability is an integral part of how we operate and grow as a business. We are committed to creating delicious ice cream while caring for our environment, our product and our communities. Through responsible sourcing, reducing our environmental footprint and driving innovation, we strive to make a positive impact today and for generations to come. We recognise climate-related risks and proactively try to manage and mitigate these risks throughout the business.

At a high level the Froneri ESG strategy:

- Considers each part of our business to understand where we have flexibility to make strategic changes that make our business model more resilient against climate risks;
- Establishes climate-related targets and KPIs so that we can measure performance over time; and
- Provides a mechanism to continuously evolve our business practices worldwide to make them more sustainable.

**Small actions create big change – a better world is everyone's responsibility**

# 5

**Pillars driving our impact**

We are committed to addressing material risks and opportunities in our operations and throughout the upstream and downstream value chain. We strive to minimise our carbon footprint across our full value chain, from sourcing ingredients and manufacturing to logistics and packaging, promoting resource efficiencies and mitigating the environmental risks associated with our business, as further explained in the sections below.

We use certain terms throughout this ESG section which have specific meanings, or which require clarification. Please refer to the Appendix section for important definitions and clarifications.

Together, we believe that small actions lead to a big change because a better world is everyone's responsibility. Our ESG strategy is built on five core pillars that shape our actions and commitments:

#### 1. Climate action

We are following a SBTi verified path to net zero. Our decarbonisation roadmap addresses reductions in Scope 1, 2 and 3 emissions, including those from land use and agriculture. Find Froneri in the SBTi Dashboard here: <https://sciencebasedtargets.org/target-dashboard>

#### 2. More sustainable products & packaging

We apply the World Packaging Organisation ("WPO") packaging design for recycling categorisation across Froneri branded products to identify our highest-impact opportunities and focus our improvement efforts where they matter most. Guided by this framework, we are aiming to reduce our use of fossil-based packaging by considering more sustainable and certified material sources.

Innovation remains central to our approach, ensuring we seek to reduce the environmental footprint of our packaging and raw materials.

Equally, we take responsibility for the social aspects of our supply chain. We require lawful and ethical business practices by our suppliers through our Supplier Code (which is a set of standards that we ask suppliers to comply with when they work with us). Through this approach, we seek to ensure that our sustainability ambitions extend from raw materials all the way to the communities and people behind them.

#### 3. Waste & resource management

We are committed to eliminating all landfill waste<sup>1</sup> generated by our Froneri factories (excluding freezer-related waste). Our goal is for all Froneri factories to achieve full landfill-free status by the end of 2027. This includes implementing circular economy practices such as recycling, wastewater treatment and efficient logistics.

#### 4. Strong ESG governance

Sustainability is embedded in our corporate governance. We monitor performance, including ESG linked metrics through a system-driven framework of clearly defined KPIs. These KPIs are collected consistently across our markets, consolidated into our central reporting system and reviewed on a weekly basis. The KPIs include waste, water and energy metrics.

#### 5. People & communities

We are committed to providing safe, inclusive and respectful workplaces. Our targets include improving diversity, equality and wellbeing, as well as protecting biodiversity and supporting the communities where we operate.

<sup>1</sup> See ESG Appendix for further details.

## Brand case study



# Sustained growth as Europe's market leader

**Extrême is the number 1 cone brand in France and Switzerland. Despite strong competition in the segment, Extrême keeps gaining market share in Spain, thanks to an efficient portfolio strategy and an appealing cross-countries communication campaign.**

In 2025, Extrême held the number 1 position within the cone segment in both France and Switzerland. This is thanks to a strong increase in both volume and value.

The results in Spain confirm the brand's potential with a strong acceleration of growth in retail.

The iconic blue cone brand has been growing market share by 1ppt in Spain, 0.4ppt in Switzerland and 0.2ppt in France within the total ice cream market.

\* Sources: Nielsen panel data, France YTD P13-2025, Switzerland YTD cw48 2025, Spain MAT 2025.

Focusing on the cones segment, Extrême has managed to reach a massive 56.3% of value market share in France and 46.6% in Switzerland. In Spain, Extrême achieved its highest ever market share of 7.4% which was an increase of 50% in value terms in one year! Extrême has also been successfully recruiting new buyers, with an increase of 2.1ppt of penetration in France in 2025 vs 2024, representing 600,000 new households buying the brand.

Thanks to impactful communications on TV, digital, social media and outdoor campaigns, the brand is growing in mind awareness, with 4ppt growth in France, +3ppt in Spain and +2ppt in Switzerland vs 2024.

The brand campaign, managed with consistency across all markets, reinforces the brand's distinctiveness and unique image as a boost of fun and energy, while maintaining customer loyalty thanks to a premium level of quality and trust. The Extrême brand is also the number 1 cones brand communicating on social media platforms in Europe, with a successful strategy allowing recruitment and appeal to the younger side of the target audience.



Brand case study



Scan the QR code to view the Extrême story



## ESG | Our key milestones



“

We are proud of the strides we have made this year to strengthen sustainability across our business.”



# Our key achievements in 2025



## Environment

### SBTi validation

- Both near-term and long-term net zero targets officially validated, including Scope 3 Forest, Land and Agriculture (“FLAG”) targets.

### GHG inventory assurance

- Limited assurance completed for Group GHG Inventory of all three scopes for 2023 and 2024.

### Dairy decarbonisation programme

- Introduced methane tracking in our GHG model and launched a dedicated dairy supply chain decarbonisation programme.

### Packaging sustainability progress

- Our A-brand<sup>1</sup> packaging is in transition to be designed for recycling, circular economy or end-of-life clarity.
- The majority of Froneri’s paper and wood packaging suppliers are certified under internationally recognised sustainable forestry standards (e.g. Programme for the Endorsement of Forest Certification (“PEFC”).

### Palm oil & cocoa sourcing achievements

- Roundtable on Sustainable Palm Oil ("RSPO") Shared Responsibility score improved to 8.9 out of 10 (top 15% globally). All cocoa for A-brands<sup>1</sup> sourced via certified programmes and initiatives<sup>1</sup> such as the Rainforest Alliance ("RFA"), Mondelēz Cocoa Life, Cocoa Horizons and the Nestlé Cocoa Plan, with key milestones for specific US brands (Drumstick and Häagen-Dazs), achieved in 2025.

### Zero landfill progress

- Achieved zero landfill waste<sup>1</sup> (excluding freezer-related waste) in 22 out of 29 factories, with remaining sites located in Australia, New Zealand, US and Uruguay planned for the end of 2027.

### CSRD foundation completed

- Completed Double Materiality Assessment ("DMA") as a key starting point for building our Corporate Sustainability Reporting Directive ("CSRD") compliance framework, aligned with the initial European Sustainability Reporting Standards ("ESRS") to identify most material topics for business and society.
- Partnered with subject matter experts to perform Climate & Nature Risk Analysis, Task Force on Climate-related Financial Disclosures ("TCFD") and Task Force on Nature-related Financial Disclosures ("TNFD") aligned scenario analysis and Nature Locate, Evaluate, Assess & Prepare ("LEAP") assessment to improve resilience and compliance.



## Product

### Sustainability embedded in product development

- Introduced a traffic-light system for internal R&D processes to ensure early compliance with sustainability criteria and commitments, all of which are reviewed and require approval by the Management Board.

### Consumer choices

- Around 90%<sup>2</sup> of Froneri's branded ice cream portions<sup>1</sup> are under 250 kcal.



## Community

### Health & safety improvements

- Lost time due to injury rates reduced by 2% vs 2024 including the recently acquired business in Uruguay.
- A unified Froneri self-assessment safety audit, including a consistent scoring system, has been successfully implemented across all markets to ensure each site focuses on the priority safety topics.

### Gender diversity progress

- Women represent 25% of senior management<sup>1</sup> positions with ongoing initiatives to increase representation further.

1 See ESG Appendix for further details.

2 % numbers exclude Australia, New Zealand, South Africa and Uruguay markets due to limited access to detailed data.



## ESG | Our sustainability journey so far

### Our contribution to the Sustainable Development Goals (“SDG”)

In 2025, we continued to refine our sustainability strategy, aligning our actions with ten of the 17 United Nations SDGs. This alignment shapes our approach across ESG areas, aiming for measurable progress and transparent reporting in every market.

### Our sustainability journey so far

In 2025, the landscape for sustainability evolved rapidly. Regulations in the countries where we operate are changing and expectations for transparency and measurable progress are higher than ever. We see these challenges not as obstacles, but as opportunities to strengthen our internal controls and processes which will further enable and strengthen our sustainability strategy.

We made good progress in strengthening our sustainability foundations and advancing our ESG commitments. These actions were guided by the SBTi and external verification by Carbon Trust, subject matter expert supported projects and stakeholder engagement to ensure credibility and transparency.

One of our key milestones was completing a DMA in line with the ESRS as a key starting point for building our CSRD compliance framework. As one of the most comprehensive frameworks for future global regulations, ESRS ensures a harmonised, Group-wide approach to sustainability.

The assessment incorporated input from stakeholders across our value chain, identifying the most material topics for both our business and society. These insights now guide our next steps, including deeper focus on climate and nature-related risks.

To support this, we partnered with subject matter experts to perform a climate scenario analysis and a Nature LEAP assessment as a multi-phase initiative to identify, assess and manage climate and nature-related risks and opportunities across our global operations and supply chain.

The assessment was aligned with TCFD and TNFD frameworks, supporting regulatory compliance with International Sustainability Standards Board (“ISSB”), CSRD and SBTi and building strategic resilience for the business, enabling us to plan for resilience and prioritise actions that matter most.

These achievements represent important progress on our sustainability journey. In the following section, we will share more detail on each area, including how these steps contribute to our long-term ESG strategy and commitments.



## Environment

### Advancing emission reductions & managing carbon linked risks



In 2025, global warming remains at a critical point. 2024 marked the first full calendar year with average global temperatures exceeding 1.5 °C above pre-industrial levels, reaching approximately 1.6 °C.

Over the year, we advanced our climate data capabilities to strengthen transparency and enable more informed decision-making. We focused on improving the accuracy and completeness of our GHG inventory. Our worldwide IT landscape was enriched to streamline data collection and improve quality. We are assigning more primary data for emissions calculations, particularly for materials to reduce reliance on estimates.

### Decarbonisation targets

One of the most important milestones was the official validation of our near-term and long-term reduction targets, aligned with our science-based net zero target ambition, as well as FLAG targets by the SBTi. This confirmation means our climate ambitions are aligned with the globally recognised GHG Protocol Corporate Standard and include emissions across our full value chain, from sourcing ingredients and manufacturing to logistics and packaging linked to Scope 1, 2 and 3 including land and agriculture.

The SBTi is a collaboration between the Climate Disclosure Partner (“CDP”), the United Nations Global Compact (“UNGC”), World Resources Institute (“WRI”) and the Worldwide Fund for Nature (“WWF”). It defines and promotes best practice in science-based target setting and independently assesses companies’ targets.

Our GHG targets<sup>1</sup>, as validated by the SBTi are as follows:

### Near-term targets (by 2034, from a 2022 base year):

- Reduce absolute Scope 1 and 2 GHG emissions by 58.8%.
- Reduce absolute Scope 3 GHG emissions by 58.8%.
- Reduce absolute Scope 3 FLAG GHG emissions by 42.4%.
- Achieve no deforestation across all primary deforestation-linked commodities by 31 December 2025.

### Long-term net zero targets (by 2050, from a 2022 base year):

- Reduce absolute Scope 1 and 2 GHG emissions by 90%.
- Reduce absolute Scope 3 GHG emissions by 90%.
- Reduce absolute Scope 3 FLAG GHG emissions by 72%.



DRIVING AMBITIOUS CORPORATE CLIMATE ACTION





Find Froneri in the SBTi Dashboard here:  
<https://sciencebasedtargets.org/target-dashboard>



**Overall net zero commitment:**

- Reach net-zero GHG emissions across the value chain by 2050.

Direct emissions reductions (decarbonisation) will be prioritised and all residual emissions will be neutralised (if applicable) in line with SBTi criteria before reaching net zero emissions.

**Building a strong foundation for a lower-carbon future**

We report our GHG emissions with a one-year time lag. This means that while this section talks about our progress in 2025, the emissions numbers shown are for 2024, which is the most recent year we have externally verified.

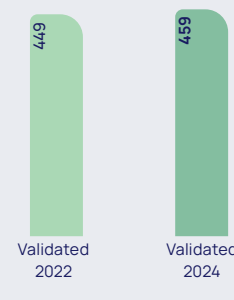
From 2022 to 2024, we focused on establishing a solid and reliable foundation for our climate strategy by investing and dedicating a huge amount of business resource into implementing further advanced data-gathering processes, improving quality standards and upgrading systems to seek to ensure accuracy and transparency in our GHG data collection and reporting.

This groundwork means we now have a clearer picture of where we stand and allows for meaningful sustainability project and investment considerations and priorities.

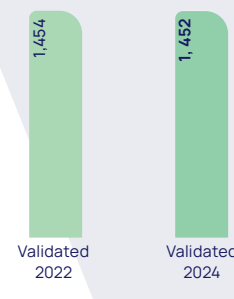
With the basis in place, 2025 marked an important year. We expect to see the first positive results of our CO<sub>2</sub> reduction initiatives. To measure progress we have compared 2024 against our verified 2022 baseline of 4.5 million tonnes of carbon dioxide equivalent ("tCO<sub>2</sub>e").

While total market-based GHG emissions increased slightly between 2022 and 2024, this movement reflects our business growth rather than a rise in carbon intensity. When we look beyond absolute emissions and assess performance relative to activity, our emissions intensity has remained stable and even improved slightly over time.

**Total GHG emissions (market based) in million tCO<sub>2</sub>e**



**Pallets sold including intercompany (normalised) Pallet Factor**



Emissions per normalised pallet sold decreased from 1.454 tCO<sub>2</sub>e in 2022 to 1.452 tCO<sub>2</sub>e in 2024, demonstrating that we are delivering growth without a proportional increase in emissions. This stability at scale highlights strong operational efficiency and marks the early stages of decoupling, a key requirement for long-term decarbonisation.

Although total market-based emissions fluctuated from 4.49 million tCO<sub>2</sub>e in 2022 to 4.59 million tCO<sub>2</sub>e in 2024, our normalised pallet volumes grew at a slightly faster rate. This means that emissions rose more slowly than the business expanded, confirming that our efficiency and reduction measures are already having an impact.

The data shows that growth in sales has not translated into a linear increase in emissions, clear evidence that the foundations of our decarbonisation strategy are working.

At the same time, we are compiling our 2025 GHG inventory to ensure accurate and transparent reporting for the next stage of our journey. By June 2026, we will publish our limited-assured 2025 GHG inventory.

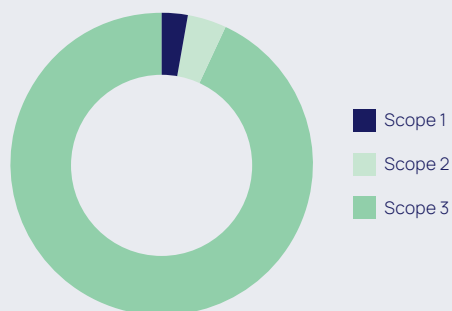
Together, we are moving from preparation to performance because a sustainable future starts with measurable action.



1 See ESG Appendix for further details.

## ESG | Our sustainability journey so far continued

### Froneri's latest verified total GHG emissions by Scope (2024) in million tonnes CO<sub>2</sub> equivalents



#### Scope 1 – 2.4% (0.11)

Emissions we create directly from operations we own or control, such as the fuel we burn in company vehicles or the gas used for heating.

#### Scope 2 – 4.3% (0.20)

Emissions we generate indirectly from the energy we buy, like the electricity we use to run our factories and offices.

#### Scope 3 – 93.3% (4.29)

Emissions we create indirectly through our value chain, including the ingredients we buy, the packaging we use, the transport of our products and how consumers dispose of our products' packaging.

### Our total emissions by scope

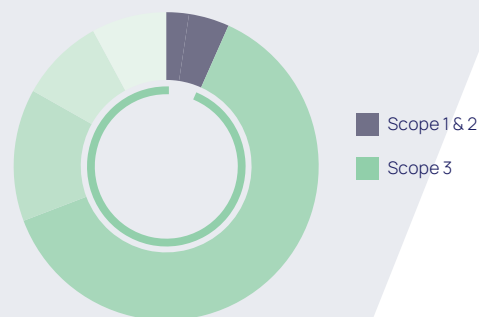
The majority (93%) of our total emissions come from Scope 3 activities across our value chain, such as ingredients, packaging, logistics and product end-of-life. Scope 1 and Scope 2 account for only 7% combined. This confirms our strategic focus on reducing Scope 3 emissions through supplier engagement, sustainable packaging and optimised transport solutions.

### Decarbonisation transition plan

Building on strong foundations, we continue to advance our decarbonisation roadmap, focusing on both local market constraints and opportunities to ensure future investments deliver efficient impact. By identifying where we can achieve meaningful reductions, we are laying the groundwork for practical and effective strategies and actions.

Our most recent validated GHG inventory confirms that Scope 3 emissions represent over 93% of our total footprint. The largest contributors within Scope 3 are:

### Froneri's emission contributors



- Purchased Goods & Services: 62% (2.8 M tCO<sub>2</sub>e).
- Upstream/Downstream Transportation & Distribution: 14% (0.7 M tCO<sub>2</sub>e).
- Downstream Leased Assets: 9% (0.44 M tCO<sub>2</sub>e).
- Other: 8% (0.4 M tCO<sub>2</sub>e).

This analysis highlights our focus points and guides our reduction strategy. Among the raw materials we source, dairy, cocoa and sugar are the most GHG-intensive categories, making them key priority areas for improvement.

We work with suppliers across Froneri markets to support the transition toward more sustainable agricultural practices. Our aim is to increase responsible sourcing of key commodities such as wood, cocoa, palm oil, coffee and soy, using recognised sustainability certifications and standards as a base to help reduce the risk of deforestation in our supply chains.

In parallel, we continue to strengthen our own operational practices by advancing packaging innovation, improving logistics efficiency and prioritising local sourcing where feasible. These efforts are intended to lower our environmental footprint and contribute to more resource-efficient operations across the value chain.

### Supplier engagement for carbon footprint & sustainability

In 2025, we advanced our commitment to responsible sourcing and climate action by launching a supplier engagement programme focused on product carbon footprint transparency. Working collaboratively with key suppliers, we developed and implemented a framework for collecting and validating primary carbon footprint data for priority raw materials and packaging. Supplier-specific emission data improves visibility of carbon footprints by replacing generic averages with primary, product-level information, enabling identification of emissions hotspots, targeted supplier engagement and measurable tracking of value chain carbon emission reductions over time.

This process, conducted with subject matter experts involved engaging priority suppliers to collect verified product carbon footprint data, co-developing data collection and validation methods, reviewing and interviewing suppliers to ensure data quality, integrating supplier-specific

factors into our footprint model and training internal teams to maintain high standards in supplier data validation.

Through these actions, we strengthened our relationships with suppliers, deepened our understanding of supply chain emissions and supported collaborative efforts to identify and seek to implement emission reduction opportunities.

### Decarbonisation & dairy

At the end of 2025 we launched a dedicated dairy supply chain sustainability programme. This initiative is designed to identify opportunities to decarbonise the supply of dairy products that we purchase. The programme identifies key levers to support emissions reductions across the dairy value chain and allows our markets to prioritise actions and engagement with suppliers where reductions are expected to be most achievable.

Recognising that methane emissions from dairy production are a significant contributor to climate impact, during 2025, we implemented in our bespoke GHG Inventory model, the possibility to identify and quantify methane emissions specifically linked to our dairy supply chain. This enhancement allows methane, a high-impact GHG, to be systematically managed alongside other emissions sources, reinforcing our commitment to SBTi and data-driven climate action.

### Decarbonisation in outbound transportation

We have taken concrete steps over the years to improve the environmental and operational performance of our outbound transportation (covers emissions from transporting and

1 See ESG Appendix for further details.

distributing products from Froneri to its customers). Our efforts focused on optimising logistics, reducing unnecessary transport distances and enhancing delivery efficiency, resulting in a carbon footprint reduction of more than 20% in 2024 vs. our baseline in 2022 of our outbound transportation.

### Decarbonisation actions in the US market

The US market serves as an example of our approach to decarbonisation in logistics.

In 2025, the implementation of our automated deployment tool increased the number of pallets per truck delivery. When paired with our network consolidation project, it drove a reduction of around 9% (vs. 2024) less trucks needed, followed by a reduction of 8% (vs. 2024) in transfer kilometres required to meet sales demand.

The market continued to leverage improvements in order fulfilment performance and expanded consolidation of loads, particularly in Less-Than-Truckload channels. Improved operational discipline in order fulfilment is highlighted as a key enabler, ensuring that orders can be combined more efficiently before shipment.

These actions collectively contributed to the carbon footprint reduction of our outbound transport, demonstrating how operational changes can drive progress toward our ESG goals.

### Ongoing initiatives across all markets

We enhanced our transport efficiency by optimising pallet configurations, relocating production and distribution points closer to customers, consolidating shipments with improved load planning and continuously refining order fulfilment processes to allow for more reliable and efficient deliveries.

In 2025, Froneri Switzerland introduced its first electric truck for Direct Store Delivery ("DSD") operations, this is the first step toward decarbonising its logistics network. This pilot project marks a milestone in our journey to reduce emissions across the value chain. The success of this pilot will pave the way for expanding our electric fleet across other markets in the coming years.



We are not stopping here; we will continue to build on this progress by identifying further logistics initiatives that are designed to improve service performance, reduce operating costs and generate further carbon-emission reductions.

### Freezer management

As an ice cream manufacturer and distributor, we provide freezers to customers in the out-of-home business, with over 800,000 units worldwide.

These freezers and their distribution are part of our Scope 3 emissions – linked to Downstream Leased Assets.

In 2025, every new chest freezer purchased within Froneri meets the latest current European Union ("EU") energy efficiency class "C" replacing older class models. This shift reduces energy consumption compared to previous units.

To provide our customers with more information about our freezer initiative and to follow Froneri's journey to becoming a more sustainable business, some of our C-class chest freezers have been equipped with a distinct QR code which provides businesses and consumers with more details and regulatory information about the classification of the freezers. This has been launched in selected European markets with the aim to deploy this across all markets.



## ESG | Our sustainability journey so far continued

### Our supply chain



#### Collaboration with stakeholders

We work together with our industry and our strategic suppliers to improve the sustainability of key ingredients such as dairy, cocoa, sugar, paper and palm oil, through multi-stakeholder initiatives and working groups, such as the RSPO, the RFA and other certification bodies.

#### Palm oil sourcing

We maintained our commitment to source our palm oil used in our products through recognised sustainability standards. All palm oil continues to be sourced via RSPO certification or in accordance with Mondelez International's Palm Oil Policy. All Froneri factories<sup>1</sup> hold a RSPO certification.

Our RSPO Shared Responsibility Score rose from 7.3 in 2024 to 8.9 out of 10 in 2025, placing us in the top 15% of organisations. This reflects our commitment to ethical business, social progress, environmental impact reduction, greater uptake of Certified Sustainable Palm Oil and dedicated resources supporting the RSPO mission.



Scan the QR code for further details on the RSPO Shared Responsibility Score

### Cocoa sourcing

Previously, we committed to bringing our US business to the same level of cocoa sustainability as the rest of Froneri. This began by transitioning the Häagen-Dazs bar and Drumstick ranges. In 2025, we extended this certification to all Häagen-Dazs and Drumstick products therefore ensuring they meet recognised sustainability standards.

As a result, Froneri's cocoa sourcing for all A-brands<sup>1</sup> is through certified sustainability programmes such as the RFA and initiatives like Mondelez Cocoa Life, Cocoa Horizons and the Nestlé Cocoa Plan, providing traceability and compliance with established environmental and social standards.

Additionally, the majority of Froneri factories<sup>1</sup> are RFA certified, ensuring that cocoa sourcing and handling meet internationally recognised sustainability criteria. This certification strengthens our ability to deliver responsibly sourced products, supporting our mission to create positive impacts for people, communities and the planet.

### Deforestation

We are working to directly source key commodities such as wood, cocoa, palm oil, coffee and soy without contributing to deforestation, in line with the Accountability Framework Initiative ("AFI") and a strict cut-off date of 31 December 2020. To help achieve this, we have communicated our deforestation-free intention to our relevant suppliers who have completed a detailed risk assessment. Responses are assessed using a risk matrix and any identified risks trigger targeted mitigation actions defined by each individual Froneri market.

In addition to these measures, we ensure that materials are purchased responsibly through recognised certification schemes. For example, palm oil is sourced via RSPO, while other commodities follow equivalent sustainability standards and certifications to guarantee ethical and traceable supply chains.

We recognise that suppliers have varying levels of readiness to demonstrate and certify deforestation-free sourcing. Understanding this, we work collaboratively with suppliers who are willing to make meaningful changes toward greater sustainability and accountability. This partnership approach helps ensure that deforestation-free pledges become actionable and credible wherever feasible.

Our European markets have systems and processes in place to help meet the requirements of impending EU Deforestation Regulations ("EUDR") (including enhanced due diligence).

### Packaging development

We remain committed to improving the sustainability performance of our packaging and to designing all A-brands<sup>1</sup> packaging in line with WPO guidance for recycling, circularity and clear end-of-life information. Although we did not fully complete this transition by the end of 2025, good progress has been made with the majority of Froneri markets fully completing this transition on their A-brands. Further work is needed in the US, New Zealand and Switzerland due to the complexity of packaging systems, regional differences in recycling infrastructure, the availability of certified materials and the fact that some of our existing machinery cannot yet support the required material or process changes.

Designing sustainable packaging extends beyond material substitution. It requires re-engineering processes, adapting or upgrading production lines and modifying packaging machinery, all while maintaining high standards of product quality and food safety. To support global consistency and regulatory readiness, we have mapped our primary, secondary and tertiary packaging formats against the WPO "Packaging Design for Recycling" colour-coded system<sup>1</sup>. This structured framework helps us identify where design changes can offer the greatest environmental benefit and where technical constraints currently limit progress.

Across our markets, projects are underway to reduce or replace fossil-based materials with alternatives. Initiatives include transitioning from multi-layer films to recyclable mono-materials, introducing fibre-based options for selected components, increasing the use of certified paper and board, and optimising packaging to reduce material usage. Where machinery limitations prevent full transition, we focus on pilot trials, supplier partnerships and long-term technology planning to enable future compatibility.

We recognise that the pathway to fully sustainable packaging is complex and dependent on external factors such as recycling infrastructure, material availability, and technology readiness. To remain transparent and accountable, we have updated our timeline for the remaining markets: we now aim to finalise the transition of all outstanding A-brands packaging by the end of 2028. In the meantime, we continue to work closely with our markets, packaging teams and suppliers to address these bottlenecks and accelerate progress responsibly, in line with evolving regulations.

The majority of Froneri suppliers for paper-based and wood packaging are certified under internationally recognised sustainable forestry standards, such as PEFC<sup>1</sup> or Sustainable Forestry Initiative ("SFI") schemes.

Our globally purchased wooden sticks (which are purchased from suppliers at a group level, excluding local country purchases) either come from suppliers certified under PEFC or from suppliers who source wood from internationally recognised sustainable forestry certified sources.

### Our first Nature LEAP assessment

In 2025, supported by external experts, we completed our first Nature LEAP assessment to identify and address our nature-related impacts and dependencies across our operations and supply chain, in line with TCFD and emerging nature-related reporting expectations.

### Key findings

**Locate:** nearly half of our sites and ~70% of key sourcing areas (cocoa, sugarcane, dairy) are in or near ecologically sensitive regions, many exposed to high water stress or forest loss.

**Evaluate:** our largest biodiversity impacts stem from agricultural supply chains, driven mainly by water-use, land-use change and climate change, particularly for cocoa.

**Assess:** material risks include water scarcity, soil erosion, tree cover loss and pollinator decline. Opportunities include resource efficiency, regenerative agriculture, biodiversity restoration and improved traceability.

The assessment helps us to prioritise areas within the business including our own operations and certain key commodities such as dairy and cocoa, where we need to identify specific

actions with further focus on nature-related risk management, and supplier engagement.

### Risk management within our supply chain

Our most material climate and nature-related risks occur within our value chain, primarily due to potential reductions in yields of key commodities. To mitigate these risks, we work with a diverse network of suppliers across multiple sourcing regions, aiming to reduce reliance on any single location and minimising the risk of supply disruption.

In 2025, following a successful pilot in Germany, we started the rollout of a dedicated risk management software solution across our global supply chain. This tool supports the identification and management of supply chain risks and enables appropriate remediation measures. This provides a structured approach to monitor risks that may arise across human rights, environmental impact, regulatory compliance and other critical areas. This system strengthens transparency and ensures consistent risk management practices across all our markets within the supply chain.

### Operational excellence



### Climate risks linked to our own operations

At our own sites, rising temperatures and more frequent flood events increase the need for resilience measures across our distribution network, cold-chain systems and manufacturing facilities. In response, we are investigating alternative energy sources such as solar or wind electricity generation on site and battery storage, while prioritising energy efficiency and renewable sourcing.

### Eliminate landfill waste by our operations

We continue to reduce waste in our factories by applying circular-economy principles by prioritising waste prevention at the source and finding beneficial recovery routes for any unavoidable waste. Through operational excellence and technology-driven improvements, such as in-line camera systems, preventive maintenance and software-based equipment checks, we minimise defects, reduce malfunctions and reduce line stoppages. This results in less waste, lower water use and improved energy efficiency. When comparing our generated waste (including paper & wood-based materials, effluents, electronics, metal, oil, product waste and plastics) across all our markets against 2024, we were able to reduce this by 8%.

Preventing waste strengthens operational resilience, reduces costs and supports our wider ESG objectives.

We have achieved zero landfill waste<sup>1</sup> (excluding freezer-related waste) across all Froneri factories<sup>1</sup>, except in Australia, New Zealand, the US and our recently acquired Uruguay site, where local infrastructure limits landfill-free options. These locations continue to work towards zero landfill waste<sup>1</sup> (excluding freezer-related waste) by the end of 2027.

### Freezer waste management across Froneri

Froneri is working on enhancing the end-of-life handling of freezers under our operational control by identifying potential improvements that go beyond minimum regulatory requirements. We are planning to assess the current disposal practices across our markets to close gaps, increase circularity and seek to ensure responsible management of these

<sup>1</sup> See ESG Appendix for further details.



## ESG | Our sustainability journey so far continued

assets. This work will feed into a targeted action plan and global roadmap to be finalised by the end of 2026.

### Energy efficiency & fossil fuel reduction

We remain committed to improving energy performance across our operations. Our approach includes reducing energy use in factories, enhancing efficiency and increasing the share of renewable energy in our mix. Through our continued focus on energy and resource efficiency, we achieved an overall reduction of purchased electricity by 5% across all Froneri markets compared to 2024 and increased our share of certified renewable electricity purchased from around 17% in 2024 to 24% in 2025.

Currently, production sites in the UK – Leeming Bar, Germany – Osnabrück, Italy – Ferentino and Terni generate electricity and heat through co-generation systems and supply surplus electricity back to national grids. Across our markets, we are evaluating renewable energy sourcing options and reviewing on-site generation projects to identify feasible opportunities that align with local conditions and regulatory requirements. These assessments aim to support our long-term decarbonisation objectives with practical, evidence-based solutions.

In Spain we have launched a pilot project in partnership with a technology provider to optimise production and energy consumption using IT-supported scheduling. This initiative automates complex planning, helping to reduce costs and emissions while supporting our sustainability strategy.

We are seeking to identify heat-recovery technologies in factories and energy centres to improve efficiency and additional projects are under review to further optimise energy

use. In parallel, we are exploring ways to reduce reliance on fossil fuels through collaboration with local energy providers and technology partners.

We are considering ways to transition our vehicle fleets to hybrid and electric models.

Energy reduction measures and strategies have helped offset the impact of expansion, new production lines have been added to existing plants without adding to overall energy consumption, indicating that efficiency reduction measures have helped offset this volume growth.

### Managing water-related risk & strengthening stewardship

Water access and quality are critical to our manufacturing and supply chain. We assess site-level exposure to water stress in all markets and seek to integrate defined mitigation actions into local utility planning and group risk processes.

Each manufacturing site is responsible for water metering, reduction projects and maintaining contingency plans, supported by weekly water KPI reporting. At Group level, all environmental data is consolidated weekly and reviewed quarterly by the Froneri Environment Committee to ensure strong governance.

In drought-exposed markets such as France, we engage with local authorities and industry bodies to anticipate regulatory changes and protect water access.

We operate with Group-wide water reduction targets and policies such as the manufacturing “dry floor” policy, supported by practical actions including Clean-in-Place (“CIP”) optimisation, leakage management and water-reuse projects. Progress varies by site,

but all initiatives aim for efficient water use without compromising product safety or quality.

Over half of our sites operate on-site waste water treatment plants, improving effluent quality prior to discharge. Construction of a new Wastewater Treatment Plant (“WWTP”) at our largest site in France further strengthens this commitment.

We recognise water management as an ongoing challenge shaped by local conditions and we regularly review our targets to align with regulatory, operational and technological developments.

### Standards in operations

In 2025, we reinforced our commitment to improving environmental performance and energy management by maintaining ISO certifications at key operational sites. Several of our plants (e.g. Argentina, Egypt, South Africa and Spain) continue to operate under ISO 14001 Environmental Management Systems (“EMS”) and ISO 50001 Energy Management standards (“EnMS”) (e.g. Germany and Finland), and we aim to expand certification coverage in the coming years. These frameworks help us systematically monitor, manage and improve our environmental impact and energy efficiency.

In addition, every Froneri manufacturing site<sup>1</sup> adheres to globally recognised food safety standards under the Global Food Safety Initiative (“GFSI”). Compliance is independently verified through announced or unannounced audits against ISO 22000, British Retail Consortium (“BRC”) or International Featured Standards (“IFS”), ensuring consistent product safety and quality across all markets.



## Product

### Responsible product development



#### Sustainability embedded in NPD process

By embedding sustainability criteria into our NPD process, supported by our internal bespoke IT system, we aim to ensure that our product innovations not only meet market needs, but also align with our sustainability commitments from day one. These sections specifically address key topics such as sustainable cocoa, certified palm oil, packaging material composition and are flagged using a traffic light system (red, amber, green) for early action and correction.

#### Responsible children's product portfolio

In 2025, we continued to design our children's product portfolio in alignment with our group wide set nutrition policy. Our approach focuses on transparency, portion control and verified nutritional criteria. For children's products, these criteria are:

- < 110 kcal per portion
- < 12 g sugar
- < 3.8 g saturated fat

<sup>1</sup> See ESG Appendix for further details.

## Brand case study



# Delivering strong growth across all territories

**Driving the snacking occasion through irreverent positioning amongst 18-35 year olds, Maxibon continues to deliver strong growth across all territories.**

In Italy, Maxibon continues to outperform the total ice cream category for the third consecutive year, with the Classic variant now the number 1 SKU by volume rotation. The Red Cheesecake novelty launch ranked as the top novelty of 2025, further strengthening the brand's momentum. Penetration has risen to 17.2% (+3.3ppt vs 2023), elevating Maxibon to the number two brand in the multipack ice

cream segment. Brand awareness also remains strong, holding the number two position at 75%, supported by communications that reinforce key brand attributes.

In Australia, Maxibon is bringing outstanding growth of +28.4% adding an impressive €34.1m of consumer sales value, driven with a successful innovation pipeline that includes an exclusive collaboration with Netflix's Stranger Things franchise, launched in parallel with the season finale and additional novelties tapping into the bakery trend. Maxibon is scoring a winning performance in consumer KPIs, with penetration at 11.9% growing over the last three years and consolidating awareness thanks to growing media investment via impactful campaigns.

In Spain, Maxibon is delivering strong growth of +12%, driven by the performance of core SKUs (Classic formats and Cookie) and the successful launch of the Red Cheesecake novelty. This momentum is reflected in strengthened penetration across all age groups and enhanced spontaneous brand awareness supported by the latest communications campaign.

\* Sources: Nielsen MAT 28.12.25, YouGov 2025, Brand Health Tracking 2025.



Brand case study



Scan the QR code to view the Maxibon story

## ESG | Our sustainability journey so far continued

Our packaging includes clear nutritional information and Nutri-Score labelling is available on childrens' products in several European countries. We follow defined Children's Communication Guidelines across all markets:

- No direct marketing to children under 6 years old.
- No advertising to anyone under 16 where age targeting is possible.
- No licensed characters or celebrity endorsements aimed at children under 13.
- No data collection from minors under 18 for marketing purposes.
- No partnerships with influencers under 18.

Additionally, we maintain clear internal policies to keep plastic novelties (toys) out of children's ranges.

### Diverse product choices

Our ice cream portfolio offers options such as portion-controlled servings, reduced sugar and fat, no added sugar, lactose-free, gluten-free and vegan products. Around 90%<sup>1</sup> of branded sales ice cream portions<sup>1</sup> remain below 250 kcal, with most European markets already above 90%.



## Community

### Our people & communities



### Equality & diversity

At Froneri, we are committed to creating workplaces where every employee is valued and treated fairly. Our approach focuses on providing equal opportunities, protecting employee rights, prioritising health, safety and wellbeing and supporting personal development. We aim to foster diversity and inclusion across all our operations, recognising that this is an ongoing journey rather than a finished goal.

To guide our corporate responsibility efforts, we review socio-economic factors and identify areas for improvement. One key focus is gender diversity and empowerment across all levels of the business.

At the end of 2025, women represented 25% of the Group Director team, 19% of Country Heads, and 39% of Country Leadership Teams<sup>2</sup> and we are working to increase this representation further through targeted initiatives. While progress takes time and varies by region, we remain committed to transparent reporting and continuous improvement.

Increasing female representation in leadership roles is a cornerstone of our ESG strategy. We continue to build a strong succession plan of female managers in group functional areas that support our overall commitment to increase female representation in key roles.

We have implemented a practical, data-driven action plan to make this vision a reality. Our journey begins with creating equal opportunities from the very start. We review and refine our hiring practices to ensure that women are well represented in candidate pools. At the same time, we listen and learn by conducting exit interviews to understand why women leave the organisation, using these insights to seek to address barriers and improve retention.

To further strengthen our commitment to our employees, we actively listen. As part of this, we are building an inclusive environment and we are introducing Leadership Training to build future leaders.

### Employee engagement

Our employees are central to our success and we actively seek their input to shape our workplace culture. To further strengthen our approach, we analyse culture survey results to identify key challenges. Additionally, we use feedback from round tables, town hall sessions and other channels to identify areas with the greatest potential for improvement and create a safe, respectful and supportive environment. While building an engaging workplace is an ongoing process, these insights help guide meaningful actions.

To strengthen communication and information sharing, we use multiple formats such as town hall meetings, newsletters, electronic bulletin boards and pre-shift briefings. We also organise family days at several sites, where employees can share their passion for ice cream making with their families and friends. These events foster connection and community, but we recognise they are just one part of a broader effort to maintain engagement and wellbeing.

Our commitment to employee engagement extends beyond day-to-day operations, encouraging participation in initiatives that promote wellbeing, education and sustainability across our global markets.

Developing future talent: in Argentina, we introduced the My First Opportunity Programme, a one-month training initiative for employees' children aged 18-22. The programme provides exposure to different business areas, vocational guidance and essential job skills, supporting young people in gaining their first formal work experience.

Fostering health and wellbeing: several health-focused programmes were implemented in certain markets across Froneri to protect and enhance employee wellbeing. We seek to ensure behaviours align with our focus on operating in a safe way by properly lifting equipment, complying with safety requirements and ensuring activities are completed in an ergonomic way. Health days were organised in collaboration with insurance providers, complemented by vaccination campaigns and subsidies for e-bike leasing and fitness memberships.

Supporting mental health awareness: in South Africa, we partnered with local communities to host a 5km mental health awareness walk. This initiative aimed to raise awareness of mental health challenges and promote wellbeing, reflecting our commitment to holistic health support.

These activities are just a handful of actions that demonstrate our ongoing efforts to create a workplace culture that values health, education and community engagement, while empowering employees to contribute positively to society.

## Safety

At Froneri, occupational safety is a fundamental responsibility and we work continuously to strengthen our safety culture across all sites. In 2025, our Culture Survey indicated that 83% of respondents rated safety positively, providing valuable insight into areas of strength and opportunities for improvement. We recognise that safety is an ongoing process and we remain committed to learning and adapting.

Our safety approach is built on clear policies, robust procedures and practical actions. Lessons learned and best practices are shared across factories and countries to drive continuous improvement. In many cases, our internal standards go beyond local regulatory requirements. Regular dialogue with employees and contractors is maintained through hands-on training, weekly safety discussions and education programmes. Froneri Safety Managers meet regularly to review risks and identify improvement opportunities across all factories.

We also collaborate proactively with machinery vendors to ensure equipment is designed with safety in mind, including proper guarding and ergonomic considerations. This partnership helps reduce risks and supports compliance with our safety standards.

Our guiding principle is clear: every team member should return home safe and sound. In 2025, we achieved an 8% reduction in injuries compared to 2024, a result that includes the rapid integration of our newly acquired business in Uruguay, which successfully adopted Froneri's safety standards in record time.

Our annual target is a 5% reduction in lost time due to injury rate, and while we reached a 2% reduction this year, this progress reflects both the challenges and opportunities of integrating new operations while maintaining strong safety practices.

We recognise that safety is not a one-time achievement but a continuous journey. In 2026, we will strengthen our efforts through enhanced training, proactive risk management and a culture where safety is everyone's responsibility, because nothing matters more than protecting our people.

## Training & development

In 2025, we continued investing in employee development across all regions. Building on previous years, we delivered a wide range of training courses, including cyber security, health and safety, on-site ammonia handling, anti-bribery, and competition law. Employees from all markets and functions participated according to their job role, with a mixture of online and in person delivery. Training remains a core part of our culture and we focus on practical skills, compliance and personal growth to support long-term career development within Froneri.

Career development is a key priority. We are strengthening formal development plans to help employees grow and build rewarding careers within the business. While progress varies by region, these initiatives reflect our commitment to continuous improvement and transparency.

## SEDEX Members Ethical Trade Audit ("SMETA") audits conducted across several sites in 2025

Our sites in the US, Argentina, Brazil, Spain, Serbia, Poland, the UK, Germany, New Zealand, the Philippines, South Africa and Egypt

underwent the SMETA in 2025. SMETA is a widely used on-site assessment methodology that evaluates labour practices, health and safety conditions, environmental performance and business ethics.

SMETA is not a certification and does not issue pass/fail outcomes; instead, it identifies non-compliances and supports continuous improvement at site level.

Through these assessments, our sites gained:

- Independent visibility into working conditions, including labour standards and health and safety practices.
- Corrective Action Plans, enabling structured follow-up on findings to address identified gaps.
- Alignment with internationally recognised frameworks such as the ETI Base Code and relevant International Labour Organisation ("ILO") conventions.

These results support the Community pillar of our ESG approach by helping us understand conditions affecting workers and by guiding targeted actions to enhance workplace practices across our global operations.



## Community impact & engagement programmes

We have a duty of care to behave responsibly in the communities where we operate, seeking to create the maximum positive impact and responding to social challenges at a local level. One of the best parts of our job is being able to give back. Across all Froneri markets, significant local activities are undertaken to benefit our communities, ranging from charitable donations, clean-up days, fun runs and, of course, ice cream donations.

In 2025, we delivered impactful initiatives that strengthen this commitment. In the Philippines, we partnered with Plastic Bank to recover 209,000 kilograms of plastic waste, preventing 10 million bottles from entering the environment while supporting five local communities. In Australia, our Nuii brand collaborated with Currumbin Wildlife Hospital to fund koala conservation and planted 2,000 trees as part of a 15,000-tree habitat restoration project. Additionally, our Australian team participated in the Coast trek fundraising walk to raise funds for Beyond Blue, promoting mental health awareness and support.

We have chosen WildArk as our partner to help us on this journey. Each year, we are committed to supporting biodiversity projects in places where we can make a real difference to the lives of people, wildlife and the environment. These programmes will continue to be supported and expanded in the coming years.

1 % Numbers excl. Australia, New Zealand, South Africa and Uruguay markets due to limited detailed data access.

2 See ESG Appendix for further details.

## ESG | The future

# Targets and priorities



# Zero

Landfill waste by the end of 2027

## Environment

### Limited assurance of Group GHG inventory 2025

We are aiming to improve the validation cycle of our 2025 GHG inventory with a target to complete this with our accredited partner, Carbon Trust, by June 2026.

### How we plan to achieve our target

To achieve limited assurance of the 2025 Group GHG inventory by June 2026, Froneri will continue to operate a centrally governed, system-driven carbon reporting framework covering Scope 1, 2 and 3 emissions.

Data will be collected consistently across all markets using the established Group GHG model, including methane tracking for dairy. Internal validation checks, ERP-based data cleansing and gap analysis will be completed prior to submission to our accredited assurance partner, Carbon Trust. Progress will be monitored through defined ESG KPIs reviewed on a regular basis, aiming to ensure timely issue resolution and readiness for external validation within the agreed timeframe.

### Supplier engagement for Scope 3 emissions

Launching of a supplier engagement programme to join in Froneri's decarbonisation journey helps top suppliers set their own science-based targets, focusing on dairy, cocoa, sugar and packaging.

### How we plan to achieve our target:

Priority suppliers will be engaged through updated supplier questionnaires, code of conduct requirements and direct collaboration to support the development of science-based targets aligned with SBTi. Progress will be measured by the proportion of strategic suppliers engaged, the number of suppliers committing to or submitting SBTi targets and the integration of supplier emissions data into Froneri's central carbon inventory.

### Packaging

We continue with the transition to reduce our usage of fossil-based packaging of all our outstanding A-brands packaging by the end of 2028 by prioritising more sustainable and certified sources, following the WPO's Packaging Design for Recycling guidelines in line with product safety and quality.

### How we plan to achieve our target:

Progress will be tracked through portfolio-level packaging assessments, transition project status review with individual markets and reporting on the share of packaging designed for circularity.

### Coconut

As a member of the Sustainable Coconut Charter, we will continue to evaluate and discuss options with suppliers to find ways to evolve sustainable coconut-sourcing practices.

### How we plan to achieve our target:

Actions include regular supplier engagement, assessment of existing certification and traceability schemes, and identification of improvement opportunities.

### Zero landfill

Achieve zero landfill waste<sup>1</sup> (excluding freezer-related waste) in our remaining factories located in Australia, New Zealand, the US and Uruguay by the end of 2027.

#### How we plan to achieve our target:

This will be achieved through enhanced waste segregation, recycling partnerships, wastewater treatment solutions and improved logistics. Factory-level waste data will be monitored centrally, excluding freezer-related waste, with progress measured by the number of sites achieving verified landfill-free status and the percentage reduction of landfill waste (excluding freezer-related waste) year-on-year.

### Freezer waste management

Froneri is aiming to strengthening end-of-life freezer management by assessing global disposal practices and seeks to driving circular, responsible solutions, with a targeted action plan set for completion by the end of 2026.

#### How we plan to achieve our target:

We will carry out a mapping of current market practices and aim to identify improvement opportunities with suppliers and waste partners. We will undertake a feasibility assessment and define a plan with clear targets along with monitoring criteria for implementation in the next financial year.

### ISO 14001 – Environmental Management System

Further Froneri markets will become certified by following the ISO 14001 – Environmental Management System.

#### How we plan to achieve our target:

Certification progress will be tracked through the number of factories and markets certified, audit completion rates and corrective action closure. The objective is to systematically strengthen environmental governance and operational control across the Group.

## Product

### Kid's products

Maintain our strict internal nutrition guidelines for our kids' portfolio range.

#### How we plan to achieve our target:

Compliance will be ensured through mandatory nutrition assessments during product development and regular portfolio reviews, with performance measured by full adherence to internal standards across all children's products.

## Community

### Strengthen safety culture

Continued focus to reduce high-risk accidents (any incident including injuries, property damage or near-misses that Scores 17–20 on the Froneri Risk Assessment Matrix, based on the combination of severity and likelihood) and lost time due to injuries by aiming for a 5% reduction year-on-year.

#### How we plan to achieve our target:

A minimum 5% year-on-year reduction will be targeted through consistent safety KPIs, root-cause analysis of incidents, training programmes and leadership engagement. Performance will be monitored centrally

and reviewed regularly to drive continuous improvement.

### Implementing biodiversity restoration projects

We aim to implement biodiversity restoration at factory locations where this is an identified issue. This will be done by assessing local ecosystems, partnering with stakeholders and implementing native habitat restoration along with ongoing monitoring.

#### How we plan to achieve our target:

We will identify one or more factory locations sites that are eligible for biodiversity, assess biodiversity options, undertake a feasibility assessment and define a biodiversity restoration plan with clear targets and monitoring criteria.

### Continuing community engagement plans

We continue and expand our community engagement programmes within our markets, aiming to create meaningful, positive impacts in the communities where we operate.

#### How we plan to achieve our target:

Froneri markets will identify local opportunities for community engagement that are feasible, for example health runs and school lunch support. They will create a community engagement plan for implementation in the next financial year. Progress will be tracked through documented community projects.

“

We are driving safer operations, empowering an inclusive workforce, identifying opportunities to restore biodiversity near key sites and strengthening our positive impact on local communities.”

<sup>1</sup> See ESG Appendix for further details.

ESG | The future continued

# Climate scenario analysis

We conducted a quantitative climate-scenario analysis, supported by a subject-matter expert, to evaluate how our most material climate-related risks may affect the Group over the short (1-2 years), medium (3-4 years), and long term (5-20 years). These time horizons are aligned with our overall risk-management framework and reflect the long-term nature of climate impacts.

Using bespoke, excel-based models developed specifically for this assessment, we analysed the potential impact of the most significant climate-related risks on Froneri's business model, supply chain, and operations. Consistent with our nature-related assessment, the physical-risk analysis across the supply chain focuses on three key commodities: cocoa, sugarcane, and dairy.

In line with TCFD recommendations, the analysis is based on widely recognised climate pathways from the Intergovernmental Panel on Climate Change ("IPCC") and the Network for Greening the Financial System ("NGFS"):

- High-carbon scenario (IPCC SSP5-8.5 / NGFS Current Policies): emissions continue rising, leading to high warming (>3°C) and significant physical climate risks.

- Medium-carbon scenario (IPCC SSP2-4.5 / NGFS Delayed Transition): limited near-term policy action with warming around 2–2.7°C.
- Low-carbon scenario (IPCC SSP1-2.6 / NGFS Net-Zero 2050): strong global mitigation consistent with limited warming to 1.5–2°C.

These scenarios rely on assumptions that carry uncertainties related to future policy, technology and socio-economic developments.

**R1: Long-term reduction in crop yields**

**Type: Physical (Chronic) | Value Chain: Upstream | Time Horizon: Long | Financial Impact: High**

Climate change is projected to reduce long-term yields of key crops such as cocoa, sugarcane and dairy feed crops, potentially increasing ingredient costs. Productivity impacts vary by region, with gradual but persistent yield pressure.

**R2: Extreme weather affecting commodity supply**

**Type: Physical (Acute) | Value Chain: Upstream | Time Horizon: Long | Financial Impact: Low**

Heatwaves, floods and wildfires may reduce commodity availability and increase procurement costs. Heatwaves are expected to drive most of the risk, particularly in major cocoa and sugar producing regions.

**R3: Increased need for asset adaptation investments**

**Type: Physical (Chronic) | Value Chain: Own Operations | Time Horizon: Long | Financial Impact: Medium**

Higher temperatures and flood risks will require investments in resilient infrastructure

(e.g. refrigeration upgrades and flood protection). Proactive adaptation is expected to reduce long-term operational disruption.

**R4: Water restrictions during severe droughts**

**Type: Transition (Policy) | Value Chain: Own Operations | Time Horizon: Long | Financial Impact: Low**

More frequent hydrological droughts may lead to temporary water-use restrictions at selected sites, requiring alternative water supply solutions and increasing operating costs, particularly in high-stress regions.

**R5: Rising carbon pricing on operational and upstream emissions**

**Type: Transition (Policy) | Value Chain: Own Operations | Time Horizon: Long | Financial Impact: Minimal**

Exposure to carbon taxes and emissions-pricing schemes is expected to increase gradually, although overall financial impact remains low due to the Group's decarbonisation efforts. In the absence of mitigation, costs would rise more significantly.

**Climate risk resilience**

Our resilience strategy is embedded into our core business model to support long-term stability and sustainable growth in the face of climate-related and other material risks. This strategy addresses operational, financial, social, regulatory and environmental risks through proactive risk management, scenario analysis and mitigation planning.

By incorporating sustainability into every function and leveraging cross-functional collaboration, we seek to position our business to anticipate challenges and adapt effectively. Our approach is supported by

clear governance structures and defined processes.

Sustainability is not a standalone initiative; it is a core business principle. We encourage all functions across the business to consider ESG to drive long-term value creation. Key elements of our approach include:

- Diversifying suppliers to strengthen supply chain stability.
- Investing in infrastructure and business continuity planning to enhance operational resilience.
- Monitoring regulatory developments to anticipate compliance requirements.
- Advancing decarbonisation and environmental risk mitigation initiatives across our operations and value chain (as explained above in our ESG Journey).

Our strategy evolves with changing global conditions. Through ongoing monitoring, scenario planning and embedded governance, we aim to safeguard operations, protect stakeholder value and deliver sustainable growth in an increasingly complex environment.

**Building climate resilience through robust risk assessment**

Climate change is an issue that requires proactive management. At Froneri, we understand that addressing climate-related risks is essential to safeguarding operations, supporting communities and creating long-term value.

In 2025, we completed our first TCFD-aligned climate risk assessment. This process combined internal expertise with independent external subject matter support to ensure credibility and transparency. It was aligned

with our Enterprise Risk Management (“ERM”) framework and informed by our DMA. Through research and benchmarking, we identified and prioritised key climate-related risks (see previous section on Climate scenario analysis). A cross-functional workshop involving Sustainability, Marketing, Legal, Procurement, Audit, Operations, and Finance led to the selection of five material risks for detailed scenario analysis. Climate-related opportunities were assessed as non-material at this stage, but we plan to revisit this as data and market dynamics evolve.

Historically, climate-related risks and opportunities have been considered within our broader risk management framework, informing strategic discussions at a general level. Building on this foundation, we are

enhancing governance to ensure climate considerations are systematically integrated. Planned actions include formalising governance processes, assigning clear oversight responsibilities and incorporating climate topics into Board agendas and management reports. We will also conduct a skills gap analysis for senior leadership, provide targeted training and integrate climate expertise into succession planning and key role descriptions.

These steps strengthen existing practices without overstating progress. By combining robust risk assessment with improved governance, we aim to embed climate considerations more deeply into decision-making, supporting long-term resilience and responsible growth.

### Managing risks responsibly

Managing risks effectively is essential to delivering sustainable value. Our approach to sustainability and climate-related risks is integrated into our established ERM framework, aligned with ISO 31000 by including as a mandatory field commentary on ESG risks. This ensures ESG risks are managed with the same rigour and accountability as all other business risks.

Each market conducts an annual risk review under the ERM structure, capturing region-specific ESG risks. The Group ESG team consolidates these risks, evaluates materiality and integrates them into the Group Risk Register. This process covers direct and indirect risks which the markets identify across our value chain, such as carbon emissions, energy use, water stewardship,

waste, biodiversity and climate-related impacts on operations and supply chains.

Material risks are addressed through tailored action plans, avoidance, mitigation, transfer or acceptance (based on our risk appetite). Top risks and actions are reviewed by leadership and the Group Environmental or Compliance Committee, ensuring alignment with strategic planning. To strengthen resilience, we also conduct deep-dive climate risk assessments with external experts to evaluate potential impacts.

By including ESG risk management into our proven ERM framework, we seek to ensure transparency, consistency, credibility and supporting informed decision-making across the Group.

## Environmental Performance Data

For further details on our GHG Methodology refer to the Appendix “Scope and Boundaries”.

	Unit	Target Year / Value	2022	2023	2024 <sup>1</sup>
Percentage reduction of GHG emissions versus 2022 baseline	%	–	100%	-0.42	<b>+2.32</b>
Absolute Scope 1 and 2 market based reduction of GHG emissions versus 2022 baseline	%	2034 – 58.8%	100%	-6.42	<b>-4.21</b>
Absolute Scope 3 non-FLAG reduction of GHG emissions versus 2022 baseline	%	2034 – 58.8%	100%	-1.18	<b>-0.12</b>
Absolute Scope 3 FLAG reduction of GHG emissions versus 2022 baseline	%	2034 – 42.4%	100%	+0.51	<b>+5.48</b>
Total GHG emissions (market based)	Million tCO <sub>2</sub> e	SBTi aligned	4.49	4.47	<b>4.59</b>
Scope 1 GHG emissions	tCO <sub>2</sub> e	SBTi aligned	117,530	103,461	<b>109,235</b>
Market-based Scope 2 GHG emissions	tCO <sub>2</sub> e	SBTi aligned	193,738	204,489	<b>199,259</b>
Scope 3 non-FLAG GHG emissions	Million tCO <sub>2</sub> e	SBTi aligned	2.18	2.16	<b>2.18</b>
Scope 3 FLAG GHG emissions	Million tCO <sub>2</sub> e	SBTi aligned	1.20	2.01	<b>2.11</b>
Total GHG emissions (location based)	Million tCO <sub>2</sub> e	SBTi aligned	4.50	4.47	<b>4.60</b>
Location-based Scope 2 GHG emissions	tCO <sub>2</sub> e	SBTi aligned	198,899	199,514	<b>203,490</b>

1 2025 data in external verification.

## ESG | Appendix



### Scope and Boundaries

#### Sustainability reporting

All sustainability reporting and science-based targets exclude Russia, as the Group has ringfenced these operations, ensuring that all disclosed data and progress reflect only non-Russian markets.

#### Sustainability linked commitments

Our sustainability commitments exclude newly acquired markets if they joined the group during the financial year for reporting purposes. Those markets will be included in the next full financial year, after they joined the group. Our sustainability commitments apply to Froneri -owned or licensed finished ice cream products, excluding chilled dairy, yoghurt and frozen bakery items.

#### Consistency of terminology Carbon Footprint, Emissions, Greenhouse Gas and GHG

In this report, the terms Carbon Footprint, Emissions, Greenhouse Gas and GHG are used interchangeably. All three refer to the full spectrum of greenhouse gases covered under the GHG Protocol, not only carbon dioxide. This includes CO<sub>2</sub>, CH<sub>4</sub>, N<sub>2</sub>O, HFCs, PFCs, SF<sub>6</sub> and NF<sub>3</sub>, expressed collectively as CO<sub>2</sub>-equivalents ("CO<sub>2</sub>e"). Using these terms consistently ensures clarity and aligns with internationally recognised accounting standards for greenhouse-gas reporting.

#### Landfill waste

Landfill waste is waste that is disposed of by being buried in a designated landfill site because it cannot be reused, recycled, composted, or otherwise recovered.

#### WPO "Design for Recycling"

According to the WPO, design for recycling is a core element of circular product design and serves as a foundation for holistic sustainability assessment.

The WPO defines Design for Recycling as the practice of designing packaging so it can be effectively collected, sorted, and recycled within existing state-of-the-art recycling systems, with the aim of ensuring the highest possible material recovery and supporting a circular economy. Circular packaging must allow materials to be reused, recycled into secondary raw materials, or derived from renewable sources, with clear end-of-life pathways that avoid downcycling and ensure compatibility with real-world recycling infrastructure.

#### WPO "Packaging Design for Recycling" colour-coded system

Recommendations for designing recyclable packaging are presented across three packaging categories, using a traffic-light system that classifies options as green (preferred), amber (acceptable when necessary), and red (to be avoided).

#### Certified programmes & initiatives (Cocoa sourcing)

Froneri sources cocoa through recognised sustainability programmes and supplier initiatives to seek to ensure responsible, ethical and environmentally sound production. These schemes provide independent standards, traceability, and support for farming communities, aiming to help us reduce ESG risks in our cocoa supply chain.

#### Our key partners include:

- RFA – Certification focused on protecting forests and biodiversity, improving farmer livelihoods, and safeguarding human rights.
- Mondelēz Cocoa Life – A long-term programme supporting climate-resilient farming, community development, and transparent cocoa sourcing.
- Cocoa Horizons – An impact-driven initiative improving farmer income, promoting responsible labour practices, and advancing sustainable agriculture.
- Nestlé Cocoa Plan – A programme investing in farmer training, community support, and stronger human rights protections while improving traceability.

Together, these certified programmes and initiatives help us source cocoa more sustainably and contribute to positive social and environmental outcomes in cocoa-growing regions.

#### Normalised pallets

Normalised pallets use a market-specific Pallet Index to adjust for differences in pallet size and configuration, ensuring consistent and comparable reporting across all regions.

### Froneri's A-brands

Froneri groups its A-brands, such as Cadbury, Connoisseur, Drumstick, Extrême, Häagen-Dazs (in the US), Maxibon, Milka, Nuii, Oreo and Outshine into dedicated brand groups.

### Disclosure on factory RSPO certification

Our Uruguay business, acquired at the end of 2024, is not yet RSPO certified and in 2025 we focused on establishing its first GHG inventory and aligning its sustainability practices with Froneri standards while progressing toward future RSPO compliance.

### Disclosure on factory RFA certification

At present, three of our South American factories are not yet RFA certified.

### Trading licence numbers

Froneri maintains internationally recognised sustainable forestry certifications to ensure responsible sourcing of paper and packaging materials. We hold a PEFC trademarks usage licence (PEFC/01-44-84), confirming that our materials come from responsibly managed forests, demonstrating our commitment to environmentally sound, socially responsible and economically sustainable forest management.

### GFSI recognised certification

Our Uruguay business does not yet hold a GFSI recognised certification but is working on getting this done within the forthcoming years.

### Froneri's portion definition

This definition is used for nutritional KPIs such as "Calories per Portion". It is not linked to regulated serving sizes, as these vary by market.

- Single consumer unit – applies to all individual items such as sticks, cones, sandwiches, pop-ups, cups and mini sticks.
- Tubs / bulk packs (>200 ml) – defined as 100 ml per portion.
- Bite-size / shareable products – typically 6 to 8 pieces per portion (e.g. Kaktus 4 F, Dibs, Oreo bites).

### Group Directors, Country Heads & Country Leadership teams

Our Group Directors are senior-level executives who oversee major functions within Froneri at the Group level, meaning they have responsibility across our business units rather than just one local operation. Country Heads are the leaders responsible for managing all activities within a specific country. Country Leadership Team is a group of senior executives who collectively manage and oversee all functions of a company within a specific country, reporting to the Country Head.

### Froneri Group GHG Inventory – methodology, SBTi alignment & external limited assurance

We are committed to transparent, robust and science-based GHG accounting. Our GHG inventory is prepared in alignment with the GHG Protocol Corporate Accounting and Reporting Standard and supports our SBTi commitments. This section outlines the methodology, key assumptions, SBTi alignment and the scope of external limited assurance for our 2023 and 2024 GHG inventories.

### Methodology overview

#### 2.1 Scope and boundaries

- Coverage: the inventory includes all operations under Froneri's operational control for the reporting period.
- Scopes: Scope 1 (direct emissions), Scope 2 (indirect emissions from purchased energy), and all relevant Scope 3 categories (upstream and downstream activities, investments, business travel, commuting, waste, etc.).
- For Scope 2 emissions (indirect emissions from purchased electricity), the GHG Protocol allows two methods: location-based and market-based.
- Location-based reflects the average emissions intensity of the electricity grid where consumption occurs.
- Market-based reflects emissions based on contractual instruments, such as renewable energy certificates ("RECs"), green tariffs or power purchase agreements ("PPAs") that Froneri has chosen to procure.

We apply the market-based approach because it best represents the impact of our business decisions and supports our decarbonisation strategy. By accounting for emissions based on the electricity products we purchase, we can demonstrate the effectiveness of our investments in renewable energy and low-carbon solutions.



## ESG | Appendix continued



We also disclose location-based figures for completeness and comparability, but our performance is primarily measured using the market-based method.

- Exclusions: out-of-scope emissions (e.g. non-Kyoto refrigerants).

### 2.2 Activity data collection & calculation

- Data sources: internal systems and manual data collection templates provide data on spend, quantities, distances, weights and energy use.
- Calculation methods: spend-based, quantity-based or distance-based approaches are used, depending on data availability and materiality.
- Currency conversion: EUR values are converted to GBP using HMRC exchange rates for each reporting year.

### 2.3 Emissions factors

- Sources: UK Government, IEA, IPCC AR5, Ecoinvent, EcoTransIT, Agribalyse and other recognised databases.
- Application: country-, year-, and activity-specific factors are applied wherever possible. Where unavailable, previous-year or UK default factors are used.
- Electricity: transmission and distribution losses and well-to-tank emissions are included or estimated using historical ratios.

### 2.4 Key assumptions

- Business Travel: air travel EFs are applied to total spend, as air is the dominant mode.
- Employee Commuting: UK-specific average emission factor ("EF") is used globally for consistency and due to low materiality.
- Freezer energy & refrigerants: estimates use weighted averages and secondary data (e.g. BSI, Tassou et al.).
- Transportation: if distance data is not available or anomalous distance data has been recognised, it is corrected to conservative values (e.g. max 1000 km for inbound, 500 km for outbound).
- Procured goods: EFs are matched to category, ingredient, country of origin and supplier, with weighted averages for uncategorised items.
- End-of-life: emissions for sold freezers are included in the year of sale.

### 2.5 Exclusions & double counting

- Internally traded goods: intercompany goods are excluded from certain calculations to avoid double counting.
- Freezers: leased out freezers are filtered out from capital goods spend, as their emissions are calculated separately by quantity.

### 2.6 Target setting & projections

- Targets: emissions reduction targets are set for 2034 and 2050, with linear pathways from base year values.
- Projections: projections use historical trends and standardised pallet growth rates.

## 2.7 Data quality & review

- Review process: methodologies and assumptions are regularly reviewed and updated by the Group ESG team and external partners.
- Continuous improvement: comments and legacy notes are addressed and removed as necessary to ensure clarity and transparency.

### SBTi alignment

Froneri's GHG inventory is fully aligned with the SBTi requirements:

- Boundary consistency: the inventory boundary matches that are used for SBTi target setting, covering all operations under Froneri's operational control.
- Category coverage: all relevant Scope 1, 2, and 3 categories are included, with specific attention to FLAG and energy-related emissions.
- Data quality: methodological rigor and regular reviews ensure the inventory meets SBTi's data quality expectations.
- Target pathways: emissions reduction targets and projections are consistent with SBTi's required decarbonisation pathways.

### External limited assurance (GHG inventory)

An external limited assurance engagement has been conducted for Froneri's GHG emissions inventory for the years 2023 and 2024.

This assurance covers:

- Scope: all operations under Froneri's operational control for the reporting period.
- Emissions: Scope 1 (direct), Scope 2 (indirect from purchased energy), and selected Scope 3 categories, in line with the GHG Protocol.

### Exclusions from the assurance scope

- Russia: operations in Russia are excluded, as Froneri does not exercise operational control over these activities.
- Uruguay: the recently acquired business in Uruguay is excluded from the 2023 & 2024 verification cycle. This entity will be integrated into Froneri's GHG inventory and included in the subsequent assurance cycle following completion of data harmonisation and reporting processes.



## ESG | Appendix continued

### Reference to standards or frameworks

Description	Details	Link
<b>Accountability Framework Initiative (“AFI”)</b>	The Accountability Framework is a roadmap for achieving ethical supply chains that protect forests, natural ecosystems, and human rights. The Framework gives consensus-based guidelines for companies in the agriculture and forestry sectors.	<a href="http://www.accountability-framework.org">www.accountability-framework.org</a>
<b>British Retail Consortium (“BRC”)</b>	The BRCGS Global Standard Food Safety developed with input from industry a framework to manage product safety, integrity, legality and quality, and the operational controls for these criteria in the food and food ingredient manufacturing, processing and packing industry.	<a href="http://www.brcgs.com/our-standards/food-safety">www.brcgs.com/our-standards/food-safety</a>
<b>Cocoa Horizons</b>	The Cocoa Horizons Programme, created by Barry Callebaut, is an impact-driven initiative.	<a href="http://www.cocoahorizons.org">www.cocoahorizons.org</a>
<b>Corporate Sustainability Reporting Directive (“CSRD”) / European Sustainability Reporting Standards (“ESRS”)</b>	EU rules require large companies and listed companies to publish regular reports on the social and environmental risks they face, and on how their activities impact people and the environment.	<a href="http://www.finance.ec.europa.eu/capital-markets-union-and-financial-markets/company-reporting-and-auditing/company-reporting/corporate-sustainability-reporting_en">www.finance.ec.europa.eu/capital-markets-union-and-financial-markets/company-reporting-and-auditing/company-reporting/corporate-sustainability-reporting_en</a>
<b>International Food Standard (“IFS”)</b>	The IFS develops globally recognised product quality and safety standards as well as development programmes with the expertise of retailers, manufacturers, certification bodies and other experts.	<a href="http://www.ifs-certification.com">www.ifs-certification.com</a>
<b>The Intergovernmental Panel on Climate Change (“IPCC”)</b>	The IPCC is the United Nations body for assessing the science related to climate change.	<a href="http://www.ipcc.ch">www.ipcc.ch</a>
<b>ISO 14001 Environmental Management Systems (“EMS”)</b>	ISO 14001 is the international standard for EMS, providing a framework for organisations to identify, manage, and reduce their environmental impact, such as waste, emissions, and energy use.	<a href="http://www.iso.org/home.html">www.iso.org/home.html</a>
<b>ISO 22000 Food Safety Management</b>	ISO 22000 provides a layer of reassurance within the global food supply chain, helping products cross borders and bringing people food that they can trust.	<a href="http://www.iso.org/home.html">www.iso.org/home.html</a>
<b>ISO 31000 Risk Management</b>	ISO 31000 is an international standard that provides principles and guidelines for risk management. It outlines a comprehensive approach to identifying, analysing, evaluating, treating, monitoring and communicating risks across an organisation.	<a href="http://www.iso.org/home.html">www.iso.org/home.html</a>
<b>ISO 50001 Energy Management Standards (“EnMS”)</b>	Designed to support organisations in all sectors, this ISO standard provides a practical way to improve energy use, through the development of an EnMS.	<a href="http://www.iso.org/home.html">www.iso.org/home.html</a>
<b>International Sustainability Standards Board (“ISSB”)</b>	The ISSB is developing standards that aim to result in a high-quality, comprehensive global baseline of sustainability disclosures focused on the needs of investors and the financial markets.	<a href="http://www.ifrs.org/groups/international-sustainability-standards-board/">www.ifrs.org/groups/international-sustainability-standards-board/</a>
<b>Mondelēz Cocoa Life</b>	Cocoa Life is Mondelēz International’s global cocoa sustainability initiative.	<a href="http://www.cocoalife.org">www.cocoalife.org</a>
<b>Nestlé Cocoa Plan</b>	The Nestlé Cocoa Plan aims to build a responsible cocoa supply chain and combines certification with direct investment in farmer support and responsible sourcing systems.	<a href="http://www.nestlecocoaplan.com">www.nestlecocoaplan.com</a>
<b>Network for Greening the Financial System (“NGFS”)</b>	The Network of Central Banks and Supervisors for Greening the Financial System, is a group of Central Banks and Supervisors willing, on a voluntary basis, to share best practices and contribute to the development of environment and climate risk management in the financial sector and to mobilise mainstream finance to support the transition toward a sustainable economy.	<a href="http://www.ngfs.net/en">www.ngfs.net/en</a>

Description	Details	Link
<b>Organisation for Economic Co operation and Development (“OECD”)</b>	The OECD is an international organisation where 38 countries work together to develop evidence-based policies that promote economic growth, global cooperation and improved living standards.	<a href="http://www.oecd.org">www.oecd.org</a>
<b>Programme for the Endorsement of Forest Certification (“PEFC”)</b>	As an umbrella organisation, the PEFC endorse national forest certification systems that have been developed through multi-stakeholder processes and tailored to local priorities and conditions.	<a href="http://www.pefc.org">www.pefc.org</a>
<b>Roundtable on Sustainable Palm Oil (“RSPO”)</b>	A global partnership to make palm oil sustainable.	<a href="http://www.rspo.org">www.rspo.org</a>
<b>RSPO Shared Responsibility</b>	Shared Responsibility is the set of responsibilities adopted by RSPO Members to achieve RSPO’s vision, “a global partnership to make palm oil sustainable”.	<a href="http://www.rspo.org/as-an-organisation/shared-responsibility">www.rspo.org/as-an-organisation/shared-responsibility</a>
<b>Rain Forest Alliance (“RFA”)</b>	The Rainforest Alliance is one of the world’s leading sustainability standards.	<a href="http://www.rainforest-alliance.org">www.rainforest-alliance.org</a>
<b>Science Based Targets initiative (“SBTi”)</b>	The SBTi is a corporate climate action organisation that enables companies and financial institutions worldwide to play their part in combating the climate crisis.	<a href="http://www.sciencebasedtargets.org">www.sciencebasedtargets.org</a>
<b>United Nations Sustainable Development Goals (“SDG”)</b>	The SDGs are 17 global goals adopted by all UN Member States in 2015 as part of the 2030 Agenda for Sustainable Development. They form a shared plan to end poverty, protect the planet, and ensure peace and prosperity for all by 2030.	<a href="http://www.sdgs.un.org">www.sdgs.un.org</a>
<b>Sustainable Forestry Initiative (“SFI”)</b>	As an independent, non-profit organisation, SFI collaborates with diverse network to help address local and global sustainability challenges. SFI works with the forest sector, brand owners, conservation groups, resource professionals, landowners, educators, local communities, Indigenous Peoples, governments, and universities.	<a href="http://www.forests.org">www.forests.org</a>
<b>SEDEX Members Ethical Trade Audit (“SMETA”)</b>	Supplier Ethical Data Exchange (“SEDEX”) is a non-profit membership organisation providing a platform for companies to share ethical performance data in their supply chains.	<a href="http://www.sedex.com">www.sedex.com</a>
<b>Task Force on Climate-related Financial Disclosures (“TCFD”)</b>	The TCFD has developed a framework to help public companies and other organisations more effectively disclose climate-related risks and opportunities through their existing reporting processes.	<a href="http://www.fsb-tcf.org">www.fsb-tcf.org</a>
<b>Task Force on Nature-related Financial Disclosures (“TNFD”)</b>	The TNFD has developed a set of disclosure recommendations and guidance that encourage and enable business and finance to assess, report and act on their nature-related dependencies, impacts, risks and opportunities.	<a href="http://www.tnfd.global">www.tnfd.global</a>
<b>UN’s Guiding Principles</b>	Set out the global standard for preventing and addressing human rights abuses connected to business activity.	<a href="http://www.business-humanrights.org">www.business-humanrights.org</a>
<b>World Packaging Organisation (“WPO”)</b>	A global non-governmental organisation with the mission “Better quality of life through better packaging for more people”.	<a href="http://www.worldpackaging.org">www.worldpackaging.org</a>

## ESG | Appendix continued

### List of Abbreviations

Abbreviation	Full name	General explanation
<b>AFI</b>	Accountability Framework Initiative	A roadmap for achieving ethical supply chains that protect forests, natural ecosystems, and human rights
<b>BSI</b>	British Standards Institution	UK's National Standards Body ("NSB"), to develop technical standards, product certifications, and management systems. Operating globally as a non-profit, BSI helps organisations improve performance, manage risk, and ensure compliance through training and auditing services
<b>BRC</b>	British Retail Consortium (Global Standard for Food Safety)	A GFSI-recognised food safety standard for manufacturing sites
<b>CIP</b>	Clean-in-Place	Automated cleaning method for processing equipment and piping
<b>CO<sub>2</sub>e</b>	Carbon Dioxide Equivalent	A metric that expresses the impact of all GHGs in terms of the amount of CO <sub>2</sub> that would have the same warming effect
<b>CDP</b>	Carbon Disclosure Project	A global non-profit organisation that runs a disclosure system for companies, cities, states, and regions to report their environmental impacts, focusing on climate change, water security, and deforestation
<b>CSRD</b>	Corporate Sustainability Reporting Directive	EU regulation mandating standardised sustainability disclosures
<b>DSD</b>	Direct Store Delivery	A supply chain model where products are directly delivered to retail stores, skipping traditional distribution centres
<b>EF</b>	Emission Factor	An EF is a standard coefficient used to estimate the quantity of GHGs released into the atmosphere per unit of activity
<b>ERM</b>	Enterprise Risk Management	Structured framework to identify, assess, and manage risks across the organisation
<b>ESG</b>	Environmental, Social and Governance	A framework for assessing a company's sustainability performance and risks
<b>ESRS</b>	European Sustainability Reporting Standards	Detailed standards underpinning CSRD disclosures

Abbreviation	Full name	General explanation
<b>ETI</b>	Ethical Trading Initiative	UK-based independent body, which brings together companies, trade unions and non-governmental organisations to ensure compliance with international labour standards in the global supply chains of member companies
<b>EUDR</b>	EU Deforestation Regulation	Regulation to ensure products placed on the EU market are deforestation-free
<b>FLAG</b>	Forest, Land and Agriculture	SBTi category covering land-use related emissions and removals
<b>GFSI</b>	Global Food Safety Initiative	Global benchmarking organisation recognising food safety standards (e.g. BRC, IFS, ISO 22000)
<b>GHG</b>	Greenhouse Gas	Atmospheric gases that trap heat; measured in CO <sub>2</sub> e for inventories and targets
<b>IEA</b>	International Energy Agency	Provides authoritative analysis, data, policy recommendations and solutions to ensure energy security and help the world transition to clean energy
<b>IFS</b>	International Featured Standards (Food)	A GFSI-recognised food safety certification standard
<b>ILO</b>	International Labour Organisation	Promoting social justice and internationally recognised human and labour rights, pursuing its founding mission that social justice is essential to universal and lasting peace
<b>IPCC</b>	Intergovernmental Panel on Climate Change	UN body assessing science related to climate change; provides scenarios and reports
<b>ISO 14001</b>	Environmental Management System (EMS)	International standard for managing environmental responsibilities
<b>ISO 22000</b>	Food Safety Management	International standard specifying requirements for a food safety management system
<b>ISO 50001</b>	Energy Management	International standard for establishing, implementing, maintaining and improving an Energy Management
<b>ISSB</b>	International Sustainability Standards Board	Sets global baseline sustainability disclosure standards
<b>NGFS</b>	Network for Greening the Financial System	Consortium of central banks providing climate scenarios for financial risk analysis

Abbreviation	Full name	General explanation
<b>NPD</b>	New Product Development	Process of designing and launching new products
<b>PEFC</b>	Programme for the Endorsement of Forest Certification	Global alliance promoting sustainable forest management and certification
<b>RFA</b>	Rainforest Alliance	Certification/assurance programme for sustainable agriculture and forestry
<b>RSPO</b>	Roundtable on Sustainable Palm Oil	Global standard and certification for sustainably produced palm oil
<b>SBTi</b>	Science Based Targets initiative	Partnership validating corporate emission reduction targets
<b>SDG</b>	Sustainable Development Goal(s)	UN goals guiding global sustainable development efforts
<b>SEDEX</b>	Supplier Ethical Data Exchange	Membership organisation supporting responsible supply chains; platform for SMETA audits
<b>SFI</b>	Sustainable Forestry Initiative	North American forest certification and conservation programme
<b>SMETA</b>	SEDEX Members Ethical Trade Audit	Audit methodology assessing labour, health & safety, environment, and ethics
<b>SSP</b>	Shared Socioeconomic Pathway	IPCC scenario family describing socioeconomic trajectories for climate modelling
<b>TCFD</b>	Task Force on Climate-related Financial Disclosures	Framework for assessing and disclosing climate-related financial risks
<b>tCO<sub>2</sub>e</b>	Tonnes of carbon dioxide equivalent	A standard unit to measure the total climate impact of all greenhouse gas (GHG) emissions by converting them into the amount of CO <sub>2</sub> that would have the same warming effect over time, making it easier to compare and track global warming potential
<b>TNFD</b>	Taskforce on Nature-related Financial Disclosures	Framework for assessing and disclosing nature-related risks and opportunities
<b>UNGC</b>	United Nations Global Compact	Voluntary initiative encouraging businesses worldwide to adopt sustainable and socially responsible policies aligned with ten principles in areas like human rights, Labor, environment, and anti-corruption

Abbreviation	Full name	General explanation
<b>WPO</b>	World Packaging Organisation	A global non-governmental organisation with the mission "Better quality of life through better packaging for more people"
<b>WRI</b>	World Resources Institute	A global research organisation focused on sustainable development, addressing issues like climate, energy, food, forests, water, and cities
<b>WWF</b>	Worldwide Fund for Nature	An international organisation focused on conservation of nature and reducing human impact on the environment
<b>WWTP</b>	Wastewater Treatment Plant	Facility that treats industrial or municipal wastewater before discharge

## ESG | Governance

# Ensuring best practice



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**We aim to build and maintain a world-class approach to governance and compliance.”**

### Our ambition

Growing responsibly and responding transparently to stakeholder expectations means upholding robust, globally consistent standards and behaviours. Good, strong governance is also fundamental to achieving our ESG objectives and ensuring the safety and quality of our products. We aim to build and maintain a world-class approach to governance and compliance, empowering our country teams to deliver our strategy responsibly and ethically at a local level.

### Business conduct

The Froneri Code of Conduct sets out the standards for how we do business and applies to all Froneri colleagues worldwide. Our Code of Conduct is reinforced and supported by legal compliance policies applicable to all our businesses. Our legal compliance policies address all material areas affecting business conduct and ethics including anti-bribery and corruption, anti-facilitation of tax evasion, fraud, anti-modern slavery, whistleblowing, sanctions, data protection and competition law.

Froneri is committed to conducting its business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption, and we are committed to acting professionally, fairly and with integrity in all our business dealings, wherever we operate.

Each Froneri Group business is required to implement their own local policies which incorporate the Group's minimum legal compliance policy requirements. All relevant employees are trained on the requirements of Froneri's Code of Conduct and core legal compliance policies at regular intervals.

We continue to monitor material business risks associated with third parties we do business with and implement appropriate due-diligence measures and business controls to mitigate such risks. Each Froneri business is required to implement adequate procedures and due diligence relating to agents and distributors, suppliers, customers and any associated persons we do business with.

Our employees are encouraged to raise concerns about unethical practices or non-compliance with our Code of Conduct or legal compliance policies via a third-party-operated whistleblowing hotline, through their line manager or Group Legal, as appropriate.

The Group is regularly audited, by both independent auditors and customers. We also undertake a programme of auditing our top suppliers at a Group and country level to review areas such as consumer safety, compliance to product specification and verification of ethical and environmental commitments. This helps Froneri ensure that its suppliers operate in an ethically and socially responsible manner. To bring additional rigour to this audit programme, we continue to work with external audit partners.

We require all our Group Directors and Country Managers to certify annually that they and their business/function has operated in compliance with Froneri policies during the preceding financial year.

We also operate an internal Group Compliance Committee made up of senior leaders from across functions to oversee compliance with our Code of Conduct and legal compliance policies, and to identify best practices which we can implement into our business. The Compliance Committee has become a key element of our overall ESG Governance approach working alongside the Environmental Committee.

We are committed to thoroughly investigating any alleged non-compliances with our Code of Conduct and legal compliance policies, and we identify and implement improvement programmes where any issues are identified.

#### Managing risk and internal audit

We monitor and manage risks at both a Group and country level, using our ERM framework, keeping a detailed risk register for each country, and regularly review risk severity to develop or adapt relevant policies, practices and training.

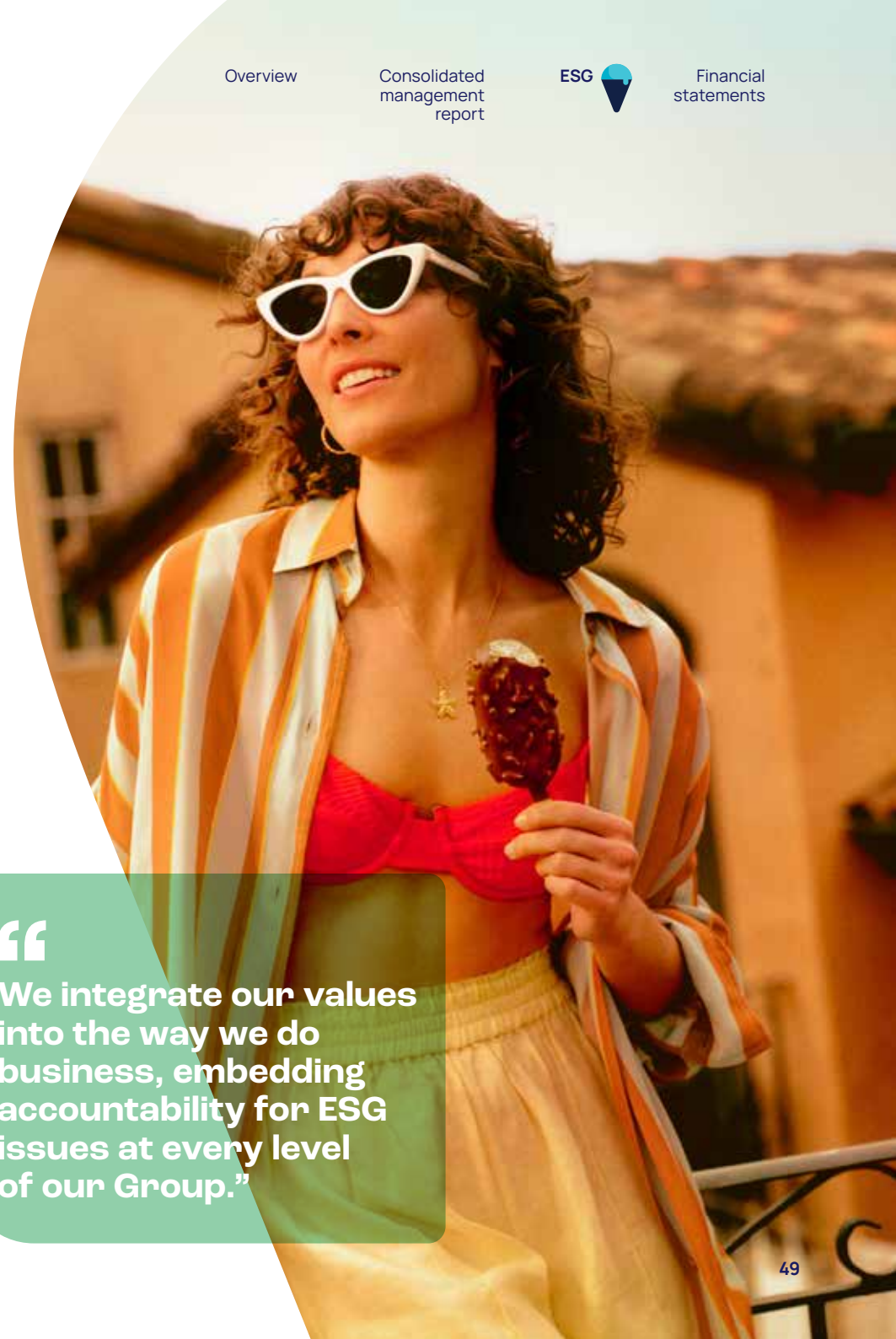
We require our businesses to participate in regular self-assessments against our standards, as well as a more detailed internal audit programme led by our internal audit function. Our internal audit reviews are overseen by the Audit Committee. In 2025, we completed 28 internal audits of countries and Group functions, taking action to address and improve any instances of non-compliance with our policies.

#### Human rights and modern slavery

We respect the human rights of everyone touched by our business and seek to conduct our business in line with the Universal Declaration of Human Rights and recognised best practice guidance, including the UN's Guiding Principles on Business and Human Rights and the OECD Guidelines for Multinational Enterprises. We integrate human and labour rights concerns into our policies and have a dedicated Anti-Modern Slavery Policy in place, governing our approach to preventing slavery in our business and supply chain. In addition, our supplier Code of Conduct sets out clear requirements for our suppliers in protecting workers' rights. For further details on our approach, please refer to our Annual Modern Slavery Statement published on <https://www.froneri.com>

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We integrate our values into the way we do business, embedding accountability for ESG issues at every level of our Group.”



## ESG | Governance continued

### Principal risks and uncertainties

The Board of Managers consider the potential impact of business risks regularly at Board meetings. Actions to mitigate the risks are also discussed. The most significant risks and uncertainties faced by the Group are set out below:

- The Group relies on IT and Operational Technology (“OT”) systems to manage core business operations, including production and supply chain processes. A failure to recover effectively from a disaster or cyberattack—such as ransomware, phishing, or denial-of-service attacks—could result in prolonged downtime, significant data loss, and disruption of business activities. Internal risks, including accidental data deletion, insider misuse, or misconfigured systems, and the involvement of third-party vendors in supporting IT and OT environments, further increase exposure. While the Group invests in cybersecurity measures, disaster recovery planning, and vendor oversight, these actions may not fully prevent or mitigate such events, which could materially impact the Group’s financial performance and position.
- The Group is exposed to risks associated with workplace health and safety. Inadequate measures could lead to accidents, injuries, or occupational illnesses, resulting in legal liabilities, operational disruptions, and reputational damage. Specific hazards include ammonia leakage, which is inherent to ice cream production processes. While the Group implements rigorous safety protocols, training programs, and monitoring systems, these measures may not fully eliminate the risk of incidents. Such events could materially impact the Group’s financial performance through increased costs, regulatory penalties, and potential production downtime.
- The Group’s performance is influenced by prevailing economic conditions. Adverse factors such as inflation, recession, or shifts in consumer spending patterns could reduce demand for the Group’s products, negatively impact sales volumes, and compress profit margins. These conditions may also increase input costs and affect overall financial stability. While the Group monitors economic trends and adjusts pricing and cost management strategies accordingly, such measures may not fully mitigate the impact of unfavorable macroeconomic developments, which could materially affect the Group’s financial results and position.
- The Group is exposed to risks of product contamination, including contamination introduced through raw materials supplied by third parties. If such contamination is not detected before products reach the market, it could result in consumer health hazards, large-scale product recalls, financial losses, and reputational damage. While the Group maintains strict quality control procedures and supplier audits, these measures may not fully eliminate the risk of contamination. Such events could materially impact the Group’s financial performance and position through increased costs, potential litigation, and loss of consumer trust.
- The Group pursues acquisitions and undertakes integration activities to achieve strategic growth and operational synergies. These processes may encounter unforeseen challenges, including cultural misalignment, system incompatibilities, or the departure of key personnel, which could delay or reduce the realisation of expected benefits. Complex projects, such as constructing new production facilities to replace outdated ones, further increase the risk of disruption. While the Group applies structured integration plans and governance frameworks, these measures may not fully mitigate potential delays or cost overruns, which could materially impact the Group’s financial performance and strategic objectives.
- The Group is exposed to fluctuations in the cost and availability of key raw materials, including dairy, cocoa, and other ingredients. Significant volatility in commodity prices or disruptions in supply chains could increase production costs, reduce profit margins, and impact the ability to maintain consistent product quality and supply. While the Group seeks to mitigate these risks through long-term supplier agreements, hedging strategies, and diversified sourcing, such measures may not fully offset adverse movements. These factors could have a material adverse effect on the Group’s operating results and financial position.
- The Group faces significant risks related to non-compliance with local and international tax laws and regulations, including those governing international mobility, sales taxes, import duties, and transfer pricing. Operating across multiple jurisdictions increases exposure to complex and evolving tax environments, including emerging legislation such as sugar taxes and other health-related levies. Changes in tax policy, enforcement practices, or interpretations—particularly in key markets—could result in financial penalties, increased costs, or reputational damage.

- Froneri's portfolio includes products licensed from third-party brands such as Nestlé and Mondelez. Any reputational damage to these licensors' brands, or adverse publicity associated with them, could negatively impact consumer perception and demand for Froneri's products. This may result in reduced sales volumes, lower revenues and potential impairment of related intangible assets. While the Group monitors brand performance and maintains diversified partnerships, such events are outside its direct control and could have a material adverse effect on the Group's financial results.
  - The Group is exposed to risks arising from changes in interest rates. Significant increases in interest rates could lead to higher borrowing costs, reduced investment returns, and potential strain on cash flow. In extreme scenarios, sustained high interest rates may elevate the risk of breaching debt covenants or defaulting on financial obligations. While the Group employs treasury management strategies, including interest rate monitoring and hedging where appropriate, these measures may not fully mitigate the impact of adverse movements, which could materially affect the Group's financial performance and liquidity position.
  - The Group has committed to implementing ESG measures and meeting defined sustainability targets. Failure to effectively execute these initiatives, due to the complexity, scale, or cost of required projects—such as changes to suppliers or production processes—could result in compliance gaps, increased operational expenses impacting margins, and reputational damage from perceived inaction. While the Group continues to invest in ESG programs and monitor progress against its commitments, these efforts may not fully mitigate the risk of non-compliance or adverse stakeholder perception, which could materially affect the Group's financial performance and position.
  - The Group is exposed to risks arising from the war in Ukraine. The Group has a subsidiary in Russia, which may result in reputational damage and/or loss of revenue if having such a subsidiary is unacceptable to third parties and/or as a result of failure to comply with applicable sanctions and associated laws and regulations imposed as a result of the war. The Group has adopted strict ringfencing of the Russian subsidiary and continues to monitor developments; however, these actions may not fully mitigate the potential impact on the Group's financial performance and position. Further information is available at: <https://www.froneri.com/articles/update-ukraine-russia/>
  - The Group is exposed to several financial risks that could impact its operations and financial stability. Credit risk arises from potential defaults by financial institutions or customers, which could lead to losses on cash deposits, derivatives or trade receivables. Liquidity risk is the possibility of being unable to meet financial obligations due to insufficient cash flow or access to funding. Capital risk involves maintaining a balanced capital structure to avoid overleveraging, which could hinder the Group's ability to operate effectively or comply with financial covenants. These risks collectively pose challenges to the Group's ability to maintain financial stability, meet obligations and achieve its strategic objectives. Details on how the Group manages these risks are included in note 25.
  - The Group is exposed to currency risk due to operating in multiple currencies. The Group operates in 18 currencies as set out in the exchange rates tables and reports in Euros. Any strengthening of the Euro relative to the local currency that the subsidiaries operate in would adversely affect the contribution from those countries to Group profitability. After the Euro, the key currencies in use by the Group's largest markets are US Dollar, British Pound Sterling, Australian Dollar and Swiss Franc. There are varying degrees of restrictions in place by the different local central banks, which limit the amount of local currency that may be exchanged and/or repatriated. The spread of currencies across the Group provides an element of diversification to reduce exposure to currency fluctuation; however, these factors could still materially affect the Group's financial results and position.
  - The Group is exposed to seasonality risk. The ice cream market is characterised by fluctuations in sales, although these largely equalise over the course of a year. Ice cream sales are inextricably linked with the seasons and therefore any climate changes have the potential to impact the business. The Group operates primarily in the northern hemisphere; however, its operations in South America, Australia, New Zealand and South Africa provide some risk mitigation in respect of seasonality. Nevertheless, adverse seasonal conditions could negatively affect the Group's financial performance.
  - The Group operates in highly competitive markets within the ice cream industry. The Group operates in highly competitive markets, often competing with and selling to substantial multinational businesses. Failure to compete and price effectively could result in a material adverse effect on financial results.
  - The Group is exposed to risks arising from compliance with laws and regulations. Failure to understand and comply with applicable laws and regulations, including those related to bribery, corruption, tax evasion, sanctions, competition law and data protection, can lead to severe legal and financial repercussions. Such non-compliance could materially affect the Group's financial performance and position.
- The Board considers that its scale of operations provides a significant buffer to the risks outlined and has strategies to manage these risks and remains confident in the Group's ability to mitigate any significant effect.

## ESG | Governance continued



### Financial risk management policies and objectives

The Group finances its activities with a combination of external debt, cash and revolving credit facilities. Other financial assets and liabilities arise directly from the Group's operating activities.

The main risks associated with the Group's financial assets and liabilities are set out as below (please refer to note 25 for a more detailed narrative):

- The Group is exposed to foreign currency risk from transactions and translation. Transactional exposures arise from transactions in foreign currency. Each of its trading operations typically buys and sells the majority of goods denominated in the local currency. Translation exposure arises from the consolidation of the financial statements of foreign operations in Euros. As a result, the value of the Group's local currency revenues, purchases, financial assets and liabilities, and cash flows can be affected significantly by movements in the exchange rates of the local currency compared to the Euro. In particular, the size of the US, UK, Swiss and Australian operations means that market movement in the US Dollar, British Pound Sterling, Swiss Franc and Australian Dollar can have a significant impact on the reported results and financial assets and liabilities of the Group. Additionally, the Group has an ongoing obligation to pay strategic partnership fees for intellectual property from Nestlé in Swiss Francs, thus increasing the Group's exposure to that currency.

- The Group's financial assets and liabilities may also be impacted by political interventions by local central banks. However, such interventions are viewed as uncommon. Since July 2018 Argentina has been a hyperinflationary economy and as a result the Group has applied hyperinflation accounting, which is described in note 27 to the financial statements.
- Post the refinancings in January 2020 and October 2024, the Group's term loans are now denominated in Euros and US Dollars, with certain US Dollar loans swapped into British Pound Sterling, Australian Dollars and Euros through the use of cross-currency interest rate swaps. Whilst the Group believes that it has put in place an effective hedging strategy regarding those liabilities, there remains the risk of mismatch between the underlying cash flows, assets and liabilities of the Group's trading subsidiaries and the Group's debt-servicing obligations.
- Other than the Preference shares and the Bonds, the Group's debt facilities (including the Group's term loans) are largely at variable interest rates, and therefore carry interest rate risk. A significant proportion of the interest on the Euro and US Dollar denominated term debt facilities are fixed through floating to fixed interest rate swaps.

The Group aims to mitigate liquidity risk by managing cash generation and applying cash collection targets throughout the Group. The Group has a Group treasury function which mitigates currency risk through natural hedging opportunities where possible. Investment is carefully controlled, with authorisation limits operating up to Group Board level.

## Brand case study



# Playful connections & powerful momentum

**In a world where the seriousness of adulthood is sucking the fun out of everything, Oreo uses the power of playful spirit to bring people together.**

And this year, that spirit showed up in the numbers and in everyday moments. 2025 was the year Oreo ice cream didn't just ride the wave – it created one, by turning everyday snacking into ice cream global momentum.

With strong organic growth worldwide, we proved that when you bring playful indulgence to more ice cream moments, and more formats, great things happen.

The momentum showed up where it matters most. In the UK, we surged +67% in value and +69% in volume, reaching 2% market share of the total ice cream category – clear evidence that Oreo is fast becoming a favourite ice cream snack. Also in Australia, we kept the flywheel turning with +8.5% value and market share growth, reinforcing that our strategy scales when we mix cravings with the right formats and the unmistakable Oreo taste.

How did we do it? By expanding formats to widen appeal – making Oreo ice cream easy to enjoy whether it's a quick bite, a shared treat or a little "me moment". New ways to savour the cookie magic unlocked occasions, tapping straight into snacking, a powerful driver of market growth in response to today's growing snacking habits.

We also levelled up brand love with a new global communication campaign using the headline "Irresistibly OREO" that made our message clear and playful for Oreo fans. A new packaging redesign brought clear, bold visibility that stand out on shelves, turning recognition into rapid choice for consumers.

We believe in the power of a playful spirit. It's what brings us together.

This year proved that expanding formats widens our reach, taps into snacking and turns brand love into measurable growth.

\* Source: AC Nielsen MAT November 2026.



Brand case study



Scan the QR code to view the Oreo story



## ESG | Governance continued

### Tax policies and objectives

#### Approach to tax strategy

The primary role of the tax function within Froneri is to ensure a strong level of tax compliance across all areas of taxation. Froneri has a responsibility towards all its stakeholders to ensure that it behaves in a responsible way on tax matters and to ensure that the right amount of tax is paid in each country. This includes the responsibility to Froneri's shareholders to make sure Froneri does not pay excessive levels of tax and that double taxation is avoided whenever possible. Decisions within Froneri are commercially driven and the role of the tax function is to support the commercial operations.

#### Attitude to tax planning and risk

Froneri values certainty on tax-related matters and will take steps to reduce tax risks where possible and practical. The Group aims to report the right and proper amount of tax due, according to where value is created, and is committed to paying taxes due and to ensuring compliance with all applicable legislative requirements in both the UK and globally. The Group only adopts tax planning arrangements to the extent that it supports commercial activities, and with the firm requirement that Froneri remains compliant with all relevant tax legislation. Where there is uncertainty over interpretation of tax law, Froneri will consult with external advisors and the relevant tax authority as necessary, to minimise uncertainty and risk.

### Working with tax authorities

The Group operates a transparent approach to its interaction with all tax authorities. Froneri is committed to meeting its compliance obligations in a timely manner, making accurate returns and providing adequate disclosure on returns and in relation to specific transactions. Any inadvertent errors made, should they occur, will be fully disclosed as soon as reasonably practicable after they are identified. The Group undertakes regular meetings with tax authorities to discuss tax matters and business developments.

### Uncertain tax positions ("UTPs")

Froneri performs regular assessments to identify and quantify UTPs. Such assessments are always completed in accordance with the relevant accounting standards and are discussed in detail with Froneri management and our auditors.

### Pillar 2: Global minimum taxation

In December 2021, the OECD and G20 released Model Global Anti-Base Erosion rules (Pillar 2). These present the common approach for a Global Minimum Tax at 15% for multinational enterprises with a turnover of more than €750 million.

The EU agreed the Minimum Tax Directive in December 2022. Pillar 2 legislation is effective across EU member states in 2025. Froneri HoldCo S.à r.l. operates in Luxembourg, where implementation of the EU Pillar 2 directive has been confirmed.

Froneri has applied a temporary mandatory relief from deferred tax accounting for any potential impacts of the top-up tax and accounts for it as a current tax when it is incurred.

Froneri has been actively working with external advisers to ensure the Group is well-prepared for the implementation of Pillar 2, with work ongoing on this compliance matter since 2023. The transitional safe harbour rules have been considered, and the majority of jurisdictions will meet at least one of the three tests.

All work to date has indicated that the remaining markets not protected by the safe harbour rule will not create a material Pillar 2 impact, estimated for 2025 to be less than a percent of Froneri's global current tax charge. The impact of Pillar 2 will continue to be monitored regularly to ensure that current expectations remain accurate.

### Research and development

There are numerous ongoing research and development projects at each of the Group's main locations, primarily concentrated on new ice cream designs and recipes.

### Financial instruments

Financial instruments are set out in note 25 to the Annual Report.

### Proposed dividend

The Board of Managers does not recommend the payment of a dividend (2024: none).

### Purchase of own shares

As at 31 December 2025, the Company does not hold any of its own shares.

### Share cancellations

There were no share cancellations during the year.

### The Board of Managers

The Board is responsible for the overall operations of the Group, including the approval of the strategic plan, annual budget, changes to the Group's financing arrangements, acquisitions and disposals, material contracts, and significant capital expenditure and contractual commitments.

Managers who held office during the year and up to the date of signing the financial statements were:

- Patrice Bula (Chairman)
- Phil Griffin (Chief Executive Officer)
- Sanjay Bahadur (resigned 1 January 2026)
- Frédéric Stévenin
- Colm O'Sullivan
- Martin Glenn
- David Rennie
- Phil Mellor (appointed 1 January 2026)

Matthew Poole (PAI representative), Alistair Bolton (Nestlé representative) and Ivar Blanken (management representative) were temporarily appointed to the Board of Froneri HoldCo S.à r.l. for the purposes of effecting the various steps associated with PAI's Continuation Fund transfer.

**Patrice Bula** was Executive Vice President at Nestlé SA, responsible for the Strategic Business Units, Marketing, Sales and Nespresso up to his retirement from that role at the end of February 2021. Prior to this, he held various management roles within Nestlé including roles in China, Germany, Southern Africa, Japan, the Czech Republic and Slovakia. He has been with Nestlé since 1980. He is currently serving on the Boards of Novartis AG, Schindler AG, New Tiger LLC and EPG TopCo S.à r.l.

**Phil Griffin** was promoted to Chief Executive Officer in August 2024, succeeding Ibrahim Najafi. Phil was most recently Deputy Chief Executive Officer, having previously served as Chief Commercial Officer and in various senior sales, marketing and commercial roles since joining the business in 2001. He worked closely with Ibrahim on all aspects of creating and developing Froneri, with a specific focus on strategy, culture, values and integration.

**Sanjay Bahadur** was Nestlé's Executive Vice President of Group Strategy and Business Development. Sanjay retired from his post at the end of December 2025. Prior to this, he was Senior Vice President and Global Head of Nestlé's Acquisition and Business Development department. He also served as CFO of the Greater China Region from 2004 to 2008, CFO of Turkey & Central Asia Region from 1998 to 2004 and CFO of Nestlé Hong Kong from 1994 to 1998. He joined Nestlé in 1982.

**Frédéric Stévenin** is a Managing Partner of PAI. He also chairs the firm's Investment Committee. He first joined the firm in 1993 and spent five years in the then Food & Beverage team. In 1998, he joined Deutsche Bank / Bankers Trust in the European Acquisition Finance as Managing Director. In June 2001, he returned to PAI, where he has been involved in a large number of transactions including Alphaia, Atos Medical, B&B Hotels, Cerba Healthcare, Chr. Hansen, DomusVi, Elis, ELITechGroup, Ethypharm, Froneri, Kaufman & Broad, Labeyrie Fine Foods, Marcolin, Panzani-Lustucru, Refresco, Roompot, Provimi, Saeco, Tropicana Brands Group, United Biscuits and Yoplait.

**Colm O'Sullivan** started his career at Hambros Bank in London and New York working in debt capital markets and advisory transactions. He then moved to Deutsche Bank where he spent eight years in the Financial Sponsors Group. Colm joined PAI in 2006 and currently sits as a Non-executive Director of Audiotonix, Azets, Froneri, HKA, The Compleat Food Group and VPS. He has also been involved in several other PAI transactions including Kwik Fit, Theramex and United Biscuits. Colm is a member of the PAI Investment Committee and heads PAI's UK office.

**Martin Glenn** is Chairman of the Football Foundation, a public-private partnership between government and football to improve the provision of football facilities in England and of the Professional Game Match Officials Limited. He was Chief Executive of the English Football Association from 2015 until 2019. Prior to that, he was CEO of United Biscuits, CEO of the Birds Eye Iglo Group from 2006 to 2012 and worked in the Snack Foods Division of PepsiCo for 15 years in a variety of leadership roles.

**David Rennie** is Executive Vice President, SBUs, Marketing and Sales at Nestlé. Prior to this he was EVP, Nestlé Coffee Brands. David joined Nestlé in 2005 in the UK&I Confectionery Division. He started his career with Procter & Gamble, where he held several senior general management and marketing roles. David is the Chairman of Nestlé Nespresso SA.

**Phil Mellor** stepped up as a full Board member on 1 January 2026, replacing Sanjay on his retirement. Phil is Head of Mergers and Acquisitions at Nestlé. Prior to this, he was Head of Legal M&A at Nestlé and served as Board Secretary for Froneri from its inception in 2016 until the end of 2025. Before joining Nestlé in 2008, Phil was a corporate partner at Norton Rose Fulbright in London.



## ESG | Governance continued



### Board Committees

There are four Board Committees in Froneri HoldCo S.à r.l.: (i) the M&A and Finance Committee; (ii) the Audit Committee; (iii) the Nomination and Remuneration Committee; and (iv) the ESG Committee.

### M&A and Finance Committee

The M&A and Finance Committee reports to the Board on opportunities to acquire or sell businesses and on the Group's funding needs. Its members comprise Sanjay Bahadur/Phil Mellor, Patrice Bula, Frédéric Stévenin and Colm O'Sullivan. The M&A and Finance Committee meets on an as-needed basis.

### Audit Committee

The Audit Committee reports to the Board on accounts and audit matters. Its members comprise Colm O'Sullivan, Frédéric Stévenin, Sanjay Bahadur/Phil Mellor, David Rennie and Martin Glenn.

The Committee meets at least twice a year, at appropriate times in the reporting and audit cycle. In addition, the Committee meets at such other times as the Board or the Committee Chairman requires, or if requested by the Group's external auditors. Only Committee members have the right to attend meetings but, in practice, other individuals, including members of the Group Board and other members of the Senior Finance team are invited to attend all or part of meetings as and when appropriate to their area of expertise. The external auditors also attend certain meetings.

The Committee's responsibilities include overseeing the relationship with the external auditors. It meets with them regularly, reviews the audit plan and discusses audit findings with them. The Committee's responsibilities also include the evaluation of management's risk framework and communicating the importance of internal control and the management of risk including through the internal audit function.

### Nomination and Remuneration Committee

The Nomination and Remuneration Committee oversees executive pay and appointments. The Committee comprises Patrice Bula, David Rennie, Colm O'Sullivan and Frédéric Stévenin. Other Members of Froneri's management team, including Froneri's CEO and Froneri's HR Director, attend by invitation. Only Committee members have the right to attend meetings, but other individuals are invited to attend from time to time, when appropriate. The Committee meets at least twice a year and at such other times, as required. Its responsibilities include considering and making recommendations on the appointment of the CEO and CFO, determining remuneration and performance packages of the Senior Management team, and determining aggregate annual salary increases.

### ESG Committee

The ESG Committee assists the Board in developing and defining the Group's strategy relating to ESG matters. In addition, the Committee monitors performance of the ESG strategy, develops and oversees the implementation of policies and procedures relating to ESG, and makes recommendations in relation to internal controls relating to ESG. The Committee reports to the Board on ESG matters on a half-yearly basis.

The Committee comprises Sanjay Bahadur/ Phil Mellor, Martin Glenn, David Rennie, Frédéric Stévenin and Colm O'Sullivan. The Committee meets at least twice per annum.

### Political contributions

Neither the Company nor any of its subsidiaries made any political donations or incurred any political expenditure during the year ended 31 December 2025 (2024: €nil).

### Private equity reporting guidelines

The Board of Managers considers the Annual Report and financial statements to comply with all aspects of the Guidelines for Disclosure and Transparency in Private Equity.

### Board's engagement with employees

The Group maintains a structured approach to two-way communication, ensuring information is shared clearly and in line with local regulatory requirements in every territory. In 2025, we continued to use our internal website as a central hub for updates, so employees remained informed on important developments across the business. We encourage open dialogue at all levels and provide multiple channels for employees to raise questions, offer feedback – anonymously if they wish – and engage directly with Senior Management. Employee consultative committees and works councils further support this by offering formal forums for collective discussion and representation.

Throughout the year, we also updated our purpose, vision and values to reflect who we are today and where we are headed. Our new purpose – To treat the world to more joy one ice cream at a time – expresses the spirit that drives us, while our vision sets our ambition to build the world's best ice cream company.

Supporting this are five strategic pillars: Thriving People, End-to-End Quality, Do "Good" Business, Sell More and Buy Better & Take Costs Out. We refreshed our values to highlight the behaviours that define us: We take ownership, We are better together, We seek to improve and We do what is right. These updates were shaped through sessions held across all levels of the organisation, gathering employee insight on what it truly means to be Froneri and to work "The Froneri Way." The result is a purpose, vision, pillars and values built directly from employee contribution and aligned to our long-term ambitions.

We remain committed to being an equal opportunity employer and to fostering an inclusive and diverse workplace. Our recruitment and employment practices prioritise capability, dedication and potential, ensuring all individuals receive fair consideration regardless of race, colour, religion, gender, disability, age or any other personal characteristic. Our aim is to maintain an environment where everyone can succeed and bring forward their unique perspectives.

Eligible employees participate in the Group bonus scheme, linked to four core performance indicators: EBITDAE, sales, A-brand sales and free cash flow before acquisitions, financing and exceptional items. The scheme reinforces year-on-year delivery of Froneri's financial objectives by focusing attention on key business metrics. Depending on their role, some individuals are incentivised on both Group performance and their respective country's results.





- 59 Consolidated Income Statement
- 60 Consolidated Statement of Comprehensive Income
- 61 Consolidated Statement of Financial Position
- 63 Consolidated Statement of Changes In Equity
- 64 Consolidated Cash Flow Statement
- 66 Notes (forming part of the financial statements)
- 113 Independent Auditors' Report

# Financial Statements

Froneri Lux HoldCo S.à r.l.  
Registered office: 9 rue de Bitbourg,  
L-1273 Luxembourg  
R.C.S. Luxembourg: B 300211

## Consolidated Income Statement

for the year ended 31 December 2025

	Note	2025 €m	Unaudited 2024 €m
<b>Continuing operations</b>			
<b>Revenue</b>	2	5,557.7	5,531.0
Cost of sales		(3,270.3)	(3,276.2)
<b>Gross profit</b>		2,287.4	2,254.8
Distribution expenses		(599.5)	(606.3)
Administrative expenses		(968.0)	(834.6)
<b>Operating profit before exceptional items</b>		803.7	785.7
Exceptional items – within Cost of sales		(2.0)	(7.7)
Exceptional items – within Distribution expenses		-	(0.4)
Exceptional items – within Administrative expenses (excl. impairments)		(76.9)	48.1
Exceptional items – impairments (within Administrative expenses)		(4.9)	(11.8)
<b>Total exceptional items</b>	4	(83.8)	28.2
<b>Operating profit</b>	5	719.9	813.9
Financial income	7	100.2	145.6
Financial expenses	7	(503.2)	(526.7)
<b>Net financing expense</b>	7	(403.0)	(381.1)
<b>Profit before tax</b>		316.9	432.8
Taxation	8	(114.3)	(88.2)
<b>Profit for the year</b>		202.6	344.6
<b>Attributable to equity holders of the Parent:</b>			
<b>Profit for the year</b>		202.6	344.6

The notes on pages 66 to 112 form an integral part of the consolidated financial statements.

## Consolidated Statement of Comprehensive Income

for the year ended 31 December 2025

	Note	2025 €m	Unaudited 2024 €m
<b>Profit for the year</b>		<b>202.6</b>	344.6
<b>Other comprehensive (expense) / income</b>			
<b>Items that may be subsequently reclassified to profit or loss</b>			
Exchange differences on retranslation of foreign operations		(233.9)	122.8
Exchange differences on retranslation of net investment in foreign operation		(13.8)	(40.9)
Expense from hedging		(5.2)	(1.9)
Loss on cash flow hedge		(9.7)	(37.5)
Net investment hedging		43.3	(12.0)
Income tax relating to these items	8	3.6	12.9
		<b>(215.7)</b>	43.4
<b>Items that will never be reclassified to profit or loss</b>			
Remeasurements of defined benefit liability/asset before tax	22	2.3	10.2
Income tax relating to these items	8	(0.8)	(0.9)
Impact of hyperinflation	27	(3.9)	(18.6)
		<b>(2.4)</b>	(9.3)
<b>Total other comprehensive (expense) / income for the year, net of tax</b>		<b>(218.1)</b>	34.1
<b>Total comprehensive (expense) / income for the year</b>		<b>(15.5)</b>	378.7
<b>Total comprehensive (expense) / income arises from:</b>			
Continuing operations		(15.5)	378.7
		<b>(15.5)</b>	378.7

The total comprehensive (expense) / income for the year is attributable to the equity holders of the Parent.

The notes on pages 66 to 112 form an integral part of the consolidated financial statements.

## Consolidated Statement of Financial Position

at 31 December 2025

	Note	2025 €m	Unaudited and restated <sup>(a)</sup> 2024 €m
<b>Non-current assets</b>			
Intangible assets	9	4,665.0	5,235.6
Property, plant and equipment	10	1,766.2	1,812.9
Right-of-use assets	11	214.2	149.0
Trade and other receivables	17	53.8	3.3
Other financial assets	13	69.1	26.8
Deferred tax assets	14	75.7	101.2
		<b>6,844.0</b>	<b>7,328.8</b>
<b>Current assets</b>			
Inventories	15	632.6	621.0
Current tax receivables	16	43.6	34.5
Other financial assets	13	24.0	55.8
Trade and other receivables	17	581.8	485.9
Cash and cash equivalents	18	334.8	926.7
		<b>1,616.8</b>	<b>2,123.9</b>
Assets classified as held for sale	19	–	–
<b>Total current assets</b>		<b>1,616.8</b>	<b>2,123.9</b>
<b>Total assets</b>		<b>8,460.8</b>	<b>9,452.7</b>
<b>Current liabilities</b>			
Financial liabilities	20	301.9	124.6
Trade and other payables	21	1,173.0	1,147.4
Current tax liabilities	16	56.3	75.6
Provisions	23	17.1	24.6
		<b>1,548.3</b>	<b>1,372.2</b>

## Consolidated Statement of Financial Position continued

at 31 December 2025

	Note	2025 €m	Unaudited and restated <sup>(a)</sup> 2024 €m
<b>Non-current liabilities</b>			
Financial liabilities	20	9,262.7	5,747.9
Trade and other payables	21	12.4	21.5
Employee benefits	22	20.8	23.2
Provisions	23	6.6	9.2
Deferred tax liabilities	14	338.6	420.8
		<b>9,641.1</b>	6,222.6
<b>Total liabilities</b>		<b>11,189.4</b>	7,594.8
<b>Net (liabilities) / assets</b>		<b>(2,728.6)</b>	1,857.9
<b>Equity attributable to equity holders of the Parent</b>			
Share capital	24	64.2	0.1
Share premium	24	6,357.1	2,536.4
Merger reserve	24	(8,375.7)	87.9
Hedging reserve	24	(18.7)	(4.2)
Currency translation reserve	24	(287.2)	(78.7)
Accumulated losses	24	(468.3)	(683.6)
<b>Total equity</b>		<b>(2,728.6)</b>	1,857.9

(a) The 2024 comparatives have been restated as a result of the finalisation of the purchase price allocation exercise for the acquisition of Crufi S.A (see note 31).

The financial statements on pages 59 to 112 were approved by the Board of Managers on 11 March 2026 and signed on its behalf by:

**Phil Griffin**  
Manager

The notes on pages 66 to 112 form an integral part of the consolidated financial statements.

## Consolidated Statement of Changes in Equity

for the year ended 31 December 2025

	Share capital €m	Share premium €m	Merger reserve €m	Currency translation reserve €m	Hedging reserve €m	Accumulated losses €m	Total equity €m
<b>Balance at 1 January 2024 (unaudited)</b>	0.1	2,536.4	87.9	(158.0)	34.9	(1,033.2)	1,468.1
<b>Total transactions with owners</b>							
Share-based payment (Note 22)	-	-	-	-	-	11.1	11.1
<b>Total transactions with owners</b>	-	-	-	-	-	11.1	11.1
<b>Comprehensive (expense) / income for the year</b>							
Profit for the year	-	-	-	-	-	344.6	344.6
Other comprehensive (expense) / income (Note 24)	-	-	-	79.3	(39.1)	(6.1)	34.1
<b>Total comprehensive (expense) / income for the year</b>	-	-	-	79.3	(39.1)	338.5	378.7
<b>Balance at 31 December 2024 (unaudited)</b>	0.1	2,536.4	87.9	(78.7)	(4.2)	(683.6)	1,857.9
<b>Balance at 1 January 2025</b>	<b>0.1</b>	<b>2,536.4</b>	<b>87.9</b>	<b>(78.7)</b>	<b>(4.2)</b>	<b>(683.6)</b>	<b>1,857.9</b>
<b>Total transactions with owners</b>							
Derecognition of shares in Froneri Lux S.à r.l. (Note 24)	(0.1)	(2,536.4)	(8,463.6)	-	-	-	(11,000.1)
Issue of shares in Froneri HoldCo S.à r.l. on common control transaction (Note 24)	64.2	6,356.6	-	-	-	-	6,420.8
Issue of shares (Note 24)	-	0.5	-	-	-	-	0.5
Share-based payment (Note 22)	-	-	-	-	-	7.8	7.8
<b>Total transactions with owners</b>	<b>64.1</b>	<b>3,820.7</b>	<b>(8,463.6)</b>	<b>-</b>	<b>-</b>	<b>7.8</b>	<b>(4,571.0)</b>
<b>Comprehensive (expense) / income for the year</b>							
Profit for the year	-	-	-	-	-	202.6	202.6
Other comprehensive (expense) / income (Note 24)	-	-	-	(208.5)	(14.5)	4.9	(218.1)
<b>Total comprehensive (expense) / income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(208.5)</b>	<b>(14.5)</b>	<b>207.5</b>	<b>(15.5)</b>
<b>Balance at 31 December 2025</b>	<b>64.2</b>	<b>6,357.1</b>	<b>(8,375.7)</b>	<b>(287.2)</b>	<b>(18.7)</b>	<b>(468.3)</b>	<b>(2,728.6)</b>

The notes on pages 66 to 112 form an integral part of the consolidated financial statements.

## Consolidated Cash Flow Statement

for the year ended 31 December 2025

	Note	2025 €m	Unaudited 2024 €m
<b>Cash flows from operating activities</b>			
Profit before tax		316.9	432.8
<i>Adjusted for:</i>			
Net financing expense	3	403.0	381.1
Depreciation and amortisation	3, 5	387.7	382.8
Impairment	3, 5	4.9	11.8
Loss on disposal of fixed assets	3, 5	3.0	7.4
Other non-cash items of income and expense		(54.2)	(20.6)
<b>Cash flow before working capital and provisions</b>		<b>1,061.3</b>	1,195.3
(Increase) / decrease in trade and other receivables		(165.4)	78.8
Increase in inventories		(44.0)	(15.9)
Increase in trade and other payables		70.8	14.1
Decrease in provisions and employee benefits		(9.8)	(7.6)
Decrease in financial assets		4.4	1.6
<b>Operating cash flow</b>		<b>917.3</b>	1,266.3
Interest paid		(244.6)	(390.0)
Tax paid		(156.4)	(146.9)
<b>Net cash generated from operating activities</b>		<b>516.3</b>	729.4
<b>Cash flows from investing activities</b>			
Proceeds from sale of property, plant and equipment		2.3	11.9
Interest received		62.3	102.2
Acquisition of subsidiaries, net of cash acquired	31	0.5	(88.1)
Acquisition of property, plant and equipment		(269.8)	(266.9)
Acquisition of other intangible assets	9	(14.1)	(8.8)

	Note	2025 €m	Unaudited 2024 €m
<b>Net cash used in investing activities</b>		<b>(218.8)</b>	<b>(249.7)</b>
<b>Net cash flow from operating and investing activities</b>		<b>297.5</b>	<b>479.7</b>
<b>Cash flows from financing activities</b>			
Payments to shareholders	30	(4,711.8)	-
Net inflow from the issue of share capital		0.5	-
Proceeds from drawdown of new external debt	26	6,372.0	4,557.4
Repayment of external debt	26	(2,473.8)	(4,565.7)
Transaction costs in relation to new loans	26	(71.6)	(25.0)
Payment of lease liabilities	26	(61.9)	(61.9)
<b>Net cash flow used in financing activities</b>		<b>(946.6)</b>	<b>(95.2)</b>
Net (decrease) / increase in cash and cash equivalents		<b>(649.1)</b>	384.5
Cash and cash equivalents at 1 January		<b>926.7</b>	538.9
Effect of exchange rate fluctuations on cash held		<b>55.5</b>	3.3
<b>Cash and cash equivalents at 31 December</b>	18	<b>333.1</b>	926.7
<b>Memorandum:</b>			
Net cash flow from operating and investing activities		<b>297.5</b>	479.7
Acquisition of subsidiaries, net of cash acquired	31	<b>(0.5)</b>	88.1
Exceptional operating items – cash flows	4	<b>158.2</b>	(33.3)
<b>Free cash flow before acquisitions, financing and exceptional items</b>		<b>455.2</b>	534.5

The notes on pages 66 to 112 form an integral part of the consolidated financial statements.

## Notes

(forming part of the financial statements)

### 1 Accounting policies

#### 1.1 General

Froneri HoldCo S.à r.l. (the "Company") is a private Company limited by shares, incorporated, domiciled and registered in Luxembourg. The registered address is 9, Rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg.

The Group financial statements consolidate those of the Company and its subsidiaries (together referred to as the "Group"). The Group financial statements have been prepared and approved by the Board of Managers in accordance with IFRS Accounting Standards as adopted by the European Union and Luxembourg law applicable to companies reporting under IFRS. The financial statements are subject to shareholder approval.

The insertion of Froneri HoldCo S.à r.l. as the ultimate Parent Company of the Group on 30 September 2025, was a Common control transaction. In accordance with capital re-organisation principles, we have:

- included comparative period values of the Froneri Lux Topco S.à r.l. Group which is now a direct investment of Froneri HoldCo S.à r.l., as presented in the Froneri Lux Topco S.à r.l. consolidated financial statements for the year ended 31 December 2024. The 2024 comparatives have been presented as unaudited due to the change in the Parent Company of the Group;
- included the results of the Froneri Group for the full 12 months in the year ended 31 December 2025;
- included the capital structure of Froneri Lux Topco S.à r.l. in the equity section of the prior year comparatives, as presented in the Froneri Lux Topco S.à r.l. consolidated financial statements for the year ended 31 December 2024;
- reflected the capital structure of Froneri HoldCo S.à r.l. at 31 December 2025, thereby creating a merger reserve.

The accounting policies set out below have, unless otherwise stated, been applied consistently to the year presented in these Group financial statements.

The Group has also applied IAS 29 Financial Reporting in Hyperinflationary Economies to its Argentinian subsidiary. Accordingly, the results, cash flows and financial position of the Argentinian subsidiary have been expressed in terms of the measuring unit current at the reporting date. This is described further in notes 1.5 and 27 to the financial statements.

Judgements made by the Board of Managers that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 1.24.

#### Going concern

At 31 December 2025, the Group had net liabilities of €2,728.6 million (2024: net assets of €1,857.9 million).

The Board of Managers have considered this position, together with the Company and the Group's budgets and forecasts and positive net current assets position. These forecasts were then subject to a range of sensitivities including a severe but plausible scenario together with the likely effectiveness of mitigating actions. Under these sensitivities and without taking mitigating actions, the Group continues to have a sufficient level of liquidity to continue in operation and meet its liabilities as they fall due. After making appropriate enquiries, the Board of Managers consider that the Company has adequate resources to continue in operational existence for the foreseeable future and therefore adopt the going concern basis for the preparation of the financial statements.

#### 1.2 Measurement convention

The financial statements are prepared on the historical cost basis except that the following assets and liabilities are stated at their fair value: (a) all assets and liabilities subject to IFRS 3 Business Combinations in relation to the acquisition by Froneri Limited that created the Froneri Group of companies in 2016 and the acquisition by Froneri of the Israel and New Zealand businesses in 2019, the US and Puerto Rico businesses in 2020 and the Uruguay business in 2024; (b) employee benefits assets and liabilities relating to post-employment arrangements; (c) derivative financial instruments; and (d) money market funds.

Non-current assets and disposal groups held for sale, where applicable, are stated at the lower of previous carrying amount and fair value less costs to sell.

#### 1.3 Basis of consolidation

##### Subsidiaries and business combinations

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. In assessing control, the Group takes into consideration potential voting rights. The acquisition date is the date on which control is transferred to the acquirer. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance. The accounting policies of subsidiaries are changed as necessary to align them with the policies adopted by the Group.

##### Transactions eliminated on consolidation

Intra-Group balances and transactions, and any unrealised income and expenses arising from intra-Group transactions, are eliminated.

#### 1.4 Foreign currency

The functional currency of each Group entity is the currency of the primary economic environment in which the Group entity operates. The financial statements are presented in Euros, which is the presentational currency of the Group.

For Group entities which are not accounted for as entities operating in hyperinflationary economies, transactions in foreign currencies are translated to the respective functional currencies of Group entities at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the income statement except for differences arising on the retranslation of a financial liability designated as a hedge of the net investment in a foreign operation that is effective, or qualifying cash flow hedges, which are recognised directly in other comprehensive income. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined.

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on consolidation, are translated to the Group's presentational currency, the Euro, at foreign exchange rates ruling at the balance sheet date. The revenues and expenses of foreign operations are translated at an average rate for the year (or relevant period, where shorter) where this rate approximates to the foreign exchange rates ruling at the dates of the transactions.

The Group applies hedge accounting to foreign currency differences arising between the functional currency of the net assets of the UK, Australian and US operations, and the Group's functional currency (Euro). To the extent that the hedge is effective, foreign currency differences arising on the translation of a financial liability designated as a hedge of a net investment in a foreign operation are recognised in and accumulated in the currency translation reserve; any remaining differences are recognised in profit or loss. When the hedged net investment is disposed of, the relevant amount in the translation reserve is transferred to profit or loss as part of the gain or loss on disposal. For long-term loans denominated in a foreign currency with a fellow Group undertaking, where the loan will not be settled in the foreseeable future, it forms part of the net investment in the foreign associate and exchange differences on these loans are recognised in other comprehensive income.

#### 1.5 Hyperinflationary economies

Several factors are considered when evaluating whether an economy is hyperinflationary, including the cumulative three-year inflation and the degree to which the population's behaviours and government policies are consistent with such a condition.

The balance sheet and results of the subsidiaries operating in hyperinflationary economies are restated for the changes in the general purchasing power of the local currency, using official indices at the balance sheet date, before translation into Euros and, as a result, are stated in terms of the measuring unit current at the balance sheet date.

On initial application of hyperinflation, prior period gains and losses are recognised directly in equity. An impairment loss is recognised in the income statement if the restated amount of a non-monetary item exceeds its estimated recoverable amount.

Gains or losses on the net monetary position are recognised in the income statement.

All items recognised in the income statement are restated by applying the change in the general price index from the dates when the items of income and expenses were initially earned or incurred.

All items in the statement of cash flows are expressed in terms of the general price index at the end of the reporting year.

As the presentation currency of the Group is that of a non-hyperinflationary economy, comparative amounts are not adjusted for changes in the price level in the current year. Differences between these comparative amounts and current hyperinflation-adjusted equity balances are recognised in other comprehensive income.

The Argentinian economy has been classified as hyperinflationary. Accordingly, the results, cash flows and financial position of the Group's Argentinian subsidiary have been expressed in terms of the measuring unit at the reporting date. For further details, refer to note 27 to the financial statements.

#### 1.6 Classification of financial instruments issued by the Group

Financial assets and liabilities are recognised in the Group's consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets are recognised and derecognised on a trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the timeframe established by the market concerned and are initially measured at fair value. All recognised financial assets that are within the scope of IFRS 9 are required to be subsequently measured at amortised cost or fair value on the basis of the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

## Notes continued (forming part of the financial statements)

### 1 Accounting policies continued

#### 1.6 Classification of financial instruments issued by the Group continued

Debt instruments which meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

If the business model is to both hold and sell financial assets, these assets meet the criteria to be measured at fair value through other comprehensive income. All other financial assets are measured at fair value through profit and loss. In the current year, the Group does not have any financial assets designated as fair value through other comprehensive income.

An instrument is a liability when the Group can be required to deliver either cash or another financial asset to the holder. An instrument is classified as equity when it represents a residual interest in the net assets of the Group. Financial instruments issued by the Group are treated as equity only to the extent they meet the following two conditions:

- they include no contractual obligations upon the Group to deliver cash or other financial assets, or to exchange financial assets or financial liabilities under conditions that are potentially unfavourable to the Group; and
- where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability.

The Group derecognises a financial asset only when the contractual rights to the cash flows from the assets expire or when the financial assets and substantially all the risks and rewards of ownership of the asset transfer to another party.

The Group has elected to treat a change in the currency of an instrument as a substantial modification. When a substantial modification arises, the original instrument is derecognised and the new instrument is recorded at fair value, the difference on a debt-for-debt exchange is recognised in the income statement. The difference on a debt-for-equity exchange is recognised in equity.

#### 1.7 Non-derivative financial instruments

Non-derivative financial instruments comprise investments in equity and debt securities, trade and other receivables, cash and cash equivalents, trade and other payables, and loans and borrowings.

##### Trade and other receivables

Trade and other receivables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses. The effective interest is the rate that exactly discounts estimated future cash receipts (including all fees and premiums/discounts) excluding expected credit losses, through the expected life of the debt instrument.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method, adjusted for any loss allowance.

As the Group's historical credit loss experience does not show significantly different loss patterns for different customer segments, the provision for expected loss allowance based on past due status is not further distinguished between the Group's different customer segments.

##### Trade and other payables

Trade and other payables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

##### Cash and cash equivalents

Cash and cash equivalents comprise cash balances, money market funds and call deposits. Bank overdrafts that are repayable on demand form an integral part of the Group's cash management and are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

##### Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

##### Customer advances

The Group recognises financial assets related to customer advances. The agreements vary but mainly relate to cash advances in respect of customer contracts in the Group's German and Brazilian out-of-home businesses, and to the value of stock advanced to certain distribution customers in the Italian out-of-home business. The value of cash or stock advanced is recognised initially at cost. Subsequent to initial measurement, the assets are assessed for impairment for customers deemed at risk of recovery. Amounts are amortised to the profit and loss account within net sales over the respective contract period and based on the terms of the contract.

### 1.8 Derivative financial instruments and hedging

Derivative financial instruments are measured at fair value. This fair value is determined on the basis of market data, available from external contributors. In the absence of an external benchmark, a valuation based on internal models recognised by market participants and favouring data directly derived from observable data such as Over The Counter quotations will be used.

The change in fair value of derivative financial instruments is recorded in the income statement, except when they are designated as hedging instruments in a cash flow hedge or net investment hedge. In this case, changes in the value of the hedging instruments are recognised directly in equity, excluding the ineffective portion of the hedges. Sources of ineffectiveness may include changes in credit risk of counterparties, change in the timing of the occurrence of the cash flows being hedged, change in the notional of the hedging instruments or items, i.e. the instruments are larger than the hedged items.

The Group uses derivative financial instruments to manage and reduce its exposure to market risks arising from fluctuations in interest rates and foreign currency exchange rates. The use of derivative instruments is governed by Group policy for managing interest rate and currency risks. The Group's derivative instruments include currency forwards and swaps, interest rate swaps and cross-currency interest rate swaps.

#### Hedging instruments: recognition and presentation

Derivative instruments qualifying as hedging instruments are recognised in the consolidated statement of financial position and measured at fair value. However, their accounting treatment varies according to whether they are classified as (i) a fair value hedge of an asset or liability; (ii) a cash flow hedge; or (iii) a hedge of a net investment in a foreign operation. The fair value of the hedging instruments at 31 December 2025 reflects the cumulative change in the fair value of the hedging instruments since inception of the hedges.

### 1.9 Property, plant and equipment

Property, plant and equipment ("PP&E") are stated at cost less accumulated depreciation and accumulated impairment losses.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Depreciation is charged to the income statement on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment, less any estimated residual value. Land is not depreciated. The estimated useful lives are as follows:

- Buildings 20 to 50 years
- Plant and equipment 3 to 20 years

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

Assets in the course of construction are stated at cost. Depreciation is not charged until assets are brought into use.

### 1.10 Business combinations

All business combinations are accounted for by applying the acquisition method. Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group. The Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus
- the fair value of the existing equity interest in the acquiree; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss. Costs related to the acquisition, other than those associated with the issue of debt or equity securities, are expensed as incurred. Any contingent consideration payable is recognised at fair value at the acquisition date. If the contingent consideration is classified as equity, it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent consideration are recognised in profit or loss.

If share-based payment awards (replacement awards) are required to be exchanged for awards held by the acquiree's employees (acquiree's awards), then all or a portion of the amount of the acquirer's replacement award is included in measuring the consideration transferred in the business combination. This determination is based on the market-based measure of the replacement awards compared with market-based measure of the acquiree's awards and the extent to which the replacement awards to the pre-combination service.

#### Determination of fair values on business combinations

Fair values have been determined for measurement and/or disclosure purposes based on the following methods.

#### Property, plant and equipment

The fair value of property, plant and equipment recognised as a result of a business combination is based on market values. The market value of property is the estimated amount for which a property could be exchanged on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. The market value of items of plant and equipment is based on the quoted market prices for similar items or depreciated replacement cost where quoted market prices are not available.

## Notes continued

(forming part of the financial statements)

### 1 Accounting policies continued

#### 1.10 Business combinations continued

##### Intangible assets

The fair value of intangible assets is calculated using methods which reflect the value that the Group would have paid for the assets in an arm's length transaction. Such methods include, where appropriate, discounting estimated future net cash flows from the asset and applying multiples to royalty streams that could be obtained by licensing the intangible asset.

##### Inventories

The fair value of inventories acquired in a business combination is determined based on its estimated selling price in the ordinary course of business less the estimated costs of completion and sale, and a reasonable profit margin based on the effort required to complete and sell the inventory.

##### Trade and other receivables

The fair value of trade and other receivables is estimated as the present value of the amounts to be received, determined at appropriate interest rates less allowance for expected credit losses and impairments. Discounting has not been applied to current receivables.

##### Financial instruments

The fair value of interest rate and foreign exchange derivatives is the estimated amount that the Group would receive or pay to terminate the derivative at the balance sheet date, taking into account current interest rates and foreign exchange rates, and the current creditworthiness of the derivative counterparties.

##### Trade and other payables

The fair value of trade and other payables is estimated as the present value of the amounts to be paid, determined at appropriate interest rates. Discounting has not been applied to current payables.

#### 1.11 Intangible assets and goodwill

##### Goodwill

Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units and is not amortised but is tested annually for impairment.

##### Research and development

Expenditure on research activities is recognised in the income statement as an expense as incurred.

Expenditure on development activities is capitalised if the product or process is technically and commercially feasible, and the Group intends to and has the technical ability and sufficient resources to complete development, future economic benefits are probable, and if the Group can measure reliably the expenditure attributable to the intangible asset during

its development. Development activities involve a plan or design for the production of new or substantially improved products or processes. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads and capitalised borrowing costs. Other development expenditure is recognised in the income statement as an expense as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation and less accumulated impairment losses.

##### Other intangible assets

Expenditure on internally generated goodwill and brands is recognised in the income statement as an expense as incurred.

Other intangible assets that are acquired by the Group are stated at cost less accumulated amortisation and accumulated impairment losses.

##### Amortisation

Amortisation is charged to the income statement on a straight-line basis over the estimated useful lives of intangible assets unless such lives are indefinite. Goodwill is systematically tested for impairment at each balance sheet date. Other intangible assets are amortised from the date they are available for use. The estimated useful lives are as follows:

- Customer relationships 10 to 20 years
- Supplier relationships 10 to 25 years
- Brands and trademarks 15 to 20 years
- Computer software and development costs 3 to 8 years

#### 1.12 Leases

Froneri is party to lease contracts across the Group, which relate to office buildings, plant equipment, vehicles, warehouses and distribution centres to facilitate the storage, processing and transportation of ice cream to its destination.

The Group elected to apply the following exemptions whereby the following leases will be charged to the consolidated income statement:

- leases with a length of less than twelve months from the date of commencement; and
- low value leases, defined as those where the price of the underlying asset as new is less than €5,000.

For all other lease agreements where a Group Company is the lessee, the Company recognises a right-of-use ("ROU") asset and a lease liability.

Right-of-use assets are measured using the cost model and depreciated in accordance with IAS 16 Property, Plant and Equipment on a straight-line basis over the lease term. The lease liability is measured at the present value of the remaining lease payments discounted at the

incremental borrowing rate. On application, the Group elected to measure the right-of-use asset at an amount equal to the lease liability adjusted for accruals and prepayments. As a result of this, there was no difference between the asset and liability to be recognised in retained earnings.

The incremental borrowing rate is the rate of interest that the Company would need to pay to borrow over a similar term, and with similar security, the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment. The all-in discount rate used comprises margin and floating rate. Applicable margins have been determined by reference to existing margins on third-party loans which takes into account the creditworthiness of the entity. Floating rates have been sourced directly from Refinitiv for each applicable currency and relevant maturity which considers existing market conditions. At 31 December 2025, the weighted average incremental borrowing rate margin applied to the discount rates for new leases across the Group was 5.4% (2024: 6.1%).

The treatment of non-lease components are assessed by class of underlying asset present within the lease. For vehicles, plant and equipment the value of the non-lease components is included within the lease payment used to derive the lease liability. For buildings (including offices, warehouses and distribution centres), the non-lease components are not included in the lease payment.

Where agreements contain extension or termination options which can be implemented by both parties, it is assumed that the date at which the agreement can be terminated without penalty is the end of the lease agreement. Leases which contain purchase options are reassessed where the likelihood of exercising the purchase option changes. Residual value guarantees do not have a significant impact on the Group's leasing arrangements.

The type of variable payment most prevalent within the Group are those present on vehicles relating to excess mileage, index-linked increases to building rental and annual percentage increases to certain buildings. These variable components are not considered to represent a significant financial risk to the Group in terms of volatility or quantum.

Where variable payments detailed in the lease agreement are those which cannot be readily determined at the measurement point of the lease, such as payments triggered by driving excess kilometres on a lease car, these amounts are charged to the income statement as they take place. Leases that contain variable indexed payments will prompt a remeasurement of the lease liability at the point at which the information regarding a change in the underlying index becomes available to adjust the present value of the lease agreement.

If a lease has been committed to but not yet commenced, this is included within the capital commitments detailed in note 28 to the consolidated financial statements.

### 1.13 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is based on the first-in first-out or weighted average principle and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs in bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of overheads based on normal operating capacity.

### 1.14 Impairment excluding inventories

#### Financial assets (including receivables)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine if a provision needs to be made against the amount due for recovery. Under IFRS 9, a financial asset is impaired if, when considering the life of the amount receivable, we do not expect to recover the full amount of the balance. The impairment model reflects expected credit losses as opposed to incurred credit losses and is refreshed at each reporting date.

The Group has applied the simplified approach to recognise the lifetime expected losses for its trade receivables as permitted by IFRS 9. This expected lifetime credit losses impairment model applies to the Group's financial assets which are measured at amortised cost, which are primarily trade receivables.

There are no loans to related parties outside the Group to consider for calculating exposure to credit risk. Further information on credit risk is included in note 25 of these financial statements.

The expected credit losses on trade receivables are estimated using a provision matrix based on the individual country's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date. This has been calculated on a country-by-country basis by local management.

Customer balances are considered for impairment by reference to the sales performance of the customer compared to the contracted targets, as well as credit risk factors known about the customer and their expected performance.

## Notes continued (forming part of the financial statements)

### 1 Accounting policies continued

#### 1.14 Impairment excluding inventories continued

##### Financial assets (including receivables) continued

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit impaired includes observable data about the following events:

- significant financial difficulty of the customer;
- breach of contract or non-payment and past due balances; and
- bankruptcy of the customer or other financial reorganisation.

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate and local regulatory requirements for writing off balances. Any recoveries made are recognised in the income statement.

##### Non-financial assets

The carrying amounts of the Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, and intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each year at the same time.

The recoverable amount of an asset or cash-generating unit ("CGU") is the greater of its value in use and its fair value less costs to sell. 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 the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the CGU). The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to CGUs. Subject to an operating segment ceiling test, for the purposes of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment is tested reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to groups of CGUs that are expected to benefit from the synergies of the combination.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the income statement. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

#### 1.15 Employee benefits

##### Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the income statement in the periods during which services are rendered by employees.

##### Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit pension plans and other post-employment benefits is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets (at bid price) are deducted. The Group determines the net interest on the net defined benefit liability/asset for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the net defined benefit liability/asset.

The discount rate is the yield at the reporting date on bonds that have a credit rating of at least AA that have maturity dates approximating the terms of the Group's obligations and that are denominated in the currency in which the benefits are expected to be paid.

Remeasurements arising from defined benefit plans comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest). The Group recognises them immediately in other comprehensive income and all other expenses related to defined benefit plans in employee benefit expenses in the income statement.

The calculation of the defined benefit obligations is performed by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Group, the recognised asset is limited to the present value of benefits available in the form of any future refunds from the plan or reductions in future contributions and takes into account the adverse effect of any minimum funding requirements.

The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs. The gain or loss on a settlement is the difference between the present value of the defined benefit obligation being settled as determined on the date of settlement and the cost of settling the obligation, including any plan assets transferred and any payments made directly by the Group in connection with the settlement.

#### Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

#### Share-based payment transactions

Share-based payment arrangements in which the Group receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions, regardless of how the equity instruments are obtained by the Group.

The grant date fair value of share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the awards. The fair value of the options granted is measured using an option valuation model, taking into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

#### 1.16 Provisions

A provision is recognised in the consolidated statement of position when the Group has a present legal or constructive obligation as a result of a past event, that can be reliably measured, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects risks specific to the liability.

#### 1.17 Revenue

Revenue is recognised from the transfer of goods at a point in time when control of the goods transfers to the customer in accordance with IFRS 15 Revenue from Contracts with Customers. This is considered to occur when the buyer can direct the use of the goods, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, and there is no continuing management involvement with the goods. For revenue included within the financial statements this is the point at which the customer assumes responsibility for the goods.

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates where these are not considered to be linked to a separate performance obligation. Where a contract contains a promotional period linked to the sale of goods over time, this is treated as a separate performance obligation due to the different recognition periods.

In assessing if amounts represent a separate performance obligation, the following factors have been considered:

- if the customer could separately benefit from any promotion offered to them by Froneri relating to a sale;
- if the additional goods and/or service is separately identified in the sales contract;
- where incentives or penalties for the attainment of performance targets by customers are in place, these are considered to represent variable consideration. Such amounts are recognised at local management's best estimate of the value to be received based on the probability of the targets being met. This is reassessed at each reporting period; and
- discounts, credit notes, rebates, cash and price reductions are deducted from revenue as they do not represent distinct performance obligations. Where these are based on sales targets, revenue is recognised based on the likelihood of these targets being met, and where attainment is probable revenue is accrued for. This is reassessed at each reporting period.

#### 1.18 Expenses

##### Variable lease payments

Payments made under lease arrangements which were not capitalised as part of recognition of the lease in accordance with IFRS 16 are recognised in the income statement in the period to which they relate within administrative expenses. Further detail on these payments is included in note 1.12 Leases.

##### Lease payments

Minimum lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

## Notes continued (forming part of the financial statements)

### 1 Accounting policies continued

#### 1.18 Expenses continued

##### Financing income and expenses

Financing expenses comprise interest payable, finance charges on shares classified as liabilities and finance leases recognised in profit or loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the income statement (see foreign currency accounting policy). Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial time to be prepared for use, are capitalised as part of the cost of that asset. Financing income comprises interest receivable on funds invested, dividend income and net foreign exchange gains.

Interest income and interest payable is recognised in the income statement as it accrues, using the effective interest method. Dividend income is recognised in the income statement on the date the entity's right to receive payments is established.

#### 1.19 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

The EU agreed the Minimum Tax Directive in December 2022. Pillar 2 legislation is effective across EU member states in 2025. Froneri HoldCo S.à.r.l. operates in Luxembourg, where implementation of the EU Pillar 2 directive has been confirmed. Under the legislation, the Group is required to pay top-up tax on the profits of its subsidiaries and permanent establishments that are taxed at a Pillar Two effective tax rate of less than 15%. The Group has performed an

assessment of the exposure to Pillar Two income taxes in 2025. Based on this assessment, the majority of jurisdictions fall within the transitional safe harbours, and the remaining markets not protected by the safe harbour rules will not result in a material impact.

#### 1.20 Non-current assets held for sale and discontinued operations

A non-current asset or a group of assets containing a non-current asset (a disposal group) is classified as held for sale if its carrying amount will be recovered principally through sale rather than through continuing use, it is available for immediate sale and sale is highly probable within one year.

On initial classification as held for sale, non-current assets and disposal groups are measured at the lower of previous carrying amount and fair value less costs to sell with any adjustments taken to the income statement. The same applies to gains and losses on subsequent remeasurement, although gains are not recognised in excess of any cumulative impairment loss. Any impairment loss on a disposal group is first allocated to goodwill, and then to remaining assets and liabilities on a pro rata basis; except that no loss is allocated to inventories, financial assets, deferred tax assets and employee benefit assets, which continue to be measured in accordance with the Group's accounting policies. Intangible assets and property, plant and equipment once classified as held for sale or distribution are not amortised or depreciated.

A discontinued operation is a component of the Group's business that represents a separate major line of business or geographical area of operations that has been disposed of or is held for sale, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. When an operation is classified as a discontinued operation, the comparative income statement is restated as if the operation has been discontinued from the start of the comparative period.

#### 1.21 Adoption of new and revised accounting standards

The following standards issued by the International Accounting Standards Board and adopted by the EU have been adopted by the Group for the first time for its annual reporting period commencing 1 January 2025:

- Lack of Exchangeability – Amendments to IAS 21, 'The Effects of Changes in Foreign Exchange Rates' Classification

On 15 August 2023, the IASB issued Lack of Exchangeability which amended IAS 21 The Effects of Changes in Foreign Exchange Rates (the "Amendments"). These Amendments are applicable for annual reporting periods beginning on or after 1 January 2025.

The Amendments introduce requirements to assess when a currency is exchangeable into another currency and when it is not. The Amendments require an entity to estimate the spot exchange rate when it concludes that a currency is not exchangeable into another currency.

The Amendments also introduce additional disclosure requirements when an entity estimates a spot exchange rate because a currency is not exchangeable into another currency. IAS 21, prior to the Amendments, did not include explicit requirements for the determination of the exchange rate when a currency is not exchangeable into another currency, which led to diversity in practice. When applying the Amendments, an entity is not permitted to restate comparative information.

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

### 1.22 New standards and interpretations not yet adopted

Certain new accounting standards and amendments to accounting standards have been published that are not mandatory for 31 December 2025 reporting periods and have not been early adopted by the Group. The Group's assessment of the impact of these new standards and amendments is set out below:

(a) Amendments to the Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7 (effective for annual periods beginning on or after 1 January 2026).

In May 2024, the IASB issued targeted amendments to IFRS 9, 'Financial Instruments', and IFRS 7, 'Financial Instruments: Disclosures', to respond to recent questions arising in practice. These amendments:

- clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
- clarify and add further guidance for assessing whether a financial asset meets the sole payments of principal and interest ("SPPI") criterion;
- add new disclosures for certain instruments with contractual terms that can change cash flows (such as some financial instruments with features linked to the achievement of ESG targets); and
- update the disclosures for equity instruments designated at fair value through other comprehensive income ("FVOCI").

The Group does not expect these amendments to have a material impact on its operations or financial statements.

(b) Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7 (effective for annual periods beginning on or after 1 January 2026).

In December 2024, the IASB issued targeted amendments to IFRS 7 and IFRS 9 to allow entities to better reflect nature-dependent electricity contracts in the financial statements.

The amendments:

- clarify the application of the "own-use" criteria to nature-dependent electricity contracts;
- permit hedge accounting if these contracts are used as hedging instruments; and
- add new disclosure requirements to enable users of financial statements to better understand the effect of these contracts on an entity's financial performance and cash flows.

The Group does not expect these amendments to have a material impact on its operations or financial statements.

(c) IFRS 19 Subsidiaries without Public Accountability: Disclosures (effective for annual periods beginning on or after 1 January 2027).

Issued in May 2024, IFRS 19 allows for certain eligible subsidiaries of parent entities that report under IFRS Accounting Standards to apply reduced disclosure requirements. The Group does not expect this standard to have an impact on its operations or financial statements.

(d) IFRS 18 Presentation and Disclosure in Financial Statements (effective for annual periods beginning on or after 1 January 2027).

In April 2024, the IASB issued IFRS 18 in response to investors' concerns about comparability and transparency of entities' performance reporting. The new presentation requirements introduced in IFRS 18 will increase comparability of the financial performance of similar entities, especially related to how "operating profit or loss" is defined. The new disclosure requirements for "management-defined performance measures" will enhance transparency. Management is currently assessing the detailed implications of applying the new standard on the Group's consolidated financial statements. From the high-level preliminary assessment performed, the following potential impacts have been identified:

- Although the adoption of IFRS 18 will have no impact on the Group's net profit, the Group expects that grouping items of income and expenses in the statement of profit or loss into the new categories will impact how operating profit is calculated and reported. From the high-level impact assessment that the Group has performed, the following items might potentially impact operating profit:
  - Foreign exchange differences currently aggregated in the line item "net finance expense" might need to be disaggregated, with some foreign exchange gains or losses presented above and some below operating profit.
  - IFRS 18 has specific requirements on the category in which derivative gains or losses are recognised – which is the same category as the income and expenses affected by the risk that the derivative is used to manage. Although the Group currently recognises gains or losses in finance costs, there might be a change to where these gains or losses are recognised, and the Group is currently evaluating the need for change.

## Notes continued (forming part of the financial statements)

### 1 Accounting policies continued

#### 1.22 New standards and interpretations not yet adopted continued

- The line items presented on the primary financial statements might change as a result of the application of the concept of “useful structured summary” and the enhanced principles on aggregation and disaggregation. In addition, since goodwill will be required to be separately presented in the statement of financial position, the Group will disaggregate goodwill and other intangible assets and present them separately in the statement of financial position.
- The Group does not expect there to be a significant change in the information that is currently disclosed in the notes because the requirement to disclose material information remains unchanged; however, the way in which the information is grouped might change as a result of the aggregation/disaggregation principles. In addition, there will be significant new disclosures required for:
  - management-defined performance measures;
  - a breakdown of the nature of expenses for line items presented by function in the operating category of the statement of profit or loss – this breakdown is only required for certain nature expenses; and
  - for the first annual period of application of IFRS 18, a reconciliation for each line item in the statement of profit or loss between the restated amounts presented by applying IFRS 18 and the amounts previously presented applying IAS 1.
- From a cash flow statement perspective, there will be changes to how interest received and interest paid are presented. Interest paid will be presented as financing cash flows which is a change from current presentation as part of operating cash flows. Interest received is required to be presented as investing cash flows, which is consistent with the Group's current presentation.

The Group will apply the new standard from its mandatory effective date of 1 January 2027. Retrospective application is required, and so the comparative information for the financial year ending 31 December 2026 will be restated in accordance with IFRS 18.

#### 1.23 Non-GAAP measures

##### Exceptional items

The Group presents as exceptional items on the face of the income statement those material items of income or expense which, because of the nature and expected infrequency of the events giving rise to them, merit separate presentation. Typically, these would include M&A-related transaction costs, integration, transformation and restructuring costs and any material items that are one-off in nature. This allows users of the financial statements to better understand the elements of financial performance in the year, so as to better assess trends in financial performance. Where an income statement exceptional item would also give rise to a corresponding cash flow, it can be assumed that such cash flows have materially occurred in the same year as the income statement item, unless otherwise explained in the notes to the accounts.

##### EBITDAE

The Group uses EBITDAE as a measure to monitor the performance of the Group. EBITDAE is a profitability measure, used by management as an alternative to the IFRS Operating Profit measure. The Group defines EBITDAE as operating result prior to net interest charges (or income), tax, depreciation and amortisation, and before exceptional items and share-based payment charges. The use and disclosure of EBITDAE allows users to better understand the elements of financial performance and to better assess trends between periods.

##### Free cash flow before acquisitions, financing and exceptional items

The Group uses free cash flow before acquisitions, financing and exceptional items to monitor the performance of operating cash flows. It is net cash flow from operating and investing activities before exceptional items and acquisition of subsidiaries, net of cash acquired as shown in the consolidated cash flow statement memorandum.

#### 1.24 Use of estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the reported values of assets, liabilities, revenues and expenses. The estimates and associated assumptions are based on historical experience and other judgements reasonable under the circumstances; the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from those estimates. Significant areas of estimate and judgements for the Group are:

- As set out in note 1.1, the insertion of Froneri HoldCo S.à r.l. as the ultimate parent company of the Group on 30 September 2025 is judged to have been a Common control transaction, with the same parties having control of the group both before and after the transaction.
- Discount factors and future cash flow projections, which are critical estimates used in impairment models to assess the carrying value of the Group's CGUs, including goodwill. The assumptions and sensitivities considered are set out in note 9 to the consolidated financial statements.

- Discount rates, future salary increases and mortality rates are critical in valuation of defined benefit pension assets and liabilities, and similar post-retirement medical and other benefits. The actuarial assumptions and sensitivity analysis applied are set out in note 22 to the consolidated financial statements.
- Measurement of fair value of assets and liabilities acquired as part of business combinations. On the acquisition of businesses, significant judgements are required in respect of the fair value of intangible assets, such as customer relationships, the fair value of property, plant and equipment and other assets. In particular, significant judgements were made in respect of the valuation and useful economic lives attributed to customer relationships. These were valued using the excess earnings method ("MEEM"), including assumptions in respect of future cash flow projections and attrition rates of customers.
- The Group is required to estimate the corporation tax payable in each of the tax jurisdictions in which it operates. The recognition of tax benefits and assessment of provisions against tax benefits requires management to make estimates and judgements, based on tax rules which can be complex and subject to interpretation. Further details on uncertain tax positions are discussed in note 8 to the consolidated financial statements.

## 2 Revenue

All of the Group's revenues for the year relate to the Group's primary activity: the production, distribution and sale of ice cream, frozen food and chilled dairy products, and occur at a point in time.

### Basis for segmentation

The Group's Chief Operating Decision Maker ("CODM"), which is defined as the Management Board, considers the business only from a geographical perspective given all revenues relate to a single primary activity, with the Group organised into three regions. The Group's reportable segments are:

- Europe
- US
- Rest of the world

The geographic regions all meet the quantitative threshold of 10% of total sales. The operating segments reflect the Group's management structure and the way financial information is regularly reviewed by the CODM. The US region relates solely to the Group's activities within the United States, with the Puerto Rico territory's activities included within the Rest of the world region, reflecting the Group's management and reporting structures.

The Group is not reliant on turnover from transactions with any single customer and does not receive 10% or more of its turnover from transactions with any single customer.

No segment assets and liabilities are regularly provided to the CODM to assess segment performance or to allocate resources, and therefore segment assets and liabilities are not disclosed.

	2025 €m	Unaudited 2024 €m
<b>Revenue from continuing operations:</b>		
Europe	2,539.1	2,456.4
US	2,055.9	2,155.8
Rest of the world	962.7	918.8
	<b>5,557.7</b>	5,531.0

	2025 €m	Unaudited 2024 €m
<b>EBITDAE from continuing operations:</b>		
Europe	701.3	698.7
US	320.8	283.9
Rest of the world	180.1	204.4
	<b>1,202.2</b>	1,187.0

Refer to note 3 for a reconciliation of the loss for the year to EBITDAE.

## Notes continued (forming part of the financial statements)

### 3 Reconciliation of net result to EBITDAE (Non-GAAP measure)

The Group defines EBITDAE as operating result prior to net financing expense (or income), tax, depreciation and amortisation, and which excludes share-based payments and the effect of significant items of income and expenditure which might have an impact on the quality of earnings, such as restructuring costs, legal expenses and impairments (exceptional items). There are no adjustments for the full year effect of acquisitions, mergers or other similar corporate transactions.

The Group's net result after taxation from continuing operations for the year reconciles to EBITDAE as follows:

	2025 €m	Unaudited 2024 €m
<b>Profit for the year</b>	<b>202.6</b>	344.6
Taxation expense	114.3	88.2
<b>Profit before taxation</b>	<b>316.9</b>	432.8
Net financing expense	403.0	381.1
Exceptional items (excluding exceptional impairments)	78.9	(40.0)
<b>Operating profit before exceptional items</b>	<b>798.8</b>	773.9
Depreciation – of owned assets	166.8	168.1
Depreciation – of right-of-use assets	69.1	57.1
Impairment charge – property, plant and equipment and right-of-use assets	4.9	11.8
Amortisation – of acquired intangible assets	136.5	139.7
Amortisation – of other intangible assets (software)	15.3	17.9
Loss on disposal of non-current assets and assets held for sale	2.4	7.3
Loss on disposal of intangible assets	0.3	–
Loss on disposal of other assets	0.3	0.1
Share-based payment charge	7.8	11.1
<b>Total EBITDAE for the year</b>	<b>1,202.2</b>	1,187.0

### 4 Exceptional items (Non-GAAP measure)

The table below shows an analysis of the items separately disclosed on the face of the consolidated income statement. The Group considers exceptional items by reference to their nature, size or incidence, for separate disclosure and reporting of the underlying operating results of the Group. Exceptional items for the year are as follows:

2025	Within Cost of sales €m	Within Distribution expenses €m	Within Administrative expenses €m	Total €m
M&A-related transaction costs	–	–	2.4	2.4
Integration and restructuring costs	2.0	–	0.7	2.7
Other exceptional items	–	–	73.8	73.8
<b>Sub-total excluding impairments</b>	<b>2.0</b>	<b>–</b>	<b>76.9</b>	<b>78.9</b>
Tangible and intangible impairments	–	–	4.9	4.9
	<b>2.0</b>	<b>–</b>	<b>81.8</b>	<b>83.8</b>

2024 (unaudited)	Within Cost of sales €m	Within Distribution expenses €m	Within Administrative expenses €m	Total €m
M&A-related transaction costs	–	–	1.0	1.0
Integration and restructuring costs	7.7	0.4	10.3	18.4
Regulatory recall	–	–	(65.9)	(65.9)
Other exceptional items	–	–	6.5	6.5
<b>Sub-total excluding impairments</b>	<b>7.7</b>	<b>0.4</b>	<b>(48.1)</b>	<b>(40.0)</b>
Tangible and intangible impairments	–	–	11.8	11.8
	<b>7.7</b>	<b>0.4</b>	<b>(36.3)</b>	<b>(28.2)</b>

### M&A-related transaction costs

In 2025, the Group recognised costs of €2.4 million in respect of transaction costs for merger and acquisition activities, most notably the upcoming acquisition of Food Union.

In the prior year, total transaction costs of €1.0 million were recognised. These costs related to the acquisition of Crufi S.A in Uruguay.

### Integration and restructuring costs

The Group has continued to implement a number of restructuring and integration projects across its countries. Total costs of €2.7 million have been incurred in the year, €1.7 million of which relate to the 2024 closure of the Skelmersdale factory in the UK.

In the prior year, total costs of €18.4 million were recognised, €8.1 million of which was in head office and €1.3 million in the US relating to restructuring projects. €6.0 million was incurred in the UK relating to the closure of the Skelmersdale factory.

### Regulatory recall

In the prior year €65.9 million of income was recognised in relation to costs pertaining to a regulatory recall.

### Other exceptional items

In 2025, other exceptional items included €71.2 million of costs associated with the shareholder distribution and the refinancing and restructuring of the Group. In 2024, other exceptional items include €6.1 million associated with costs relating to discontinued IT systems.

### Tangible and intangible impairments

During 2025, impairments of €4.9 million were recognised across the Group, most notably in the US, in relation to the carrying value of fixed assets. During 2024, impairments of €11.8 million were recognised across the Group, most notably in the US and the UK. See notes 9, 10 and 11 for further information.

### Exceptional cash flows

Cash flows relating to exceptional items amounted to a net €158.2 million outflow in 2025 (2024: €33.3 million inflow).

## 5 Operating profit after exceptional items

Included in operating profit for the year are the following:

	2025 €m	Unaudited 2024 €m
Depreciation of property, plant and equipment:		
– Owned assets	166.8	168.1
– Right-of-use assets	69.1	57.1
Impairment of property, plant and equipment and ROU assets	4.9	11.8
Amortisation of intangible assets	151.8	157.6
Lease payments*	1.0	1.4
Research and development expensed as incurred	15.7	14.8
Net foreign exchange gain	(21.5)	(10.5)
Loss on disposal of non-current assets and assets held for sale	2.4	7.3
Loss on disposal of intangible assets	0.3	–
Loss on disposal of other assets	0.3	0.1

\* This comprises short-term leases, low-value leases and variable payments in relation to lease arrangements recognised in the consolidated statement of financial position.

### Auditors' remuneration

	2025 €m	Unaudited 2024 €m
<b>Audit services</b>		
Audit of the Parent Company and these financial statements	1.6	1.6
Audit of the Company's subsidiaries	2.4	2.3
	4.0	3.9
<b>Other services to the Company and its subsidiaries</b>		
Taxation advisory services	0.1	0.1
All other services	0.8	0.1
	0.9	0.2
<b>Total Auditors' remuneration</b>	<b>4.9</b>	<b>4.1</b>

## Notes continued (forming part of the financial statements)

### 6 Staff numbers and costs

The monthly average number of persons employed by the Group (including the Board of Managers) during the year, analysed by category, was as follows:

	Average number of employees 2025	Unaudited Average number of employees 2024
Production	7,610	7,586
Sales, marketing and distribution	4,053	3,925
Administrative and other roles	1,557	1,518
	<b>13,220</b>	13,029

The aggregate payroll costs of these persons were as follows:

	2025 €m	Unaudited and restated (a) 2024 €m
Wages and salaries	619.7	591.1
Social security costs	108.6	81.6
Share-based payments	7.8	11.1
Other pension costs	29.6	31.3
	<b>765.7</b>	715.1

(a) Prior year figures have been restated to be comparable with the current year basis.

The geographical location of employees at 31 December 2025 and 31 December 2024 is as follows:

	Number of employees 31 December 2025	Unaudited Number of employees 31 December 2024
US	2,711	2,798
Germany	1,354	1,430
Egypt	1,270	1,218
UK	733	675
Poland	654	648
Spain	598	552
France	587	603
Australia	496	492
Italy	383	384
Brazil	377	383
Switzerland	355	350
Serbia	353	346
Israel	346	357
Russia	336	345
New Zealand	281	270
South Africa	277	276
Uruguay	271	407
Finland	183	163
Argentina	162	143
Philippines	112	121
Bulgaria	104	85
Puerto Rico	76	76
Greece	65	64
Austria	32	37
Romania	31	24
	<b>12,147</b>	12,247

The gender split of employees at 31 December 2025 and 31 December 2024 is as follows:

	2025			
	Directors	Senior Managers <sup>(a)</sup>	Other	Total
Male	100%	75%	67%	67%
Female	0%	25%	33%	33%
Other	0%	0%	0%	0%
Prefer not to say	0%	0%	0%	0%
	100%	100%	100%	100%

	Unaudited 2024			
	Directors	Senior Managers <sup>(b)</sup>	Other	Total
Male	100%	75%	67%	67%
Female	0%	25%	33%	33%
Other	0%	0%	0%	0%
Prefer not to say	0%	0%	0%	0%
	100%	100%	100%	100%

(b) Senior Managers comprises Management Board members and country heads.

The emoluments granted to the members of management bodies in this capacity are as follows:

	2025 €m	Unaudited 2024 €m
Emoluments – management bodies	0.5	0.5

The entity does not have a supervisory body. No advances and loans were granted to any member of the management body.

## 7 Financial income and expenses

Financial income and expenses recognised in the consolidated income statement are as follows:

	2025 €m	Unaudited 2024 €m
<b>Financial income</b>		
Net monetary gain in hyperinflationary economies <sup>(c)</sup>	5.3	19.2
Net loss on financial instruments designated as fair value through profit or loss	(0.1)	(0.8)
Foreign exchange gain	29.5	21.6
Other interest income	16.9	90.5
Interest income on bank deposits	48.6	15.1
<b>Total financial income</b>	<b>100.2</b>	<b>145.6</b>
<b>Financial expenses</b>		
Interest expense on term loans	324.1	310.2
Foreign exchange loss	8.0	11.2
Interest expense on overdrafts and other short-term borrowings	39.0	21.9
Write-off of unamortised transaction costs	–	24.8
Accrued dividend returns on Preference shares	101.5	92.0
Interest expense on lease liabilities	15.6	9.5
Other interest expenses	8.5	34.9
Amortisation of financing costs	7.0	9.5
(Gain) / loss on derivative financial instruments	(0.5)	12.7
<b>Total financial expenses</b>	<b>503.2</b>	<b>526.7</b>
<b>Net financing expense</b>	<b>403.0</b>	<b>381.1</b>

(c) The net monetary gain of €5.3 million (2024: €19.2 million) is as a result of applying IAS 29 – Financial reporting in hyperinflationary economies in Argentina (see note 27).

## Notes continued (forming part of the financial statements)

### 8 Taxation

Taxation income and expenses recognised in the consolidated income statement are as follows:

	2025 €m	Unaudited 2024 €m
<i>Current tax (expense) / income</i>		
Current tax on profit for the year	(120.4)	(182.0)
Adjustments for prior years	(6.3)	15.3
<b>Current tax expense</b>	<b>(126.7)</b>	<b>(166.7)</b>
<i>Deferred tax income / (expense)</i>		
Origination and reversal of temporary differences	12.1	80.7
Adjustments for prior years	0.3	(2.2)
<b>Deferred tax income</b>	<b>12.4</b>	<b>78.5</b>
<b>Total tax expense</b>	<b>(114.3)</b>	<b>(88.2)</b>
<b>Income tax expense is attributable to:</b>		
Profit from continuing operations	(114.3)	(88.2)

Income tax recognised in other comprehensive income is as follows:

	2025 €m	Unaudited 2024 €m
Deferred tax changes on remeasurements of defined benefit pension liability	(0.8)	(0.9)
Deferred tax on foreign exchange differences arising on retranslation of net investment in overseas subsidiaries	3.2	12.6
Deferred tax on remeasurements of credit and liquidity risk on hedging arrangement	0.4	0.3
<b>Income tax recognised in other comprehensive income</b>	<b>2.8</b>	<b>12.0</b>

Reconciliation of effective tax rate:

	2025 €m	Unaudited 2024 €m
Profit before taxation on continuing operations	316.9	432.8
Tax using the Group corporation tax rate of 23.87% (2024: 24.94%)	(75.6)	(107.9)
Effect of tax rates in foreign jurisdictions	0.7	6.0
Impact of change of tax rate on deferred tax	1.3	1.6
Non-deductible expenses and non-chargeable income	(34.8)	(40.2)
Current period losses for which no deferred tax asset was recognised	0.1	39.2
Adjustments for prior periods – current tax	(6.3)	15.3
– deferred tax	0.3	(2.2)
<b>Total tax expense</b>	<b>(114.3)</b>	<b>(88.2)</b>

#### Current tax expense

The total current tax expense of €126.7 million (2024: €166.7 million) relates primarily to corporation tax payable by overseas entities.

#### Deferred tax income

The total deferred tax income of €12.4 million (2024: €78.5 million) relates primarily to the utilisation of deferred tax liabilities on the amortisation of intangible and tangible assets, which have been recognised as a result of purchase price allocation exercises.

#### Uncertain tax positions

The Group is required to estimate the corporation tax payable in each of the tax jurisdictions in which it operates. The recognition of tax benefits and assessment of provisions against tax benefits requires management to make estimates and judgements, based on tax rules which can be complex and subject to interpretation. Actual tax liabilities may differ from the provisions, as a result of tax audits, dialogue with tax authorities or changes in tax legislation.

The Group currently has provisions of €5.0 million (2024: €6.0 million) in relation to UTPs.

The Group takes steps to reduce risk on tax matters, including active engagement with tax authorities, and by working with professional tax advisors. Where areas of tax uncertainty exist in relation to transfer pricing, the OECD's work on the BEPS project has been closely reviewed to ensure transfer pricing risks are minimised. The Group will continue to examine all areas of taxation policy to ensure that all areas of tax uncertainty are identified and suitably managed.

The Group's UTPs at 31 December 2025 relate to areas of transfer pricing, reflecting the inherently subjective nature of transfer pricing. The OECD's BEPS projects have provided a level of guidance to companies and tax authorities, a level of UTPs are expected to be required in the medium term, until greater alignment occurs between tax authorities on the interpretation of this guidance. Given this level of uncertainty, Froneri has successfully taken steps to reduce the Group's tax risk profile. Froneri has carried out its annual review of the risks and has reduced the overall UTP position in 2025 on the basis of increased certainty in some territories and expiration of tax authorities' statutory right to challenge filings for some earlier periods.

## 9 Intangible assets

	Restated <sup>(a)</sup> Goodwill €m	Customer & supplier relationships €m	Restated <sup>(a)</sup> Brands & trademarks €m	Software €m	Restated <sup>(a)</sup> Total €m
<b>Cost</b>					
Balance at 1 January 2024 (unaudited)	3,406.9	2,287.4	146.5	135.9	5,976.7
Acquired through business combinations (restated <sup>(a)</sup> )	38.8	-	25.5	0.1	64.4
Additions	-	0.7	-	8.0	8.7
Impact of hyperinflation	3.6	2.7	-	0.4	6.7
Effect of movements in FX	117.1	115.4	(4.8)	(0.1)	227.6
Disposals	-	-	-	(8.7)	(8.7)
<b>Balance at 31 December 2024 (unaudited and restated<sup>(a)</sup>)</b>	<b>3,566.4</b>	<b>2,406.2</b>	<b>167.2</b>	<b>135.6</b>	<b>6,275.4</b>
Balance at 1 January 2025	<b>3,566.4</b>	<b>2,406.2</b>	<b>167.2</b>	<b>135.6</b>	<b>6,275.4</b>
Acquired through business combinations	(0.5)	-	-	-	(0.5)
Additions	-	1.0	-	13.1	14.1
Impact of hyperinflation	1.3	1.0	-	0.1	2.4
Effect of movements in FX	(273.6)	(224.6)	(9.2)	(0.9)	(508.3)
Disposals	-	-	-	(20.5)	(20.5)
<b>Balance at 31 December 2025</b>	<b>3,293.6</b>	<b>2,183.6</b>	<b>158.0</b>	<b>127.4</b>	<b>5,762.6</b>

	Restated <sup>(a)</sup> Goodwill €m	Customer & supplier relationships €m	Restated <sup>(a)</sup> Brands & trademarks €m	Software €m	Restated <sup>(a)</sup> Total €m
<b>Accumulated amortisation and impairment</b>					
Balance at 1 January 2024 (unaudited)	41.2	696.5	49.2	74.6	861.5
Amortisation for the year	-	131.3	8.4	17.9	157.6
Impact of hyperinflation	3.6	2.7	-	0.4	6.7
Effect of movements in FX	(4.3)	29.0	(1.8)	(0.2)	22.7
Disposals	-	-	-	(8.7)	(8.7)
<b>Balance at 31 December 2024 (unaudited)</b>	<b>40.5</b>	<b>859.5</b>	<b>55.8</b>	<b>84.0</b>	<b>1,039.8</b>
Balance at 1 January 2025	<b>40.5</b>	<b>859.5</b>	<b>55.8</b>	<b>84.0</b>	<b>1,039.8</b>
Amortisation for the year	-	127.4	9.1	15.3	151.8
Impact of hyperinflation	1.3	1.0	-	0.1	2.4
Effect of movements in FX	(4.5)	(67.2)	(3.7)	(0.8)	(76.2)
Disposals	-	-	-	(20.2)	(20.2)
<b>Balance at 31 December 2025</b>	<b>37.3</b>	<b>920.7</b>	<b>61.2</b>	<b>78.4</b>	<b>1,097.6</b>
<b>Net book value</b>					
At 31 December 2023 (unaudited)	3,365.7	1,590.9	97.3	61.3	5,115.2
At 31 December 2024 (unaudited and restated <sup>(a)</sup> )	3,525.9	1,546.7	111.4	51.6	5,235.6
<b>At 31 December 2025</b>	<b>3,256.3</b>	<b>1,262.9</b>	<b>96.8</b>	<b>49.0</b>	<b>4,665.0</b>

(a) for details of restatement see note 31.

## Notes continued (forming part of the financial statements)

### 9 Intangible assets continued

#### Amortisation

The amortisation is recognised in administrative expenses.

Excluding the intangible assets acquired as part of the Dreyer's transaction in 2020, the remaining weighted average useful economic lives of the intangible assets at 31 December were:

	2025 Years	Unaudited 2024 Years
Customer relationships	6.3	7.1
Brands and trademarks	12.0	10.6
Software	4.5	4.4

In relation to the intangible assets acquired as part of the Dreyer's transaction in 2020, the following weighted average useful economic lives remain at 31 December:

	2025 Years	Unaudited 2024 Years
Customer & supplier relationships	13.8	14.8

Goodwill is not amortised but systematically tested for impairment at each balance sheet date. Finite life intangible assets are tested when there is an indication of impairment. The annual impairment tests are performed at the CGU, or groups of CGU level. The Group defines its CGUs for goodwill impairment testing based on the way it monitors and derives economic benefits from the acquired goodwill.

The impairment tests are performed by comparing the carrying value of the assets of these CGUs with their recoverable amount, based on their value in use, which corresponds to their future projected cash flows discounted at an appropriate pre-tax rate of return. The cash flows correspond to estimates made by Group management in financial plans and business strategies covering a period of three years. They are then projected to perpetuity using a multiple which corresponds to a steady growth rate. The Group assesses the uncertainty of these estimates by undertaking sensitivity analyses. The discount rate reflects the current assessment of the time value of money and the risks specific to the CGU (essentially country risk). The business risk is included in the determination of the cash flows. Both the cash flows and the discount rates include inflation.

The following eight CGUs have been considered as significant with regards to the total goodwill for which detailed results are presented hereafter: US, UK, Australia, Germany, France, New Zealand, Switzerland and Spain.

	Goodwill 2025 €m	Unaudited and restated <sup>(a)</sup> Goodwill 2024 €m
US	1,685.7	1,912.4
UK	368.1	387.7
Australia	247.4	260.2
Germany	234.3	234.3
France	223.8	223.8
Switzerland	82.5	81.8
New Zealand	75.8	83.5
Spain	75.2	75.2
<b>Subtotal</b>	<b>2,992.8</b>	<b>3,258.9</b>
as % of total carrying amount	<b>91.9%</b>	92.4%
Other CGUs	263.5	267.0
<b>Total</b>	<b>3,256.3</b>	<b>3,525.9</b>

(a) for details of restatement see note 31.

For each CGU, the recoverable amount is higher than its carrying value. The recoverable amount has been determined based upon a value-in-use calculation. Cash flows have been projected over the next five years and have then been extrapolated using a steady terminal growth rate and discounted at a weighted average rate.

The following table summarises the key assumptions for each significant CGU:

	Period of cash flow projections	Annual sales growth	Annual margin	Long-term growth rate	Pre-tax discount rate
US	5 years	2.2% to 7.3%	Improvement	2.2%	8.0%
UK	5 years	2.0% to 7.0%	Improvement	2.0%	9.2%
Australia	5 years	2.5% to 5.9%	Improvement	2.5%	8.5%
Germany	5 years	2.1% to 23.0%	Improvement	2.2%	7.3% to 7.8%
France	5 years	0.6% to 5.4%	Stable	1.9%	8.9%
Switzerland	5 years	0.7% to 6.0%	Improvement	0.7%	6.5%
New Zealand	5 years	2.0% to 4.6%	Improvement	2.0%	8.8%
Spain	5 years	2.0% to 5.8%	Stable	2.0%	8.6%
Other	5 years	2.0% to 24.0%	Various	2.0% to 7.5%	7.8% to 23.8%

In the prior year, the following key assumptions were used:

	Period of cash flow projections	Annual sales growth	Annual margin	Long-term growth rate	Pre-tax discount rate
US	5 years	2.1% to 7.3%	Improvement	2.1%	7.9%
UK	5 years	2.0% to 12.0%	Improvement	2.0%	9.3%
Australia	5 years	2.5% to 6.4%	Improvement	2.5%	8.8%
Germany	5 years	2.0% to 24.4%	Improvement	2.0%	7.6% to 8.7%
France	5 years	1.8% to 6.8%	Stable	1.8%	8.6%
Switzerland	5 years	1.0% to 6.4%	Improvement	1.0%	7.4%
New Zealand	5 years	2.0% to 5.5%	Improvement	2.0%	9.0%
Spain	5 years	2.0% to 6.2%	Improvement	2.0%	8.6%
Other	5 years	1.6% to 22.6%	Various	1.6% to 5.3%	7.7% to 29.1%

The next largest country in the "other" category above is the Italy CGU which had a carrying value of goodwill of €62.2 million at 31 December 2025 (2024: €62.2 million).

The pre-tax discount rates have been computed based on external sources of information.

The cash flows for the first three years were based upon financial plans approved by management which are consistent with the Group's approved strategy for this period. They are based on past performance and current initiatives. The years 4 to 5 and terminal growth rates have been determined to reflect the long-term view of the nominal evolution of the business with consideration given to economic forecasts of each respective country.

No goodwill impairment charges have been recognised in the year (2024: none). Furthermore, in 2025 no further impairments of customer relationship intangibles have been recognised (2024: none). For all other CGUs, management believes that no reasonably possible change in any of the above key assumptions would cause the CGUs' recoverable amount to fall below the carrying value of the CGUs.

The recoverable amount would equal the carrying value if the annual sales growth rate assumptions were reduced or the pre-tax discount rates applied were increased throughout the forecasting period as per the below:

	Reduction to annual sales growth	Increase to pre-tax discount rate
US	6.2ppt	8.3ppt
UK	7.3ppt	9.7ppt
Australia	12.7ppt	19.3ppt
Germany	14.0ppt	26.9ppt
France	13.8ppt	22.7ppt
Switzerland	21.0ppt	42.6ppt
New Zealand	4.7ppt	6.4ppt
Spain	16.5ppt	36.1ppt
Other	1.2ppt to 43.7ppt	1.8ppt to 100.0ppt

## Notes continued (forming part of the financial statements)

### 10 Property, plant and equipment

	Restated <sup>(a)</sup> Land and buildings €m	Restated <sup>(a)</sup> Plant and equipment €m	Under construction €m	Restated <sup>(a)</sup> Total €m
<b>Cost</b>				
Balance at 1 January 2024 (unaudited)	681.2	1,504.6	283.9	2,469.7
Acquired through business combinations (restated <sup>(a)</sup> )	16.3	11.8	-	28.1
Additions	1.9	79.1	207.0	288.0
Movement in assets under construction	54.9	129.3	(184.2)	-
Impact of hyperinflation	10.0	13.9	-	23.9
Reclassifications	4.4	10.4	(14.8)	-
Disposals	(8.1)	(46.3)	(1.3)	(55.7)
Effect of movements in FX	16.3	13.7	12.6	42.6
<b>Balance at 31 December 2024 (unaudited and restated<sup>(a)</sup>)</b>	<b>776.9</b>	<b>1,716.5</b>	<b>303.2</b>	<b>2,796.6</b>
Balance at 1 January 2025	<b>776.9</b>	<b>1,716.5</b>	<b>303.2</b>	<b>2,796.6</b>
Additions	<b>3.1</b>	<b>95.6</b>	<b>161.2</b>	<b>259.9</b>
Movement in assets under construction	<b>33.2</b>	<b>150.7</b>	<b>(183.9)</b>	<b>-</b>
Impact of hyperinflation	<b>3.6</b>	<b>5.3</b>	<b>-</b>	<b>8.9</b>
Transfer to assets held for sale	<b>-</b>	<b>(1.1)</b>	<b>-</b>	<b>(1.1)</b>
Reclassifications	<b>(26.3)</b>	<b>26.3</b>	<b>-</b>	<b>-</b>
Disposals	<b>(1.6)</b>	<b>(36.4)</b>	<b>-</b>	<b>(38.0)</b>
Effect of movements in FX	<b>(57.0)</b>	<b>(106.6)</b>	<b>(23.5)</b>	<b>(187.1)</b>
<b>Balance at 31 December 2025</b>	<b>731.9</b>	<b>1,850.3</b>	<b>257.0</b>	<b>2,839.2</b>

	Land and buildings €m	Plant and equipment €m	Under construction €m	Total €m
<b>Accumulated depreciation and impairment</b>				
Balance at 1 January 2024 (unaudited)	177.2	646.3	1.2	824.7
Depreciation charge for the year	26.5	141.6	-	168.1
Impact of hyperinflation	10.0	13.9	-	23.9
Impairments	6.4	2.1	-	8.5
Disposals	(3.1)	(35.9)	-	(39.0)
Reclassifications	(0.6)	0.6	-	-
Effect of movements in FX	0.5	(2.9)	(0.1)	(2.5)
<b>Balance at 31 December 2024 (unaudited)</b>	<b>216.9</b>	<b>765.7</b>	<b>1.1</b>	<b>983.7</b>
<b>Balance at 1 January 2025</b>	<b>216.9</b>	<b>765.7</b>	<b>1.1</b>	<b>983.7</b>
Depreciation charge for the year	<b>25.2</b>	<b>141.6</b>	<b>-</b>	<b>166.8</b>
Impact of hyperinflation	<b>3.6</b>	<b>5.3</b>	<b>-</b>	<b>8.9</b>
Impairments	<b>-</b>	<b>4.9</b>	<b>-</b>	<b>4.9</b>
Disposals	<b>(1.1)</b>	<b>(31.1)</b>	<b>-</b>	<b>(32.2)</b>
Effect of movements in FX	<b>(17.7)</b>	<b>(41.5)</b>	<b>0.1</b>	<b>(59.1)</b>
<b>Balance at 31 December 2025</b>	<b>226.9</b>	<b>844.9</b>	<b>1.2</b>	<b>1,073.0</b>
<b>Net book value</b>				
At 31 December 2023 (unaudited)	504.0	858.3	282.7	1,645.0
At 31 December 2024 (unaudited and restated <sup>(a)</sup> )	560.0	950.8	302.1	1,812.9
<b>At 31 December 2025</b>	<b>505.0</b>	<b>1,005.4</b>	<b>255.8</b>	<b>1,766.2</b>

(a) for details of restatement see note 31.

## Impairments

During the year, property, plant and equipment impairment charges totalling €4.9 million were recognised, most notably in the US (€4.1 million). The impairments arose when performing detailed analysis comparing the carrying value of the assets with their recoverable amount, based on their value in use, which corresponds to their future projected cash flows over the remaining useful economic life of the assets, discounted at an appropriate pre-tax rate of return.

During 2024, property, plant and equipment impairment charges totalling €8.5 million were recognised, most notably in the UK (€4.2 million) and the US (€3.8 million).

## 11 Right-of-use assets

	Land and buildings €m	Plant and equipment €m	Motor vehicles €m	Total €m
<b>Cost</b>				
Balance at 1 January 2024 (unaudited)	210.5	24.8	47.1	282.4
Additions	16.3	9.2	28.5	54.0
Modifications and remeasurements	35.0	1.4	1.0	37.4
Disposals	(36.3)	(3.9)	(13.1)	(53.3)
Effect of movements in FX	0.4	(1.4)	(1.0)	(2.0)
<b>Balance at 31 December 2024 (unaudited)</b>	<b>225.9</b>	<b>30.1</b>	<b>62.5</b>	<b>318.5</b>
Balance at 1 January 2025	<b>225.9</b>	<b>30.1</b>	<b>62.5</b>	<b>318.5</b>
Additions	<b>92.7</b>	<b>7.7</b>	<b>18.9</b>	<b>119.3</b>
Modifications and remeasurements	<b>26.7</b>	<b>(1.2)</b>	<b>(2.5)</b>	<b>23.0</b>
Disposals	<b>(31.0)</b>	<b>(3.8)</b>	<b>(12.4)</b>	<b>(47.2)</b>
Effect of movements in FX	<b>(13.2)</b>	<b>(0.4)</b>	<b>(0.4)</b>	<b>(14.0)</b>
<b>Balance at 31 December 2025</b>	<b>301.1</b>	<b>32.4</b>	<b>66.1</b>	<b>399.6</b>

	Land and buildings €m	Plant and equipment €m	Motor vehicles €m	Total €m
<b>Accumulated depreciation and impairment</b>				
Balance at 1 January 2024 (unaudited)	129.1	10.5	26.9	166.5
Depreciation charge for the year	41.4	6.0	9.7	57.1
Disposals	(39.6)	(3.8)	(13.2)	(56.6)
Impairments	3.3	-	-	3.3
Effect of movements in FX	(0.2)	(0.2)	(0.4)	(0.8)
<b>Balance at 31 December 2024 (unaudited)</b>	<b>134.0</b>	<b>12.5</b>	<b>23.0</b>	<b>169.5</b>
Balance at 1 January 2025	<b>134.0</b>	<b>12.5</b>	<b>23.0</b>	<b>169.5</b>
Depreciation charge for the year	<b>48.7</b>	<b>6.7</b>	<b>13.7</b>	<b>69.1</b>
Disposals	<b>(31.0)</b>	<b>(3.8)</b>	<b>(12.4)</b>	<b>(47.2)</b>
Reclassification	<b>(1.3)</b>	<b>-</b>	<b>1.3</b>	<b>-</b>
Effect of movements in FX	<b>(5.6)</b>	<b>(0.4)</b>	<b>-</b>	<b>(6.0)</b>
<b>Balance at 31 December 2025</b>	<b>144.8</b>	<b>15.0</b>	<b>25.6</b>	<b>185.4</b>
<b>Net book value</b>				
At 31 December 2023 (unaudited)	81.4	14.3	20.2	115.9
At 31 December 2024 (unaudited)	91.9	17.6	39.5	149.0
<b>At 31 December 2025</b>	<b>156.3</b>	<b>17.4</b>	<b>40.5</b>	<b>214.2</b>

## Impairments

During the year ended 31 December 2025, right-of-use asset impairment charges totalling €nil (2024: €3.3 million) were recognised.

## Notes continued (forming part of the financial statements)

### 12 Investments in subsidiaries

The Group and Company have investments in subsidiaries as set out in the table below. The table is arranged by continent, then alphabetically by country and entity. The functional currency of each subsidiary is shown.

Subsidiaries	Registered address	Activity	Currency	Country of incorporation	Ownership interest
<b>Europe:</b>					
Froneri Austria GmbH	Europaplatz 4 4020 Linz	T	EUR	Austria	100%
Froneri Bulgaria EOOD <sup>(a)</sup>	261 Lomsko shose Blvd. District Vrabnitsa 1220 Sofia	T	BGN	Bulgaria	100%
Froneri Finland Oy	PL 35, 02151 ESPOO Finland	T	EUR	Finland	100%
Froneri Development Center Glaces SAS	Le Labour – B.P. 13, 33870 Vayres	R	EUR	France	100%
Froneri Dange SAS	La Taille du Moulin à Vent – 86220 DANGE SAINT ROMAIN	T	EUR	France	100%
Froneri Holdings France SAS	Le Labour – B.P. 13, 33870 Vayres	H	EUR	France	100%
Froneri Vayres SAS	Le Labour – B.P. 13, 33870 Vayres	T	EUR	France	100%
Froneri France SAS	Le Labour – B.P. 13, 33870 Vayres	T	EUR	France	100%
Confitesses Backwaren Vertrieb GmbH	Wasserweg 39, 64521 Groß-Gerau	T	EUR	Germany	100%
Erlenbacher Backwaren GmbH	Wasserweg 39, 64521 Groß-Gerau	T	EUR	Germany	100%
Froneri (Erlenbacher) Holding GmbH	Wasserweg 39, 64521 Groß-Gerau	H	EUR	Germany	100%
Froneri Erlenbacher Immobilien GmbH & Co oHG	Wasserweg 39, 64521 Groß-Gerau	P	EUR	Germany	100%
Janny's Eis Franchise GmbH	Hittfelder Kirchweg 21, D-21220 Seevetal-Maschen	T	EUR	Germany	100%
Froneri Ice Cream Deutschland GmbH	Eduard-Pestel Str 15, 49080 Osnabrück Germany	T	EUR	Germany	100%
Froneri Deutschland GmbH	Wasserweg 39,64521 Groß-Gerau	H	EUR	Germany	100%
Froneri Holdings Deutschland GmbH <sup>(b)</sup>	Eduard-Pestel Str 15, 49080 Osnabrück Germany	H	EUR	Germany	100%
Froneri Hellas Ice-Cream Single Member SA	Petrou Ralli 97 Avenue, 182 33, Agios Ioannis Rentis, Attica, Greece	T	EUR	Greece	100%
Eskigel Srl	Via Augusto Vanzetti no.11, 05100 Terni	T	EUR	Italy	100%
Froneri Italy Srl	Via Asi Consortile 7, n.16 Cap 03013, Ferentino (Fr)	T	EUR	Italy	100%
Froneri Lux Finco S.à r.l.	9, Rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg	H	EUR	Luxembourg	100%
Froneri Lux Topco S.à r.l.	9, Rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg	H	EUR	Luxembourg	100%
Froneri Polska Sp zoo	Ul. Wojska Polskiego 3, 39 300 Mielec	T	PLN	Poland	100%
Froneri Ice Cream Romania SRL	Bucuresti-Ploiesti 1A, Cladirea B, Parter, Sector 1, Bucuresti, 013681	T	RON	Romania	100%

Subsidiaries	Registered address	Activity	Currency	Country of incorporation	Ownership interest
<b>Europe continued:</b>					
Froneri Rus LLC	Russian Federation, 115054, Moscow, Kosmodamianskaya naberezhnaya, 52, bld. 1, 4 floor, ap. 2, office 4	T	RUB	Russia	100%
Froneri Adriatic doo Stari Banovci	Banovacka 47, Stari Banovci, 22300 Stara Pazova	T	RSD	Serbia	100%
Froneri Iberia SL	Zona Industrial Araia, C/ Intxerdui, 5, 01250 ARAIA (Álava)	T	EUR	Spain	100%
Froneri Switzerland SA	Blumenfeldstrasse 15, 9403 Goldach, Switzerland	T	CHF	Switzerland	100%
Froneri Limited	Richmond House, Leeming Bar, Northallerton, North Yorkshire, DL7 9UL	H	EUR	United Kingdom	100%
Froneri International Limited	Richmond House, Leeming Bar, Northallerton, North Yorkshire, DL7 9UL	H	EUR	United Kingdom	100%
Froneri South Africa Holdings Limited	Richmond House, Leeming Bar, Northallerton, North Yorkshire, DL7 9UL	H	ZAR	United Kingdom	100%
Froneri UK Finco (NZD) Limited	Richmond House, Leeming Bar, Northallerton, North Yorkshire, DL7 9UL	H	NZD	United Kingdom	100%
Froneri UK Finco Limited	Richmond House, Leeming Bar, Northallerton, North Yorkshire, DL7 9UL	H	USD	United Kingdom	100%
Froneri Ice Cream UK Limited	Richmond House, Leeming Bar, Northallerton, North Yorkshire, DL7 9UL	T	GBP	United Kingdom	100%
Richmond Foods Limited	Richmond House, Leeming Bar, Northallerton, North Yorkshire, DL7 9UL	D	GBP	United Kingdom	100%
Ruby Acquisitions Limited	Richmond House, Leeming Bar, Northallerton, North Yorkshire, DL7 9UL	H	GBP	United Kingdom	100%
<b>Africa:</b>					
Froneri Ice Cream Egypt SAE	Plot No.5, 1st Industrial Zone, 6 October City, Giza	T	EGP	Egypt	100%
Froneri South Africa (Pty) Limited	14 Spanner Road, Clayville, Olifantsfontein, Gauteng 1665	T	ZAR	South Africa	100%
<b>Rest of the world:</b>					
Froneri Argentina SA	Av. Leandro N. Alem 356, Piso 13o – Buenos Aires, Argentina	T	ARS	Argentina	100%
Australasian Food Group Pty Ltd	254 Wellington Road, Mulgrave, Victoria 3170	T	AUD	Australia	100%
Riviera Holdings (Aus) Pty Ltd	254 Wellington Road, Mulgrave, Victoria 3170	H	AUD	Australia	100%
Froneri Brasil Distribuidora de Sorvetes e Congelados Ltda	Estrada dos Bandeirantes 4935, Jacarepaguá, CEP 22775-113, Rio de Janeiro	T	BRL	Brazil	100%
Froneri Israel Ltd	Hamelacha 6, Lod, Israel	H	ILS	Israel	100%
Noga Ice Cream Ltd	Hamelacha 6, Lod, Israel	H	ILS	Israel	100%
Noga Ice Creams Limited Partnership	Hamelacha 6, Lod, Israel	T	ILS	Israel	100%
Froneri NZ Ltd	113 Carbine Road, Mount Wellington, Auckland 1060, New Zealand	H	NZD	New Zealand	100%

## Notes continued (forming part of the financial statements)

### 12 Investments in subsidiaries continued

Subsidiaries	Registered address	Activity	Currency	Country of incorporation	Ownership interest
<b>Rest of the world continued:</b>					
Tip Top Ice Cream Company Ltd	113 Carbine Road, Mount Wellington, Auckland 1060, New Zealand	T	NZD	New Zealand	100%
Tip Top Investments Ltd	113 Carbine Road, Mount Wellington, Auckland 1060, New Zealand	H	NZD	New Zealand	100%
Froneri Philippines Inc.	National Highway, Barangay Tibag, Pulilan, Bulacan, Philippines, 3005	T	PHP	Philippines	99.998%
Payco Foods Corporation	Carr. #2 km 15.1, Calle C #42 Zona Industrial Corujo Bayamon PR 00961	T	USD	Puerto Rico	100%
Froneri US, Inc.	590 Ygnacio Valley Road, Suite 300, Walnut Creek, CA 94596	H	USD	United States	100%
Dreyer's Grand Ice Cream Holdings, Inc.	590 Ygnacio Valley Road, Suite 300, Walnut Creek, CA 94596	H	USD	United States	100%
Dreyer's Grand Ice Cream, Inc.	590 Ygnacio Valley Road, Suite 300, Walnut Creek, CA 94596	T	USD	United States	100%
The Häagen-Dazs Shoppe Company, Inc.	7500 Flying Cloud Drive #740, Eden Prairie, MN 55344	T	USD	United States	100%
Crufi S.A	Cam. Varzi 8497, 12500 Montevideo, Departamento de Montevideo, Uruguay	T	UYU	Uruguay	100%
Indiben S.A	Cam. Varzi 8497, 12500 Montevideo, Departamento de Montevideo, Uruguay	P	UYU	Uruguay	100%

**H** – denotes an intermediate holding or financing company

**D** – denotes a dormant company

**P** – denotes a property investment company

**R** – denotes a research and development company

**T** – denotes a company with the principal activity of the production, distribution and/or sale of ice cream and/or frozen confectionery and desserts.

(a) Bulgaria adopted the Euro as its official currency on 1 January 2026.

(b) During the year, the German entity, R&R Holdings Deutschland GmbH changed its name to Froneri Holdings Deutschland GmbH.

Activities in the Philippines also include the manufacture and sale of chilled dairy products. Activities in Uruguay also include the sale of frozen foods.

Noga Ice Creams Limited Partnership is a limited partnership.

Ownership interest in the above entities are all Ordinary shares. Froneri HoldCo S.à r.l. has 100% of the voting rights in all entities presented.

Certain local Managers hold 0.002% of the Ordinary share capital in Froneri Philippines Inc.

All entities in the table above have been included in the Group consolidation.

### 13 Other financial assets

	2025 €m	Unaudited 2024 €m
<b>Non-current</b>		
Customer advances	13.8	13.6
Other financial assets	6.2	11.3
Derivative financial instruments	49.1	1.9
	<b>69.1</b>	26.8
<b>Current</b>		
Customer advances	4.8	5.3
Derivative financial instruments	19.2	50.5
	<b>24.0</b>	55.8

The Group recognises financial assets related to customer advances. The agreements vary but mainly relate to cash advances in respect of customer contracts in the Group's German and Brazilian out-of-home businesses and to the value of stock advanced to certain distribution customers in the Italian out-of-home business. The value of cash or stock advanced is recognised initially at cost. Subsequent to initial measurement, the assets are assessed for impairment for customers deemed at risk of recovery. The provision for impairment against these balances amounted to €6.5 million (2024: €6.4 million). Amounts are amortised to the profit and loss account within net sales over the respective contract period and based on the terms of the contract.

### 14 Deferred tax assets and liabilities

Deferred tax assets and liabilities of the Group, detailed below prior to country level offset, are attributable to the following:

	Net (assets) / liabilities	
	2025 €m	Unaudited and restated <sup>(a)</sup> 2024 €m
Property, plant and equipment	189.8	168.7
Other intangible assets	357.7	438.5
Inventories	(3.1)	(2.7)
Right-of-use assets	(5.2)	(5.4)
Employee benefits	(12.4)	(15.6)
Provisions	(25.0)	(26.0)
Tax value of losses & interest disallowances carried forward	(179.2)	(198.9)
Other items	(59.7)	(39.0)
<b>Net tax liabilities</b>	<b>262.9</b>	319.6

Reflected in the balance sheet after country level offset as follows:

	2025 €m	Unaudited and restated <sup>(a)</sup> 2024 €m
Deferred tax assets	(75.7)	(101.2)
Deferred tax liabilities	338.6	420.8
<b>Net deferred tax liabilities</b>	<b>262.9</b>	319.6

## Notes continued (forming part of the financial statements)

### 14 Deferred tax assets and liabilities continued

#### Movement in net deferred tax assets and liabilities during the year:

	Unaudited and restated <sup>(a)</sup> 1 January 2025 €m	Recognised in income €m	Recognised in equity €m	Foreign exchange movement €m	31 December 2025 €m
Property, plant and equipment	168.7	39.9	–	(18.8)	<b>189.8</b>
Other intangible assets	438.5	(37.3)	–	(43.5)	<b>357.7</b>
Inventories	(2.7)	(0.5)	–	0.1	<b>(3.1)</b>
Right-of-use assets	(5.4)	–	–	0.2	<b>(5.2)</b>
Employee benefits	(15.6)	1.4	0.8	1.0	<b>(12.4)</b>
Provisions	(26.0)	(0.9)	–	1.9	<b>(25.0)</b>
Tax value of losses and interest disallowances carried forward	(198.9)	2.6	–	17.1	<b>(179.2)</b>
Other items	(39.0)	(17.6)	(3.6)	0.5	<b>(59.7)</b>
<b>Deferred tax (assets) / liabilities</b>	<b>319.6</b>	<b>(12.4)</b>	<b>(2.8)</b>	<b>(41.5)</b>	<b>262.9</b>

(a) for details of restatement see note 31.

Net deferred tax liabilities of €83.8 million (2024: €75.5 million) are expected to be settled within 12 months.

IAS 12 requires Froneri to recognise deferred tax assets, subject to a “probable profits” test. Where it is probable that there will be sufficient future profits to utilise either temporary differences or carried forward tax losses, then such deferred tax assets are recognised. To assess the availability of future profits, both future forecasts and historical performance are considered. Where this “probable profits” test is not met, then a deferred tax asset will not be recognised.

#### Analysis of unrecognised deferred tax assets:

	Trading losses €m	Tax credits and other €m	Total gross value €m
<b>Gross unrecognised deferred tax assets at 31 December 2025</b>			
Indefinite life	<b>140.1</b>	<b>73.5</b>	<b>213.6</b>
Time limited	<b>20.4</b>	<b>52.5</b>	<b>72.9</b>
	<b>160.5</b>	<b>126.0</b>	<b>286.5</b>

	Trading losses €m	Tax credits and other €m	Total gross value €m
<b>Gross unrecognised deferred tax assets at 31 December 2024 (unaudited)</b>			
Indefinite life	141.9	58.8	200.7
Time limited	1.9	44.5	46.4
	143.8	103.3	247.1

Of the unrecognised deferred tax assets in 2025 with a time limited life, approximately 80% of these are expected to expire within five years or less. It is commonplace for other conditions to exist which may impact the life of such assets, such as change of control conditions. Therefore, there is a level of uncertainty over the future life of such assets.

The temporary differences associated with investments in subsidiaries and joint ventures, for which a deferred tax liability has not been recognised, aggregate to €300.1 million (2024: €378.0 million). As the Group does not foresee a distribution of unremitted earnings from these subsidiaries or joint ventures which would result in a reversal of deferred tax, no deferred tax has been recognised. The quantum of the unrecognised deferred tax liability is not significant in the context of the Group.

## 15 Inventories

	2025 €m	Restated <sup>(a)</sup> Unaudited 2024 €m
Raw materials and consumables	164.9	153.2
Work in progress	0.7	1.0
Finished goods (restated <sup>(a)</sup> )	467.0	466.8
	<b>632.6</b>	621.0

There are no inventories expected to be recovered in more than 12 months (2024: none).

Raw materials, consumables and changes in finished goods, and work in progress recognised as cost of sales in the year amounted to €2,430.3 million (2024: €2,446.2 million). The accumulated write-down of inventories to net realisable value amounted to €33.9 million (2024: €38.3 million) as at the year end.

## 16 Current tax receivables and liabilities

	2025 €m	Unaudited 2024 €m
Current tax receivables	43.6	34.5
Current tax liabilities	(56.3)	(75.6)
<b>Net current tax liabilities</b>	<b>(12.7)</b>	(41.1)

## 17 Trade and other receivables

	2025 €m	Restated <sup>(a)</sup> Unaudited 2024 €m
<b>Current</b>		
Trade receivables due from third parties	399.8	389.4
Trade receivables due from related parties	6.5	3.0
Prepayments and other receivables (restated <sup>(a)</sup> )	175.5	93.5
	<b>581.8</b>	485.9
<b>Non-current</b>		
Prepayments and other receivables	53.8	3.3

Included within trade and other receivables are expected credit losses and impairments of €22.5 million (2024: €23.8 million).

## 18 Cash and cash equivalents

	2025 €m	Unaudited 2024 €m
Cash and cash equivalents per consolidated statement of financial position	334.8	926.7
Bank overdrafts	(1.7)	-
<b>Cash and cash equivalents per cash flow statement</b>	<b>333.1</b>	926.7

Included within the above cash and cash equivalents are €144.9 million of restricted cash balances (2024: €90.8 million) in countries where legal restrictions result in limitations on remittances. The remaining balances are unrestricted and comprise cash balances, money market funds, overdrafts and call deposits.

## 19 Assets classified as held for sale

The Group's assets held for sale primarily comprise surplus properties which are being marketed for sale. The Group measures the fair value of these assets by reference to third-party valuation reports. Changes to the underlying fair value measurement in the year are shown in the table below.

	2025 €m	Unaudited 2024 €m
Property, plant and equipment	-	-

The reconciliation of assets classified as held for sale from the start to the end of the year is as follows.

	2025 €m	Unaudited 2024 €m
At 1 January	-	2.5
Transfers from property, plant and equipment	1.1	-
Disposals	(1.1)	(2.5)
Effect of movements in foreign exchange	-	-
<b>At 31 December</b>	<b>-</b>	-

## Notes continued (forming part of the financial statements)

### 20 Financial liabilities

This note provides information about the contractual terms of the Group's financial liabilities, which are measured at amortised cost. For more information about the Group's exposure to interest rate and foreign currency risk, see note 25.

	2025 €m	Unaudited 2024 €m
<b>Non-current liabilities</b>		
Term loans and bonds	8,138.5	4,660.3
Less: unamortised transaction costs	(88.0)	(24.2)
	<b>8,050.5</b>	4,636.1
Lease liabilities	179.5	112.8
Preference share capital and interest	929.4	978.8
Derivative financial instrument	93.4	5.2
Other external debt	9.9	15.0
	<b>9,262.7</b>	5,747.9
<b>Current liabilities</b>		
Bank overdrafts	1.7	-
Term loans and bonds	42.5	23.5
Other external debt	14.8	13.8
Current portion of lease liabilities	54.8	49.8
Derivative financial instrument	18.7	5.0
Other financial liabilities	2.4	0.1
Accrued interest	167.0	32.4
	<b>301.9</b>	124.6
<b>Total financial liabilities</b>	<b>9,564.6</b>	5,872.5
Add back: unamortised transaction costs	88.0	24.2
	<b>9,652.6</b>	5,896.7

Term loans are presented net of transaction costs of €88.0 million (2024: €24.2 million).

On 31 October 2024 the Group refinanced its existing term loans and revolving credit facility ("RCF"), amending the quantum of the existing term loans and extending the term. The maturity of the term loans was extended to 30 September 2031 and the maturity of the RCF was extended to 30 June 2031.

In 2025 the Group issued a €4.3 billion financing package which included additional term loan facilities, a €350 million RCF upsize and Froneri's inaugural Bonds.

The facilities and Bonds as at 31 December 2025 comprise: a €2,000.0 million senior term loan facility and a USD 2,754.2 million senior term loan facility, both with maturity dates of 30 September 2031, a €900.0 million senior term loan facility and a USD 2,215.0 million senior term loan facility, both with maturity dates of 30 September 2032, a €1,000.0 million multi-currency revolving credit facility, with a maturity of June 2031; and a €600.0 million and a USD 580.0 million Bond maturing 01 August 2032.

The Group has complied with the financial covenants of its term loans during both years presented, see note 25 for details.

As at 31 December 2025, the Group has:

- USD 2.8 billion (2024: USD 2.8 billion) and €2.0 billion (2024: €2.0 billion) first lien term loans, maturing September 2031, USD 2.2 billion (2024: Nil) and €900 million (2024: nil) first lien term loans, maturing September 2032 (total outstanding €7.1 billion at 31 December 2025 (2024: €4.7 billion)). The 2031 and 2032 USD elements have interest payable at 6.44709% and 6.12187% respectively. The 2031 and 2032 Euro elements have interest payable at 4.833% and 4.873% respectively;
- USD 580.0 million and €600.0 million Bonds, maturing August 2032, (total outstanding €1.1 billion at 31 December 2025). The USD element has interest payable at 6.0%. The Euro element has interest payable at 4.75%;
- several cross-currency interest rate swaps, swapping USD 1,895.9 million to EUR 951.0 million, GBP 380.4 million and AUD 470.9 million (2024: USD 801.6 million to GBP 374.8 million and AUD 465.9 million);
- a €1,000.0 million revolving credit facility (2024: €650.0 million), maturing June 2031; none of which was drawn at 31 December 2025 (2024: none); and
- €24.7 million of other external debt of which €8.7 million represents loans secured on property, plant and equipment in the US (2024: €17.2 million) and €16.0 million of loan notes.

### Fair value of borrowings

The fair value is not materially different from its carrying amount for the majority of borrowings, because the interest payable is either close to market rates or the borrowings are of a short-term nature. The difference in relation to term loans is shown in the table below:

#### Terms and debt repayment schedule:

	Fair Value		Carrying Value	
	2025 €m	Unaudited 2024 €m	2025 €m	Unaudited 2024 €m
Term loans and bonds <sup>(a)</sup>	8,216.8	4,682.2	8,181.0	4,683.8
Other external debt	24.7	28.8	24.7	28.8
A and B Preference shares	–	138.3	–	138.4
C Preference shares	929.4	840.4	929.4	840.4
Lease liabilities	234.3	162.6	234.3	162.6
	<b>9,405.2</b>	5,852.3	<b>9,369.4</b>	5,854.0

(a) Borrowings exclude transaction costs.

The balances above have been recalculated from their local currencies at the applicable exchange rates at the balance sheet date. Accrued interest balances have been excluded in the case of the term loans and bonds. In the case of the Preference shares, accrued returns are included because these returns are accrued, rather than paid in cash, and compound into the principal at each anniversary.

### Summary of external net debt

The Group's financial liabilities include amounts due to its shareholder, Nestlé, in respect of Preference shares.

To better illustrate the Group's external, third-party net borrowings, the table below summarises the Group's net external financial liabilities:

	2025 €m	Unaudited 2024 €m
<b>Non-current financial liabilities</b>		
Term loans and bonds (net of transaction costs)	8,050.5	4,636.1
Lease liabilities	179.5	112.8
Derivative financial instrument	93.4	5.2
Other external debt	9.9	15.0
	<b>8,333.3</b>	4,769.1
<b>Current liabilities</b>		
Bank overdrafts	1.7	–
Term loans and bonds	42.5	23.5
Other external debt	14.8	13.8
Current portion of lease liabilities	54.8	49.8
Other financial liabilities	2.4	0.1
Derivative financial instrument	18.7	5.0
Accrued interest	167.0	32.4
	<b>301.9</b>	124.6
<b>Cash and cash equivalents</b>	<b>334.8</b>	926.7
<b>Net borrowings from third parties</b>	<b>8,300.4</b>	3,967.0

€13.9 million of the unamortised transaction costs are to be amortised in less than one year, €55.1 million is to be amortised in 1 – 5 years and €19.0 million is to be amortised in more than 5 years.

### Lease liabilities

The Group does not face a significant liquidity risk with regard to its lease liabilities. Lease liabilities are monitored within the Group's treasury function.

## Notes continued (forming part of the financial statements)

### 21 Trade and other payables

	2025 €m	Restated <sup>(a)</sup> Unaudited 2024 €m
<b>Current</b>		
Trade payables due to related parties (note 30)	86.8	71.8
Trade payables due to third parties	379.5	396.3
Other payables, accrued expenses and deferred income (restated <sup>(a)</sup> )	706.7	679.3
	<b>1,173.0</b>	<b>1,147.4</b>
<b>Non-current</b>		
Other payables, accrued expenses and deferred income	12.4	21.5

(a) for details of restatement see note 31.

### 22 Employee benefits

#### Employee remuneration

The Group's salaries and wages costs of €619.7 million (2024: €591.1 million) welfare expenses (comprising social security and pensions costs) of €138.2 million (2024: €112.9 million) and share-based payment charge of €7.8 million (2024: €11.1 million) represent a total of €765.7 million (2024: €715.1 million). Employee remuneration is allocated by function to the appropriate expense headings.

#### Froneri Lux Topco S.à r.l. employee benefit scheme

During the year ended 31 December 2020, the Group launched an equity-settled share-based payment scheme in which certain employees were eligible to subscribe for D Shares in Froneri Lux Topco S.à r.l., the ultimate holding Company of the Group. Under the scheme, employees must be employed by the Group at a defined exit date to realise a return of value on the shares granted. The return is determined as the share proceeds received as a result of an exit event (e.g. sale of the Group) and after the subscription value and a return of 12% has been paid to the holders of the Ordinary and Preference share capital. The return is calculated based on an equity value hurdle and a ratchet mechanism, which produces a calculation percentage depending on whether a target return is achieved.

At 1 January 2025, there were 4,956,974 D Shares in total allocated to individuals in the scheme.

In 2025, 16,001 D Shares were bought back from leavers and none were redesignated from

leavers to the benefit of the employee benefit trust (2024: 30,752). No D Shares were issued to individuals (2024: 6,500 D Shares at a value of €2.26 per share). At 30 September 2025 there were 4,940,973 D Shares in total allocated to individuals in the scheme, at which time, the scheme fully vested. A charge of €6.6 million (2024: €11.1 million) has been included in administrative expenses in respect of this scheme in the year.

#### Froneri HoldCo S.à r.l. employee benefit scheme

On 30 September 2025, the Group launched a new equity-settled share-based payment scheme in which certain employees were eligible to subscribe for D Shares in Froneri HoldCo S.à r.l., the new ultimate holding Company of the Group. Under the scheme, employees must be employed by the Group at a defined exit date to realise a return of value on the shares granted. The return is determined as the share proceeds received as a result of an exit event (e.g. sale of the Group) and after the subscription value and a return of 8% has been paid to the holders of the Ordinary share capital. The return is calculated based on equity value hurdles and a ratchet mechanism, which produces different calculation percentages depending on whether target returns are achieved.

In 2025, 3,887,605 D Shares were issued to individuals, of which: 3,206,493 were issued at a value of €1.34 per share, 657,754 were issued at a value of €2.84 per share and 23,358 were issued at a value of €2.92 per share. At 31 December 2025 there were 3,887,605 D Shares in total allocated to individuals in the scheme.

The fair value of the shares subscribed is calculated using the Monte Carlo model. The shares subscribed in the year all used the same valuation date of 30 September 2025. The share awards are expected to vest on 31 March 2030, the Group's current best estimate of an exit event. As a non-listed entity, the Group has used the historic volatility of a listed comparator Group over the expected term of the award, with adjustment to derive a volatility assumption of 18.0% for the 30 September 2025 valuation. The model assumes that the dividend yield is zero and a risk-free rate has been used based on the returns on zero coupon German government debt, with redemption rates commensurate to the expected term of the award.

The resultant aggregate fair value of the awards less the subscription price, a net of €22.9 million, is being charged to the income statement to the estimated exit date of 31 March 2030 over a weighted average vesting period of 4.5 years. A charge of €1.2 million has been included in administrative expenses in respect of this scheme in the year.

#### Pension and post-employment medical and other benefit plans

The Group's net employee benefit liabilities as at 31 December 2025 amounted to €20.8 million (2024: €23.2 million), including €12.0 million (2024: €15.2 million) in respect of defined benefit pension plans. One employee benefit asset of €2.1 million was recognised in the financial statements as at 31 December 2025 (31 December 2024: €2.9 million).

The Group has defined benefit plans in 14 of its territories and the schemes are different across the territories. The plans are either externally funded (in the form of independently administered funds) or unfunded. Actuarial advice is provided by external consultants and by actuaries employed by the Group in respect to these plans. The actuarial assumptions used to calculate the defined benefit obligations vary according to the economic conditions of the country in which the plan is located and as a result the detail has been presented in aggregation and on a weighted average basis where appropriate.

As at 31 December 2025, the Group's plans in respect of Switzerland represent 48.8% (2024: 44.6%) of the total net defined benefit obligations; the next most significant scheme in the Group is in France which represents 38.0% (2024: 16.1%). The pension plan obligations in Switzerland are met via a contract with a collective foundation that offers a fully insured solution to provide a contribution-based cash balance retirement plan. Contributions are age-related and expressed as a percentage of pensionable salary.

Pension costs charged to the income statement consist of service cost (current and past service cost, gains and losses arising from curtailment and settlement), administration costs (other than costs of managing plan assets) and net interest expense or income.

### Risks related to defined benefit plans

The main risks to which the Group is exposed in relation to operating defined benefit plans:

- **Investment risk:** this is the risk that the pension plan investments do not meet the expected returns over the medium to long term. The structure of the portfolios is reviewed and asset-liability matching analyses are performed on a regular basis. In Switzerland, there is a guaranteed return on account balances of at least 0.0% (2024: 0.0%) per annum on the total account balance, as well as the rate set by government of 1.25% (2024: 1.25%) on the mandatory benefits. In order to minimise the risks, the Group has entered into a contract with an insurance provider which, in return for a premium, guarantees the benefits promised in the plan over the period of the contract. The Group retains overall responsibility for deciding on such fundamental aspects as the level and structure of plan benefits at each contract renewal and remains responsible for providing benefits to members if the insurance contract is cancelled or the insurer is unable to meet its obligations.
- **Mortality risk:** the assumptions adopted by the Group make allowance for future improvements in life expectancy. However, if life expectancy improves at a faster rate than assumed, this would result in greater payments from the plans and consequently increases in the plans' liabilities. In Switzerland, the pension plan offers a lifelong pension in lieu of the cash balance lump sum upon retirement. The plan has defined rates for converting the lump sum to a pension and there is a risk that the members live longer than implied by their conversion rates. In order to minimise this risk, mortality assumptions are reviewed on a regular basis.

### Asset-liability management and funding arrangement

The Group has funded defined benefit plans in six of its territories. The total excess of liabilities over funded obligations at 31 December 2025 amounted to €4.9 million (2024: €9.1 million), stated net of unrecognised assets amounting to €16.1 million (2024: €9.9 million).

In the case of the funded plans, plan trustees are responsible for determining the mix of asset classes and target allocations of the Group plans with the support of investment advisors and external consultants. The overall investment policy and strategy for the Group's funded defined benefit plans is guided by the objective of achieving an investment return which, together with the contributions paid, is sufficient to maintain reasonable control over the various funding risks of the plans.

In Switzerland, the Group has entered into a contract with an insurance provider which, in return for a premium, guarantees the benefits promised in the plan over the period of the contract. At 31 December 2025, the Switzerland plan represented 62.3% (2024: 62.8%) and 64.5% (2024: 66.1%) of the Group's total funded plan assets and obligations.

### Unfunded obligations

The Group has unfunded defined benefit plans in eleven of its territories. The total unfunded obligations at 31 December 2025 amounted to €15.7 million (2024: €14.2 million). These obligations are mainly in respect of defined benefit pension plan arrangements and post-employment medical arrangements in Brazil and France, representing 73.4% of the total unfunded obligations (2024: Brazil and France, representing 69.2%).

### Pension expense in the profit and loss account

	2025 €m	Unaudited 2024 €m
Defined benefit expenses	5.4	5.0
Defined contribution expense	24.2	26.3
	29.6	31.3

### Amounts recognised in other comprehensive income

	2025 €m	Unaudited 2024 €m
Return on plan assets, excluding interest income	5.9	9.1
Actuarial gains arising on scheme liabilities	2.6	1.1
Unrecognised asset movements	(6.2)	–
	2.3	10.2

## Notes continued (forming part of the financial statements)

### 22 Employee benefits continued

#### Analysis of assets and liabilities recognised in the consolidated statement of financial position

	2025 €m	Unaudited 2024 €m
<b>Funded obligations</b>		
Present value of funded obligations	139.5	150.6
Fair value of plan assets	(150.5)	(151.5)
<b>Net funded obligations asset</b>	<b>(11.0)</b>	(0.9)
<b>Other</b>		
Unfunded obligations	15.7	14.2
Unrecognised assets and minimum funding requirements	16.1	9.9
<b>Total defined benefit liability</b>	<b>20.8</b>	23.2

#### Movement in present value of defined benefit plan obligations

	Post- employment medical and other benefits €m	Defined benefit retirement plans €m	Total €m
<b>Balance at 1 January 2024 (unaudited)</b>	14.4	158.8	173.2
Currency retranslations	(1.5)	(1.6)	(3.1)
Service cost	0.5	5.0	5.5
Interest cost	1.1	3.3	4.4
Actuarial (gains) / losses	(4.9)	3.8	(1.1)
Benefits paid on funded defined benefit plans	–	(15.9)	(15.9)
Benefits paid on unfunded defined benefit plans	–	(0.3)	(0.3)
Liabilities extinguished on settlements	–	0.1	0.1
Other movement	–	2.0	2.0
<b>Balance at 31 December 2024 (unaudited)</b>	9.6	155.2	164.8
– of which funded defined benefit plans	2.2	148.4	150.6
– of which unfunded defined benefit plans	7.4	6.8	14.2
<b>Balance at 1 January 2025</b>	<b>9.6</b>	<b>155.2</b>	<b>164.8</b>
Currency retranslations	(0.1)	0.7	0.6
Service cost	0.2	5.4	5.6
Interest cost	0.8	2.9	3.7
Actuarial gains	(0.2)	(2.4)	(2.6)
Benefits paid on funded defined benefit plans	–	(15.6)	(15.6)
Benefits paid on unfunded defined benefit plans	(0.1)	(0.2)	(0.3)
Liabilities extinguished on settlements	–	(3.0)	(3.0)
Other movement	–	2.0	2.0
<b>Balance at 31 December 2025</b>	<b>10.2</b>	<b>145.0</b>	<b>155.2</b>
– of which funded defined benefit plans	2.2	137.3	139.5
– of which unfunded defined benefit plans	8.0	7.7	15.7

## Movement in fair value of defined benefit plan assets

	Defined benefit retirement plans €m
Balance at 1 January 2024 (unaudited)	147.3
Currency retranslations	(1.2)
Interest income	3.4
Actual return on plan assets excluding interest income	9.1
Employee contributions	4.0
Employer contributions	5.0
Benefits paid on funded defined benefit plans	(15.9)
Other	(0.2)
<b>Balance at 31 December 2024 (unaudited)</b>	<b>151.5</b>
Balance at 1 January 2025	<b>151.5</b>
Currency retranslations	<b>0.3</b>
Interest income	<b>3.3</b>
Actual return on plan assets excluding interest income	<b>5.9</b>
Employee contributions	<b>3.2</b>
Employer contributions	<b>5.5</b>
Benefits paid on funded defined benefit plans	<b>(15.6)</b>
Settlement	<b>(3.1)</b>
Other	<b>(0.5)</b>
<b>Balance at 31 December 2025</b>	<b>150.5</b>

## Plan assets

The major categories of plan assets as a percentage of total plan assets of the Group's defined benefit schemes were as follows:

	2025 %	Unaudited 2024 %
Cash and cash equivalents	<b>2.8</b>	1.3
Equity instruments	<b>33.1</b>	29.8
Debt instruments of which government bonds	<b>35.0</b>	35.1
Real estate	<b>15.3</b>	16.2
Hedge funds	<b>-</b>	0.7
Private equity	<b>1.1</b>	3.7
Alternative investments	<b>12.7</b>	13.2
<b>Total</b>	<b>100.0</b>	100.0

Equity, debt instruments and commodities represent 68.1% (2024: 64.9%) of the plan assets. Almost all of them are quoted in an active market. Real estate, hedge funds and private equity investments represent 16.4% (2024: 20.6%) of the plan assets. Almost all of them are either not quoted or quoted in a market which is not active.

The Group expects to contribute €6.5 million (2024: €6.4 million) to its funded defined benefit plans in 2025.

## Actuarial assumptions

The following are the principal actuarial assumptions at the reporting date (expressed as weighted averages of the present value of liabilities of the pensions funds of the Group as at 31 December 2025 and 2024):

	2025	Unaudited 2024
Discount rate at 31 December	<b>2.2%</b>	1.8%
Future salary increases	<b>1.9%</b>	1.9%
Future price inflation increases	<b>1.4%</b>	1.4%

In respect of the Group's pension plan in Switzerland, the principal actuarial assumptions at 31 December 2025 were: discount rate of 1.2% (2024: 0.9%); future salary increases of 1.5% (2024: 1.5%); and future price inflation of 1.0% (2024: 1.0%).

## Notes continued (forming part of the financial statements)

### 22 Employee benefits continued

#### Actuarial assumptions continued

The assumptions relating to longevity underlying the pension liabilities at the balance sheet date are based on standard actuarial mortality tables (for example, PER2020\_Col\_1er. orden for Spain and BVG/LPP 2020 for Switzerland) and include an allowance for future improvements in longevity. The assumptions are equivalent to expecting a 65-year-old to live for a number of years as follows – a current pensioner aged 65: 22 years (2024: 22 years) (male); 24 years (2024: 24 years) (female).

#### Sensitivity analysis

The calculation of the defined benefit obligation is sensitive to the assumptions set out above. The following table summarises how the impact on the defined benefit obligation at the end of the reporting year would have (increased)/decreased as a result of a change in the respective assumptions:

	2025 €m	Unaudited 2024 €m
Discount rate: minus 50 basis points	(6.4)	(10.5)
Discount rate: plus 50 basis points	10.8	9.5
Future salary increases: minus 50 basis points	5.5	3.1
Future salary increases: plus 50 basis points	(0.3)	(3.1)
Mortality: life expectancy less 1 year	3.1	0.6
Mortality: life expectancy plus 1 year	2.5	(0.7)

The above sensitivities are based on the average duration of the benefit obligation determined at the date of the last full actuarial valuation for each plan at 31 December 2025 and 31 December 2024 and are applied to adjust the defined benefit obligation at the end of the reporting year for the assumptions concerned. Whilst the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation to the sensitivity of the assumptions shown.

#### Funding

The weighted average duration of the defined benefit obligation at the end of the reporting year is 15.1 years (2024: 15.8 years).

#### Defined contribution plans

The Group operates a number of defined contribution pension plans.

The total expense relating to these plans in the current year was €24.2 million (2024: €26.3 million).

### 23 Provisions

	Integration and restructuring provisions €m	Employee benefits provisions €m	Litigation & other provisions €m	Total €m
Balance at 1 January 2024 (unaudited)	22.5	6.0	11.6	40.1
Provisions made during the year	5.3	0.4	8.0	13.7
Provisions used during the year	(16.3)	–	(3.4)	(19.7)
Reclassification	2.8	–	(2.8)	–
Effects of movement in foreign exchange	0.1	(0.2)	(0.2)	(0.3)
<b>Balance at 31 December 2024 (unaudited)</b>	<b>14.4</b>	<b>6.2</b>	<b>13.2</b>	<b>33.8</b>
Non-current	2.7	5.7	0.8	9.2
Current	11.7	0.5	12.4	24.6
<b>Balance at 31 December 2024 (unaudited)</b>	<b>14.4</b>	<b>6.2</b>	<b>13.2</b>	<b>33.8</b>
Balance at 1 January 2025	14.4	6.2	13.2	33.8
Provisions made during the year	2.9	0.4	0.9	4.2
Provisions used during the year	(10.1)	(0.2)	(2.9)	(13.2)
Reclassifications	0.1	–	(0.1)	–
Effects of movement in foreign exchange	(0.3)	(0.4)	(0.4)	(1.1)
<b>Balance at 31 December 2025</b>	<b>7.0</b>	<b>6.0</b>	<b>10.7</b>	<b>23.7</b>
Non-current	0.4	5.6	0.6	6.6
Current	6.6	0.4	10.1	17.1
<b>Balance at 31 December 2025</b>	<b>7.0</b>	<b>6.0</b>	<b>10.7</b>	<b>23.7</b>

#### Integration and restructuring costs

Provisions relating to restructuring and redundancies arise from the consolidation of operations, the implementation of operational improvements, realignment of the business model, manufacturing footprint and structural costs, and similar restructuring activities. Provisions made during the year primarily relate to the closure of the Skelmersdale factory in the UK (€1.7 million). Provisions utilised during the year mainly relate to Germany (€5.3 million) and the UK (€4.0 million).

## Employee benefits provisions

Provisions for employee benefits relate to various in-work employment benefits.

In Australia, the Group holds provisions in respect of employee long service leave, whereby employees are entitled to 13 weeks of holiday after 15 years of service, and employees are entitled to a pro rata payment if they leave employment after seven years.

## Litigation & other provisions

Provisions for litigation costs relate to non-recurring legal cases and fees which are significant and unusual on the grounds of their magnitude or incidence. The circumstances behind these provisions are inherently uncertain as to potential risks, timing of financial impact and amount. Provisions made during the year primarily relate to legal claims in the US (€0.7 million). The utilised provision during the year primarily related to the US (€1.3 million) and Italy (€1.2 million).

The impact of discounting on provisions is not material.

## 24 Share capital and reserves

### Share capital in Froneri HoldCo S.à r.l. – 31 December 2025

	Called up share capital €m	Share premium account €m	Total €m
Shares issued for cash:			
– 3,093,485,601 A Ordinary shares of €0.01 each, 600,000 issued for €0.01 each and 3,092,885,601 issued for €1.00 each	30.9	3,062.0	3,092.9
– 3,093,485,601 B Ordinary shares of €0.01 each, 600,000 issued for €0.01 each and 3,092,885,601 issued for €1.00 each	30.9	3,062.0	3,092.9
– 64,987,267 CA Ordinary shares of €0.01 each issued for €1.00 each	0.7	64.3	65.0
– 164,255,726 CB Ordinary shares of €0.01 each issued for €1.00 each	1.7	162.6	164.3
– 3,887,605 D Ordinary shares of €0.01 each, 3,206,493 issued for €1.34 each, 657,754 issued for €2.84 each and 23,358 issued for €2.92 each	0.0	6.2	6.2
<b>In issue at 31 December 2025, fully paid</b>	<b>64.2</b>	<b>6,357.1</b>	<b>6,421.3</b>

All of the above shares were issued in the year.

### Share capital in Froneri Lux Topco S.à r.l. – 31 December 2024 (unaudited)

	Called up share capital €m	Share premium account €m	Total €m
Shares issued for cash:			
– 44,682,351 A Shares of €0.001 each, 40,309,794 issued for €0.001 each and 4,372,557 issued for €39.76 each	0.1	173.8	173.9
– 9,808,321 A1 Shares of €0.001 each, issued for €100.00 each	–	980.9	980.9
– 44,682,351 B Shares of €0.001 each, 40,309,794 issued for €0.001 each and 4,372,557 issued for €39.76 each	–	173.9	173.9
– 9,808,321 B1 Shares of €0.001 each, issued for €100.00 each	–	980.8	980.8
– 4,689,719 CA Shares of €0.001 each, 4,559,307 issued for €39.76 each and 130,412 issued for €0.001 each	–	181.8	181.8
– 982,779 CB Shares of €0.001 each, issued for €39.76 each	–	39.1	39.1
– 5,000,976 D Shares of €0.001 each, 3,121,550 issued for €0.40 each, 637,598 issued for €3.00 each, 1,155,326 issued for €2.26 each, 12,502 issued for €3.17 each and 74,000 issued for €5.30 each	–	6.1	6.1
In issue at 31 December 2024, fully paid (unaudited)	0.1	2,536.4	2,536.5

### Ordinary shares

The Company has the following classes of Ordinary shares: A Shares, B Shares, CA Shares, CB Shares and D Shares. The rights attached to each of these classes of shares is as follows.

### Voting rights

The A and B Ordinary shares are entitled to voting rights, with one vote per share. The CA, CB and D Ordinary shares do not have any voting rights.

### Income rights

Any sums which the Company may lawfully distribute to the holders of the A, B, CA, CB and D Ordinary shares shall be distributed in accordance with the provisions relating to capital rights which are set out below.

## Notes continued

(forming part of the financial statements)

### 24 Share capital and reserves continued

#### Capital rights

On a return of capital, on a winding-up or otherwise, the assets of the Company available for distribution shall be applied in the following priority:

- first, to the C Preference shareholders an amount reflecting the amount subscribed (including share premium), plus a return of 14% per annum compounding annually on 30 September;
- second, to any settlement loan note holders (of which there are none at present);
- third, to the holders of the A Ordinary shares, B Ordinary shares, CA Ordinary shares and CB Ordinary shares until such point that the A Ordinary shares and B Ordinary shares (and any related settlement shares, of which there are none at present) have received such sum, which, when added to all of the amounts previously paid by the Company, is equal to the "Hurdle Amount", calculated as an amount equal to the capital subscribed plus an 8% per annum return, compounding annually on 30 September;
- fourth, to the holders of the D Ordinary shares until such point that the D Ordinary shares have received the "Initial D Ordinary Share Entitlement", calculated as a percentage of excess of the total return of capital over the Hurdle Amount, such percentage being 4% if a ratchet event has not occurred or between 5% and 8%, as determined by a table set out in the shareholder agreement) if a ratchet event has occurred; and
- fifth, to the holders of the A Ordinary shares, B Ordinary shares, CA Ordinary shares, CB Ordinary shares and settlement shares (there are no settlement shares at present).

#### Preference shares

The C Preference shares are redeemable at any time at the option of the Company, subject to investor consent and the terms of the Group's financing obligations. The Preference shares are also redeemable in the event of an exit. There is no premium on redemption. The holders of Preference shares are entitled to receive cumulative dividends on redemption and are not entitled to vote at meetings of the Company. These shares are presented as debt within financial liabilities (note 20).

#### Issue of shares – 2024

In the year ended 31 December 2024, the Froneri Lux Topco S.à.r.l issued the following D Ordinary shares:

	2024 €m
6,500 D Shares of €0.001 each, issued for €2.26 each	0.0
<b>Total Ordinary shares</b>	<b>0.0</b>

The total authorised capital of the Company amounted to €10.1 million.

#### Dividends

No dividends were declared or recognised during the year (2024: none).

#### Legal reserve

In accordance with Luxembourg Company Law, the Parent Company, Froneri HoldCo S.à.r.l. is required to transfer a minimum of 5% of its net profit for each financial year to a legal reserve. This requirement ceases to be necessary once the balance on the legal reserve reaches 10% of the issued share capital. As at 31 December 2025, the legal reserve amounts to €nil (2024: €nil).

Other reserves	Merger reserve €m	Currency translation reserve €m	Hedging reserve €m	Accumulated losses €m
<b>Balance at 1 January 2024 (unaudited)</b>	87.9	(158.0)	34.9	(1,033.2)
<b>Total transactions with owners</b>				
Share-based payment (note 22)	–	–	–	11.1
<b>Total transactions with owners</b>	–	–	–	11.1
<b>Comprehensive income / (expense) for the year</b>				
Profit for the year	–	–	–	344.6
Exchange differences on retranslation of foreign operations	–	119.6	–	3.2
Exchange differences on net investment in foreign operations	–	(40.9)	–	–
Cost of hedging	–	–	(1.9)	–
Loss on cash flow hedge	–	–	(37.5)	–
Net investment hedging	–	(12.0)	–	–
Remeasurement of defined benefit liability before tax	–	–	–	10.2
Impact of hyperinflation	–	–	–	(18.6)
Income tax on other comprehensive income / (expense)	–	12.6	0.3	(0.9)
<b>Total comprehensive income / (expense) for the year</b>	–	79.3	(39.1)	338.5
<b>Balance at 31 December 2024 (unaudited)</b>	87.9	(78.7)	(4.2)	(683.6)

	Merger reserve €m	Currency translation reserve €m	Hedging reserve €m	Accumulated losses €m
<b>Balance at 1 January 2025</b>	<b>87.9</b>	<b>(78.7)</b>	<b>(4.2)</b>	<b>(683.6)</b>
<b>Total transactions with owners</b>				
Share-based payment (note 22)	-	-	-	7.8
Reserves created as a result of common control transaction	(8,463.6)	-	-	-
<b>Total transactions with owners</b>	<b>(8,463.6)</b>	<b>-</b>	<b>-</b>	<b>7.8</b>
<b>Comprehensive income / (expense) for the year</b>				
Profit for the year	-	-	-	202.6
Exchange differences on retranslation of foreign operations	-	(241.2)	-	7.3
Exchange differences on net investment in foreign operations	-	(13.8)	-	-
Cost of hedging	-	-	(5.2)	-
Loss on cash flow hedge	-	-	(9.7)	-
Net investment hedging	-	43.3	-	-
Remeasurement of defined benefit liability before tax	-	-	-	2.3
Impact of hyperinflation	-	-	-	(3.9)
Income tax on other comprehensive income / (expense)	-	3.2	0.4	(0.8)
<b>Total comprehensive income / (expense) for the year</b>	<b>-</b>	<b>(208.5)</b>	<b>(14.5)</b>	<b>207.5</b>
<b>Balance at 31 December 2025</b>	<b>(8,375.7)</b>	<b>(287.2)</b>	<b>(18.7)</b>	<b>(468.3)</b>

### Merger reserve

The merger reserve arises on the Group reorganisations that have taken place, firstly in 2016, and then the subsequent reorganisation during in 2020 and then in 2025. The reorganisations have been accounted for as a common control transaction. For further details on the 2025 reorganisation, see note 1.1.

### Currency translation reserve

The translation reserve comprises all foreign exchange differences arising since incorporation, from the translation of the financial statements of foreign operations, as well as from the translation of liabilities that hedge the Company's net investment in certain foreign subsidiaries.

### Hedging reserve

The hedging reserve includes the cash flow hedge reserve and the costs of hedging reserve. The cash flow hedge reserve is used to recognise the effective portion of gains or losses on derivatives that are designated and qualify as cash flow hedges. Amounts are subsequently reclassified to profit or loss as appropriate.

## 25 Financial instruments

### (a) General

The Group's financial assets comprise cash at bank, customer advances and trade receivables. The Group's financial liabilities comprise bank and other borrowings, financial lease obligations and trade and other payables. Exposure to credit, interest rate and currency risks arises in the normal course of the Group's business. Derivatives are used to manage exposure to fluctuations in exchange rates and interest rates.

### Credit risk

Credit risk arises on cash and cash equivalents and derivative financial instruments with banks and financial institutions, as well as on credit exposures to customers. See note 25(c) for analysis of the trade receivables balance.

The Group limits counterparty exposures by monitoring each counterparty carefully and, where possible, setting credit limits by reference to published ratings. The Group limits its exposure to individual financial institutions by spreading forward foreign exchange contracts and surplus cash deposits between several institutions.

The credit quality of customers is assessed considering their financial position, past experience and other factors. Credit limits are set for customers and regularly monitored. The Company aims to ensure that the maximum exposure to one financial institution does not exceed €250.0 million.

### Interest rate risk

The Group has significant levels of floating rate borrowings and is therefore exposed to the impact of interest rate fluctuations.

The Group's policy on interest rate risk is designed to limit the Group's exposure to fluctuating interest rates. A significant proportion of the interest on the debt facilities is fixed through floating-to-fixed swaps.

## Notes continued (forming part of the financial statements)

### 25 Financial instruments continued

#### (a) General continued

##### Interest rate risk continued

Froneri International Limited currently holds interest rate swaps totalling USD 1,200.0 million and €1,100.0 million. Currently these are valued at an asset position of USD 4.4 million and €1.1 million with the offset as a cash flow hedging reserve.

Cash at bank earns interest at floating rates based on market rates.

##### Foreign currency risk

The Group is exposed to foreign currency risk on sales, purchases and borrowings that are denominated in a currency other than the respective functional currencies of Group entities. The currencies giving rise to these risks are primarily US Dollars (USD), Pounds Sterling (GBP), Australian Dollars (AUD) and Swiss Francs (CHF). There are 16 functional currencies within the Group, other than the Euro.

On 29 January 2020, the Group entered into a €6.2 billion equivalent financing package through a Senior Facilities Agreement and Second Lien Facility Agreement. The debt facilities were entered into to refinance the existing term loan facilities and complete the acquisition of Nestlé's US and Puerto Rico ice cream business. On 31 October 2024, the Group refinanced its existing term loans and RCF, amending the quantum of the existing term loans and extending the term. The maturity of the term loans was extended to 30 September 2031 and the maturity of the RCF was extended to 30 June 2031. In 2025, the Group entered into a €4.3 billion financing package which included additional term loan facilities, a €350 million RCF upside and Froneri's inaugural Bonds.

The facilities and Bonds as at 31 December 2025 comprise: a €2,000.0 million senior term loan facility and a USD 2,754.2 million senior term loan facility, both with maturity dates of 30 September 2031, a €900.0 million senior term loan facility and a USD 2,215.0 million senior term loan facility, both with maturity dates of 30 September 2032, a €1,000.0 million multi-currency revolving credit facility, with a maturity of June 2031; and a €600.0 million and USD 580.0 million Bond maturing 1 August 2032.

In November 2024, the Group entered into a new series of cross-currency interest rate swaps, swapping USD 490.0 million to GBP 382.3 million and USD 309.9 million to AUD 473.3 million commencing on 31 January 2025 with a maturity date of 31 January 2028.

In September 2025, the Group entered into a new series of cross-currency interest rate swaps, swapping USD 1,100.0 million to €951.0 million commencing on 22 September 2025 with a maturity date of 31 January 2029.

The Group also typically uses contracts to mitigate foreign currency exposure on trading. At 31 December 2025, there were 85 such contracts (2024: 112 contracts) outstanding. The Board of Managers believe that the foreign exchange exposure in this regard does not present a material risk. The net fair value of these contracts at 31 December 2025 was a liability of €2.2 million (2024: €1.1 million liability).

From time to time, if the Group has significant cash balances held within the Group holding companies, it enters into foreign exchange swap contracts to make sure it has resources in the currencies it needs at that time. These are typically of a one- to six-month duration. At 31 December 2025, it had 25 such swaps outstanding (2024: 24) and the fair value of those swaps was a net financial liability of €2.1 million (2024: €1.6 million liability).

##### Liquidity risk

The Group is exposed to the risk that it is unable to meet its commitments as they fall due. The Group has financial conditions imposed by its lenders which it must achieve in order to maintain its current level of borrowings. A single net debt covenant is tested quarterly, if the test conditions are met. There have been no breaches of the covenants throughout the year.

The Group ensures that it has sufficient cash and available funding through regular cash flow and covenant forecasting. The Group has €333.1 million of cash and cash equivalents (2024: €926.7 million) and the Group has access to a revolving credit facility of €1,000.0 million, expiring in June 2031. This is available to finance working capital requirements and for general corporate purposes.

##### Capital management

One of the Group's objectives is to safeguard its ability to continue as a going concern in order to provide returns to shareholders and benefits to other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Group manages its capital structure and makes appropriate decisions based on the current economic conditions and strategic objectives of the Group.

The Group's capital comprises equity and long-term debt. The equity comprises fully paid-up Ordinary shares (see note 24). The long-term debt predominantly comprises: the senior term loan facilities, Preference shares and finance leases (see note 20). Intra-year funding requirements are managed through the Group's cash position and its undrawn revolving credit facility. At 31 December 2025, the Group had €1,000.0 million (2024: €650.0 million) of undrawn revolving credit facilities. There are no significant restrictions on the utilisation of the revolving credit facility.

The AUD and GBP legs of the cross-currency interest rate swaps allow the Group to match EBITDAE and cash flows to its borrowings and debt service obligations, in particular to provide a net investment hedge in respect of potential foreign exchange movements.

The Group's policy is to budget sufficient headroom in order to maintain compliance with the covenant set out in the Senior Facilities Agreement such that any unforeseen circumstances are unlikely to result in a breach of that covenant. The financial covenant in the Senior Facilities Agreement has not been tested in the year.

There has been no change in the objectives, policies or processes in respect of capital management during the year ended 31 December 2025.

### Loan covenants

Under the terms of the Group's term loans, which have a carrying amount of €7,130.9 million, the Group is required to test the financial covenant at each quarter end, if the test condition is met. The test condition is met if at quarter end the Group's RCF drawings minus cash are greater than 40% of the €1,000.0 million revolving credit facility. If the test condition is met, then the Group is required to comply with the following financial covenant:

- the Consolidated Senior Secured Net Leverage Ratio as set out in the relevant Compliance Certificate shall not exceed 9.50:1.

The test condition was not met throughout the reporting period and therefore the financial covenant was not tested.

There are no indications that the Group would have difficulties complying with the covenants if they were required to be tested.

### (b) Fair values of financial instruments

The Group has various financial instruments that require use of valuation techniques to determine fair value. The techniques used in the fair value hierarchy can include:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Group has no financial instruments that fall into Level 1 of the fair value hierarchy.

Given the straightforward nature of the Group's financial instruments (assets and liabilities) and the short time period that had elapsed between when the Group's financing arrangements were put in place, the Group has adopted book values as the closest approximation to fair value in the case of its financial instruments except for the derivative financial instruments. The cross-currency interest rate swaps and the interest rate swaps were new financial instruments in 2020, 2022, 2024 and 2025.

The derivative financial instruments have been valued according to Level 2 of the hierarchy, by reference to published market prices of exchange rates. At 31 December 2025, the Group recognised net financial liability related to derivatives of €43.9 million (2024: net financial asset of €42.2 million).

At inception on 12 November 2024, the Group recognised a fair value of €2.1 million in relation to the seven cross-currency interest rate swaps. This arose principally as a result of the lifetime credit risk of these instruments, as calculated at 31 January 2025. Since the derivatives were on market, this amount was offset in the financial statements, to bring the

value of these derivatives at inception to zero, with the €2.1 million to be unwound to the consolidated statement of profit or loss across the tenure of the derivatives. At 31 December 2025, the remaining fair value to be unwound is €1.5 million.

At inception on 16 July 2025, the Group recognised a fair value of €5.0 million in relation to the six cross-currency interest rate swaps. This arose principally as a result of the lifetime credit risk of these instruments, as calculated at 16 July 2025. Since the derivatives were on market, this amount was offset in the financial statements, to bring the value of these derivatives at inception to zero, with the €5.0 million to be unwound to the consolidated statement of profit or loss across the tenure of the derivatives. At 31 December 2025, the remaining fair value to be unwound is €4.3 million.

### (c) Credit risk

#### Exposure to credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables from customers.

The Group's exposure to credit risk at 31 December 2025 was in respect of trade and other receivables, arising from its ongoing trading operations. Where appropriate, the Group uses credit insurance to mitigate credit risk on its key customers in the retail channel. The Group does not hold collateral as security against credit risk. The concentration of credit risk for trade and other receivables at 31 December by geographic region was:

	2025 €m	Unaudited 2024 €m
Europe	139.2	127.5
US	111.3	105.4
Rest of the world	179.9	162.9
	430.4	395.8

## Notes continued (forming part of the financial statements)

### 25 Financial instruments continued

#### (c) Credit risk continued

##### Credit quality of financial assets and impairment losses

The ageing of trade and other receivables at 31 December was:

	2025 €m	Unaudited 2024 €m
Not past due	358.0	325.5
Past due 0-30 days	44.3	47.8
Past due 31-60 days	8.0	4.7
Past due 61-120 days	4.8	1.8
More than 120 days	15.3	16.0
	<b>430.4</b>	<b>395.8</b>

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

	2025 €m	Unaudited 2024 €m
Balance at 1 January	23.8	27.6
Impairment loss recognised	0.9	1.5
Impairment allowance utilised	(0.9)	(1.7)
Unused amounts reversed in the year	(1.2)	(3.4)
Foreign exchange movement	(0.1)	(0.2)
<b>Balance at 31 December</b>	<b>22.5</b>	<b>23.8</b>

A loss allowance account for trade receivables is used to estimate and record impairment losses which is considered to represent management's best estimate of the value of receivables recoverable over the life of the asset.

The Group also has other financial assets in respect of customer advances (see note 13). The agreements vary but mainly relate to cash advances in respect of customer contracts in the Group's German and Brazilian out-of-home businesses and to the value of stock advanced to certain distribution customers in the Italian out-of-home business. In both cases, these customer arrangements are subject to credit checks and annual review of credit risk based on amounts outstanding at the year end. There are total impairment provisions of €6.5 million (2024: €6.5 million) against total balances of €25.1 million (2024: €25.3 million).

#### (d) Liquidity risk

##### Financial risk management

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the effect of netting agreements:

##### 31 December 2025

	Carrying amount €m	Contractual cash flows* €m	1 year or less €m	1 to < 2 years or less €m	2 to < 5 years €m	5 years and over €m
Term loans and bonds	8,093.0					
Add back: Transaction costs	88.0					
	<b>8,181.0</b>	<b>8,181.0</b>	<b>42.5</b>	<b>42.5</b>	<b>83.7</b>	<b>8,012.3</b>
Term loans – interest accrued	167.0	3,036.6	434.4	440.3	1,380.0	781.9
Preference shares classed as debt	897.4	897.4	–	–	–	897.4
Preference shares – interest accrued	32.0	2,379.6	–	–	–	2,379.6
CCIRS derivative	36.3	36.3	(5.3)	–	41.6	–
Interest rate swap & forward derivative	7.6	7.6	4.9	2.7	–	–
Lease liabilities	234.3	320.4	68.1	47.5	81.7	123.1
Other external debt	24.7	24.7	14.9	9.8	–	–
Other financial liabilities	2.4	2.4	2.4	–	–	–
Bank overdraft	1.7	1.7	1.7	–	–	–
Trade payables, other payables and amounts due to related parties	1,185.4	1,185.4	1,173.0	12.4	–	–
	<b>10,769.8</b>	<b>16,073.1</b>	<b>1,736.6</b>	<b>555.2</b>	<b>1,587.0</b>	<b>12,194.3</b>

\* Contractual cash flows represent undiscounted amounts.

Transaction costs of €24.3 million were incurred as part of the Group's refinancing of the term loans in 2024. In 2025 €3.7 million (€0.1 million) has been amortised during the year.

In 2025, transaction costs of €71.2 million were incurred as part of the Group's issuance of the term loans, bonds and RCF increase. In 2025 €3.4 million has been amortised during the year.

### 31 December 2024 (unaudited)

	Carrying amount €m	Contractual cash flows* €m	1 year or less €m	1 to < 2 years or less €m	2 to < 5 years €m	5 years and over €m
Term loans	4,659.6					
Add back: Transaction costs	24.2					
	4,683.8	4,683.8	23.5	26.8	73.7	4,559.8
Term loans – interest accrued	32.4	1,740.8	197.1	252.5	749.6	541.6
Preference shares classed as debt	887.3	899.7	–	–	–	899.7
Preference shares – interest accrued	91.5	658.0	–	–	–	658.0
CCIRS derivative	(44.0)	(44.0)	(42.9)	–	–	(1.1)
Interest rate swap & forward derivative	1.8	1.8	(2.7)	4.5	–	–
Lease liabilities	162.6	192.1	58.8	36.8	61.4	35.1
Other external debt	28.8	29.3	15.7	10.4	3.2	–
Other financial liabilities	0.1	0.1	0.1	–	–	–
Trade payables, other payables and amounts due to related parties	1,168.6	1,168.6	1,147.1	21.5	–	–
	7,012.9	9,330.2	1,396.7	352.5	887.9	6,693.1

\* Contractual cash flows represent undiscounted amounts.

### (e) Market risk

#### Financial risk management

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments.

In managing market risks, the Group aims to minimise the impact of short-term fluctuations on the Group's earnings. Over the longer term, however, permanent changes in foreign exchange rates and interest rates will have an impact on consolidated earnings. Froneri are managing the effects of IBOR reforms. In 2021, the Group amended the terms of our Senior Facilities Agreement replacing GBP LIBOR with SONIA. In 2023, the Group amended the terms of our Senior Facilities Agreement replacing USD LIBOR with Term SOFR. Derivatives contracts referencing GBP LIBOR have also been transitioned to SONIA. The Group is not aware of any immediate plans to discontinue EURIBOR or BBSW.

### Foreign currency risk

The Group's exposure to foreign currency risk, including via derivative financial instruments, is as follows. This is based on the carrying amount for monetary financial instruments and the notional for derivatives.

The Group is exposed to foreign currency risk on sales, purchases and borrowings that are denominated in a currency other than the respective functional currencies of Group entities. The currencies giving rise to these risks are primarily US Dollars (USD), Pounds Sterling (GBP), Australian Dollars (AUD), Swiss Francs (CHF), New Zealand Dollars (NZD) and Brazilian Reals (BRL).

Market risk – foreign currency risk	USD €m	GBP €m	CHF €m	AUD €m	BRL €m	NZD €m	Other €m	Total €m
<b>At 31 December 2025</b>								
Cash and cash equivalents	57.5	(0.5)	21.3	22.1	2.9	14.4	173.9	291.6
Trade receivables and other receivables	112.8	18.9	14.5	54.0	30.8	17.3	88.1	336.4
Term loans and bonds	(4,751.0)	–	–	–	–	–	–	(4,751.0)
CCIRS principal	1,614.2	(436.5)	–	(267.6)	–	–	–	910.1
Interest rate swaps	(3.8)	–	–	–	–	–	–	(3.8)
Other external debt	(8.6)	–	–	–	–	–	–	(8.6)
Trade payables and other payables	(113.5)	(19.5)	(44.5)	(34.0)	(28.3)	(10.7)	(81.7)	(332.2)
	(3,092.4)	(437.6)	(8.7)	(225.5)	5.4	21.0	180.3	(3,557.5)

### At 31 December 2024 (unaudited)

Cash and cash equivalents	61.4	(6.5)	29.8	21.8	13.5	11.6	133.1	264.7
Trade receivables and other receivables	108.0	14.4	18.5	49.0	21.1	18.2	79.2	308.4
Term loans	(2,680.4)	–	–	–	–	–	–	(2,680.4)
CCIRS principal	774.3	(453.0)	–	(278.6)	–	–	–	42.7
Interest rate swaps	(5.5)	–	–	–	–	–	–	(5.5)
Other external debt	(22.5)	–	–	–	–	–	(6.0)	(28.5)
Trade payables and other payables	(146.0)	(18.8)	(36.9)	(18.9)	(27.0)	(9.5)	(75.3)	(332.4)
	(1,910.7)	(463.9)	11.4	(226.7)	7.6	20.3	131.0	(2,431.0)

## Notes continued (forming part of the financial statements)

### 25 Financial instruments continued

#### (e) Market risk continued

##### Sensitivity analysis

A 10% weakening of the following currencies against the Euro at 31 December in each year would have increased/(decreased) equity and profit or loss by the amounts shown below. This calculation assumes that the change occurred at 31 December and had been applied to risk exposures existing at that date.

This analysis assumes that all other variables, in particular other exchange rates and interest rates, remain constant.

	Equity 2025 €m	Unaudited Equity 2024 €m	Profit or loss 2025 €m	Unaudited Profit or loss 2024 €m
USD	-	(94.9)	2.8	5.4
GBP	-	-	(2.0)	(2.0)
CHF	(20.8)	(21.2)	(2.2)	(2.7)
EGP	(1.6)	(1.6)	(0.3)	(0.2)
Other	(44.6)	(38.1)	(10.4)	(17.5)

A 10% strengthening of the above currencies against the Euro at 31 December each year would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

#### Market risk – Interest rate risk

The Group has significant levels of floating rate borrowings and is therefore exposed to interest rate fluctuations.

It is estimated that on an annualised 2025 basis, an increase or decrease of one percentage point in the interest rate charge on borrowings (excluding leases) would correspondingly decrease or increase the Group's profit before tax by approximately €34.5 million (2024: €23.8 million).

### 26 Notes to the cash flow statement

Reconciliation of cash and cash equivalents to net borrowings:

	2025 €m	Unaudited 2024 €m
Net (outflow) / inflow of cash and cash equivalents	(649.1)	383.1
Decrease in leases	77.6	67.5
(Increase) / decrease in borrowings	(3,864.2)	9.1
Arising on acquisitions	-	(14.1)
Other non-cash movements	(77.9)	(193.3)
FX movements	404.7	(159.7)
<b>(Increase) / decrease in borrowings net of cash</b>	<b>(4,108.9)</b>	92.6
Total net borrowings at 1 January (excluding transaction costs)	(4,927.4)	(5,020.0)
<b>Total net borrowings at 31 December (excluding transaction costs)</b>	<b>(9,036.3)</b>	(4,927.4)

#### Analysis of movement in borrowings

	As at 1 January 2025 €m	Cash flows €m	FX movements <sup>(b)</sup> €m	Other non-cash movements <sup>(c)</sup> €m	As at 31 December 2025 €m
Bank overdrafts	-	(1.7)	-	-	(1.7)
Cash and bank deposits	926.7	(647.4)	55.5	-	334.8
<b>Net cash and cash equivalents</b>	<b>926.7</b>	<b>(649.1)</b>	<b>55.5</b>	<b>-</b>	<b>333.1</b>
Term loans and bonds	(4,683.8)	(3,882.7)	338.3	47.2	(8,181.0)
Preference shares classified as liabilities	(978.8)	-	-	49.4	(929.4)
Lease liabilities	(162.6)	77.6	9.1	(158.4)	(234.3)
Other external debt	(28.9)	18.5	1.8	(16.1)	(24.7)
<b>Total net borrowings excluding transaction costs<sup>(a)</sup></b>	<b>(4,927.4)</b>	<b>(4,435.7)</b>	<b>404.7</b>	<b>(77.9)</b>	<b>(9,036.3)</b>

(a) Borrowings exclude derivative finance instruments.

(b) FX movements relate primarily to the USD tranches of the term loans and shareholder loan.

(c) Other non-cash movements mainly relate to accrued dividends in respect of the Preference shares and new IFRS 16 lease obligations.

Total net borrowings are made up of external net borrowings of €7,784.6 million (€7,872.6 million gross of unamortised transaction costs) and related party borrowings of €929.4 million (Preference shares). Offsetting the term loans value at 31 December 2025 in the consolidated statement of financial position is €88.0 million of unamortised transaction costs (2024: €24.2 million).

## 27 Effects of hyperinflation

The Group considers that Argentina became a hyperinflationary economy on 1 July 2018, when the cumulative three-year increase in the Consumer Price Index exceeded 100%. Consequentially, the Group has applied IAS 29 Financial Reporting in Hyperinflationary Economies to its Argentinian subsidiary from 1 January 2018.

The Group used the consumer price index ("CPI") to remeasure its income statement items, cash flows and non-monetary assets and liabilities, the amounts of which increased by 31.5% in the year ended 31 December 2025 (2024: 117.8%), and a EUR/ARS exchange rate of 1,713.1 (31 December 2024: 1,074.3) to translate its income statement.

In the year ended 31 December 2025, this has resulted in a decrease to the 12-month sales of €2.6 million (2024: increase of €2.0 million), and a non-monetary gain of €5.3 million (2024: €19.2 million) due to hyperinflating the underlying values to their current purchasing power, which was recognised in other finance income. The impact of €3.9 million (2024: €18.6 million) for the restatement of opening non-monetary assets and liabilities with the price index at the beginning of the year is included within Other Comprehensive Income.

## 28 Capital commitments

At 31 December 2025, the Group has entered into contractual commitments to purchase property, plant and equipment for €47.4 million (2024: €103.1 million), for which no provision has been made.

## 29 Contingencies

From time to time, in the normal course of trading, the Group may become subject to claims from third parties. The nature of such claims means they can take a long time to resolve. It is the Group's policy to investigate claims, and if a financial settlement is considered probable and the amount reliably estimable, provision is made. There are no significant contingencies at 31 December 2025 or 31 December 2024.

## 30 Related parties

### Nestlé SA

Nestlé SA and its subsidiaries are a significant shareholder in the Ordinary shares and Preference shares of the Company (see note 20). Nestlé SA and its subsidiaries and affiliates are also a key trading partner for the Group in respect of (inter alia): licensing arrangements for key brands and trademarks, products and other intellectual property; raw materials and other production inputs; and transitional service arrangements between Nestlé SA and its subsidiaries and the former Nestlé businesses within the Froneri Group.

Transactions with Nestlé SA and its subsidiaries and affiliates in the year ended 31 December were as follows:

	2025 €m	Unaudited 2024 €m
Ice cream sales to Nestlé	(9.6)	(2.1)
Income from logistics services	(7.9)	(0.2)
Strategic partnership fees	212.1	205.9
Purchase of raw materials and other inputs	28.6	32.4
Transitional services arrangements	4.9	5.0
Management support fee	2.5	-
Other transactions	0.4	3.4
	<b>231.0</b>	<b>244.4</b>

In the consolidated statement of financial position at 31 December 2025, trade and other receivables include amounts due from Nestlé SA Group of €3.5 million (2024: €3.0 million), trade and other payables include amounts due to Nestlé SA Group of €75.6 million (2024: €71.8 million). All transactions with related parties during the normal course of business are at arm's length.

In addition, at 31 December 2025, €929.4 million (2024: €840.4 million) in relation to the Preference share capital and interest is payable to Nestlé SA and its subsidiaries and affiliates.

During the year ended 31 December 2025, a shareholder distribution of €2.1 billion (2024: €nil) was paid to Nestlé SA.

## Notes continued (forming part of the financial statements)

### 30 Related parties continued

#### PAI Partners

PAI Partners is a significant shareholder in the Ordinary shares of the Company. Transactions with PAI Partners during the year amounted to €2.5 million (2024: €nil) and related to management support fees. In the consolidated statement of financial position at 31 December 2025 and 31 December 2024, there are no balances within trade and other receivables or trade and other payables due from or due to PAI Partners.

During the year ended 31 December 2025, a shareholder distribution of €2.1 billion (2024: €nil) was paid to PAI Partners.

#### Management shareholders

In the statement of financial position at 31 December 2025:

- within financial liabilities less than one year, there are balances owing to existing and former management shareholders amounting to €2.4 million; and;
- within trade and other payables less than one year, there are balances owing to management of €3.1 million.

#### Transactions with key management personnel

The aggregate remuneration of the key management personnel of the Group for the year was as follows:

	2025 €m	Unaudited 2024 €m
Remuneration	15.1	7.6
Contributions to defined contribution pension schemes	0.6	0.6
Share-based payment benefits	1.4	2.6
	17.1	10.8

The Board of Managers' remuneration is disclosed in note 6 to these financial statements.

As at 31 December 2025 there exist:

- loans, made on market terms, between Froneri Polska Sp zoo and a member of key management personnel which falls outside the ordinary course of the business. The total value of the loans was €4.0 million (2024: €2.0 million); and
- loans, made on market terms, between Froneri US, Inc. and a member of key management personnel which falls outside the ordinary course of the business. The total value of the loans was €0.4 million (2024: €0.8 million).

#### European Pizza Group Holding Switzerland S.à r.l.

European Pizza Group Holding Switzerland S.à r.l. ("EPG") is a joint venture set up by Nestlé SA and PAI Partners which acquired Nestlé's frozen pizza business in Europe. Nestlé and PAI Partners both have a non-controlling stake with equal voting rights in the joint venture.

In the year ended 31 December 2025, the Group has credit transactions with EPG amounting to €12.4 million, consisting of cost recharges, logistics income, and commission fees. During the year ended 31 December 2024, the Group's transactions with EPG were minimal.

In the consolidated statement of financial position at 31 December 2025, trade and other receivables include amounts due from EPG of €3.0 million (31 December 2024: €nil), and trade and other payables include €11.2 million relating to amounts due to EPG (31 December 2024: €nil).

#### Azets Holdco Limited

PAI Partners are the joint owner of Azets Holdco Limited ("Azets"), a professional services company in the UK.

During the year ended 31 December 2025, the Group's transactions with Azets were minimal. In the consolidated statement of financial position at 31 December 2025, there are no balances within trade and other receivables and trade and other payables relating to Azets.

All transactions with related parties during the ordinary course of business are at arm's length.

### 31 Acquisition of subsidiary

#### Acquisition of Crufi

On 31 December 2024, Froneri acquired the activities, and 100% of the voting rights, of the Crufi business, consisting of both the trading entity, Crufi S.A, and the property investment company Indiben S.A.

Crufi is a leading business in the production and marketing of ice cream, as well as the marketing of frozen foods, with operations in Uruguay. The Group acquired the Crufi business as a route to enter the Uruguayan ice cream market.

### Effect of acquisitions

In the year ended 31 December 2025 the purchase price allocation exercise was completed, and certain assets, liabilities and valuations have changed. The final valuation of assets and liabilities acquired and their related adjustments are shown below.

	Provisional Fair Value on Acquisition €m	Fair Value Adjustments €m	Fair Values on Acquisition €m
Property, plant and equipment (note 10)	24.9	3.2	28.1
Intangible assets (note 9)	24.1	1.5	25.6
Inventories	12.1	1.2	13.3
Trade and other receivables	15.4	(0.7)	14.7
Cash and cash equivalents	1.4	-	1.4
Net deferred tax assets/(liabilities) (note 14)	(4.2)	(2.5)	(6.7)
Non-current financial liabilities	(5.3)	-	(5.3)
Current financial liabilities	(10.2)	-	(10.2)
Trade and other payables	(9.1)	(0.3)	(9.4)
Tax liabilities	(0.8)	-	(0.8)
<b>Net identifiable assets and liabilities</b>	<b>48.3</b>	<b>2.4</b>	<b>50.7</b>
Residual goodwill	41.2	(2.4)	38.8
Completion credit received in 2025	-	(0.5)	(0.5)
<b>Total consideration</b>	<b>89.5</b>	<b>(0.5)</b>	<b>89.0</b>
<b>Satisfied by:</b>			
Fair value of consideration paid in cash	89.5	-	89.5
Cash acquired	(1.4)	-	(1.4)
Completion credit received in 2025	-	(0.5)	(0.5)
<b>Net cash outflow on acquisition</b>	<b>88.1</b>	<b>(0.5)</b>	<b>87.6</b>

### Provisional fair values as at 31 December 2024

	Provisional Fair Values on Acquisition €m
Property, plant and equipment (note 10)	24.9
Intangible assets (note 9)	24.1
Inventories	12.1
Trade and other receivables	15.4
Cash and cash equivalents	1.4
Net deferred tax assets/(liabilities) (note 14)	(4.2)
Non-current financial liabilities	(5.3)
Current financial liabilities	(10.2)
Trade and other payables	(9.1)
Tax liabilities	(0.8)
<b>Net identifiable assets and liabilities</b>	<b>48.3</b>
Residual goodwill	41.2
<b>Total consideration</b>	<b>89.5</b>
<b>Satisfied by:</b>	
Fair value of consideration paid in cash	89.0
Cash acquired	(1.4)
<b>Net cash outflow on acquisition</b>	<b>87.6</b>

## Notes continued

(forming part of the financial statements)

### 31 Acquisition of subsidiary continued

#### Fair value adjustments

Management reviewed the fair value of the following asset categories, and used the following basis of valuation in respect of each asset class:

- Brands and trademarks: royalty relief methodology, taking into account industry norms for royalty rates
- Land and buildings: certain land was valued on a market values approach (which included significant judgements with respect to sales value). Buildings were valued using the cost approach
- Plant and equipment: valued using the cost approach
- Inventories: fair value, based on net realisable sales value, less reasonable costs to complete, distribute and sell the inventory, and a reasonable profit margin.

#### Goodwill

Goodwill arises on the acquisition due to the synergies expected as a result of cross-selling and international growth opportunities arising from utilising Froneri's new owned and licensed brands, and from its private label business; savings on operating costs and capital expenditure as a result of joint efficiencies expected from being part of the new Group; and the value inherent in the workforce and its expertise.

#### Deferred consideration

There was no deferred consideration as part of the transaction.

#### Contingent liabilities acquired

There were no contingent liabilities acquired as part of the transaction.

### 32 Ultimate Parent Company

On 30 September 2025, Froneri HoldCo S.à r.l. became the ultimate parent company of the Group.

At the year end, the Company was the ultimate Parent Company of the Froneri Group of companies.

No other Group financial statements include the results of the Company.

In the Board of Managers' opinion, there is no ultimate controlling party.

### 33 Post balance sheet events

In January 2026, the Group issued an additional €500.0 million Bond in part to finance the Food Union acquisition which is expected to complete (subject to regulatory approval) in 2026.



## Audit report

To the Shareholders of  
**Froneri HoldCo S.à r.l.**

### Report on the audit of the consolidated financial statements

#### Our opinion

In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of Froneri HoldCo S.à r.l. (the “Company”) and its subsidiaries (the “Group”) as at 31 December 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the European Union.

#### What we have audited

The Group’s consolidated financial statements comprise:

- the consolidated statement of financial position as at 31 December 2025;
- the consolidated income statement for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated cash flow statement for the year then ended; and
- the notes to the consolidated financial statements, including material accounting policy information and other explanatory information.



#### Basis for opinion

We conducted our audit in accordance with the Law of 23 July 2016 on the audit profession (Law of 23 July 2016) and with International Standards on Auditing (ISAs) as adopted for Luxembourg by the “Commission de Surveillance du Secteur Financier” (CSSF). Our responsibilities under the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the “Responsibilities of the “Réviseur d’entreprises agréé” for the audit of the consolidated 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.

We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the consolidated financial statements. We have fulfilled our other ethical responsibilities under those ethical requirements.

#### Emphasis of matter

We draw attention to Note 1.1 to these consolidated financial statements, which indicates the insertion of Froneri HoldCo S.à r.l. as the ultimate parent company of the Group on 30 September 2025, has been accounted as a Capital re-organisation. Our opinion is not modified in respect of this matter.

#### Other matter

The comparative information of the Group has not been audited in accordance with International Standards on Auditing as adopted for Luxembourg by the CSSF.

#### Other information

The Board of Managers is responsible for the other information. The other information comprises the information stated in the annual report including the consolidated management report but does not include the consolidated financial statements and our audit report thereon.



Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. 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 in this regard.

### **Responsibilities of the Board of Managers and those charged with governance for the consolidated financial statements**

The Board of Managers is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards as adopted by the European Union, and for such internal control as the Board of Managers determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Board of Managers is responsible for assessing the Group'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 Board of Managers either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.



### **Responsibilities of the "Réviseur d'entreprises agréé" for the audit of the consolidated financial statements**

The objectives of our audit are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an audit 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 the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF 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 consolidated financial statements.

As part of an audit in accordance with the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Managers;



- conclude on the appropriateness of the Board of Managers' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our audit report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our audit report. However, future events or conditions may cause the Group to cease to continue as a going concern;
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
- plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities and business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.



We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

### Report on other legal and regulatory requirements

The consolidated management report is consistent with the consolidated financial statements and has been prepared in accordance with applicable legal requirements.

Luxembourg, 11 March 2026

PricewaterhouseCoopers Assurance, Société coopérative  
Represented by

Vincent Ball

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