

Interim Management Statement 1 January – 31 December 2024

Sequential financial improvement continues as Group recapitalisation agreed

	LC SALES	EURO SALES	ADJUSTED EBITDA
Fourth quarter	-12%	-15%	€5.3m (€6.2m PY)
Year-to-date	-16%	-20%	€23.3m (€39.0m PY)

Three months ended 31 December 2024

Strategic progress

- Sales remained below prior year, however with continued improvement in year-on-year sales progression, and ended -15% in Euro versus the same quarter previous year.
- Adjusted EBITDA ended at similar level as in previous year both in absolute terms and as % of sales, despite lower sales, where gross margin improvements as well as important savings from restructuring continue to support the results.
- The Beauty Community Model (BCM) was at the end of the quarter implemented in 42 markets representing more than 75% of the sales of the Group. The BCM is now considered to be an integrated and fully established setup within Oriflame and continues to show good results.
- As a consequence of the BCM progress, total members continue to show an encouraging trend and ended at -5% versus previous year-end.
- Launch of a new strategic initiative to transition European production from the Group's current factory in Poland to a network of carefully selected, high-end European manufacturers.
- The cost reduction programme, implemented in the third quarter 2023, led to a 14% (€7.4m) reduction in adjusted administrative expenses costs year-on-year.
- The quarter ended with a cash balance of €62.0m compared to €57.0m at the start of the quarter and €80.6m at year-end 2023. The Revolving Credit Facility (RCF) was drawn at €45.0m at the end of the quarter (€4.0m drawn at end of 2023).

Financial highlights

- Sales in Euro decreased by 15% and by 12% in local currencies. While the reduction in members led to a Euro sales decline in all regions, local currency sales increased 3% in the Türkiye & Africa region.
- Gross margin showed a solid improvement of 510 bps versus last year, where positive effects from price/mix and lower inventory provisions were partially offset by continued negative FX impacts.
- Adjusted EBITDA margin remained unchanged at 3.1% as a percentage of sales where higher gross margins were offset by higher selling and marketing expenses.
- Adjusted cash flow before financing activities was €0.0m for the quarter versus an inflow of €43.3m in the same quarter last year when a strong inventory reduction programme supported positive working capital development.



Significant events during and after the quarter

- The Company, the shareholders and a consortium of bondholders representing more than 80% of the outstanding Notes reached an agreement in March 2025, which will significantly reduce the Group's existing debt and interest costs, as well as inject additional capital into the Group (the "Recapitalisation"). The Recapitalisation is conditional on extending the existing Revolving Credit Facility (RCF). Please refer to the separate announcement published on 18 March 2025 for more details on the Recapitalisation.
- Although the Company is facing uncertainties as to its ability to continue as a going concern due to the Company's challenging results during the past couple years and current liquidity, management believes that such uncertainties will be significantly reduced by the Recapitalisation and by the measures taken to drive positive business performance. Please refer to note 2 in these unaudited condensed consolidated financial statements for more information on going concern.
- On 9 January 2025, Oriflame announced a new strategic initiative which will transition European production from its current factory in Poland to a network of carefully selected, high-end European manufacturers. The closure of the current Polish facility over the coming two years will be carefully managed, with existing committed orders fulfilled or transferred seamlessly to the new partners. Throughout this transition, Oriflame will uphold its existing terms and conditions with suppliers and customers, ensuring business continuity for stakeholders.
- The Board of Directors have resolved not to pay any dividends in 2025.



This report has not been audited by the company's auditors.

"Adjusted" figures exclude non-recurring and purchase price allocation (PPA) related items. For additional information refer to the condensed consolidated income statements on pages 16 and 17.

Three months ended 31 December 2024

- Euro sales decreased by 15% to €168.7m (€199.1m) and local currency sales decreased by 12%.
- The adjusted EBITDA amounted to €5.3m (€6.2m) and the adjusted EBITDA margin was 3.1% (3.1%). The currency impact on the adjusted EBITDA was 120 bps negative.
- The adjusted operating profit was €0.1m (€0.3m) and the adjusted operating margin was 0.1% (0.1%).
- The adjusted net profit was €-54.0m (€-19.6m).
- The adjusted cash flow from operating activities was €5.6m (€47.9m) and the adjusted cash flow before financing activities was €0.0m (€43.3m).
- Additional non-recurring costs amounting to €9.6m (€8.7m) were recorded during the quarter and excluded from the EBITDA (adjusted EBITDA).

Twelve months ended 31 December 2024

- Euro sales decreased by 20% to €604.2m (€750.9m) and local currency sales decreased by 16%.
- The adjusted EBITDA amounted to €23.3m (€39.0m) and the adjusted EBITDA margin was 3.9% (5.2%). The currency impact on the adjusted EBITDA was 160 bps negative.
- The adjusted operating profit was €1.7m (€14.8m) and the adjusted operating margin was 0.3% (2%).
- The adjusted net profit was €-90.5m (€-81.8m).
- The adjusted cash flow from operating activities was €-4.2m (€35.7m) and the adjusted cash flow before financing activities was €-21.7m (€11.6m).
- Non-recurring costs amounting to €12.2m (€33.2m) were recorded during the year and excluded from the EBITDA (adjusted EBITDA).

Financial summary

(€m)	three months ended 31 December			twelve months ended		
	2024	2023	Change %	Dec '24	Dec '23	Change %
Sales	168.7	199.1	-15%	604.2	750.9	-20%
Adj. EBITDA	5.3	6.2	-14%	23.3	39.0	-40%
Adj. Operating profit	0.1	0.3	-51%	1.7	14.8	-89%
Adj. Net profit	-54.0	-19.6	-176%	-90.5	-81.8	-11%
Adj. Cash flow from operating activities	5.6	47.9	-88%	-4.2	35.7	
Adj. Cash flow before financing activities	0.0	43.3	-100%	-18.9	11.6	
Cash and cash equivalents	62.0	80.6	-23%	62.0	80.6	-23%
Total debt	852.5	784.1	9%	852.5	784.1	9%
Secured debt	824.4	751.7	10%	824.4	751.7	10%
Net Secured debt	762.4	671.1	14%	762.4	671.1	14%
Adj. Gross margin	63.5%	58.4%		65.2%	64.5%	
Adj. EBITDA margin	3.1%	3.1%		3.9%	5.2%	
Adj. Operating margin	0.1%	0.1%		0.3%	2.0%	
Net Secured Debt ratio	32.7	17.2		32.7	17.2	

About Oriflame

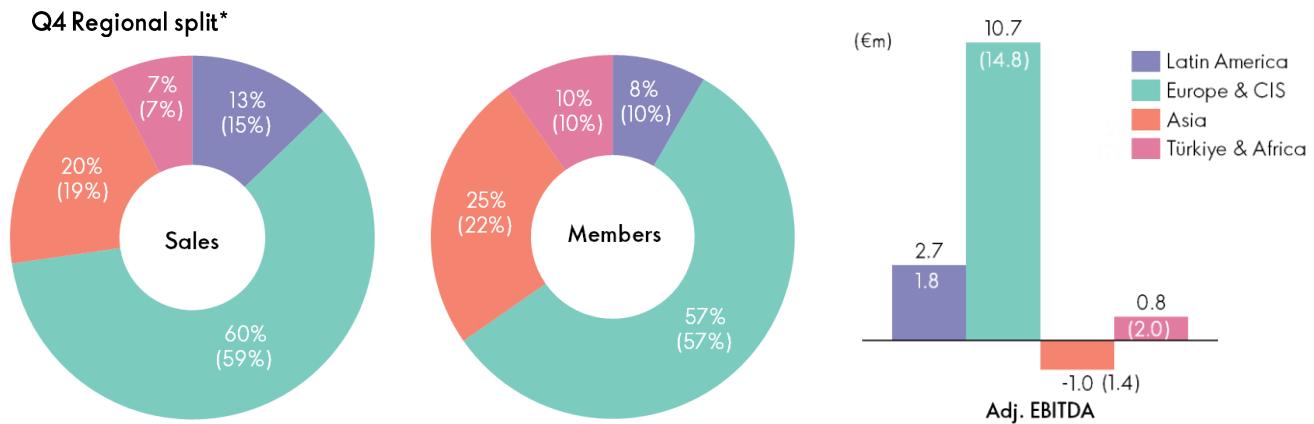
As a globally renowned beauty and wellness company, Oriflame has empowered individuals since 1967 through its diverse portfolio of high-quality, innovative, and sustainable beauty products inspired by nature and backed by science. It operates in over 60 markets.

Committed to ethical business practices and environmental sustainability, Oriflame takes pride in its Swedish heritage and people-centric approach. The company operates through a social selling model, enabling over 1.5 million independent consultants worldwide to become beauty industry insiders through a 'Plug and Play' micro-entrepreneurship model.

Oriflame's product range spans skincare, cosmetics, fragrances, personal care, and nutritional supplements, all crafted with care to promote holistic well-being. Guided by the values of togetherness, spirit, and passion, Oriflame continues to make a positive impact on communities worldwide. For more information, visit www.oriflame.com.



Regional development



* Excluding manufacturing and franchisees

Q4 Regional Progression

Q4	Latin America	Europe & CIS	Asia	Türkiye & Africa**	Group
Sales EUR growth	-27%	-14%	-13%	-14%	-15%
Sales LC growth	-21%	-12%	-13%	3%	-12%
Adj. EBITDA margin	13.3% (6.5%)	11.2% (13.3%)	-3.3% (3.9%)	7.1% (14.9%)	3.1% (3.1%)

Latin America

In Latin America Euro sales decreased by 27% while local currency sales dropped by 21%. The sales drop came from fewer members due to weaker recruitment. Gross margins were significantly higher versus the same quarter prior year, with positive impacts from price increases and less inventory provisions. EBITDA improved significantly, both in absolute and relative terms, from the improved gross margin and administrative cost restructuring savings.

Europe & CIS

In Europe & CIS Euro sales dropped by 14% and local currency sales decreased by 12% due to fewer members partially offset by higher productivity among members. New markets opened in Europe in the last quarter are reinforcing the presence in all EU countries. The incubator market United Kingdom continues to show very positive sales and recruitment results. Higher costs in sales and marketing were more than offset by positive impacts from higher gross margin from price increases, less inventory provisions and savings in administrative costs. EBITDA margin reached 11.2% versus 13.3% in the same quarter previous year.

Asia

In Asia Euro and local currency sales dropped by 13% as a result of fewer members which is a significant improvement versus the previous quarters' development. Indonesia in particular had a strong quarter showing sales growth while the situation in Vietnam remains very challenging. EBITDA margins were still negatively impacted by the sales decline and higher sales and marketing expenses partially from timing of events.

Türkiye & Africa

In Türkiye & Africa Euro sales decreased by 14% due to significantly weaker local currencies in Türkiye and Nigeria. Sales in local currencies increased by 3%** where negative impact from fewer members was offset by inflationary driven price increases and positive sales momentum in Nigeria. The EBITDA margin for the quarter dropped to 7.1% (14.9%), with negative impacts from FX, higher sales and marketing expenses including certain start-up costs for South Africa which is expected to start sales during the second quarter of 2025.

** LC sales growth calculation has been adjusted for Türkiye hyperinflation.



Three months ended 31 December 2024

Items below focus on "Adjusted" figures and exclude non-recurring and purchase price allocation (PPA) related items.

Sales and gross margin

Euro sales decreased by 15%, or €30.3m, to €168.7m for the three months ended 31 December 2024 compared with €199.1m for the same period last year. Local currency sales decreased by 12% primarily due to a unit sales decline of 16% offset by positive price/mix effect of 4%. Average members decreased by 7% to 1.5m (1.6m). Sales to third parties decreased by 3% due to lower volumes during the quarter.

Gross margin (63.5% of sales compared to 58.4% prior year)

The gross margin decreased by 7.8%, or €9.0m, to €107.2m for the three months ended 31 December 2024 from €116.2m for the same period in 2023. In relative terms, the gross margin increased from 58.4% to 63.5% despite negative foreign exchange impact of 90 bps. Excluding foreign exchange impacts, the underlying gross margin improved by 610 bps compared to prior year thanks to positive effects from price/mix and lower inventory provisions.

Costs and expenses

Selling and marketing expenses (32.9% of sales compared to 29.0% prior year)

Selling and marketing expenses decreased by 3.8%, or €2.2m, to €55.5m for the three months ended 31 December 2024 from €57.7m for the same period in 2023. As a percentage of sales, the selling and marketing expenses increased by 390 bps primarily due to higher selling expenses from timing of events, higher compensation plan costs under the Beauty Community Model (BCM) and investments in marketing.

Distribution and infrastructure expenses (3.7% of sales compared to 2.7% prior year)

Distribution and infrastructure expenses increased by 13.5% to €6.2m for the three months ended 31 December 2024 from €5.5m for the same period in 2023. The increase is related to a deleverage effect from the lower sales as well as an adjustment in infrastructure costs booked under cost of sales in the beginning of the year.

Administrative expenses (26.9% of sales compared to 26.5% prior year)

Administrative expenses decreased by 14.0%, or €7.4m, to €45.4m for the three months ended 31 December 2024 from €52.8m for the same period last year. Administrative expenses continued the downward trend that began in 2023, primarily driven by lower staff costs from restructuring programme and lower professional fees.

Net financing costs (27.8% of sales compared to 3.9% prior year)

Net financing costs increased by €39.1m to €46.9m for the three months ended 31 December 2024 from €7.7m for the same period in 2023. The increase this quarter is primarily due to an unrealised foreign exchange loss of €38.2m from the revaluation of the USD bond, resulting from the strengthening of the USD against the EUR. Bond interest remained relatively stable compared to the prior year. Although the debt was fully unhedged, the decline in Euribor 3M rates in 2024 helped mitigate interest costs.

Adjusted income tax expenses (€7.3m compared to €11.9m prior year)

The tax expense for the three months ended 31 December 2024 was lower by €4.6m versus prior year, mainly due to lower derecognition of deferred tax assets compared to the previous year.

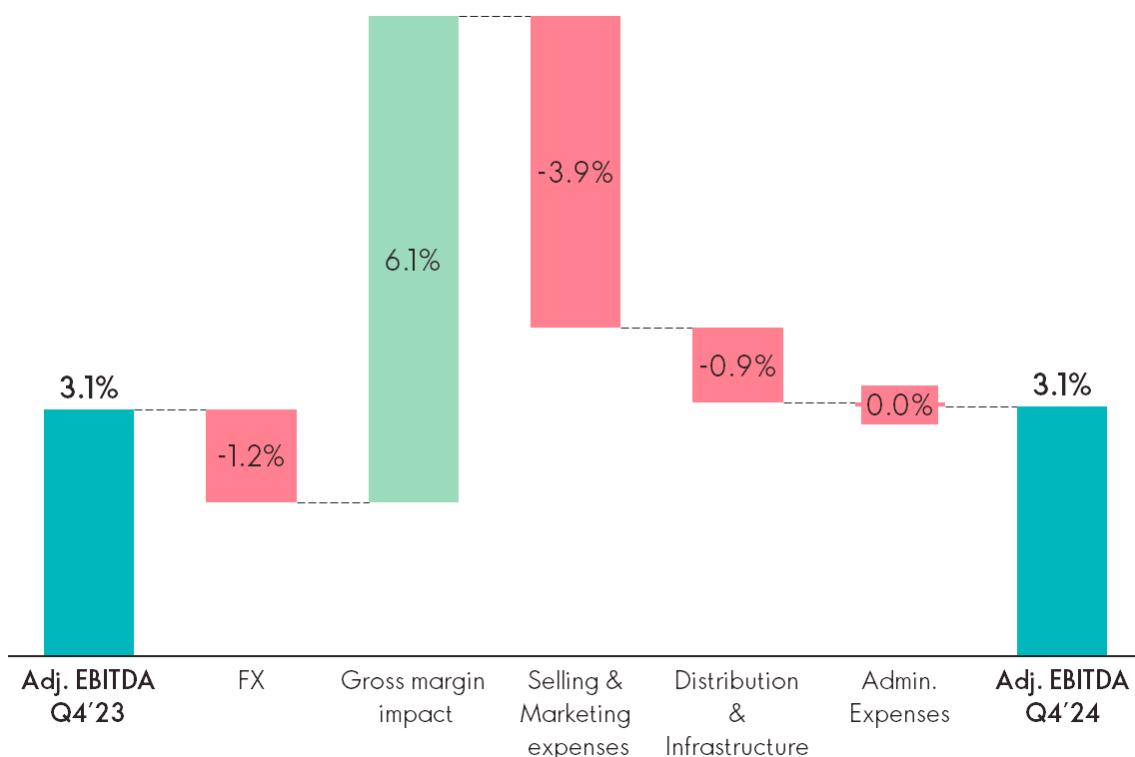


Adjusted EBITDA

"Adjusted" figures exclude non-recurring and purchase price allocation (PPA) related items. For additional information refer to the condensed consolidated income statements on pages 16 and 17.

Adjusted EBITDA decreased by 14.4%, or €0.9m, to €5.3m for the three months ended 31 December 2024 from €6.2m for the same period in 2023. Improvements on the gross margin coming from better price/mix and lower inventory provisions during the quarter were primarily offset by higher selling and marketing expenses and negative FX impact. In absolute value, administrative expenses continued to decrease but as a percentage of sales they remained stable compared to prior year due to the decline in sales. The adjusted EBITDA margin remained on the same level as prior year at 3.1%.

ADJUSTED EBITDA MARGIN VS. PRIOR YEAR





Twelve months ended 31 December 2024

Items below focus on "Adjusted" figures and exclude non-recurring and purchase price allocation (PPA) related items.

Sales and gross margin

Sales for the twelve months ended 31 December 2024 decreased by 20%, or €146.7m, to €604.2m compared with €750.9m in 2023. Local currency sales decreased by 16% mainly due to a decline in the average number of members to 1.5m (1.7m). Unit sales decreased by 21% and the price/mix effect was positive by 5%. External sales from Cetes Manufacturing decreased by 7% explained primarily by the sales of Cetes Russia in 2023 which still generated sales at the beginning of prior year.

Gross margin (65.2% of sales compared to 64.5% prior year)

The gross margin dropped by 18.7%, or €90.6m, to €394.0m for the twelve months ended 31 December 2024 from €484.6m for the same period in 2023 due to lower sales. In relative terms, the gross margin increased from 64.5% prior year to 65.2% thanks to positive effects from price/mix and lower inventory provisions offset by product cost inflation including under-recoveries from lower volumes and negative foreign exchange impacts.

Costs and expenses

Selling and marketing expenses (32.2% of sales compared to 31.3% prior year)

Selling and marketing expenses decreased by 17.1%, or €40.2m, to €194.8m for the twelve months ended 31 December 2024 from €234.9m in 2023. As a percentage of sales, the selling and marketing expenses increased by 100 bps following the decline in sales of 20%.

Distribution and infrastructure expenses (3.4% of sales compared to 2.9% prior year)

Distribution and infrastructure expenses decreased by 5.8%, or €1.3m, to €20.5m for the twelve months ended 31 December 2024 from €21.8m for the same period last year. The increase in relative terms is mainly related to fixed cost elements of distribution hubs increasing as percent of lower sales.

Administrative expenses (29.3% of sales compared to 28.4% prior year)

Administrative expenses decreased by 16.9%, or €36.0m, to €177.0m for the twelve months ended 31 December 2024 from €213.0m the same period last year. The significant decrease in administrative expenses was primarily driven by lower staff costs, followed by an overall decline across all categories, including IT & communications, travel expenses and professional fees. As a percentage of sales, the adjusted administrative expenses were slightly higher by 90 bps since the decrease in sales was higher than the drop in administrative expenses.

Net financing costs (13.8% of sales compared to 11.3% prior year)

Net financing costs decreased by €1.6m to €83.5m for the twelve months ended 31 December 2024 from €85.1m for the same period in 2023. The decline is due to lower net unrealised foreign exchange losses compared to 2023 which was offset by a bond interest increase of €5.3m compared to the prior year, mainly due to the disposal of the interest rate swaps in 2024 which made the bonds' interests unhedged.

Adjusted income tax expenses (€11.0m compared to €19.4m prior year)

The tax expense for the twelve months ended 31 December 2024 was lower by €8.3m mainly due to lower derecognition of deferred tax assets during the year compared to 2023.

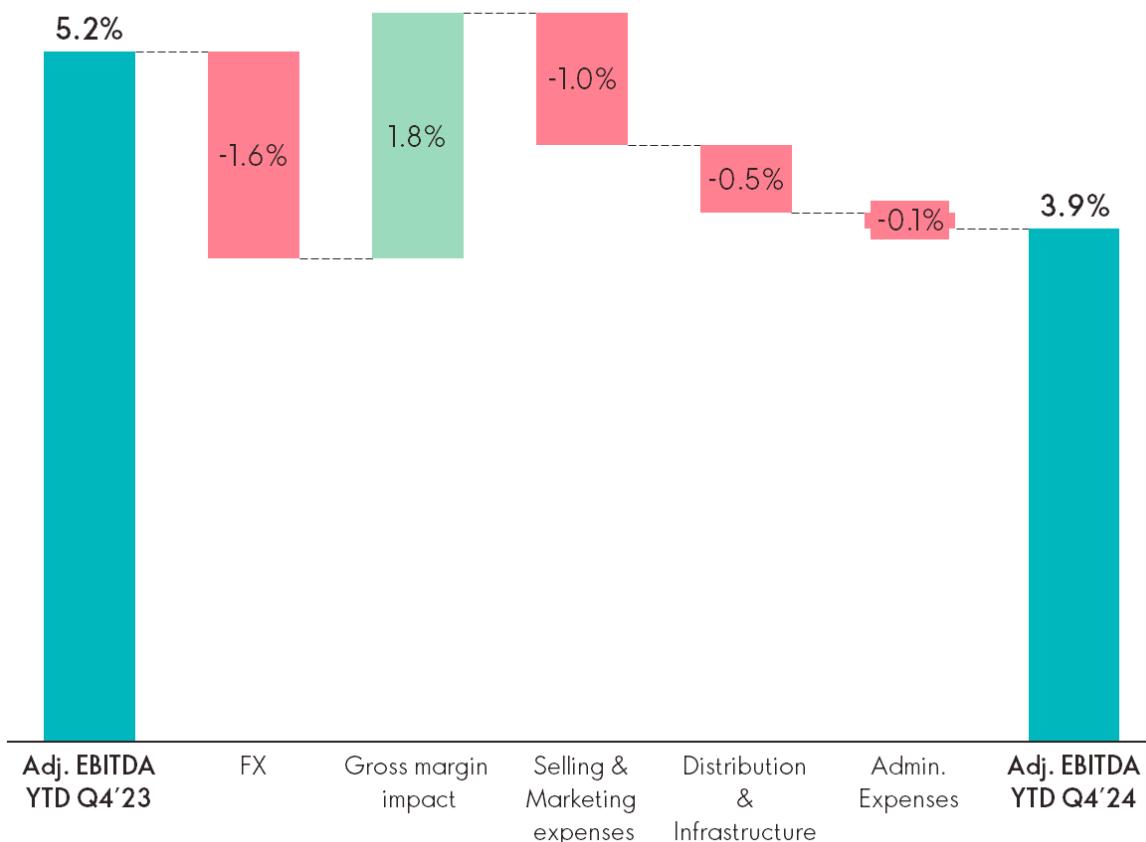


Adjusted EBITDA

"Adjusted" figures exclude non-recurring and purchase price allocation (PPA) related items. For additional information refer to the condensed consolidated income statements on pages 16 and 17.

Adjusted EBITDA decreased by 40.2%, or €15.7m, to €23.3m for the twelve months ended 31 December 2024 from €39.0m for the same period in 2023. The EBITDA margin decreased primarily due to lower sales, negative FX impacts and other expenses, despite lower than last year, decreasing less than the sales decline. The adjusted EBITDA margin was 3.9% compared to 5.2% the same period last year.

ADJUSTED EBITDA MARGIN VS. PRIOR YEAR





Cash flow three months ended 31 December 2024

"Adjusted" figures exclude non-recurring and purchase price allocation (PPA) related items. For additional information refer to the condensed consolidated income statements on pages 16 and 17.

Cash position

The quarter ended with a cash balance of €62.0m compared to €57.0m at the start of the quarter.

Adjusted cash flow before financing activities

Adjusted cash flow before financing activities was €0.0 in the three months ended 31 December 2024 compared to €43.3m for the same period in 2023.

During the period, the adjusted EBITDA of €5.3m and a €1.0m positive shift in net working capital, partly driven by improvements in receivables and payables mitigating a slight increase in inventories, were offset by payments for lease interests and liabilities, as well as investing cash outflows.

In the same period prior year, the favourable outcome of €43.3m was largely driven by significant improvements in working capital amounting to €41.2m, supported by initiatives to reduce inventory levels, enhance trade receivables recovery, and optimise payment terms for payables.

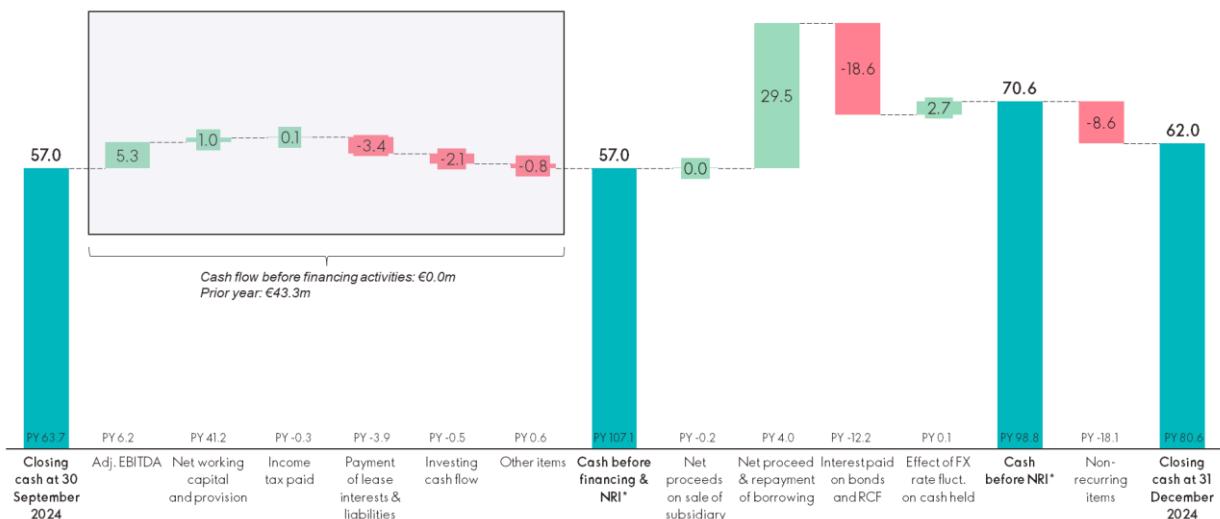
Adjusted cash flow from financing activities excluding leasing and other interest paid

Adjusted cash flow from financing activities excluding leasing (payment of lease liabilities and interest paid on lease liabilities) and other interest paid for the three months ended 31 December 2024 amounted to €10.9m, compared to €-8.2m for the same period in 2023.

During the quarter, the adjusted favourable balance of €10.9m was mainly attributed to the drawdown of the RCF amounting to €29.5m. This inflow was partially offset by outflows related to interest payments on both bonds and the RCF, which reached €18.6m.

The difference compared to the prior year period is primarily due to a lower RCF drawdown of €4.0m, offset by reduced interest payments on bonds and RCF which benefited from the effectiveness of the interest rate swaps still in place in 2023.

Cash flow development – Quarter 4, 2024 (€m)



*NRI = Non-recurring items



Cash Flow twelve months ended 31 December 2024

"Adjusted" figures exclude non-recurring and purchase price allocation (PPA) related items. For additional information refer to the condensed consolidated income statements on pages 16 and 17.

Cash position

The quarter ended with a cash balance of € 62.0m compared to €80.6m at year-end 2023.

Adjusted cash flow before financing activities

For the twelve months ended 31 December 2024 the adjusted cash flow before financing activities amounted to €-21.7m compared to €11.6m for the same period in 2023.

The EBITDA of €23.3m during the year did not fully offset the negative cash flow impact, primarily driven by net working capital movements (€-14.3m), lease liabilities and interest payments (€-15.8m) and income tax paid (€-9.7m). The net working capital movement was negative for the year, largely due to reduced activity affecting the payables side.

Compared to prior year the decline was primarily due to a lower EBITDA and changes in net working capital, which was positive in 2023 thanks to measures taken to reduce inventory levels, improve trade receivables recovery, and optimise the management of payment terms for trade and other payables.

Net proceeds from sale of a subsidiary

Net proceeds from sale of a subsidiary contributed to a positive cash balance of €3.5m following the successful completion of the sale of Oriflame Property Investments in Poland during the second quarter of 2024 (€25.4m during the second quarter of 2023 from the sale of Cetes Cosmetics Russia).

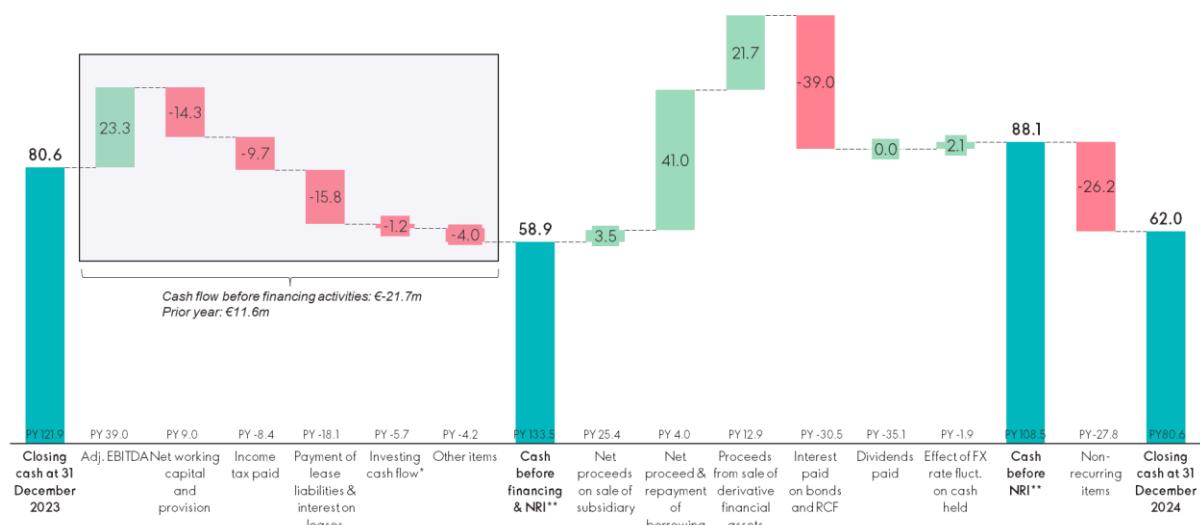
Adjusted cash flow from financing activities excluding leasing and other interest paid

For the twelve months period ended 31 December 2024 the adjusted cash flow from financing activities excluding leasing (payment of lease liabilities and interest paid on lease liabilities) and other interest paid amounted to €23.6m compared to a cash outflow of €-48.6m in the same period in 2023.

This positive variance is primarily explained by proceeds from disposal of derivative financial assets generating a total cash inflow of €24.0m (€21.7m recognised as "proceeds from sale of derivative financial assets and €2.4m within "interest paid on bonds and RCF") and the net drawdown on the RCF of €41.0m offset by the payment of interests on bonds and RCF of €-39.0m.

In 2023, the interests paid on the bonds and RCF amounted to €30.5m and dividends were settled for a total of €35.1m. These cash outflows were offset by an amount of €12.9m received from the sale of derivative financial assets and by a €4.0m RCF drawdown.

Cash flow development – Year to date 2024 (€m)



* Excluding "netproceeds on sale of a subsidiary" / ** NRI = Non-recurring items



Funding and financial position

As of 31 December 2024, total debt amounted to €852.5m (€784.1m as of 31 December 2023), secured debt amounted to €824.4m (€751.7m), net secured debt amounted to €762.4m (€671.1m). Net Secured Debt ratio was 32.7 (17.2) where the increase is mainly driven by the lower rolling 12 months EBITDA (€23.3m) versus the previous period (€39.0m).

Oriflame's long-term debt as of 31 December 2024 amounted to €779.4m excluding capitalised front-end fees. It consists of €250m Floating Rate Senior Secured Notes due 2026 (the "Euro Notes") and \$550m Senior Secured Notes (the "Dollar Notes") due 2026. The Euro Notes bear interest at a rate of the sum of (i) three-month EURIBOR (with 0% floor) reset quarterly, plus (ii) 4.25% fixed per annum. The Dollar Notes bear interest at a rate of 5.125% per annum. During the second quarter, the interest rate swaps were terminated, effectively leaving the debt unhedged going forward. The unwinding of the interest rate swaps generated a cash inflow of €24.0m, of which €21.7m, corresponding to the mark to market value of the interest rate swaps, were booked in other comprehensive income. This amount is going to be released gradually into the profit and loss account and will mitigate the interest expenses on the Notes until the maturity of the debt or until it is repaid.

As of 31 December 2024, €45.0m from the RCF was drawn down (€4.0m) and the cash and cash equivalents amounted to €62.0m (€80.6m). The current corporate and notes ratings are respectively CCC-/CC from Fitch and CCC/CCC from S&P Global. The company complied with all its covenants related to the outstanding debt as of 31 December 2024.

31 December 2024	€ Note	\$ Note	Revolving Credit Facility
Total amount	€250m	\$550m	€100m
Interest rate	3 months Euribor + 4.25%	5.125%	Euribor +200-300 bps
Maturity	May 2026	May 2026	October 2025
RCF drawdown			€45.0m

Brand and Innovation

Continued focus on portfolio optimisation, implementation started during the quarter. New marketing campaign developed "Make Oriflame part of your beauty routine", to be rolled out in the beginning of 2025.

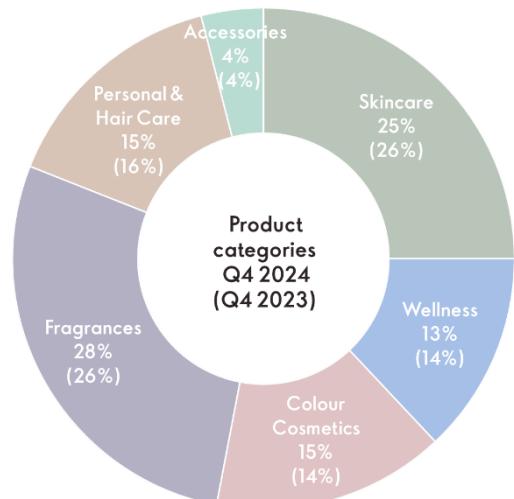
Skincare had another challenging quarter with out-of-stock issues for best sellers in some markets. Novage+ and Waunt showed positive development.

Fragrances continued to increase its share of sales and was the largest sales category in the quarter, with premium brands delivering strong results. Around 20 markets showed growth in the category. The Giordani Gold brand remained the largest driver.

The development in **Colour Cosmetics** in the fourth quarter continued its positive trend, delivering the strongest quarterly results of the year. The Hidden Gems collection with THE ONE Glitter lipstick as the main product and the LL Wonderlash performed well. The Lip sector continued to outperform within the category.

In **Wellness**, the launch of a Wellosophy skin care range was well received. Personalised wellness packs on subscription test is ongoing in Spain.

Personal Care declined and the **Hair Care** category underperformed during the quarter. A revision of campaign focus allocation and newness boost in 2025 is in progress to stabilise the category.





Digital H2 2024

During the second half of 2024, more than 99% of orders were placed through the website or mobile app. Mobile devices continued to be the major source of both visitor sessions (85%) and orders (69%). The Oriflame App global rollout activities now also include the new markets launched during the second half of 2024, representing close to one third of global order volumes. Payments processed online surpassed 50%, further reducing credit risk and administration overhead as well as improved convenience for Members and Brand Partners.

During the year the main focus was on continued implementation and refinement of the Business Community Model (BCM), including development of new modules to support member acquisition, sales and business growth activities within the salesforce.

Another significant leap forward during the period was the continued implementation of the Salesforce Marketing Cloud. The company's CRM platform now covers 47 markets, supporting the business globally through personalised customer engagement, efficient campaign management and increased loyalty.

The company continued to explore AI opportunities within the digital services offering with good results. Since earlier several translation and localization processes are facilitated or automated by AI, and more recently these activities expanded to include also video localization and AI generated, personalised captions provided to Brand Partners when posting in their social channels.

App users:

Q3

Oriflame App 694,000 monthly active users

Business App: 194,000 monthly active users

Q4

Oriflame App 707,000 monthly active users

Business App: 207,000 monthly active users

Sustainability – H2 2024

During the second half of 2024, in preparation for the **Corporate Sustainability Reporting Directive (CSRD)**, focused **Double Materiality Assessment sessions** were held across the business. The outputs enable Oriflame to robustly determine material environmental and social risks, impacts and opportunities, and to reflect this in the **Sustainability Strategy** during 2025. The company's opportunities for emission reduction were reviewed and mapped, as a climate transition plan. The 2023 Carbon Disclosure Project (CDP) reporting was completed during the second half of 2024.

Oriflame continued to launch sustainable products that are Performing, Safe, and Responsible such as: **Wellosophy Skincare** range – certified with The Vegan Society™, with >91% natural origin ingredients, and without parabens, talc, SLES, mineral oils. **Novage + Proceuticals 20% Vitamin C capsules** with plant based biodegradable capsules. The **Feminelle** and the **North for Men** ranges were relaunched formulated to be biodegradable. The **Tender Care Multi-purpose balm with Cocoa Butter** with 99.9% natural origin ingredients. By the end of Q4 2024, there were more than **150 vegan-certified products across the full portfolio**, and 100% of the rinse-off products launched were formulated to be biodegradable.



Other

The full report is available on Oriflame's investor website: <https://corporate.oriflame.com/investors/financial-reports/>.

Conference call for the financial community

The company will host a conference call on the fourth quarter results and on the Recapitalisation update on Tuesday 18 March 2025 at 15.30 CET.

The presentation of the fourth quarter results by Anna Malmhake, CEO and President, and Carl Rogberg, CFO will be available on the website after the conference call.

Participant access numbers:

Sweden: +46 (0)8 5051 0031

United Kingdom: +44 (0) 207 107 06 13

United States: +1 (1) 631 570 56 13

Denmark: +45 3 272 7526

Finland: +358 94 245 0051

The conference call will also be audio web cast in "listen-only" mode through Oriflame's website: www.oriflame.com or through the following link <https://creo-live.creomediamanager.com/34eafe08-b10c-483a-9a0d-01d9b4577844>

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Financial calendar for 2025

The financial reporting dates during 2025 will be communicated when available.

For further information, please contact: **Janice Wood, IR@oriflame.com**



Definitions

Adjusted EBITDA

Operating profit before financial items, taxes, depreciation and amortisation, excluding non-recurring items and purchase price allocation items.

Adjusted gross profit

Gross profit excluding purchase price allocation items.

Adjusted net profit

Net profit excluding non-recurring items and purchase price allocation items.

Adjusted operating profit

Operating profit excluding non-recurring items and purchase price allocation items.

Adjusted Cash flow before financing activities

Adjusted Cash flow from operating activities less cash flow used in investing activities (excluding net proceeds on sale of a subsidiary), payment of lease liabilities, interest paid on leases and other interest and other financial charges paid.

Independent Brand Partners

Independent Brand Partners (also referred as Brand Partners) correspond to registered actives who are eligible to benefit and earn from the Oriflame Success Plan (business/commission plan).

Members

Members are all Independent Brand Partners and online customers who have placed at least one order within the last three months.

Net Secured Debt ratio

Secured Debt less cash and cash equivalents divided by Adjusted EBITDA.

Secured Debt

Non-current and current interest-bearings loans secured by a Lien, excluding front end fees (Senior Secured Notes and Revolving Credit facility).

Total debt

Non-current and current interest-bearings loans (excluding front end fees), bank overdraft and lease liabilities.



Quarterly Figures

"Adjusted" figures exclude non-recurring and purchase price allocation (PPA) related items. For additional information refer to the condensed consolidated income statements on pages 16 and 17.

Financial summary, €m	Q3'23	Q4'23	Q1'24	Q2'24	Q3'24	Q4'24
Sales	161.7	199.1	156.5	148.2	130.8	168.7
Adj. Gross margin	65.7%	58.4%	64.9%	66.9%	65.8%	63.5%
Adj. EBITDA	4.1	6.2	6.7	6.0	5.4	5.3
Adj. EBITDA margin	2.5%	3.1%	4.3%	4.0%	4.2%	3.1%
Adj. Operating profit	-1.7	0.3	0.9	0.4	0.2	0.1
Adj. Operating margin	-1.1%	0.1%	0.6%	0.3%	0.2%	0.1%
Adj. Net profit	-54.2	-19.6	-24.3	-19.2	6.9	-54.0
Adj. Cash flow from op. activities	-6.9	47.9	-1.0	2.1	-10.9	5.6
Adj. Cash flow before financing activities	-13.9	43.3	-6.0	-2.8	-13.0	0.0
Cash flow used in investing activities	-2.4	-0.7	-0.7	2.5	2.6	-2.1
Cash and cash equivalents	63.7	80.6	57.3	78.3	57.0	62.0
Total debt	803.6	784.1	789.0	808.4	783.4	852.5
Secured debt	769.2	751.7	758.7	779.3	756.7	824.4
Net Secured Debt ratio	10.0	17.2	24.3	30.6	28.9	32.7
Sales, €m	Q3'23	Q4'23	Q1'24	Q2'24	Q3'24	Q4'24
Latin America	30.3	27.7	24.7	22.8	21.0	20.2
Europe & CIS	81.8	111.0	81.0	80.4	67.8	94.9
Asia	30.9	36.2	30.2	28.0	25.0	31.4
Türkiye & Africa	13.1	13.7	11.1	11.2	10.1	11.8
Manufacturing	4.2	9.0	8.1	4.5	5.1	8.7
Other	1.4	1.5	1.4	1.4	1.6	1.6
Oriflame	161.7	199.1	156.5	148.2	130.8	168.7
€ Sales growth in %	Q3'23	Q4'23	Q1'24	Q2'24	Q3'24	Q4'24
Latin America	-9%	-19%	-20%	-25%	-31%	-27%
Europe & CIS	-28%	-29%	-27%	-15%	-17%	-14%
Asia	-36%	-22%	-24%	-22%	-19%	-13%
Türkiye & Africa	-27%	-28%	-28%	-26%	-23%	-14%
Oriflame	-26%	-25%	-25%	-19%	-19%	-15%
Adjusted EBITDA, €m	Q3'23	Q4'23	Q1'24	Q2'24	Q3'24	Q4'24
Latin America	2.1	1.8	4.1	4.8	5.6	2.7
Europe & CIS	9.2	14.8	13.1	10.8	10.0	10.7
Asia	0.6	1.4	-0.6	-0.1	-0.8	-1.0
Türkiye & Africa	1.6	2.0	1.6	1.2	1.3	0.8
Manufacturing	2.0	1.0	2.7	3.0	5.6	5.7
Other	-11.5	-14.9	-14.3	-13.8	-16.3	-13.6
Oriflame	4.1	6.2	6.7	6.0	5.4	5.3
Adjusted EBITDA margin, %	Q3'23	Q4'23	Q1'24	Q2'24	Q3'24	Q4'24
Latin America	6.9%	6.5%	16.8%	21.1%	26.4%	13.3%
Europe & CIS	11.3%	13.3%	16.2%	13.4%	14.8%	11.2%
Asia	1.9%	3.9%	-1.9%	-0.4%	-3.1%	-3.3%
Türkiye & Africa	12.4%	14.9%	14.5%	10.8%	12.7%	7.1%
Oriflame	2.5%	3.1%	4.3%	4.0%	4.2%	3.1%
Members, '000 (as of end of quarter)	Q3'23	Q4'23	Q1'24	Q2'24	Q3'24	Q4'24
Latin America	182	171	149	143	148	132
Europe & CIS	834	956	872	766	779	904
Asia	356	371	331	296	326	394
Türkiye & Africa	167	169	156	152	128	156
Oriflame	1,538	1,668	1,507	1,356	1,382	1,587



Condensed consolidated income statements

Three months ended 31 December

€'000	2024	Non-recurring items*	PPA items**	Adjusted		Non-recurring items*	PPA items**	Adjusted
				2024	2023			
Sales	168,729			168,729	199,070			199,070
Cost of sales	-63,720	2,203		-61,517	-83,120	297		-82,823
Gross profit	105,009	2,203	-	107,212	115,950	297	-	116,247
Selling and marketing expenses	-55,596	109		-55,487	-57,804	100		-57,704
Distribution and infrastructure	-6,864	670		-6,194	-5,456			-5,456
Administrative expenses	-450,327	6,651	398,289	-45,387	-311,450	8,592	250,066	-52,792
Operating profit / loss (-)	-407,777	9,632	398,289	144	-258,761	8,989	250,066	294
Financial income	2,946			2,946	12,168			12,168
Financial expenses	-55,516	5,694		-49,822	-19,916			-19,916
Net financing costs	-52,570	5,694	-	-46,876	-7,748	-	-	-7,748
Net gain on disposal of a subsidiary	-			-	-169			-169
Gain / Loss (-) from associates	66			66	-47			-47
Loss before tax	-460,281	15,327	398,289	-46,666	-266,725	8,989	250,066	-7,670
Income tax credit / expense (-)	51,251	-163	-58,425	-7,338	-37,160	-1,243	26,514	-11,890
Net loss	-409,031	15,164	339,863	-54,003	-303,885	7,746	276,579	-19,560

* Non-recurring items cover:

2024: Restructuring costs, refinancing costs, reorganisational costs and other one-off costs

2023: Restructuring costs and employee related costs

** Purchase Price Allocation (PPA) items cover the income statement impact from the purchase price allocation on the 2019 business combination.

These elements are excluded to normalise the performance of the Group. The amount of €398.3m recognised in the fourth quarter of 2024 corresponds to the brand impairment (see note 3). During the fourth quarter of 2023, the amount of €250.1m included an impairment of €230.7m on the goodwill, an impairment of €17.5m on the brand and €1.9m amortisation of newly identified intangible assets during the PPA.

For additional information refer to the document "Purchase Price Allocation – summary" available on the investors page or through the following link:

https://vp233.alertir.com/sites/default/files/report/oriflame_purchase_price_allocation_summary.pdf?v2assets.
As of 30 June 2024, all intangible assets identified during the PPA with definite useful life were amortised.



Condensed consolidated income statements

Twelve months ended 31 December

€'000	2024	Non-recurring items*		PPA items**	Adjusted 2024	2023	Non-recurring items*		PPA items**	Adjusted 2023
		2024	2023				2024	2023		
Sales	604,209				604,209	750,936				750,936
Cost of sales	-212,417	2,194			-210,223	-266,647	297			-266,350
Gross profit	391,792	2,194		-	393,986	484,289	297		-	484,587
Selling and marketing expenses	-195,105	318			-194,787	-235,047	100			-234,947
Distribution and infrastructure	-21,198	670			-20,528	-20,623	-1,168			-21,791
Administrative expenses	-589,442	10,421	402,042		-176,980	-503,696	34,977	255,695		-213,024
Operating profit / loss (-)	-413,953	13,602	402,042		1,691	-275,077	34,206	255,695		14,825
Financial income	21,247				21,247	32,880				32,880
Financial expenses	-110,413	5,694			-104,719	-117,937				-117,937
Net financing costs	-89,166	5,694		-	-83,472	-85,057			-	-85,057
Net gain on disposal of a subsidiary	2,217				2,217	7,878				7,878
Gain / Loss (-) from associates	65				65	-87				-87
Loss before tax	-500,837	19,296	402,042		-79,500	-352,343	34,206	255,695		-62,442
Income tax credit / expense (-)	48,448	-505	-58,988		-11,045	-42,141	-3,182	25,969		-19,354
Net loss	-452,389	18,791	343,053		-90,545	-394,484	31,025	281,664		-81,795

* Non-recurring items cover:

2024: Restructuring costs, refinancing costs, reorganisational costs, impairment of property, plant and equipment (see note 5) and other one-off costs

2023: Restructuring costs and employee related costs

** Purchase Price Allocation (PPA) items cover the income statement impact from the purchase price allocation on the 2019 business combination.

These elements are excluded to normalise the performance of the Group. In 2024, the amount of €402.0m included an impairment of €398.3m on the brand and €3.8m amortisation of newly identified intangible assets during the PPA (fully amortised as of 30 June 2024).

In 2023, an impairment of €230.7m on the goodwill and an impairment of €17.5m on the brand were recognised, as was an amortisation of €7.5m of newly identified intangible assets during the PPA.

For additional information refer to the document "Purchase Price Allocation – summary" available on the investors page or through the following link:

https://vp233.alertir.com/sites/default/files/report/oriflame_purchase_price_allocation_summary.pdf?v2assets.



Condensed consolidated statements of comprehensive income

€'000	three months ended 31 December		twelve months ended 31 December	
	2024	2023	2024	2023
Net loss	-409,031	-303,885	-452,389	-394,484
Other comprehensive income				
<i>Items that will not be reclassified subsequently to profit or loss:</i>				
Remeasurements of net defined liability, net of tax	-466	-1,422	-466	-1,482
Total items that will not be reclassified subsequently to profit or loss	-466	-1,422	-466	-1,482
<i>Items that are or may be reclassified subsequently to profit or loss:</i>				
Foreign currency translation differences for foreign operations	-538	2,943	4,123*	-20,569*
Cash flow hedges – effective portion of changes in fair value, net of tax	-3,017	7,350	-4,006	26,682
Total items that are or may be reclassified subsequently to profit or loss	-3,556	10,293	117	6,113
Other comprehensive income, net of tax	-4,022	8,871	-349	4,631
Total comprehensive income	-413,052	-295,013	-452,738	-389,854

* In 2024, an amount of €0.7m was reclassified to the income statement following the sale of Oriflame Property Investments SP z.o.o. in Poland. In 2023, the amount reclassified to the income statement amounted to €7.8m following the sale of Cetes Cosmetics LLC, Russia. See note 5.



Condensed consolidated statements of financial position

€'000	31 December 2024	31 December 2023
Assets		
Property, plant and equipment	38,930	42,121
Right-of-use assets	26,717	30,675
Intangible assets	3 135,988	538,016
Investment in associates	67	1
Deferred tax assets	13,497	17,320
Other long-term receivables	5,251	4,599
Derivative financial assets	4 -	26,521
Total non-current assets	220,450	659,253
Inventories	91,776	90,449
Trade and other receivables	40,628	39,400
Tax receivables	10,584	13,645
Prepaid expenses	10,513	13,528
Derivative financial assets	-	30
Cash and cash equivalents*	61,989	80,166
Assets held for sale	5 370	8,619
Total current assets	215,862	245,837
Total assets	436,312	905,090
Equity		
Share capital	653,081	653,081
Reserves	-6,169	-6,286
Retained earnings	-1,240,016	-787,161
Total equity	-593,104	-140,366
Liabilities		
Interest-bearing loans	6 775,187	740,206
Employee benefits	4,837	4,344
Lease liabilities	19,463	21,034
Other long-term liabilities	1,897	1,924
Provisions	4,778	2,582
Deferred tax liabilities	17,339	76,128
Total non-current liabilities	823,501	846,219
Current portion of interest-bearing loans	6 45,000	4,000
Lease liabilities	8,593	11,357
Trade and other payables	77,558	76,242
Contract liabilities	7,384	6,980
Tax payables	5,962	10,672
Accrued expenses	57,970	72,109
Derivative financial liabilities	80	302
Provisions	3,369	15,073
Liabilities directly associated with assets held for sale	5 -	2,502
Total current liabilities	205,916	199,237
Total liabilities	1,029,416	1,045,456
Total equity and liabilities	436,312	905,090

* Cash & cash equivalents including cash in assets held for sale



Condensed consolidated statements of changes in equity

€'000	Share capital	Reserves	Retained earnings	Total Equity
At 1 January 2023	653,081	-12,398	-356,133	284,549
Net loss			-394,484	-394,484
Other comprehensive income, net of tax		6,113	-1,482	4,631
Total comprehensive income for the period	-	6,113	-395,967	-389,854
Dividends			-35,062	-35,062
Total contributions and distributions			-35,062	-35,062
At 31 December 2023	653,081	-6,286	-787,161	-140,366

€'000	Share capital	Reserves	Retained earnings	Total Equity
At 1 January 2024	653,081	-6,286	-787,161	-140,366
Net loss			-452,389	-452,389
Other comprehensive income, net of tax		117	-466	-349
Total comprehensive income	-	117	-452,855	-452,738
At 31 December 2024	653,081	-6,169	-1,240,016	-593,104



Condensed consolidated statements of cash flows – three months ended 31 December

€'000	2024		2024		2023		2023 Adjusted
	Non-recurring items	Purchase Price allocation items	Adjusted	2023	Non-recurring items	Purchase Price allocation items	
Operating activities							
Loss before tax	-460,281	15,327	398,289	-46,666	-266,725	8,989	250,066
Adjustments for:							-7,670
Depreciation of property, plant and equipment and right-of-use assets	5,093			5,093	5,960	-240	5,720
Amortisation of intangible assets	50			50	2,037		-1,876
Impairment	3	398,289	-398,289	-	248,190		-248,190
Change in fair value of borrowings and derivatives financial instruments	-1			-1	3,211		3,211
Deferred income	1,549			1,549	1,118		1,118
Gain on sale of derivative financial assets	-			-	12,945*		12,945*
Unrealised exchange rate differences	33,163			33,163	-17,843		-17,843
Profit on disposal of property, plant and equipment, intangible assets, leased assets	-43			-43	-317		-317
Net gain on sale of subsidiary	-			-	169		169
Loss from associates, net of tax	-66			-66	47		47
Interest and other financial income	-2,933			-2,933	-7,927		-7,927
Interest and other financial expense	19,903	-5,694		14,208	17,042		17,042
	-5,279	9,632	-	4,354	-2,093	8,749	-
Decrease in trade and other receivables, prepaid expenses	372	742		1,114	3,951	-	3,951
Increase (-) / Decrease in inventories	-1,138			-1,138	35,144		35,144
Increase in trade and other payables, accrued expenses	3,632	-3,159		474	2,045	351	2,396
Increase / Decrease (-) in provisions	2,010	-1,501		509	-9,305	9,033	-272
Cash generated from operations	-402	5,715		5,313	29,742	18,133	
Interest received	225			225	344		344
Income taxes paid (-) / received	91			91	-331		-331
Cash flow from operating activities	-87	5,715	-	5,628	29,754	18,133	-
							47,888

* Accounting impact reassessment during Q4'23 – The gain of €12.9m from the sale of the currency exchange (FX) element of the cross-currency interest rate swaps (CCIRS) was reclassified from P&L to Other Comprehensive Income (OCI). It will remain in the OCI until the repayment of the \$550 million bonds



Condensed consolidated statements of cash flows – three months ended 31 December (continued)

€'000	2024			2024 Adjusted	2023			2023 Adjusted
		Non-recurring items	Purchase Price allocation items			Non-recurring items	Purchase Price allocation items	
Cash flow from operating activities	-87	5,715	-	5,628	29,754	18,133	-	47,888
Investing activities								
Proceeds on sale of property, plant and equipment, intangible assets and investment properties	109			109	366			366
Purchases of property, plant, equipment	-2,028			-2,028	-850			-850
Purchases of intangible assets	-153			-153	-27			-27
Net proceeds on sale of a subsidiary	-			-	-169			-169
Cash flow used in investing activities	-2,071	-	-	-2,071	-680	-	-	-680
Financing activities								
Proceeds from borrowings	6	29,500		29,500	4,000			4,000
Interest and other financial charges paid	-22,271	2,858		-19,413	-13,048			-13,048
Payment of lease liabilities	-2,754			-2,754	-3,171			-3,171
Cash flow from / used in (-) financing activities	4,475	2,858	-	7,333	-12,219	-	-	-12,219
Change in cash and cash equivalents								
Cash and cash equivalents at the beginning of the period net of bank overdrafts	56,984			56,984	63,734			63,734
Effect of exchange rate fluctuations on cash held	2,688			2,688	56			56
Cash and cash equivalents at the end of the period, net of bank overdrafts	61,989	8,573	-	70,563*	80,645	18,133	-	98,778*
Cash reclassified to assets held for sale	-			-	-479			-479
Cash and cash equivalents at 31 December (as reported)	61,989	8,573	-	70,563*	80,166	18,133	-	98,299*

* Represents the cash that Oriflame would have had without the non-recurring items at the end of the period (without considering impacts in previous periods).



Condensed consolidated statements of cash flows – twelve months ended 31 December

€'000	2024		2024		2023		2023	
		Non-recurring items	Purchase Price allocation items	Adjusted		Non-recurring items	Purchase Price allocation items	Adjusted
Operating activities								
Loss before tax	-500,837	19,296	402,042	-79,500	-352,343	34,206	255,695	-62,442
Adjustments for:								
Depreciation of property, plant and equipment and right-of-use assets	21,251			21,251	24,448	-960		23,488
Amortisation of intangible assets	4,149		-3,753	396	8,201		-7,505	696
Impairment	3 / 5	399,704	-1,416	-398,289	-	248,190		-248,190
Change in fair value of borrowings and derivatives financial instruments	5,081			5,081	6,256			6,256
Deferred income	256			256	-654			-654
Unrealised exchange rate differences	32,682			32,682	39,156			39,156
Profit on disposal of property, plant and equipment, intangible assets, leased assets	-314			-314	-1,814	641		-1,174
Net gain on sale of subsidiary	5	-2,217		-2,217	-7,878			-7,878
Loss from associates, net of tax	-65			-65	87			87
Interest and other financial income	-21,077			-21,077	-32,676			-32,676
Interest and other financial expense	67,934	-5,694		62,240	69,043			69,043
	6,547	12,186	-	18,734	16	33,887	-	33,903
Decrease in trade and other receivables, prepaid expenses	261	484		746	14,818			14,818
Increase (-) / Decrease in inventories	-2,442			-2,442	29,465			29,465
Decrease in trade and other payables, accrued expenses	-13,802	2,348		-11,454	-31,959	-2,350		-34,309
Increase / Decrease (-) in provisions	-9,470	8,274		-1,197	2,768	-3,710		-941
Cash generated from operations	-18,906	23,293	-	4,387	15,108	27,827	-	42,935
Interest received	1,119			1,119	1,229			1,229
Income taxes paid	-9,678			-9,678	-8,434			-8,434
Cash flow from / used in (-) operating activities	-27,465	23,293	-	-4,172	7,903	27,827	-	35,730



Condensed consolidated statements of cash flows – twelve months ended 31 December (continued)

€'000	2024			2024 Adjusted			2023 Adjusted
		Non-recurring items	Purchase Price allocation items		2023	Non-recurring items	
Cash flow from / used in (-) operating activities	-27,465	23,293	-	-4,172	7,903	27,827	-
Investing activities							
Proceeds on sale of property, plant and equipment, intangible assets and investment properties	5	3,960		3,960	1,784		1,784
Purchases of property, plant, equipment		-4,718		-4,718	-7,416		-7,416
Purchases of intangible assets		-458		-458	-75		-75
Net proceeds on sale of a subsidiary	5	3,494		3,494	25,450		25,450
Cash flow from investing activities	2,278	-	-	2,278	19,743	-	19,743
Financing activities							
Proceeds from borrowings	6	45,000		45,000	4,000		4,000
Repayment of borrowings		-4,000		-4,000	-		-
Interest and other financial charges paid		-45,116	2,858	-42,258	-34,308		-34,308
Proceeds from disposal of derivative financial assets	4	21,668		21,668	12,945		12,945
Payment of lease liabilities		-13,114		-13,114	-14,652		-14,652
Dividends paid		-		-	-35,062		-35,062
Cash flow from / used in (-) financing activities	4,437	2,858	-	7,295	-67,077	-	-67,077
Change in cash and cash equivalents	-20,750	26,151	-	5,401	-39,432	27,827	-
Cash and cash equivalents at the beginning of the period net of bank overdrafts		80,645		80,645	121,936		121,936
Effect of exchange rate fluctuations on cash held		2,094		2,094	-1,859		-1,859
Cash and cash equivalents at the end of the period, net of bank overdrafts	61,989	26,151	-	88,140*	80,645	27,827	-
Cash reclassified to assets held for sale		-		-	-479		-479
Cash and cash equivalents at 31 December (as reported)	61,989	26,151	-	88,140*	80,166	27,827	107,993*

* Represents the cash that Oriflame would have had without the non-recurring items at the end of the period (without considering impacts in previous periods).



Notes to the unaudited condensed consolidated financial statements of Oriflame Holding Limited

1 Status and principal activity

Oriflame Holding Limited (the "Company") is a holding company incorporated under the laws of Jersey on 20 May 2019 with a registration number 129092 and registered office address of 47 Esplanade, St Helier, Jersey JE1 OBD. The principal activity of the Company's subsidiaries is the sale of cosmetics. The unaudited condensed consolidated financial statements of the Company as at and for the twelve months ended 31 December 2024 comprise the Company and its subsidiaries (together referred to as the "Group").

2 Basis of preparation and summary of material accounting policies

Statement of compliance

The unaudited condensed consolidated financial statements for the twelve months period ended 31 December 2024 have been prepared by management in accordance with the measurement and recognition principles of IFRS and should be read in conjunction with the published consolidated financial statements of the Group as at and for the year ended 31 December 2023.

The unaudited condensed consolidated financial statements were authorised for issue by the Directors on 17 March 2025.

Change in material accounting policies, use of judgements and estimates

In preparing these unaudited condensed consolidated financial statements, management has made judgements and estimates that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

The significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those described in the last annual financial statements.

The accounting policies applied in these unaudited condensed consolidated financial statements are the same as those applied in the Group's consolidated financial statements as at and for the year ended 31 December 2023. Other new or amended IFRS standards which became effective January 2024 have had no material effect on the Group's financial statements.

Going concern

Throughout 2024, the Group proactively explored options to address its capital structure and evaluate potential recapitalisation opportunities to restructure the Notes and the existing Revolving Credit Facility (RCF) which mature in May 2026 and October 2025, respectively. On 17 March 2025, the Company, the shareholders and a consortium of bondholders representing more than 80% of the outstanding Notes debt have reached an agreement, which will significantly reduce the Group's existing debt and interest costs, as well as inject additional capital into the Group (the "Recapitalisation"). The Recapitalisation is conditional on extending the existing Revolving Credit Facility (RCF). Please refer to the separate announcement published on 18 March 2025 for more details on the Recapitalisation.

Although the Company is facing uncertainties as to its ability to continue as a going concern due to the Company's challenging results during the past couple years and current liquidity, management believes that such uncertainties will be significantly reduced by the Recapitalisation and by the measures taken to drive positive business performance.



3 Intangible assets

During the fourth quarter of 2024, the annual impairment test was performed on the Brand. It resulted in an impairment loss of €398.3m. The carrying amount of the Brand was €130.5m after recognising the reduction. The reason for the impairment is due to the sales decline in 2024, which implied a lower forecast outlook versus the previous valuation done prior year and the usage of a higher discount rate (24.1% versus 17.7% prior year) to account for the uncertainty in the current challenging environment and sales projections. The total impairment loss was recognised within administrative expenses and excluded from the adjusted results.

In 2023, the annual impairment test performed on the Brand and Goodwill resulted in an impairment loss of €230.7m on the goodwill, which was fully impaired, and an impairment loss of €17.5m.

Assumptions used	31 December	31 December
	2024	2023
Discount rate	24.1%	17.7%
Terminal value growth rate	3.5%	3.7%

4 Derivative financial assets

All derivative financial assets, made of interest rate swaps, were closed out during the second quarter of 2024. In May, certain interest rate swaps were terminated following an embedded mandatory break that has not been extended by the banks. In June, the Oriflame Board decided to sell the remaining interest rate swaps. These two transactions generated a total cash inflow of €24.0m and made both Senior Secured Notes of €250.0m and \$550.0m fully unhedged going forward. Out of the €24.0m received, €21.7m corresponded to the mark to market value of the swaps at the time of the termination and were recognised in Other Comprehensive Income. This amount is amortised periodically until the maturity of the debt, or until the debt is repaid. The remaining €2.4m covered interests, which were recognised against financial expenses.

5 Assets held for sale and liabilities directly associated with assets held for sale

As of 31 December 2023, these positions covered two investment properties and certain fixed assets.

During the second quarter, one of the two investment properties, Oriflame Property Investments SP z.o.o. in Poland, was sold. The consideration received amounted to €3.6m, less €0.1m transaction costs recognised and paid during the period. A gain on disposal of a subsidiary, net of disposal costs, of €2.2m was recognised from the sale of this entity.

On 16 August 2024, the land and property of Cetes Hungary kft was sold for €3.5m and generated a cash inflow of the same amount. It did not generate a profit as the carrying amount was adjusted to this value with an impairment of €1.4m recognised within administrative expenses as of 30 June 2024. The scope of the sale slightly changed during the negotiations as the buyer only purchased the land and building and not the entire entity. Hence, the remaining assets of the entity as of 31 December 2023, consisting of cash (€0.5m), receivables (€2.3m) and liabilities (€2.5m) were removed from the "assets held for sale" and "liabilities directly associated with the held for sale".

6 Interest-bearing loans

As of 31 December 2024, an amount of €45.0m was drawn down from the Revolving Credit Facility (RCF). At the same period last year, €4.0m was drawn down from the RCF.

The terms and conditions of outstanding loans were as follows as at 31 December 2024.

€'000	Interest rate	Maturity	Book value	Non-current	Current
Revolving credit facility	Euribor + margin	10.2025	45,000	-	45,000
Senior Secured Notes - €250.0m	3 month Euribor + 4.25%	05.2026	250,000	250,000	-
Senior Secured Notes - \$550.0m	5.125%	05.2026	529,406	529,406	-
Front end fees deducted from proceeds	-	10.2025 - 05.2026	-4,219	-4,219	-
Total interest-bearing liabilities			820,187	775,187	45,000

€20.0m additional RCF draw during January 2025.



Additional information

Consolidated financial statements – Restricted and Unrestricted subsidiaries

The following consolidated financial statements present, on a supplemental basis, the results of operations and the financial position for those subsidiaries of Oriflame which have been designated unrestricted subsidiaries for purposes of the Indenture and the Revolving Facility Agreement.

The Group's Russian subsidiaries Cetes Cosmetics LLC and Oriflame Cosmetics LLC were designated as unrestricted subsidiaries on 21 March 2022. Cetes Cosmetics LLC was subsequently sold in April 2023.

The Group is in full compliance with current sanctions relating to Russia and continues to closely monitor the evolving situation.

The Board of Directors of Oriflame Holding Limited resolved on 29 August 2024 and 1 September 2024 to designate the following entities as Unrestricted Subsidiaries under and in accordance with the indenture governing the senior secured notes due 2026 and the Oriflame Group's revolving credit facility agreement:

1. Cetes Cosmetics Poland sp. z o.o;
2. Cetes Cosmetics AG;
3. Oriflame Cosmetics AG;
4. Oriflame Software S.R.O;
5. Glow Topco Limited; and
6. Glow Holdco Limited.

In this section, the Unrestricted Subsidiaries are excluded from the Oriflame's financial results as if they were unrestricted subsidiaries as of and for the period ended 31 December 2024.

Consolidated income statement

Twelve months ended 31 December 2024

€'000	Oriflame Group Consolidated	"Restricted" subsidiaries	"Unrestricted" subsidiaries
Sales	604,209	494,604	109,605
Cost of sales	-212,417	-142,351	-70,065
Intercompany Sales*	-	-75,711	75,711
Intercompany Cost of sales*	-	67,863	-67,863
Gross profit	391,792	344,404	47,388
Selling and marketing expenses	-195,105	-166,972	-28,134
Distribution and infrastructure	-21,198	-18,700	-2,498
Administrative expenses	-589,442	-553,436	-36,006
Intercompany expenses / income**	-	-31,319	31,319
Operating profit / loss (-)	-413,953	-426,022	12,069
Financial income	21,247	20,954	293
Financial expenses	-110,413	-109,176	-1,237
Intercompany expenses / income**	-	873	-873
Net financing costs	-89,166	-87,350	-1,817
Net gain from disposal of a subsidiary	2,217	2,217	-
Gain from associates, net of tax	65	65	-
Profit / loss (-) before tax	-500,837	-511,090	10,252
Income tax credit / expense (-)	48,448	50,490	-2,042
Net profit / loss (-)	-452,389	-460,599	8,210

* Intercompany Sales and Intercompany Cost of sales (COS) represent Sales and COS from "unrestricted subsidiaries" to "restricted subsidiaries".

** Intercompany expenses / income consist of intercompany transactions between "restricted subsidiaries" and "unrestricted subsidiaries".



Consolidated statement of financial position

31 December 2024	Oriflame Group Consolidated	"Restricted" subsidiaries	"Unrestricted" subsidiaries
€'000			
Assets			
Property, plant and equipment	39,300	14,955	24,346
Right-of-use assets	26,717	25,748	969
Intangible assets	135,988	130,648	5,340
Investment in associates	67	67	-
Intercompany loans*	-	-1,776	1,776
Deferred tax assets	13,497	7,531	5,966
Other long-term receivables	5,251	5,251	-
Total non-current assets**	220,820	182,423	38,397
Inventories	91,776	68,797	22,979
Trade and other receivables	40,628	31,037	9,591
Intercompany receivables*	-	-24,616	24,616
Tax receivables	10,584	10,345	240
Prepaid expenses	10,513	8,562	1,951
Cash and cash equivalents	61,989	53,662	8,327
Total current assets	215,492	147,788	67,704
Total assets	436,312	330,211	106,101
Total Equity**	-593,104	-565,521	-27,583
Liabilities			
Interest-bearing notes	775,187	775,187	-
Intercompany loans*	-	-75,433	75,433
Employee benefits	4,837	4,523	315
Lease liabilities	19,463	19,239	223
Other long-term liabilities	1,897	1,897	-
Provisions	4,778	4,778	-
Deferred tax liabilities	17,339	14,921	2,418
Total non-current liabilities	823,501	745,112	78,388
Current portion of interest-bearing loans	45,000	45,000	-
Lease liabilities	8,593	7,751	842
Trade and other payables	77,558	54,912	22,646
Intercompany payables*	-	-21,573	21,573
Contract liabilities	7,384	6,124	1,260
Tax payables	5,962	4,651	1,311
Accrued expenses	57,970	50,306	7,664
Derivative financial liabilities	80	80	-
Provisions	3,369	3,369	-
Total current liabilities	205,916	150,620	55,296
Total liabilities	1,029,416	895,732	133,684
Total equity and liabilities	436,312	330,211	106,101

* Intercompany balances represent outstanding balances between "unrestricted subsidiaries" and "restricted subsidiaries".

** The negative "Total Equity" within the "unrestricted subsidiaries" group is due to the elimination of investments in subsidiaries within the unrestricted group of €70.2m, for which Total current assets and Total Equity were decreased by this amount.