HBX GROUP INTERNATIONAL PLC

Condensed consolidated interim financial statements and management report

For the six months ended 31 March 2025

Company number: 15364642

HBXGROUP.COM

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INDEPENDENT REVIEW REPORT

to the Directors of HBX Group International plc

Report on the condensed consolidated interim financial statements

Our conclusion

We have reviewed HBX Group International Plc's condensed consolidated interim financial statements (the "interim financial statements") for the 6 month period ended 31 March 2025 (the "period").

Based on our review, nothing has come to our attention that causes us to believe that the interim financial statements are not prepared, in all material respects, in accordance with International Accounting Standard 34, 'Interim Financial Reporting' as adopted by the European Union.

The interim financial statements comprise:

- the condensed consolidated statement of financial position as at 31 March 2025;
- the condensed consolidated statement of profit or loss and the condensed consolidated statement of comprehensive income for the period then ended;
- the condensed consolidated statement of cash flows for the period then ended;
- the condensed consolidated statement of changes in equity for the period then ended; and
- the explanatory notes to the interim financial statements.

The interim financial statements have been prepared in accordance with International Accounting Standard 34, 'Interim Financial Reporting' as adopted by the European Union.

Basis for conclusion

We conducted our review in accordance with International Standard on Review Engagements (UK) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Financial Reporting Council for use in the United Kingdom ("ISRE (UK) 2410"). A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures.

A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK) and, consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusions relating to going concern

Based on our review procedures, which are less extensive than those performed in an audit as described in the Basis for conclusion section of this report, nothing has come to our attention to suggest that the directors have inappropriately adopted the going concern basis of accounting or that the directors have identified material uncertainties relating to going concern that are not appropriately disclosed. This conclusion is based on the review procedures performed in accordance with ISRE (UK) 2410. However, future events or conditions may cause the Group to cease to continue as a going concern.

Responsibilities for the interim financial statements and the review

Our responsibilities and those of the directors

The interim financial statements are the responsibility of, and have been approved by the directors. In preparing the interim financial statements, the directors are 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 directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Our responsibility is to express a conclusion on the interim financial statements based on our review. Our conclusion, including our Conclusions relating to going concern, is based on procedures that are less extensive than audit procedures, as described in the Basis for conclusion paragraph of this report. This report, including the conclusion, has been prepared for and only for the directors of the company as a body, for management purposes, in connection with the requirements of Article 12 of Spanish Royal Decree 1362/2007 and for no other purpose. Our report may not be made available to any other party without our prior written consent. We do not, in giving this conclusion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants
Watford
13 May 2025

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

	Note	**Six months ended 31 March 2025 (unaudited) €m**	Six months ended 31 March 2024 (unaudited) €m
Revenue from contracts with customers	2	319	291
Other income	3	23	20
Other costs	3	(35)	(31)
Gross profit		**307**	**280**
Operating expenses	4	(347)	(157)
Depreciation and amortisation		(50)	(49)
Operating (loss) / profit		**(90)**	**74**
Finance costs	5	(155)	(177)
Finance income	5	3	6
Share of net loss of associate	6	(1)	-
Loss before taxation		**(243)**	**(97)**
Taxation	7	16	(25)
Loss for the financial period		**(227)**	**(122)**
Basic and diluted loss per share (€)	8	(1.15)	(0.68)

The notes on pages 10 to 24 form an integral part of the condensed consolidated interim financial statements.

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Six months ended 31 March 2025 (unaudited) €m	Six months ended 31 March 2024 (unaudited) €m
Loss for the financial period	**(227)**	**(122)**
Other comprehensive income / (expense):		
Items that may be reclassified to profit or loss:		
Currency translation differences	9	(5)
Net loss on hedges	(1)	(1)
Total items that may be reclassified to profit or loss	8	(6)
Total other comprehensive income / (expense) for the financial period	**8**	**(6)**
Total comprehensive expense for the financial period	**(219)**	**(128)**

The notes on pages 10 to 24 form an integral part of the condensed consolidated interim financial statements.

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Note	**As at 31 March 2025 (unaudited) €m**	As at 30 September 2024 (audited) €m
Non-current assets			
Goodwill	9	1,545	1,535
Other intangible assets	9	495	517
Property, plant and equipment		11	10
Investment in associate		31	32
Other financial assets	13	2	2
Deferred tax assets	7	49	20
Trade receivables and other assets	10	83	9
Total non-current assets		**2,216**	**2,125**
Current assets			
Trade receivables and other assets	10	530	608
Income tax recoverable		14	7
Derivatives	13	11	8
Cash and cash equivalents		311	686
Total current assets		**866**	**1,309**
Total assets		**3,082**	**3,434**
Current liabilities			
Trade payables and other liabilities	11	1,069	1,351
Income tax payable		25	21
Interest-bearing loans and lease liabilities	13	23	82
Derivatives	13	11	4
Provisions for liabilities	12	4	28
Total current liabilities		**1,132**	**1,486**
Non-current liabilities			
Interest-bearing loans and lease liabilities	13	1,181	1,681
Loan notes and preference shares	13	-	1,581
Trade payables and other liabilities	11	35	34
Deferred tax liabilities	7	39	43
Provisions for liabilities	12	8	8
Total non-current liabilities		**1,263**	**3,347**
Total liabilities		**2,395**	**4,833**
Net assets/(liabilities)		**687**	**(1,399)**
Equity			
Share capital	14	2	1
Share premium	14	744	136
Accumulated losses		(1,831)	(1,525)
Other reserves	14	1,773	-
Other components of equity		(3)	(11)
Equity attributable to owners of Parent company		685	(1,399)
Non-controlling interests		2	-
Total equity		**687**	**(1,399)**

The notes on pages 10 to 24 form an integral part of the condensed consolidated interim financial statements.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the period from 1 October 2024 to 31 March 2025

	Share capital €m	Share premium €m	Accumulated losses €m	Other reserves €m	Other components of equity: Hedging reserve €m	Other components of equity: Translation reserve €m	**Total €m**	Non-controlling interests €m	**Total equity €m**
At 1 October 2024 (audited)	**1**	**136**	**(1,525)**	**-**	**3**	**(14)**	**(1,399)**	**-**	**(1,399)**
Loss for the financial period	-	-	(227)	-	-	-	**(227)**	**-**	**(227)**
Other comprehensive income	-	-	-	-	(1)	9	**8**	**-**	**8**
Total comprehensive expense	-	-	(227)	-	(1)	9	**(219)**	**-**	**(219)**
Loan notes and preference shares exchange for HBG Ltd share capital	1	1,638	-	-	-	-	**1,639**	-	**1,639**
Share for share exchange in HBG Ltd	(1)	(1,774)	-	1,773	-	-	**(2)**	2	**-**
Management selldown	-	-	(79)	-	-	-	**(79)**	(2)	**(81)**
Issuance of primary shares	1	724	-	-	-	-	**725**	**-**	**725**
Management reinvestment in newly issued shares	-	48	-	-	-	-	**48**	**-**	**48**
Transactions costs related to issue of share capital	-	(28)	-	-	-	-	**(28)**	**-**	**(28)**
Capital increase	-	-	-	-	-	-	**-**	2	**2**
At 31 March 2025 (unaudited)	**2**	**744**	**(1,831)**	**1,773**	**2**	**(5)**	**685**	**2**	**687**

For the period from 30 September 2023 to 31 March 2024

	Share capital €m	Share premium €m	Accumulated losses €m	Other components of equity: Hedging reserve €m	Other components of equity: Translation reserve €m	**Total equity €m**
At 30 September 2023 (audited)	**1**	**136**	**(1,501)**	**(1)**	**12**	**(1,353)**
Loss for the financial period	-	-	(122)	-	-	**(122)**
Other comprehensive expense	-	-	-	(1)	(5)	**(6)**
Total comprehensive expense	-	-	(122)	(1)	(5)	**(128)**
At 31 March 2024 (unaudited)	**1**	**136**	**(1,623)**	**(2)**	**7**	**(1,481)**

The notes on pages 10 to 24 form an integral part of the condensed consolidated interim financial statements.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	Note	**Six months ended 31 March 2025 (unaudited) €m**	Six months ended 31 March 2024 (unaudited) €m
Operating activities			
Loss before taxation		(243)	(97)
Adjustments to reconcile loss before tax to net cash flows from operating activities:			
Depreciation and amortisation		50	49
Share of net loss of associate		1	-
Finance costs	5	155	177
Finance income	5	(3)	(6)
Change in working capital:			
Decrease in trade receivables and other assets		80	53
Decrease in trade payables and other liabilities		(313)	(273)
(Decrease) / increase in provisions		(24)	2
Fair value adjustment to derivatives		3	-
Other operating activities items:			
Increase in non-current assets		(76)	-
Income taxes paid		(21)	(22)
Net cash outflow from operating activities		**(391)**	**(117)**
Investing activities			
Payments for intangible assets		(21)	(18)
Payments for property, plant and equipment		(1)	(1)
Interest received		3	15
Net cash outflow from investing activities		**(19)**	**(4)**
Financing activities			
Proceeds from issue of shares		773	-
Purchase of shares from former HBG Ltd shareholders		(81)	-
Transaction costs allocated to share premium on issue of shares		(16)	-
Repayment of senior debt		(1,708)	-
Proceeds from new senior debt		1,200	-
Payment of senior debt refinancing costs		(21)	-
Proceeds from non-controlling interest		2	-
Repayment of bank borrowings		(1)	(1)
Proceeds from other borrowings		3	-
Interest paid		(117)	(117)
Payment of principal portion of lease liabilities		(3)	(3)
Net cash inflow / (outflow) from financing activities		**31**	**(121)**
Net decrease in cash and cash equivalents		(379)	(242)
Net foreign exchange difference		4	(6)
Cash and cash equivalents at the beginning of the financial period		686	690
Cash and cash equivalents at the end of the financial period		**311**	**442**

The notes on pages 10 to 24 form an integral part of the condensed consolidated interim financial statements.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

1. General information

A. Corporate information

HBX Group International plc (formerly known as HBX Group International Ltd) (the "Company") was incorporated on 20 December 2023 as a private company limited by shares and registered in England. On 6 January 2025, the Company re-registered from a private to a public limited company, and changed its name from HBX Group International Ltd to HBX Group International plc. The address of its registered office is 7th Floor, Tower 42, 25 Old Broad Street, London, United Kingdom, EC2N 1HN. Its shares were listed on the Spanish stock exchanges on 13 February 2025.

As a TravelTech business, the Group's principal activity is the intermediation of hotel accommodation and complementary travel products (car rental, transfers and experiences) between travel suppliers and travel distributors via its technology platforms. Additionally, through its Hoteltech product line, the Group assists hotels in optimising their direct online channel, creating booking engines and supporting with digital marketing. Through its Fintech initiatives, the Group optimises profit by reducing costs related to payment processing and increasing other income.

The issue of these condensed consolidated interim financial statements was authorized by the Board of Directors of the Company on 13 May 2025.

B. Basis of preparation

The condensed consolidated interim financial statements for the six months ended 31 March 2025 have been prepared in accordance with:

- IAS 34, "Interim financial reporting", in accordance with International Financial Reporting Standards (IFRSs) as adopted for use in the European Union ("IFRS-EU"); and
- the requirements of the Spanish Royal Decree 1362/2007.

HBX Group International plc's Annual Report for the year ended 30 September 2025 will be prepared in accordance with UK adopted International Accounting Standards, International Financial Reporting Standards (IFRS) as adopted by the European Union, the requirements of the United Kingdom Companies Act 2006 and in accordance with the accounting principles approved by Royal Decree 1514/2007 and its subsequent amendments as applicable to companies reporting under those standards and requirements.

These condensed consolidated interim financial statements do not comprise statutory accounts within the meaning of section 434 of the Companies Act 2006.

The condensed consolidated interim financial statements for the six months ended 31 March 2025 are unaudited but have been subject to an independent review by PricewaterhouseCoopers LLP.

The disclosure requirements of IAS 34 are based on the assumption that the reader of the interim financial statements is doing so together with the issued special purpose consolidated financial information for the years ended 30 September 2024, 2023 and 2022. Consequently, the interim financial statements do not include all the information and disclosures that would be required by IFRS-EU for complete consolidated annual accounts.

HBX Group International plc became the parent company of the Group on 11 February 2025. Previously, the ultimate parent company was HBG Limited ("HBG"), which issued special purpose consolidated financial information for the years ended 30 September 2024, 2023 and 2022 for the purpose of the admission to trade of the shares of the Company on the stock exchanges of Madrid, Barcelona, Bilbao and Valencia (the Spanish Stock Exchanges).

The comparative amounts presented in these condensed consolidated interim financial statements are those of HBG Limited.

The Directors concluded that following the insertion of HBX Group International plc as the parent Company of the Group, the adoption of the predecessor accounting method accurately represented the assets, liabilities, revenues, and operating results of the Group as if the Company had been the parent entity of the consolidated Group for the past three financial years. Therefore, this method is considered the most suitable accounting approach in accordance with the principles of International Accounting Standard 8 Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8"), for preparing the consolidated financial information of the Group following the Group reorganisation. The assets and liabilities have been presented at their carrying amounts, rather than at fair value, in this case those recorded in the financial statements of HBG Limited. Predecessor accounting is typically used when reorganising entities within the same group that are under the control of the same parent company, or when a new holding company is inserted under a group reorganisation, ensuring the financial statements reflect the continuity of the group's operations.

The condensed and consolidated interim financial statements are presented in Euros, the Group´s presentation currency. Figures shown are rounded to the nearest million Euros ("€m") unless otherwise stated.

C. Going Concern

In adopting the going concern basis for preparing these condensed consolidated interim financial statements, the Directors have considered HBX Group's business activities, together with factors likely to affect its future development and performance, as well as HBX's principal risks and uncertainties.

At 31 March 2025, the Group had net assets of €687m and net current liabilities of €266m, having a cash outflow of €391m in the financial period from operating activities, due to the seasonality of the business, and the impact of payment of one-off IPO related incentives totalling €190m. The Directors have considered the funding and liquidity position of the Group.

At 31 March 2025, the main sources of debt funding included €1,200m bank syndicated facilities which mature in 2030 for the term loan A (€600m) and 2032 for the term loan B (€600m). The Group closed the period with cash of €311m and liquidity of €711m (including the available revolving credit facility from lenders of €400m under the Senior Facilities Agreement).

The Directors have reviewed the Group's financial forecast and Group's cashflow forecasts considering global and macro-economic impacts. The Directors have used a base case and a downside scenario which is considered to be severe but plausible. In both cases the Group is projected to have sufficient liquidity to support its operations and to be compliant with its banking covenant and, therefore, the Directors are satisfied that the Group has adequate resources to continue operations for the foreseeable future.

Following this review, the Directors consider it appropriate to continue to prepare these condensed consolidated interim financial statements on the going concern basis.

D. Accounting policies

As required by Article 12 of Royal Decree 1362/2007, this condensed set of financial statements has been prepared applying the accounting policies and presentation that were applied in the preparation of the special purpose consolidated financial information for the years ended 30 September 2024, 2023 and 2022, which were prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union.

There has been no significant impact on the Group profit or net assets on adoption of new or revised accounting standards in the period.

The following standards applicable for periods commencing on or after 1 January 2024 came into effect during the financial period, and did not have a material impact:

- amendments to IAS 1 "Presentation of financial statements" - Classification of liabilities as current or non-current and non-current liabilities with covenants;
- amendments to IFRS 16 "Leases" - Lease liability in a sale and leaseback; and
- amendments to IAS 7 "Statement of cash flows" and IFRS 7 "Financial instruments disclosures" - Disclosures: Supplier finance arrangements.

There are no standards that are issued but not yet effective that would be expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

E. Critical accounting judgements and estimates

The critical accounting judgements and estimates used in the preparation of the condensed consolidated interim financial statements are consistent with those used in the preparation of the special purpose consolidated financial information for the years ended 30 September 2024, 2023 and 2022.

F. Segmental reporting

IFRS 8 defines an operating segment as a component of an entity engaging in business activities from which it earns revenues and incurs expenses and whose discrete operating results are regularly reviewed by the Chief Operating Decision Maker ("CODM").

The Group has determined that the Executive Committee is the CODM, being the collective responsible for allocating resources and assessing the performance of the Group's operating segments.

As a TravelTech business, the Group provides travel bookings to B2B customers via its platforms. This includes two product lines, Accommodation and Mobility and Experiences (comprising car rental, transfers and activities) which are predominantly sold via the same distribution methods and booking platforms and to the same customer groups (being tour operators and travel agents), and have similar economic characteristics. The most significant product line is Accommodation, from which there are on-selling opportunities for Mobility and Experiences products.

The profitability of the individual product lines is not reviewed by the CODM due to their interdependencies, nor is it used to make decisions on the allocation of resources. Consequently, the Directors have concluded that the operating segment is the provision of travel products through the Group's online platforms, and within this are the separate product lines, being Accommodation and Mobility and Experiences.

The Group's Hoteltech product line assists hotels with optimising their direct online channel. The Group's customers are the hotels, the services provided differ and the revenue is recognised on a principal basis. Consequently, Hoteltech is a separate operating segment.

For the purposes of reportable segments, the Hoteltech operating segment constitutes less than 5% of the Group's revenue and less than 3% of the Group's gross profit and therefore the two operating segments have been aggregated on a materiality basis.

G. Seasonality

Revenue is subject to significant seasonal fluctuations between winter and summer seasons, with peak demand in the summer season. The Group is more exposed to travel in the Northern Hemisphere, with summer season falling in the second half of the Group's financial year. The Group partially mitigates this seasonal impact through operating in a range of global markets which have different annual cycles.

2. Revenue from contracts with customers

Disaggregated revenue information

Detailed below is the disaggregation of the Group's revenue:

	Six months ended 31 March 2025 €m	Six months ended 31 March 2024 €m
Revenue recognised at point in time	321	296
Revenue recognised over time	(2)	(5)
Total revenue	**319**	**291**

Revenue recognised at point in time relates to revenue from Accommodation and related services, including car rental, experiences and transfers, all of which are recognised at the point of check-in per the booking or when the transfer or activity has taken place. No revenue is recognised until the booking is non-refundable. Revenue recognised over time principally comprises rebates payable to customers and rebates receivable from suppliers in relation to Accommodation and related services, as well as Hoteltech revenue.

Revenue by travel destination for the Group is detailed below:

	Six months ended 31 March 2025 €m	Six months ended 31 March 2024 €m
Spain	31	27
Other European countries	98	86
USA	63	62
Other American countries	49	48
MEAPAC	78	68
Total revenue	**319**	**291**

3. Other income and other costs

Other income

Other income relates to rebates received in relation to payments to suppliers made by virtual credit card.

Other costs

Other costs relate to variable expenses incurred to generate revenue. These include credit card fees, marketing costs, platform fees and certain commissions. For the six months ended 31 March 2025, foreign exchange gains included within other costs were €4m (six months ended 31 March 2024: foreign exchange losses of €2m).

4. Operating expenses

As the Group operates as an agent, operating expenses have been identified as a function in the Group, disaggregated as follows:

	Six months ended 31 March 2025 €m	Six months ended 31 March 2024 €m
Employee related expenses	281	100
Other operating expenses	48	42
Non-underlying items	18	15
Total operating expenses	**347**	**157**

Employee related expenses

Employee costs for the Group comprised:

	Six months ended 31 March 2025 €m	Six months ended 31 March 2024 €m
Wages and salaries	93	90
Social security costs	21	20
Non-recurring employee costs (including related social security)	180	1
Other benefits	2	2
Total employee costs	**296**	**113**
Capitalised employee costs	(13)	(12)
Other benefits considered as non-underlying items	(2)	(1)
Total employee related expenses	**281**	**100**

Employee costs comprise €2m of severance costs which are included within non-underlying items for the six months ended 31 March 2025 (six months ended 31 March 2024: €1m).

Included within employee costs for the six months ended 31 March 2025 is €180m (six months ended 31 March 2024: €1m) relating to employee incentive plans which vested on completion of the Group's listing on the Spanish stock exchanges in February 2025. The total amount of the vested schemes, including social security costs, was €203m. At 30 September 2024, a provision had been recognised for €23m in relation to these schemes. At 31 March 2025, €13m remains outstanding, included in accruals, and the remaining €190m was cash settled during the six months ended 31 March 2025.

The monthly average number of employees for the Group was:

Number	**Six months ended 31 March 2025**	Six months ended 31 March 2024
Business related functions	2,236	2,319
Support functions	1,262	1,232
Total	**3,498**	**3,551**

Non-underlying items

	Six months ended 31 March 2025 €m	Six months ended 31 March 2024 €m
Advisory costs	16	14
Restructuring costs	2	1
Total non-underlying items	**18**	**15**

Non-underlying items totalled €18m in the six months ended 31 March 2025 (six months ended 31 March 2024: €15m) comprising one off advisory and insurance costs related to specific projects of €16m (six months ended 31 March 2024: €14m) and severance costs related to major restructuring programmes totalling €2m (six months ended 31 March 2024: €1m).

Advisory costs for the six months ended 31 March 2025 are shown after the reallocation of €28m of fees related to the IPO to the share premium account (note 14).

5. Finance costs and income

	Six months ended 31 March 2025 €m	Six months ended 31 March 2024 €m
Interest on loan notes	(57)	(70)
Senior debt interest and associated costs	(87)	(83)
Interest on revolving credit facility from lenders	(1)	(2)
Accrued dividend on preference shares	(2)	(14)
Hedging cost	(2)	(2)
Foreign exchange losses	(4)	(4)
Other interest and similar expenses	(2)	(2)
Total senior debt interest and other finance costs	**(155)**	**(177)**
Bank interest income	3	6
Total finance income	**3**	**6**
Net finance costs	**(152)**	**(171)**

Senior debt interest is calculated using the effective rate method and includes €3m relating to the amortisation of issue costs (six months ended 31 March 2024: €4m).

Included within senior debt interest and associated costs for the six months ended 31 March 2025 is loss on extinguishment relating to the former senior debt facility totalling €29m (note 13).

6. Investment in associate

The Group has a 25% interest in PerfectStay.com SAS, a B2B tour operator specialising in packaged travel sales. PerfectStay.com SAS is a private entity mainly present in France and in the UK and is not listed on any public exchange, with its registered office located at 10, rue de Penthièvre, 75008 Paris, France. The Group's interest in PerfectStay.com SAS is accounted for using the equity method in the condensed consolidated interim financial statements.

The Group's share of net loss for the six months ended 31 March 2025 amounted to €1m.

7. Taxation

The Group calculates the income tax credit / (expense) for the period using the relevant tax rate. The major components of income tax credit / (expense) in the consolidated statement of profit or loss are detailed below:

	Six months ended 31 March 2025 €m	Six months ended 31 March 2024 €m
Current income tax:		
- Overseas	(17)	(28)
Total current income tax	(17)	(28)
Deferred tax:		
- Arising from origination and reversal of temporary differences	7	8
- Recognised on tax losses carried forward	27	-
- Reversed on tax losses utilised	(1)	(5)
Total deferred tax	33	3
Total tax credit / (expense) in the consolidated statement of profit or loss	**16**	**(25)**

Deferred tax

The Group's totalled deferred tax balances are detailed as follows:

	As at 31 March 2025 €m	As at 30 September 2024 €m
Deferred tax liabilities recognised from business combinations	(84)	(89)
Tax losses for which deferred tax assets have been recognised	86	51
Deferred tax assets arising from temporary differences	8	15
Net deferred tax assets / (liabilities)	**10**	**(23)**
Reflected in the consolidated statement of financial position as follows:		
- Deferred tax assets	49	20
- Deferred tax liabilities	(39)	(43)
Deferred tax assets / (liabilities), net	**10**	**(23)**

Deferred tax assets and liabilities are presented net on a jurisdictional basis. The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Deferred tax assets are predominantly recognised in Spain and in the US and unrecognised predominantly in the UK.

The Group has applied the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two "Income Taxes". The Group does not anticipate any near-term impact of IAS 12 "Income taxes" - International tax reform – Pillar two model rules, but will continue to assess this on an ongoing basis.

During the year ended 30 September 2024, three of the Group's Spanish operating subsidiaries were audited for 2021 and 2022 for Spanish digital services tax (DST) and the tax authorities had raised assessments for a total of €3m. The three Spanish companies appealed against the assessments on the basis that DST was not applicable to their business operations.

In May 2025, the Group received resolution notices from the tax authorities, concluding the audit and appeal process and reducing the assessments to zero for all three companies, with no liability arising for Spanish DST for 2021, 2022 or future years.

8. Loss per share

Basic loss per share is calculated by dividing the loss for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the period.

To facilitate relevant comparison, the weighted average number of shares for the six months ended 31 March 2024 is calculated based on the number of shares in HBX Group International plc immediately after the share for share exchange and management sell down as if they had happened at 1 October 2023. The weighted average number of shares for the six months ended 31 March 2025 reflects the share capital of HBX Group International plc, including the impact of the share for share exchange and management sell down as if they had happened prior to 1 October 2024. Subsequent issuance of shares has been included at the date of issue.

For the period ended 31 March 2024 and 31 March 2025, HBX Group International plc had no potentially dilutive ordinary shares. Therefore, there is no difference between basic and diluted loss per share.

The following table reflects the loss and share data used in the basic losses per share calculations:

	Six months ended 31 March 2025	Six months ended 31 March 2024
Loss attributable to ordinary equity holders of the parent (€m)	(227)	(122)
Weighted average number of ordinary shares (millions)	197	180
Basic and diluted loss per share (€)	(1.15)	(0.68)

9. Goodwill and other intangible assets

	As at 31 March 2025			As at 30 September 2024		
	Goodwill €m	**Customer relationships €m**	**Computer software €m**	Goodwill €m	Customer relationships €m	Computer software €m
Net book value at 1 October	**1,535**	**402**	**115**	**1,550**	**462**	**114**
Additions	-	-	21	-	-	41
Amortisation charge for the period	-	(28)	(19)	-	(55)	(40)
Exchange differences	10	4	-	(15)	(5)	-
Net book value of goodwill and other intangible assets	**1,545**	**378**	**117**	**1,535**	**402**	**115**

10. Trade receivables and other assets

	As at 31 March 2025		As at 30 September 2024	
	Non-current €m	Current €m	Non-current €m	Current €m
Trade receivables, net of provisions	-	347	-	478
Supplier deposits	1	5	1	6
Other receivables	2	18	2	33
VAT recoverable and other taxes	-	18	-	20
Trade prepayments	80	117	6	43
Other prepayments	-	9	-	8
Accrued other income	-	16	-	20
Total trade receivables and other assets	**83**	**530**	**9**	**608**

Trade receivables are non-interest bearing and are stated net of the expected lifetime credit loss.

Other receivables principally relate to rebates receivable from suppliers and supplier deposits.

Trade prepayments principally relate to advance payments to accommodation providers and customers.

The expected credit loss allowance against trade receivables is €34m at 31 March 2025 (30 September 2024: €26m). The increase in the expected credit loss allowance in the period reflects adjustments to anticipated recovery rates for specific clients based on the latest available information.

11. Trade payables and other liabilities

	As at 31 March 2025		As at 30 September 2024	
	Non-current €m	Current €m	Non-current €m	Current €m
Trade payables	-	717	-	1,065
Customers deposits	34	-	33	-
Other payables	1	91	1	99
VAT payable and other taxes	-	8	-	8
Accruals	-	123	-	87
Deferred income	-	130	-	92
Total trade payables and other liabilities	**35**	**1,069**	**34**	**1,351**

Other payables principally comprise rebates payable to customers.

Accruals comprise employee related accruals, other overheads accruals and accruals for one-off advisory fees.

12. Provisions for liabilities

	Retirement benefits €m	Other provisions for employees[1] €m	Provision for buildings restoration[2] €m	Other provision[3] €m	**Total €m**
At 1 October 2023	**1**	**20**	**3**	**4**	**28**
Additional provisions	1	9	-	1	11
Reversals	-	(1)	-	-	(1)
Utilised	-	-	(1)	(1)	(2)
At 30 September 2024	**2**	**28**	**2**	**4**	**36**
Utilised	-	(24)	-	-	(24)
At 31 March 2024	**2**	**4**	**2**	**4**	**12**
At 30 September 2024					
Current	-	23	2	3	28
Non-current	2	5	-	1	8
	2	**28**	**2**	**4**	**36**
At 31 March 2025					
Current	-	-	2	2	4
Non-current	2	4	-	2	8
	2	**4**	**2**	**4**	**12**

1. Other provisions for employees consist of other legal provisions (30 September 2024: €5m). At 30 September 2024, other provisions for employees comprised a provision for long term employee incentive plans for €14m and a provision for share-based payments for €9m. These provisions have been fully utilised during the period.
2. Provision for estimated restoration costs on leased buildings. It is expected that these costs will be incurred in the next twelve months.
3. Other provisions of €4m principally comprise outstanding litigation claims in the Group companies totalling €3m. A consistent methodology based upon historical claims patterns, average claims amounts, external legal advice and future expectations is used to determine those amounts. It is expected that €2m of these costs will be incurred in the next twelve months and €1m in more than a year.

The Group has widespread global operations and is consequently a defendant in legal, tax and customs proceedings incidental to those operations. In addition, there are contingent liabilities arising in the normal course of business in respect to indemnities, warranties and guarantees. These contingent liabilities are not considered to be unusual or material in the context of the normal operating activities of the Group. None of these claims are expected to result in a material gain or loss to the Group.

13. Financial assets and financial liabilities

Financial assets

The table below analyses the Group's financial assets into their relevant categories:

	Financial assets at amortised cost €m	Derivatives at fair value through profit and loss €m	Derivatives designated as hedging instruments €m	**Total €m**
At 31 March 2025				
Derivatives	-	7	4	**11**
Trade receivables and other assets[1] (note 10)	389	-	-	**389**
Other financial assets	2	-	-	**2**
Cash and short-term deposits	311	-	-	**311**
Total financial assets	**702**	**7**	**4**	**713**
Total current	697	7	4	**708**
Total non-current	5	-	-	**5**
At 30 September 2024				
Derivatives	-	4	4	**8**
Trade receivables and other assets[1] (note 10)	540	-	-	**540**
Other financial assets	2	-	-	**2**
Cash and short-term deposits	686	-	-	**686**
Total financial assets	**1,228**	**4**	**4**	**1,236**
Total current	1,223	4	4	**1,231**
Total non-current	5	-	-	**5**

1. Excluding non-financial assets.

The fair value of all other financial assets is approximate to their carrying value at amortised cost.

Derivatives at fair value through profit and loss reflect the positive change in fair value of foreign exchange forward and collar contracts that are not designated in hedge relationships, but are, nevertheless, intended to reduce the level of foreign exchange rate risk on highly probable forecast sales and purchases.

Derivatives designated as hedging instruments

The Group is exposed to certain risks relating to its ongoing business operations. The primary risks managed using derivative instruments are foreign currency risk. Some foreign exchange forward contracts are designated as hedging instruments in cash flow hedges of forecast highly probable sales and purchases.

Financial liabilities

Financial liabilities (at amortised cost): Interest-bearing loans and other borrowings

	Interest rate %	Maturity	Carrying value €m
At 31 March 2025			
Lease liabilities	4.25/6.58/4.93	2025-2028	6
€600m senior debt (term loan A)	EURIBOR+2.00	2030	592
€600m senior debt (term loan B)	EURIBOR+2.75	2032	593
Bank loans (other)	1.78	2026-2030	3
Other borrowings[1]		On demand	10
Total interest-bearing loans and lease liabilities			**1,204**
Total current			23
Total non-current			1,181

	Interest rate %	Maturity	Carrying value €m
At 30 September 2024			
Lease liabilities	4.25/6.58	2024-2028	6
€760m senior debt (term loan B3)	EURIBOR+4.50	2028	764
€948m senior debt (term loan D2)	EURIBOR+4.25	2027	976
Bank loans (other)	1.78	2026-2030	4
Other borrowings[1]		On demand	13
Total Interest-bearing loans and lease liabilities			**1,763**
€719m loan notes	10	2056	1,528
€27m preference shares	10	-	53
Total loan notes and preference shares			**1,581**
Total interest-bearing loans and other borrowings			**3,344**
Total current			**82**
Total non-current			**3,262**

1. Other borrowings include confirming balances of €7m and recourse factoring balances of €3m as at 31 March 2025 (30 September 2024: confirming balances of €13m).

Lease liabilities

The Group leases assets including buildings, vehicles and IT equipment for which lease liabilities have been recognised.

On application of IFRS 16, the Group applied an incremental borrowing rate of 4.25%. From 1 October 2022, this was updated to 6.58% and from 1 March 2025 an incremental rate of 4.93% has been applied to all new leases.

Senior debt

On 10 February 2025, the Group signed a new syndicated Senior Facilities Agreement ("SFA"). The existing senior facilities agreement in place since 11 July 2016 and held by a subsidiary of the Group was repaid in full on 14 February 2025 for a total amount of €1,749m, including accrued interest. Consequently, a loss on extinguishment of the existing senior facilities of €29m (being the difference between the carrying value of the liability at the date of extinguishment and the consideration paid) has been recognised in full as finance costs in the six months ended 31 March 2025.

The new SFA provides the following facilities to the Group:

- Term loan A, with a principal amount of €600m, bearing interest at EURIBOR + 2.00% and maturing in 2030;
- Term loan B, with a principal amount of €600m, bearing interest at EURIBOR + 2.75% and maturing in 2032; and
- Revolving credit facility of €400m, bearing interest at EURIBOR + 2.00% and maturing in 2030.

The transaction costs relating to the new SFA totalled €23m, comprising lenders fees of €18m and other professional fees of €5m. These have been capitalised and will be amortised over the remaining life of the senior debt.

The outstanding balance of unamortised issue costs for the six months ended 31 March 2025 amounted to €23m (30 September 2024: €28m).

Loan notes and preference shares

On 11 February 2025, the holders of shareholder loan notes in HNVR Topco Limited ("Topco"), a wholly owned subsidiary of the Group, transferred their shareholder loan notes, totalling €1,585m including all accrued interest, to HBG in exchange for share capital in HBG.

On 11 February 2025 Topco redeemed its preference shares, totalling €55m including all accrued dividends to the date of redemption, and subsequently cancelled them. The redemption proceeds were used to subscribe for newly issued shares in HBG.

As a result of these steps, on a consolidated basis at 31 March 2025, the Group no longer has any loan notes or preference shares payable.

Other financial liabilities

The table below analyses the Group's other financial liabilities into their relevant categories:

	Financial liabilities at amortised cost €m	Derivatives at fair value through profit and loss €m	Derivatives designated as hedging instruments €m	**Total €m**
At 31 March 2025				
Derivatives	-	8	3	**11**
Trade payables and other liabilities[1] (note 11)	966	-	-	**966**
Total other financial liabilities	**966**	**8**	**3**	**977**
Total current	931	8	3	**942**
Total non-current	35	-	-	**35**
At 30 September 2024				
Derivatives	-	2	2	**4**
Trade payables and other liabilities[1] (note 11)	1,285	-	-	**1,285**
Total other financial liabilities	**1,285**	**2**	**2**	**1,289**
Total current	1,251	2	2	**1,255**
Total non-current	34	-	-	**34**

1. Excluding non-financial liabilities.

The fair value of all other financial liabilities is approximate to their carrying value at amortised cost. Refer to the fair value measurement section below.

Derivatives at fair value through profit and loss reflect the negative change in fair value of foreign exchange forward and collar contracts that are not designated in hedge relationships, but are, nevertheless, intended to reduce the level of foreign exchange rate risk on highly probable forecast sales and purchases.

Derivatives designated as hedging instruments

The Group is exposed to certain risks relating to its ongoing business operations. The primary risks managed using derivative instruments are foreign currency risk. Some foreign exchange forward contracts are designated as hedging instruments in cash flow hedges of forecast highly probable sales and purchases.

Fair value measurement

The financial instruments for which fair value is disclosed in the three tables above, and derivative financial instruments, are classified as level 2 of the IFRS 13 “Fair Value Measurement” fair value hierarchy. HBX Group does not have any financial instruments classified as level 3.

The fair value of the financial assets, lease liabilities, senior debt and other borrowings approximate their carrying values at amortised cost.

14. Issued capital and reserves

Authorised shares

	As at 31 March 2025		As at 30 September 2024	
Group and Company	**shares**	**€**	shares	€
Authorised ordinary shares of €0.01 each	247,239,581	2,472,396	817,125,000	8,171,250
Issued and fully paid shares of €0.01 each	247,239,581	2,472,396	121,866,401	1,218,664

At 30 September 2024, HBG Limited was the ultimate parent company of the Group. Consequently, the 817,125,000 ordinary shares detailed above relate to the share capital of HBG Limited.

At 30 September 2024, HBX Group International plc (previously “HBX Group International Limited”) had 1 ordinary €0.01 share which was authorised, issued and fully paid.

On 11 February 2025, the majority of shareholders of HBG, the former parent company of HBX Group International plc (“HBX”) transferred their respective shares in HBG in exchange for 180 million newly issued shares with a nominal value of €0.01 per share at a value of €1,710m (“share for share exchange”), resulting in the recognition of share capital of €1.8m and a merger reserve of €1,708m. At this point, HBX Group International plc became the ultimate parent company of the Group.

On 11 February 2025, the remaining shareholders of HBG sold their shares to HBX for proceeds of €81m (“management selldown”), resulting in HBX owning 100% of the share capital of HBG. The difference of €79m between the price paid of €81m and the remaining shareholders’ share of the net assets of the Group at this date of €2m has been recognised in accumulated losses.

The closing balance in other reserves of €1,773m comprises the €1,708m merger reserve created on completion of the share for share exchange and €65m recognised through other reserves, representing the difference between the book value of the HBG shares acquired from the remaining shareholders of €67m and the €2m net assets value of these shares.

On 11 February 2025, certain senior Executives reinvested in 4,196,103 €0.01 newly issued shares in HBX for €48m, resulting in the recognition of share capital of €0.04m and premium on the issue of shares of €48m.

On 12 February 2025, HBX issued 63,043,478 million new shares with a nominal value of €0.01m per share at a value of €725m, resulting in the recognition of share capital of €0.6m and share premium of €724m.

Following completion of the IPO, a proportion of costs incurred in relation to the Initial Public Offering (“IPO”) totalling €28m were recognised against the share premium account, representing those costs directly attributable to the primary share issuance.

15. Related party disclosures

The following are considered to be related parties:

- Investments in associates;
- Significant shareholders of the parent company; and
- Directors of HBX Group International plc and members of the executive committee (key management personnel "KMP").

All transactions with related parties are at arm's length.

The table below details transactions entered into with related parties, together with balances outstanding at the period end:

	Six months ended 31 March 2025 €m	Six months ended 31 March 2024 €m
Transactions with related parties		
Associate: PerfectStay.com SAS		
Sales to related parties (TTV)[1]	14	-
Remuneration of KMP		
Employee benefits	90	5
Share-based payments (cash settled)	11	-
Interest on loan notes held by other related parties	54	66

1. No information included at 31 March 2024 as the acquisition of 25% in PerfectStay.com SAS completed on 19 June 2024.

	As at 31 March 2025 €m	As at 30 September 2024 €m
Balances with related parties		
Loan notes: Loan notes held by key management personnel	-	3
Loan notes: Loan notes held by other related parties	-	1,439
Other receivables: amounts due from key management personnel	-	2
Accruals: amounts due to key management personnel	3	-

In addition to the loan notes detailed above, at 30 September 2024, a further €86m of loan notes remained payable to other holders, principally current and former management, who were not classified as related parties.

16. Subsequent events

On 12 May the Group acquired 100% of Civitfun, a Spanish hospitality tech innovator with deep expertise in digitalising hotel operations, for €3m plus a deferred consideration contingent on the achievement of future EBITDA levels.

On 13 May 2025, the Group implemented a new share plan (the "Performance Share Plan") for the benefit of key managers and executive Directors. Subject to meeting the relevant performance conditions, the plan will vest in September 2027. The annual impact to the profit and loss account is not expected to be material.

There are no other significant events after the six months ended 31 March 2025 which affect or may affect these condensed consolidated interim financial statements.

BUSINESS REVIEW

Delivering commercial milestones in line with strategy

Commercial successes in the first half reflected HBX Group's strategy to deliver strategic growth in accommodation and expand the ecosystem. Agreements signed in the period included:

- The launch of the Luxurist, a new platform to connect and curate travel and experiences in the luxury segment, expanding the Group's ecosystem in this high growth segment.
- A new preferential agreement with Latin American OTA Despegar had an almost immediate impact on transaction volumes propelling it to become one of the Group's largest distribution partners.
- An agreement with Minor hotels added over 180 properties in the MEAPAC region with the potential to add a further 300 properties over the next three years.
- Turkish Airlines launched a new Holidays offering in partnership with HBX Group and PerfectStay, offering passengers package holiday opportunities in over 60 countries.

Driving revenue growth and market outperformance

Group TTV was €3.4bn in the first half of the year, up 12% compared to the prior period despite the later timing of Easter, which negatively impacted TTV growth by approximately 1%. The global hotel market grew 6% in the same period[1], continuing the long-term trend of approximately double the growth rate of global gross domestic product. HBX Group outperformance reflected actions to unlock potential in high-growth markets as well as increases in third party supply. Direct sourcing remained the main source of supply with c.85% of HBX Group TTV coming from directly contracted suppliers in the period.

Group revenue of €319m was up 10% (9% in constant currency) in the first half of the year compared to the prior period. Travel to destinations in Europe and Middle East & Asia Pacific (MEAPAC) increased by 14% and 13% respectively with travel corridors within and between these geographies performing well. The Americas saw revenue growth of 2% with fewer short lead time bookings and lower demand from international travellers, especially in the second quarter. Data insights generated from the Group's large data lake and evolution of artificial intelligence (AI) and machine learning (ML) methods generated incremental value by enabling better forecast accuracy and trading analysis, especially when the market outlook became less certain.

Take rate, the percentage of TTV that converts to revenue, was 9.5%, 0.1%pt lower than the prior period. This was mostly a result of changes in travel corridors and change in mix.

Focused on execution

Gross profit was €307m, up 10% with higher income from Fintech solutions offset by higher costs, which included an increase in bad debt provisions.

Underlying operating costs of €(148)m grew 6%, well below the 10% growth in revenue. The proportion of fixed operating costs to total operating costs was unchanged at 83% with average full time equivalent employees (FTE) reduced by 1.5% to 3,498. There was continued focus on productivity and efficiency across the business with increased use of AI for applications such as translation and customer services and reorganisation in key functions such as sourcing, sales, data and pricing. Other cost increases reflecting higher costs related to cloud computing and continued investment in growth and new products. Central costs increases were mainly related to becoming a listed company. Depreciation & Amortisation was €(50)m, up 2% on the prior period.

[1] Market growth estimate according to HBX Group internal market model (based on Euromonitor, Phocuswright, travel companies broker reports, expert interviews & mgmt. estimates)

Adjusted EBITDA of €159m was up 14%. Adjusted EBITDA margin of 49.8% expanded by 1.7%pts compared to the prior period with good conversion of revenue growth into margin improvement.

Non-recurring costs of €(181)m and non-underlying costs of €(18)m were incurred in the period, both mainly related to the IPO. Including these charges and a €(50)m depreciation and amortisation charge, operating loss was €(90)m. Net loss for the period was €(227)m.

Strong financial profile

Operating Free Cash Flow of €(117)m in the first half compared to €(97)m in the prior period. Working capital outflow of €(254)m reflected the expected seasonal unwind of working capital at the end of the high season for holiday travel in the northern hemisphere. On a last 12-month basis, Operating Free Cash Flow was €445m, with cash conversion of 107%, compared to 117% for full-year 2024. Capex of €(22)m was €3m higher than the prior period and was mostly related to investment in technology resulting in total investment in technology (expensed and capitalised) of €44m, equivalent to 14% of revenue.

Adjusted net debt at 31 March 2025 stood at €807m, implying an adjusted net debt / adj. EBITDA of 1.9x. This compares to an adjusted net debt of €1,285m and adjusted net debt / adj. EBITDA of 3.2x at 30 September 2024. This positive development reflected IPO proceeds, as well as continued growth in Adj. EBITDA and strong cash conversion. The net finance charge of €(152)m included €(88)m related to the financial structure pre-IPO and refinancing costs. Net finance charges are expected to reduce substantially in future periods due to the reduction in net debt and improved terms agreed in the debt refinancing completed in the second quarter.

Reported net debt was €887m compared to €1,071m at 30 September, before working capital adjustments of €(80)m and €214m respectively.

Company milestones: Improved financial profile as a result of IPO

HBX Group successfully listed on the Spanish Stock Exchanges on the 13 February 2025, with stabilisation period ending on the 14 March 2025. The transaction raised €725m gross proceeds for the Company. Proceeds were used to reduce debt, after the payment of costs associated with the IPO, including transaction fees, accrued interest on refinanced debt and legacy incentive programmes.

On the 11 March 2025, S&P upgraded its credit rating on HBX by two notches, to BB- with a Stable outlook. On the 12 March 2025, Moody's upgraded its credit rating on HBX by two notches, to Ba3 with a Stable outlook. On the 25 March, HBX Group successfully completed the refinancing of its capital structure, issuing new €600m term loan A, €600m term loan B and €400m revolving credit facility which was undrawn at 31 March 2025.

Post period end, HBX Group invested in on-line check in and guest hyper-personalisation with the acquisition of Civitfun, a hospitality tech company, adding new capabilities that expand the technology available to hotels.

FINANCIAL REVIEW

Key Performance Indicators

	H1 FY25	H1 FY24	*Variance*
TTV (€m)*	3,370	3,022	+12%
Revenue (€m)	319	291	+10%
Take rate (%)*	9.5	9.6	-0.1ppt
Gross profit (€m)	307	280	+10%
EBITDA (€m)*	(40)	123	n/a
Adjusted EBITDA (€m)*	159	140	+14%
Adjusted EBITDA margin (%)*	50	48	+2ppt
Operating (loss)/profit (€m)	(90)	74	n/a
Operating Free Cash Flow (€m)*	(117)	(97)	+20%
Cash conversion (%, 12 months)*	107	117[1]	-10ppt

1. Metric calculated as at 30 September 2024.

* Non-GAAP metrics. Further information on the Group's Key Performance Indicators, including their reconciliation is provided below.

Profit and loss account analysis

	H1 FY25	H1 FY24	*Variance*
	€m	€m	%
Revenue	319	291	*+10%*
Other income	23	20	*+15%*
Other costs	(35)	(31)	*+13%*
Gross profit	**307**	**280**	***+10%***
Underlying employee-related expenses	*(101)*	*(99)*	*+2%*
Underlying other operating expenses	*(47)*	*(41)*	*+15%*
Operating expenses: underlying & recurring	(148)	(140)	*+6%*
Adjusted EBITDA	**159**	**140**	***+14%***
Advisory costs	*(16)*	*(14)*	*+14%*
Restructuring costs	*(2)*	*(1)*	*+100%*
Operating expenses: non-underlying items	(18)	(15)	*+20%*
Other operating expenses: non-recurring	(1)	(1)	*0%*
Other operating expenses: non-recurring employees' expenses	(180)	(1)	*n/a*
EBITDA	**(40)**	**123**	***-133%***
Depreciation and amortisation	(50)	(49)	*+2%*
Operating (loss)/profit	**(90)**	**74**	***-222%***
Interest on loan notes and preference shares	*(59)*	*(84)*	*-30%*
Interest on senior debt	*(87)*	*(83)*	*+5%*
Other finance costs	*(9)*	*(10)*	*-10%*
Finance costs	(155)	(177)	*-12%*
Finance income	3	6	*-50%*
Share of net loss of associate	(1)	-	*n/a*
Loss before taxation	**(243)**	**(97)**	***+151%***
Taxation	16	(25)	*-164%*
Loss for the financial period	**(227)**	**(122)**	***+86%***

TTV increased by 12% in the six month period ending 31 March 2025 from €3.0bn for the six months ending 31 March 2024 to €3.4bn, outperforming the market, with strong growth in travel to Europe and the Middle East and Asia Pacific (MEAPAC) in particular.

Revenue for the first half of the year increased by €28m, or 10% compared to the prior period, consistent with the aforementioned TTV growth, and a good performance despite the adverse impact of Easter falling in the second half of the year in FY25. On a constant currency basis, revenue increased by 9%.

The increased revenue and TTV detailed above generated a take rate (revenue as a percentage of TTV) of 9.5% for the period, 0.1 percentage points lower than the 9.6% recorded for the comparative period, principally due to changes in travel corridors and change in product mix.

At €23m, other income, which relates principally to credit card rebates, increased by €3m, or 15%, reflecting the increased trading volumes and further optimisation through the Group's Fintech initiatives.

Other costs increased by €4m or 13% compared to H1 24, principally due to the increase in bad debt provisioning for the six months ended 31 March 2025.

In total, this resulted in a 10% increase in gross profit compared to the prior period, or 9% on a constant currency basis.

At €148m, underlying operating expenses were €8m higher than in H1 24. Employee related expenses remained broadly flat with increased costs in new business lines (Fintech and Insurance) being offset by cost saving initiatives across other areas. Underlying other operating expenses increased by €6m, or 15%, primarily driven by increased cloud computing, promotional and marketing costs.

Adjusted EBITDA for H1 25 of €159m was €19m, or 14% higher than H1 24 due to the factors detailed above.

Non-underlying costs increased by €3m to €18m in H1 25. This principally related to advisory fees in connection with the IPO, which totalled €44m for the current period, of which €16m were recognised in the profit and loss account and the remaining €28m were allocated to equity.

Non-recurring expenses of €181m principally related to the settlement of incentive plans which vested upon completion of the IPO. The total amount payable, including associated social security costs, was €203m, of which €23m had been provided for in FY24. At 31 March 2025, €190m had been cash settled and €13m remained outstanding.

Depreciation and amortisation totalled €50m for H1 25, compared to €49m for H1 24. This principally related to amortisation of customer relationships on acquisitions (€28m), amortisation of technology assets, both acquired and internally generated (€19m) and depreciation of property, plant and equipment (€3m).

In April 2024, €175m of preference shares were redeemed in full including all accrued dividends. In February 2025, all remaining loan notes and preference shares totalling €1,640m including all accrued interest and dividends, were converted to share capital in HBG Limited, the former parent company, prior to the IPO. Consequently, interest on preference shares and loan notes for the six month period was 30% lower than the comparative period.

Interest on senior debt for the six months ending 31 March 2025 was lower than the comparative six month period due to a combination of lower EURIBOR rates for the period, and refinancing activity which took place on in February 2025 as detailed in “Cash flow and liquidity” thereafter.

The Group's total tax credit is €16m, representing an overall effective tax rate of 6.5%. The Group’s tax rate has been impacted by the geographical mix of profits and certain financing and non-recurring expenses that are not-deductible for corporate income tax purposes. The Group intends to structure itself to achieve an underlying effective tax rate in the mid-twenty percent range in the medium term.

Net assets

	31 March 2025 €m	30 September 2024 €m	Variance %
Goodwill and other intangible assets	2,040	2,052	-1%
Trade receivables and other assets	530	608	-13%
Trade payables and other liabilities	(1,069)	(1,351)	-21%
Net debt	(887)	(1,071)	-17%
Loan notes and preference shares	-	(1,581)	-100%
Other net assets/(liabilities)	73	(56)	-230%
Net assets / (liabilities)	**687**	**(1,399)**	***+149%***

Goodwill and intangible assets comprise: goodwill, customer relationships and technology assets relating to acquisitions; capitalisation of internally generated technology assets. The reduction in goodwill and intangible assets during the six months ended 31 March 2025 related to €47m of amortisation recognised against customer relationships and technology assets, partially offset by €21m of technology additions and €14m of foreign exchange movements.

Trade receivables and other assets reduced by €78m in the period, principally due to a €131m reduction in net trade receivables due to the seasonal nature of the business whereby receivables are highest immediately after the peak summer season. This was partially offset by increases in the period in the Group's investment in strategic partnerships, enabling preferential terms and guaranteed minimum volumes in the longer term.

Trade payables and other liabilities reduced by €282m in the period, consistent with the seasonal trends whereby trade payables are reduced following the peak summer season. A €348m reduction in trade payables was partially offset by seasonal increases in deferred income and increases in employee related payables and other payables primarily linked to outstanding IPO payments.

Further analysis of Net Debt movements is provided in "Cash flow and liquidity".

Loan notes and preference shares were exchanged for share capital in HBG Limited in February 2025 prior to the completion of the IPO, and therefore no balances remain at 31 March 2025. Loan notes and preference shares accrued interest at 10% per annum. Further detail of the impacts of conversion of loan notes and preference shares on financing costs are provided in "Cash flow and liquidity".

Other net assets / (liabilities) principally comprise: the Group's investment in a 25% stake of PerfectStay.com SAS, which is recognised as an associate; deferred tax assets and liabilities; corporation tax accruals; lease liabilities; and other provisions. The most significant movements in the six months ended 31 March 2025 were a €23m reduction in provisions due to the vesting of IPO related incentives in the period, and a €59m reduction in interest payable.

Cash flow and liquidity

Key financing metrics

	31 March 2025	30 September 2024	31 March 2024
Net debt (€m)	887	1,071	n/a
Adjusted net debt (€m)	807	1,285	n/a
Net debt: adjusted EBITDA (12 month period)	2.1x	2.7x	n/a
Adjusted net debt: adjusted EBITDA (12 month period)	1.9x	3.2x	n/a
Operating Free Cash Flow (six month period)	(117)	n/a	(97)
Cash conversion (%) (12 month period)	107	117	n/a
Net finance costs (six month period)	152	n/a	171

During the six months ending 31 March 2025, Net Debt reduced by €184m to €887m, principally due to the IPO in February, which generated net cash proceeds of €667m, after deducting transaction costs paid in the period of €25m.

Adjusted Net Debt, which includes a normalisation of working capital to adjust for the impacts of seasonality reduced by €478m. Combined with a €20m increase in the EBITDA in the 12 months ending 31 March 2025 compared to the 12 months ending 30 September 2024, this resulted in a reduction in the Adjusted Net Debt / Adjusted EBITDA ratio from 3.2x to 1.9x.

At 107%, cash conversion for the 12 months ending 31 March 2025 was 10 percentage points lower when compared with the year ended 30 September 2024, principally due to a reduction in the working capital inflow year on year.

Net finance costs were reduced by €19m, or 11% compared with the six months ended 31 March 2024. In H1 FY24, €84m of interest and dividends was recognised on loan notes and preference shares respectively, which ceased to be incurred following their conversion to share capital in February 2025. This accounted for €25m of the reduction in net finance costs. The recognition of a loss on extinguishment of the former senior facilities agreement of €29m (being the difference between the carrying value of the liability at the date of extinguishment and the consideration paid) was partially offset by a €28m reduction in interest costs as a result of refinancing activity in both the current and prior period.

Net Debt

The table below details the movements in Net Debt in the period, split between one-off IPO and refinancing related movements and other Net Debt movements.

	€m
Adjusted Net Debt 30 September 2024	**1,285**
Working capital adjustment	(214)
Net Debt 30 September 2024	**1,071**
Purchase of HBG shares	81
IPO proceeds	(773)
IPO costs paid	25
Payment of incentives	190
Refinancing costs*	27
Net Debt after IPO and refinancing cash flows	**621**
Other operating cash flows	184
Net interest paid	50
Capex	22
Exchange and other	10
Net Debt 31 March 2025	**887**
Working capital adjustment	(80)
Adjusted Net Debt 31 March 2025	**807**

*Comprising €29m loss on extinguishment of the former debt facility included in the profit and loss account in the period, less €2m relating to fees capitalised on the new debt facility to be cash settled after the reporting period.

Net Debt reduced from €1,071m at 30 September 2024 to €887m at 31 March 2025, or from €1,285m to €807m on an adjusted basis, after adjusting for the impacts of seasonality. Considering the IPO and refinancing related cash flows as if they had happened at 30 September 2024, net debt would be €621m.

Other Operating Cash Flows increased Net Debt by €184m in the period. This principally reflected the seasonal trends of the business, with a more significant proportion of trade creditors being paid following the summer season. Additionally, the Group increased its investment in long-term strategic partnerships in the period.

Net interest paid of €114m principally related to interest on the former Senior Facilities Agreement (“SFA”) up to the date of refinancing in February 2025 of €112m. At 30 September 2024, €64m of interest had been accrued within the opening Net Debt position.

Capital expenditure of €22m comprised €21m of intangible technology assets and €1m of property, plant and equipment additions, and primarily related to investment in the Group’s technology platforms.

Refinancing and capital structure

In February 2025, the Group cancelled the facilities available under the former SFA, resulting in a total repayment of €1,748m comprising the principal of €1,708m and accrued interest of €40m. On 10 February 2025, the Group entered into a new facilities agreement comprising two facilities, A and B, of €600m each in addition to a €400m revolving credit facility which was undrawn at 31 March 2025, maturing in 2030. Term loan A, which matures in 2030, bears interest at EURIBOR plus 2% whilst term loan B bears interest at EURIBOR plus 2.75% and is due to mature in 2032.

The refinancing was treated as a debt extinguishment and recognition of new financial liabilities. Consequently, a loss on extinguishment of €29m (being the difference between the carrying value of the liability at the date of extinguishment and the consideration paid) has been recognised in full in finance costs in the period. Fees relating to the new SFA, totalling €23m have been capitalised and will be amortised over the term of the facilities.

As a result of the refinancing, based on EURIBOR rates at 31 March 2025, the lower debt and interest rates will reduce interest costs on senior debt by approximately €46m per year.

Details of the gross and Net Debt position are provided in the table below:

	Interest rate %	Maturity	**31 March 2025 €m**	30 September 2024 €m
€600m senior debt (term loan A)	EURIBOR+2.00	2030	592	-
€600m senior debt (term loan B)	EURIBOR+2.75	2032	593	-
€760m senior debt (Term loan B3)	EURIBOR+4.50	2028	-	764
€948m senior debt (Term loan D2)	EURIBOR+4.25	2027	-	976
Other bank loans and borrowings	1.78	2026-2030	13	17
Gross debt			**1,198**	**1,757**
Less: cash and cash equivalents			(311)	(686)
Net debt			**887**	**1,071**

Credit ratings

In March 2025, Moody's assigned the Group a Ba3 long-term Corporate Family Rating and Ba3 rating for the €600m term loan B due in 2032, and a BB- rating was assigned by S&P, both with a stable outlook, upgrading from the previous B2 and B ratings. The reduction in debt, together with greater clarity on the financial policy, expected future EBITDA growth and strong free cash flow were cited as the primary drivers for the improved ratings.

Managing foreign exchange exposure

In managing currency risks, the Group aims to reduce the impact of short-term fluctuations on its cash inflows and outflows in a foreign currency. Forward exchange contracts are used to hedge against foreign currency risk, mainly the US Dollar.

ALTERNATIVE PERFORMANCE MEASURES (APMs)

In addition to the financial information prepared under IFRS, the Group also uses and presents a number of Alternative Performance Measures ("APMs") that provide additional information to facilitate the assessment of the Group's performance, cash flows and financial position. These should be considered as complementary to IFRS measures.

APMs: Reconciled to IFRS

TTV and Take rate

	H1 FY25	H1 FY24
	€m	€m
Revenue from contracts with customers	319	291
Cost of transactions	3,051	2,731
TTV	**3,370**	**3,022**
Take rate (%)	9.5%	9.6%

Adjusted EBITDA and Adjusted EBITDA Margin

	H1 FY25	H1 FY24
	€m	€m
IFRS loss for the period	(227)	(122)
Add: Taxation	(16)	25
Add: Net finance costs	152	171
Add: Depreciation and amortisation	50	49
Add: Share of net loss of associate	1	-
EBITDA	**(40)**	**123**
Add: Non-underlying items	18	15
Add: Other non-recurring items*	181	2
Adjusted EBITDA	**159**	**140**
Divided by: Revenue	319	291
Adjusted EBITDA Margin	**49.8%**	**48.1%**

*Other non-recurring items principally relate to the cost of long-term incentive plans related to an exit event.

Net Debt and Adjusted Net Debt

	H1 FY25	FY24
	€m	€m
Cash and short-term deposits	(311)	(686)
Senior debt	1,185	1,740
Bank loans (other)	3	4
Other borrowings	10	13
Net Debt	**887**	**1,071**
Working capital adjustment*	(80)	214
Adjusted Net Debt	**807**	**1,285**

*The working capital adjustment is the difference between the working capital at the reporting date and the average working capital for the previous twelve months.

Net Debt to Adjusted EBITDA

	H1 FY25	FY24
	€m	€m
Net Debt	887	1,071
Adjusted EBITDA (last 12 months)	417	397
Net Debt to Adjusted EBITDA	**2.1x**	**2.7x**

Adjusted Net Debt to Adjusted EBITDA

	H1 FY25 **€m**	FY24 €m
Adjusted Net Debt	807	1,285
Adjusted EBITDA (last 12 months)	417	397
Adjusted Net Debt to Adjusted EBITDA	**1.9**	**3.2**

Operating Free Cash Flow

	H1 FY25 **€m**	H1 FY24 €m
Adjusted EBITDA	159	140
Less: Change in working capital	(254)	(218)
Less: Capital expenditure*	(22)	(19)
Operating Free Cash Flow	**(117)**	**(97)**

* For the purposes of calculating operating Free Cash Flow, capital expenditure is calculated as the cash amount per the cash flow statement.

Cash conversion

	12 months ended **31 March 2025** **€m**	12 months ended 30 September 2024 €m
Adjusted EBITDA (last 12 months)	417	397
Change in working capital	74	110
Less: Capital expenditure	(46)	(42)
Operating Free Cash Flow (last 12 months)	**445**	**465**
Divided by: Adjusted EBITDA (last 12 months)	417	397
Cash conversion	**107%**	**117%**

Adjusted Operating Expenses

	H1 FY25 **€m**	H1 FY24 €m
Operating expenses	347	157
Non-underlying items	(18)	(15)
Other non-recurring items	(181)	(2)
Adjusted Operating Expenses	**148**	**140**

GLOSSARY

Financial term	Definition
Adjusted EBITDA	Represents Operating Profit (as per consolidated financial statements) before depreciation and amortisation and after adding back non-underlying and non-recurring items which do not reflect the underlying performance of the business.
Adjusted EBITDA Margin	Calculated as Adjusted EBITDA divided by Revenue.
Adjusted Net Debt	Total debt less the sum of cash and deposits plus the working capital adjustment.
Adjusted Operating Expenses	Operating expenses less non-recurring and non-underlying items.
Capex	Equivalent to additions as per consolidated financial statements.
Cash Conversion	Calculated as Operating Free Cash Flow divided by Adjusted EBITDA.
Change in working capital	Stated as per consolidated financial statements.
Churn	Represents distributors with no TTV contribution for a specific year, which had TTV contribution for the prior year. Expressed in terms of % TTV lost.
Compound Annual Growth Rate	Annualised average rate of growth between given years.
Leverage	Adjusted Net Debt divided by Adjusted EBITDA.
Net Debt	Total debt less the sum of cash and deposits.
Operating Free Cash Flow	Calculated as Adjusted EBITDA + Change in Working Capital – Capex as per the cashflow statement.
Revenue	Stated as per consolidated financial statements.
Total Addressable Market (TAM)	Global Total Transaction Value for a specific product in a given time period across all players in the market, representing the maximum size of the opportunity for a particular product.
Total Transaction Value (TTV)	Represents the amount charged to distribution partners, excluding sales taxes such as VAT and GST and excluding amounts related to the Group's Hoteltech product line.
Working Capital Adjustment	Difference between the actual absolute amount of working capital of the Group at the relevant date and the average absolute amount of working capital of the Group for the 12-month period ending on the relevant date.
Growth	% Growth between the current period and the prior period.