



The following is a Company Announcement issued by HUDSON MALTA P.L.C., a company registered under the laws of Malta with company registration number C 83425 (hereinafter the 'Company'), pursuant to the Capital Markets Rules issued by the Malta Financial Services Authority in accordance with the provisions of the Financial Markets Act (Chapter 345 of the laws of Malta), as amended from time to time.

Quote

Publication of Hudson Holdings Limited's Audited Financial Statements

The Company announces that the Annual Report and Audited Consolidated Financial Statements of Hudson Holdings Limited (C 37866) [hereinafter 'HHL'] for the period ended 31st December 2022 have been approved on the 28th June 2023 by the Board of directors of HHL in terms of the company's articles of association. HHL is the ultimate parent company of the Hudson Group.

Pursuant to a commitment made by the Board of directors of HHL as set out in the Prospectus dated 23rd March 2018, a copy of HHL's afore-mentioned financial statements is available for viewing below as an attachment to this announcement and at the Company's registered office, and is also available for download from the following link on the Hudson Group's website: <https://hudson.com.mt/investor-relations/>.

Unquote

By order of the Board.

A handwritten signature in blue ink, appearing to be 'L. Vella', written over a horizontal line.

Dr Luca Vella
Company Secretary

28th June 2023

Company Announcement: HDS66

HUDSON HOLDINGS LIMITED

Annual Report and Consolidated
Financial Statements
31 December 2022

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Directors' report

The directors present their report of Hudson Holdings Limited (the "Company"), and the Group of which it is the parent for the year ended 31 December 2022.

Principal activities

The Company holds investments in a number of subsidiary companies as well as an investment in an associated company. These companies are involved in the retail and/or distribution of branded consumer products in Malta and internationally, primarily in Italy, Cyprus, Morocco, Algeria and Nigeria. The Company carries out the central management function through which it furthers the business of the Group.

In 2021 the Company acquired Trilogy Limited, a Maltese company operating retail stores in Malta, which was subsequently transferred to Hudson Malta plc, a group company (as detailed in note 32).

Review of the business development and financial position

Group results

During 2022 the Group continued with its expansion program, from a retail and distribution perspective, and as at 31st December 2022 it operated 68 stores in 6 countries (including its associated company), distributed product to over 27 countries and operated 3 e-commerce sites. The Group also invested heavily in its internal systems and structure, building a base for continued expansion.

As a result of these activities, the Group registered strong double-digit growth in both its wholesale and retail operations with overall revenue increasing by 34% or €41 million to €161.5 million. Following the growth in revenue, Gross profit increased by 35.94% to €47.05 million, an average margin of 29.12%. Depreciation and amortisation charges also increased markedly to €9.88 million on account of the extension in the Group's retail network resulting in an operating profit before ERP implementation cost of €11 million compared to €7.7 million in 2021. After taking into consideration the increased impact of financing costs, as a result of the increased borrowings to finance its expansion, as well as the exceptional expense related to the investment in its ERP, the Group reported a profit before tax of €7.6 million compared to a profit before tax of €5.5 million in 2021.

However, the return on equity and on assets retracted to 21.97% and 3.47% respectively, on account of the year-on-year increase in assets and equity. Similarly, the return on invested capital eased to 14.32% compared to 16.13% in FY2021, despite the growth in operating profit to €10.22 million from €7.74 million in FY2021.

From a balance sheet aspect, the Group's total assets increased by 19.4% to €138.34 million mostly on account of the significant increases in inventories and trade and other receivables reflecting the overall growth in the volume of business. Total liabilities increased by 17.94% to €115.92 million mostly on account of the higher levels of debt supporting the Group's investment in working capital and capital expenditure. The liquidity position decreased, with net current assets of €7.6 million as at 31 December 2022 compared to €8.1 million as at 31 December 2021.

In 2022, the Group used cashflows amounting to €6.61 million for its operating activities as despite the improved profitability, the Group's operating cash flows were negatively impacted by adverse movements in working capital particularly in inventories and trade and other receivables. Net cash used in investing activities increased to €9.21 million, mainly on account of the expansion of the Group's business. As a result as at 31 December 2022 The Group had cash and cash equivalents of €10.91 million compared to €23.05 million as at 31 December 2021.

Directors' report - continued

Company results and dividends

The Company registered a loss before tax of €299,807 for the year ended 31 December 2022 (2021 profit before tax: €3,069,196) which results were impacted by the fact that the subsidiaries did not issue dividends in 2022 compared to 2021, and the impact of the exceptional ERP expense incurred in rolling out the ERP.

The income statement and statements of other comprehensive income are set out on pages 6 and 7. The directors did not declare any dividends during the year (2021: €800,000) and propose that the balance of retained earnings amounting to €17,453,535 (2021: €17,676,665) be carried forward to the next financial year.

Key performance indicators

Non-financial key performance

During the year, the board has further strengthened its governance, compliance and control framework through new procedures and continued its personal development plans across the Group to ensure that its employees are aligned to the Group's overall goals.

Significant risks and uncertainties

The Group's principal risks include financial risks as disclosed in Note 2 to these financial statements, possible obsolescence of inventories, potential loss of market share as competing retailers enter the market, and the impact of the war in Ukraine, all of which have contributed to a global environment of significant inflation across the board as well as logistical disruptions that are expected to have significant impacts on costs and timing of deliveries going forward.

Whilst the Group has significant operations located in stable economies, the Group also operates in emerging markets with a lesser degree of social, political and economic stability. The Group aims to mitigate this risk through operating solely with leading brands of international repute which place it in a better position to weather any unexpected adverse conditions.

Directors

The directors of the Company who held office during the year were:

George Amato
Alfred Borg
Christopher Muscat
Ray Grech
Kevin Valenzia
Joseph Borg
Etienne Camenzuli
David Basile Cherubino
Martin Gregory (resigned on 15 November 2022)

The Company's Articles of Association do not require any directors to retire.

Directors' report - continued

Statement of directors' responsibilities for the financial statements

The directors are required by the Companies Act (Cap. 386 of the laws of Malta) to prepare financial statements which give a true and fair view of the state of affairs of the company as at the end of each reporting period and of the profit or loss for that period.

In preparing the financial statements, the directors are responsible for:

- ensuring that the financial statements have been drawn up in accordance with International Financial Reporting Standards as adopted by the EU;
- selecting and applying appropriate accounting policies;
- making accounting estimates that are reasonable in the circumstances;
- ensuring that the financial statements are prepared on the going concern basis unless it is inappropriate to presume that the company will continue in business as a going concern.

The directors are also responsible for designing, implementing and maintaining internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and that comply with the Companies Act (Cap. 386 of the laws of Malta). They are also responsible for safeguarding the assets of the Group and the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The financial statements of Hudson Holdings Limited for the year ended 31 December 2022 are included in the Annual Report 2022, which is published in hard-copy printed form and will be made available on the company's website. The directors are responsible for the maintenance and integrity of the Annual Report on the website in view of their responsibility for the controls over, and the security of, the website. Access to information published on the company's website is available in other countries and jurisdictions, where legislation governing the preparation and dissemination of financial statements may differ from requirements or practice in Malta.

Auditors

PricewaterhouseCoopers have indicated their willingness to continue in office and a resolution for their re-appointment will be proposed at the Annual General Meeting.

On behalf of the board



Alfred Borg
Director

Registered office:
Hudson House
Burmarrad Road,
Burmarrad
St. Paul's Bay SPB 9060
Malta



Christopher Muscat
Director

28 June 2023

Statements of financial position

		As at 31 December			
		Group		Company	
Notes	2022	2021	2022	2021	
	€	€	€	€	
ASSETS					
Non-current assets					
Intangible assets	4	8,362,446	7,109,647	4,265,307	2,574,750
Property, plant and equipment	5	17,042,313	13,287,594	408,546	297,044
Right-of-use assets	6	32,080,173	30,618,929	655,308	760,358
Lease receivables	7	-	-	4,467,057	5,683,288
Investment in subsidiaries	8	-	-	24,452,227	24,452,227
Investment in associate	9	795,322	529,907	-	-
Financial assets at amortised cost	11	1,565,503	1,500,000	3,858,072	5,538,400
Trade and other receivables	12	505,288	183,128	-	-
Deferred tax assets	13	1,844,710	1,308,547	468,242	321,036
Total non-current assets		62,195,755	54,537,752	38,574,759	39,627,103
Current assets					
Inventories	14	35,266,376	19,225,823	-	-
Lease receivables	7	-	-	1,284,497	1,196,536
Financial assets at amortised cost	11	-	-	1,290,000	-
Trade and other receivables	12	28,485,075	18,650,717	3,118,666	3,795,846
Current tax assets		-	-	5,676	-
Cash and cash equivalents	15	12,391,438	23,446,417	346,201	549,596
Total current assets		76,142,889	61,322,957	6,045,040	5,541,978
Total assets		138,338,644	115,860,709	44,619,799	45,169,081

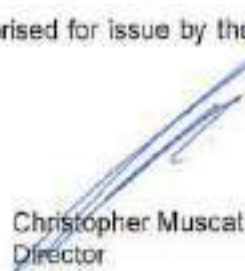
Statements of financial position - continued

	Notes	As at 31 December			
		Group		Company	
		2022 €	2021 €	2022 €	2021 €
EQUITY AND LIABILITIES					
Capital and reserves attributable to owners of the Company					
Share capital	16	100,127	100,127	100,127	100,127
Share premium		6,858,036	6,858,036	6,858,036	6,858,036
Other reserve		272,818	272,818	-	-
Foreign exchange translation reserve		1,950,875	1,496,774	-	-
Fair value reserve	10	(418,476)	(418,476)	(418,476)	(418,476)
Retained earnings		13,814,758	8,421,796	17,453,535	17,676,665
		22,578,138	17,731,075	23,993,222	24,216,352
Non-controlling interest		(162,714)	(162,714)	-	-
Total equity		22,415,424	17,568,361	23,993,222	24,216,352
Non-current liabilities					
Borrowings	19	18,239,463	17,392,778	2,740,548	5,010,096
Deferred tax liabilities	13	-	240,733	-	170,400
Lease liabilities	17	29,097,732	27,406,602	5,124,401	6,413,420
Total non-current liabilities		47,337,195	45,040,113	7,864,949	11,593,916
Current liabilities					
Trade and other payables	18	35,957,570	32,657,447	8,416,337	7,547,651
Lease liabilities	17	3,985,206	3,416,966	1,356,963	1,264,481
Borrowings	19	24,087,422	14,959,428	2,988,328	544,406
Current tax liabilities		4,555,827	2,218,374	-	2,275
Total current liabilities		68,586,025	53,252,235	12,761,628	9,358,813
Total liabilities		115,923,220	98,292,348	20,626,577	20,852,729
Total equity and liabilities		138,338,644	115,860,709	44,619,799	45,169,081

The notes on pages 12 to 63 are an integral part of these financial statements.

The financial statements on pages 4 to 63 were authorised for issue by the Board on 28 June 2023 and were signed on its behalf by:


Alfred Borg
Director


Christopher Muscat
Director

Income statements

	Notes	Year ended 31 December			
		Group		Company	
		2022 €	2021 €	2022 €	2021 €
Revenue	20	161,573,383	120,595,548	6,968,443	5,950,702
Cost of sales	21	(114,526,726)	(85,987,555)	-	-
Gross profit		47,046,657	34,607,993	6,968,443	5,950,702
Operation and administrative expenses	21	(36,091,626)	(27,176,490)	(6,339,102)	(5,773,125)
Net impairment losses on financial and contract assets	21	17,338	307,931	(20,597)	(2,407)
Operating profit before ERP implementation costs		10,972,369	7,739,434	608,744	175,170
ERP implementation costs	28	(756,045)	-	(756,045)	-
Profit/(loss) from operations		10,216,324	7,739,434	(147,301)	175,170
Income from investment in subsidiaries		-	-	-	3,038,461
Finance income	23	91,972	38,552	588,288	564,625
Finance costs	24	(2,980,963)	(2,286,869)	(740,794)	(709,060)
Share of profit / (loss) in associate	9	245,015	(28,679)	-	-
Profit/(loss) before tax		7,572,348	5,462,438	(299,807)	3,069,196
Income tax (expense)/credit	25	(3,179,386)	(1,836,241)	76,677	(971,738)
Profit/(loss) for the year		4,392,962	3,626,197	(223,130)	2,097,458
Profit/(loss) attributable to:					
Owners of the Company		4,392,962	3,626,197	(223,130)	2,097,458
Non-controlling interests		-	-	-	-
		4,392,962	3,626,197	(223,130)	2,097,458

The notes on pages 12 to 63 are an integral part of these financial statements.

Statements of other comprehensive income

	Notes	Year ended 31 December		Year ended 31 December	
		Group	Company	Group	Company
		2022 €	2021 €	2022 €	2021 €
Profit/(loss) for the year		4,392,962	3,626,197	(223,130)	2,097,458
Other comprehensive income:					
Currency translation differences - gross and net of tax		454,101	151,654	-	-
Other comprehensive income for the year, net of tax		454,101	151,654	-	-
Total comprehensive income for the year		4,847,063	3,777,851	(223,130)	2,097,458
Total comprehensive income attributable to:					
Owners of the Company		4,847,063	3,777,851	(223,130)	2,097,458
Non-controlling interests		-	-	-	-
		4,847,063	3,777,851	(223,130)	2,097,458

The notes on pages 12 to 63 are an integral part of these financial statements.

Statements of changes in equity

Group	Attributable to owners of the Company							Total equity €	
	Share Capital €	Share premium €	Foreign currency translation reserve €	Other reserve €	Fair value reserve €	Retained earnings €	Total €		Non-controlling interest €
Balance at 1 January 2021	85,107	873,056	1,345,120	272,818	(418,476)	6,595,599	8,753,224	(162,714)	8,590,510
Comprehensive income									
Profit for the year	-	-	-	-	-	3,626,197	3,626,197	-	3,626,197
Other comprehensive income									
Currency translation differences	-	-	151,654	-	-	-	151,654	-	151,654
Transactions with owners									
Dividends	-	-	-	-	-	3,626,197	3,777,851	-	3,777,851
Increase in issued share capital	15,020	5,984,980	-	-	-	(800,000)	(800,000)	-	(800,000)
Balance at 31 December 2021	100,127	6,858,036	1,496,774	272,818	(418,476)	9,421,796	17,731,075	(162,714)	17,568,361

Statements of changes in equity - continued

Group	Attributable to owners of the Company							Total equity €
	Share Capital €	Share premium €	Foreign currency translation reserve €	Other reserve €	Fair value reserve €	Retained earnings €	Non-controlling interest €	
Balance at 1 January 2022	100,127	6,858,036	1,496,774	272,818	(418,476)	9,421,796	(162,714)	17,731,075
Comprehensive income	-	-	-	-	-	4,392,962	-	4,392,962
Profit for the year	-	-	-	-	-	4,392,962	-	4,392,962
Other comprehensive income	-	-	454,101	-	-	-	-	454,101
Currency translation differences	-	-	454,101	-	-	-	-	454,101
Balance at 31 December 2022	100,127	6,858,036	1,950,875	272,818	(418,476)	13,814,758	(162,714)	22,415,424

Statements of changes in equity - continued

Company		Share capital €	Share premium €	Retained earnings €	Fair value reserve €	Total €
	Notes					
Balance at 1 January 2021		85,107	873,056	16,379,207	(418,476)	16,918,894
Transactions with Owners						
Dividends declared	26	-	-	(800,000)	-	(800,000)
Increase in issued share capital		15,020	5,984,980	-	-	6,000,000
Comprehensive income						
Profit for the year		-	-	2,097,458	-	2,097,458
Balance at 31 December 2021		100,127	6,858,036	17,676,665	(418,476)	24,216,352
Balance at 1 January 2022		100,127	6,858,036	17,676,665	(418,476)	24,216,352
Comprehensive income						
Loss for the year		-	-	(223,130)	-	(223,130)
Balance at 31 December 2022		100,127	6,858,036	17,453,535	(418,476)	23,993,222

The notes on pages 12 to 63 are an integral part of these financial statements.

Statements of cash flows

	Notes	Year ended 31 December			
		Group		Company	
		2022	2021	2022	2021
		€	€	€	€
Cash flows from operating activities					
Cash generated from operations	28	(2,237,004)	13,378,386	1,942,107	2,046,436
Finance income	23	91,972	38,552	281,172	564,624
Interest paid on borrowings	24	(1,508,134)	(992,847)	(401,611)	(301,941)
Interest paid on lease liabilities	24	(1,472,829)	(1,294,022)	(32,067)	(407,119)
Income tax paid		(1,618,828)	(786,009)	(248,880)	(1,095,797)
Foreign currency translation movements		130,700	(256,474)	-	-
Net cash (used in)/generated from operating activities		(6,614,123)	10,087,586	1,540,721	806,203
Cash flows from investing activities					
Purchases of property, plant and equipment	5	(7,131,580)	(4,939,535)	(250,425)	(86,487)
Purchases of intangible asset	4	(2,082,727)	(1,650,069)	(2,082,727)	(1,498,270)
Loans to subsidiary	11	-	-	482,929	(662,793)
Loans to related parties	11	-	(1,500,000)	-	(1,500,000)
Dividend received from subsidiary		-	-	-	3,038,461
Net cash (used in) investing activities		(9,214,307)	(8,089,604)	(1,850,223)	(709,089)
Cash flows from financing activities					
Dividends paid		-	(800,000)	-	(800,000)
Net repayments of borrowings		(1,152,087)	(1,049,974)	-	(391,125)
Net proceeds from drawdowns of borrowings		10,041,165	9,800,190	216,940	599,264
Principal elements of lease payments (IFRS16)		(5,201,155)	(4,085,944)	(68,265)	(63,859)
Net cash generated from/(used in) financing activities		3,687,923	3,864,272	148,675	(656,540)
Movement in cash and cash Equivalents		(12,140,507)	5,862,254	(160,827)	(559,426)
Cash and cash equivalents at the beginning of the year		23,054,339	17,192,085	499,299	1,058,725
Cash and cash equivalents at the end of the year	15	10,913,832	23,054,339	338,472	499,299

The notes on pages 12 to 63 are an integral part of these financial statements.

Notes to the financial statements

1. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

1.1 Basis of preparation

The consolidated financial statements include the financial statements of Hudson Holdings Group and its subsidiaries and are prepared in accordance with the requirements of International Financial Reporting Standards (IFRSs) as adopted by the EU and with the requirements of the Maltese Companies Act (Cap. 386).

The preparation of financial statements in conformity with IFRSs as adopted by the EU requires the use of certain accounting estimates. It also requires Directors to exercise their judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 3.

The financial statements have been prepared under the historical cost convention.

Standards, interpretations and amendments to published standards effective in 2022

In 2022, there were no amendments to existing standards that were mandatory for the Group and Company to be adopted for the accounting period beginning on 1 January 2022.

Standards, interpretations and amendments to published standards that are not yet adopted

Certain new standards, amendments and interpretations to existing standards have been published by the date of authorisation for issue of these financial statements but are mandatory for the Group's accounting periods beginning after 1 January 2022. The Group and Company have not early adopted these revisions to the requirements of IFRSs as adopted by the EU and the Group and Company's directors are of the opinion that there are no requirements that will have a possible significant impact on the Group and Company's financial statements in the period of initial application.

1.2 Consolidation

(a) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

In the Company's separate financial statements, investments in subsidiaries are accounted for by the cost method of accounting, i.e. at cost less impairment. Cost includes directly attributable costs of the investment. Provisions are recorded where, in the opinion of the directors, there is an impairment in value. Where there has been an impairment in the value of an investment, it is recognised as an expense in the period in which the diminution is identified. The results of subsidiaries are reflected in the Company's separate financial statements only to the extent of dividends receivable. On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to profit or loss.

1. Summary of significant accounting policies - continued

1.2 Consolidation - continued

(b) Transactions with non-controlling interests

The Group treats transactions with non-controlling interests, where the acquisition or disposal of partial interests in a subsidiary has no impact on the Group's ability to govern control the subsidiary's financial and operating policies, as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

(c) Business combinations

The Group applies the acquisition method of accounting to account for business combinations that fall within the scope of IFRS 3. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed (identifiable net assets) in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of the acquiree's identifiable net assets.

Goodwill is initially measured as the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the identifiable net assets acquired. If this is less than the fair value of the identifiable net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in profit or loss.

Business combinations between entities under common control, which do not fall within the scope of IFRS 3, are accounted for using the predecessor method of accounting. Under the predecessor method of accounting, assets and liabilities are incorporated at the predecessor carrying values, which are the carrying values of assets and liabilities of the acquired entity from the consolidated financial statements of the highest entity that has common control and for which consolidated financial statements are prepared. When the controlling party does not prepare consolidated financial statements because it is not a parent company, the financial statements amount of the acquired entity are used.

1. Summary of significant accounting policies - continued

1.2 Consolidation - continued

(c) Business combinations - continued

No new goodwill arises in predecessor accounting, and any difference between the consideration given and the aggregate book value of the assets and liabilities (as of the date of transaction) of the acquired entity, is include in equity in a separate reserve. The financial statements incorporate the acquired entity's results only from the date on which the business combination between entities under common control occurred.

Under both methods of accounting, upon consolidation, inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated but considered an impairment indicator of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

1.3 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in euro, which is the Company's functional and the Group's presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'finance income or cost'. All other foreign exchange gains and losses are presented in the income statement within 'other income/(charges) - net'.

1. Summary of significant accounting policies - continued

1.3 Foreign currency translation - continued

(c) Group companies

Income statements of foreign entities are translated into the Group's presentation currency at the average exchange rates for the year and statements of financial position are translated at the exchange rates ruling at year-end. All resulting translation differences are recognised in other comprehensive income.

Exchange differences arising from the translation of the net investment in foreign entities and of borrowings are taken to other comprehensive income. On disposal or partial disposal of a foreign entity, translation differences that were previously recognised in other comprehensive income are recognised in profit or loss as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Translation differences are recognised in other comprehensive income.

1.4 Intangible assets

(a) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated statement of comprehensive income. An impairment loss recognised for goodwill is not reversed in subsequent periods. On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

(b) Trademarks

Separately acquired trademarks are shown at historical cost. Trademarks and licences acquired in a business combination are recognised at fair value at the acquisition date. Trademarks and licences have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost of trademarks and licences over their estimated useful lives of 15 to 20 years.

(c) Supplier relationships

Supplier relationships acquired in a business combination are recognised at fair value at the acquisition date. Supplier relationships have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost of supplier relationships over their estimated useful lives of 15 years.

1. Summary of significant accounting policies - continued

1.4 Intangible assets

(d) Computer software

Costs incurred to acquire, develop and implement computer software is capitalised on the basis of the costs incurred to acquire and bring into use the software in line with IAS 38 'Intangible Assets'. These costs are amortised on a straight-line basis over their estimated useful life of ten years. Costs associated with maintaining computer software and costs that do not meet the recognition criteria of IAS 38 'Intangible Assets' are expensed as incurred.

1.5 Property, plant and equipment

Property, plant and equipment, is stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss statement during the financial period in which they are incurred.

Depreciation is calculated on the straight-line method to allocate the cost, or revalued amount, of the assets to their residual values over their estimated useful life as follows:

	%
Improvement to premises	10
Furniture, fixtures and other equipment	20 - 33 $\frac{1}{3}$
Plant and machinery	25
Motor vehicles	20

The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Gains and losses on disposals are determined by comparing the proceeds with carrying amount and are recognised within 'Other operating income' in the statement of comprehensive income.

Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount (Note 1.7).

1.6 Leases

The Group is the lessee

At inception of a contract, an entity shall assess whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;

1. Summary of significant accounting policies - continued

1.6 Leases - continued

- variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

The Group leases various properties. Rental contracts are typically made of fixed periods but may have extension options to renew the lease after the original period as described below. Lease terms are negotiated on an individual basis and contain a range of different terms and conditions. The lease agreements do not impose any covenants. Leased assets may not be used as security for borrowing purposes.

Extension and termination options are included in the property leases. These terms are used to maximise operational flexibility in respect of managing contracts. The extension and termination options held are exercisable only by the Group and not by the respective lessor. In respect of the property lease arrangements, the extension periods have been included in determining lease term of the respective arrangement.

The table below describes the nature of the Group's leasing activities by type of right-of-use asset (ROU) recognised on the balance sheet:

ROU asset	No of ROU assets leased	Range of remaining lease term (years)	Average remaining lease term (years)	Average extension option considered (years)	No of leases with extension options	No of leases with option to purchase	No of leases with termination options
Properties	67	1 - 62	12	2 - 7	67	-	67

Some property leases contain variable payment terms that are linked to sales generated from a store. For individual stores, up to 100% of lease payments are based on variable payment terms with percentages ranging from 6.5% to 10% of sales. Variable payment terms are used for a variety of reasons, including minimising the fixed costs base for newly established stores. Variable lease payments that depend on sales are recognised in profit or loss in the period in which the condition that triggers those payments occurs.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

1. Summary of significant accounting policies - continued

1.6 Leases - continued

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, where there is no third party financing; and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received; and
- any initial direct costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

For leases of properties, the following factors are normally the most relevant:

- If there are significant penalties to terminate (or not extend), the Group is typically reasonably certain to extend (or not terminate);
- If any leasehold improvements are expected to have a significant remaining value, the Group is typically reasonably certain to extend (or not terminate);
- Otherwise, the Group considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset.

The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the lessee.

1. Summary of significant accounting policies - continued

1.7 Impairment of non-financial assets

Assets that have an indefinite useful life, for example certain intangible assets, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

1.8 Financial assets

1.8.1 Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held-for-trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

The Company reclassifies debt instruments when and only when its business model for managing those assets change.

1.8.2 Recognition and measurement

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Company commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cashflows from financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

1.8.3 Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cashflows are solely payment of principal and interest.

1. Summary of significant accounting policies - continued

1.8 Financial assets - continued

1.8.3 Measurement - continued

Debt Instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and cash flow characteristics of the asset. There are three measurement categories into which the Company classified its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented on other gains/ (losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line items in the statement of profit or loss.
- **FVOCI:** Assets that are held for collection contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses).

Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gain/ (losses) and impairment expenses are presented as separate line items in the statement of profit or loss.

- **FVPL:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/ (losses) in the period in which it arises.

1.8.4 Impairment

The Group assesses on a forward-looking basis the expected credit loss associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

1. Summary of significant accounting policies - continued

1.9 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average cost method and comprises expenditure incurred in acquiring the inventories and other costs incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs to be incurred in marketing, selling and distribution.

1.10 Trade and other receivables

Trade receivables comprise amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment (Note 1.8.4). The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in profit or loss. When a receivable is uncollectible, it is written off against the allowance account for trade and other receivables. Subsequent recoveries of amounts previously written off are credited against profit or loss.

1.11 Cash and cash equivalents

Cash and cash equivalents are carried in the statement of financial position at face value. In the statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with banks and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

1.12 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares are shown in equity as a deduction, net of tax, from the proceeds.

1.13 Financial liabilities

The Group recognises a financial liability in its statement of financial position when it becomes a party to the contractual provisions of the instrument. The Group's financial liabilities, other than derivative contracts, are classified as financial liabilities measured at amortised cost, i.e. which are not at fair value through profit or loss. Financial liabilities not at fair value through profit or loss are recognised initially at fair value, being the fair value of consideration received, net of transaction costs that are directly attributable to the acquisition or the issue of the financial liability. These financial liabilities are subsequently measured at amortised cost. The Group derecognises a financial liability from its statement of financial position when the obligation specified in the contract or arrangement is discharged, is cancelled or expires.

1. Summary of significant accounting policies - continued

1.14 Trade and other payables

Trade payables comprise obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

1.15 Borrowings

Borrowings are recognised initially at the fair value of proceeds received, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the end of the reporting period. Borrowing costs are recognised in profit or loss in the period in which they are incurred.

1.16 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

1.17 Provisions

Provisions for legal claims are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

1.18 Current and deferred tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Deferred tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised, or the deferred tax liability is settled.

1. Summary of significant accounting policies - continued

1.18 Current and deferred tax - continued

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

1.19 Deferred government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions. Government grants related to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs they are intended to compensate.

Government grants related to assets, i.e. in respect of the purchase of property, plant and equipment, are included in liabilities as deferred government grants, and are credited to profit or loss on a straight line basis over the expected lives of the related assets, presented within 'Other operating income'.

Grants related to income are presented as a deduction in reporting the related expense.

1.20 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is recognised upon delivery of products or performance of services, and is stated net of sales tax, returns, rebates and discounts.

The Group recognises revenue when the amount of revenue can be reliably measured, when it is probable that future economic benefits will flow to the entity and when specific criteria have been met for each of the Company's activities as described below.

(a) Sales of goods - wholesale

The Group sells a range of branded consumer products in the wholesale market. Sales of goods are recognised when the Group has delivered products to the wholesale customer, and there is no unfulfilled obligation that could affect the wholesaler's acceptance of the products. Delivery does not occur until the risks of obsolescence and loss have been transferred to the wholesale customer, and the wholesale customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed or the Group has objective evidence that all criteria for acceptance have been satisfied.

(b) Sales of goods - retail

The Group operates a number of retail stores selling branded consumer products. Sales of goods are recognised when a group entity sells a product to the customer. Retail sales are usually in cash or by credit card.

1. Summary of significant accounting policies - continued

1.20 Revenue recognition - continued

(c) Dividend income

Dividend income is recognised when the right to receive payment is established.

(d) Interest income

Interest income is recognised for all interest-bearing instruments, using the effective interest method, unless collectability is in doubt.

1.21 Dividend distribution

Dividend distribution to the company's shareholders is recognised as a liability in the Group's and Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

2. Financial risk management

2.1 Financial risk factors

The Group's activities potentially expose it to a variety of financial risks: market risk (including currency risk, cash flow interest rate risk), credit risk and liquidity risk. The Group's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The board of directors provides principles for overall risk management, as well as policies covering risks referred to above and specific areas such as investment of excess liquidity. The Group did not make use of derivative financial instruments to hedge certain risk exposure ensuring the current and preceding financial years.

2. Financial risk management - continued

2.1 Financial risk factors - continued

(a) Market risk

(i) Foreign exchange risk

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities which are denominated in a currency that is not the respective group entity's functional currency.

The table below summarises the Group's exposure to foreign currencies, other than the functional currency, as at 31 December 2022 and 2021.

	Assets €	Liabilities €	Net exposure €
Group			
As at 31 December 2022			
USD to EUR	1,560,198	(3,066,527)	(1,506,329)
EUR to USD	19,678	(124,073)	(104,395)
GBP to EUR	94,557	(1,026,767)	(932,210)
	1,674,433	(4,217,367)	(2,542,934)

	Assets €	Liabilities €	Net exposure €
Group			
As at 31 December 2021			
USD to EUR	-	(135,319)	(135,319)
EUR to USD	154,672	(2,265,958)	(2,111,286)
GBP to EUR	15,994	(382,771)	(366,777)
	170,666	(2,784,048)	(2,613,382)

Based on the amounts disclosed above, the directors are of the opinion that the Group is not significantly exposed to changes in exchange rates. Accordingly, a sensitivity analysis disclosing how profit or loss, and other comprehensive income, would be impacted by a change in interest rates that was reasonably possible at the end of the reporting period, is not required.

2. Financial risk management - continued

2.1 Financial risk factors - continued

(a) *Market risk - continued*

(ii) Interest rate risk

In general, the Group and Company are exposed to risk associated with the effects of fluctuations in the prevailing levels of market interest rates. The Group and Company's main exposure to interest rate risk arises on the financial assets and liabilities described in the tables below. The Group and Company's borrowings are issued at variable/fixed rates and expose the Group to cash flow interest rate risk. Management monitors the level of floating rate borrowings as a measure of cash flow risk taken on.

The exposure to cash flow interest rate risk as at 31 December is shown below:

	Group		Company	
	At floating rates			
	2022	2021	2022	2021
	€	€	€	€
<i>Interest-bearing assets</i>				
Amounts owed by subsidiaries (Note 12)	-	-	2,857,888	975,000
<i>Interest-bearing liabilities</i>				
Bank overdraft (Note 19)	1,477,606	392,078	7,729	50,297
Bank loans (Note 19)	28,942,195	12,777,051	2,346,147	1,429,205
Amounts owed to subsidiaries (Note 18)	-	-	4,863,230	3,741,096
	30,419,801	13,169,129	7,217,106	5,220,598
Net	(30,419,801)	(13,169,129)	(4,359,218)	(4,245,598)
	Group		Company	
	At fixed rates			
	2022	2021	2022	2021
	€	€	€	€
<i>Interest-bearing assets</i>				
Lease receivables (Note 7)	-	-	5,751,554	6,879,826
Gross loans to subsidiaries (Note 11)	-	-	3,633,667	4,096,000
Loan to shareholders	1,565,503	1,500,000	1,565,503	1,500,000
	1,565,503	1,500,000	10,950,724	12,475,826
<i>Interest-bearing liabilities</i>				
Lease liabilities (Note 17)	33,082,938	30,823,588	6,481,364	7,677,900
Listed bond (Note 19)	11,907,084	11,878,488	-	-
Bank loans (Note 19)	-	7,304,589	-	-
Loan from subsidiary (Note 19)	-	-	3,375,000	4,075,000
	44,990,022	50,006,665	9,856,364	11,752,900
Net	(43,424,519)	(48,506,665)	1,094,360	722,926

2. Financial risk management - continued

2.1 Financial risk factors - continued

(a) Market risk - continued

(ii) Interest rate risk - continued

Based on the amounts disclosed above, the directors are of the opinion that the Group and Company are not significantly exposed to changes in interest rates. Accordingly, a sensitivity analysis disclosing how profit or loss, and other comprehensive income, would be impacted by a change in interest rates that was reasonably possible at the end of the reporting period, is not required.

(b) Credit risk

Credit risk arises from credit exposures to wholesale and retail customers, including outstanding receivables and committed transactions, loans receivable and cash and cash equivalents. The Group and the Company's exposures to credit risk as at the end of the reporting periods are analysed as follows:

	Group		Company	
	2022	2021	2022	2021
	€	€	€	€
Loans and receivables category:				
Lease receivables (Note 7)	-	-	5,751,554	6,879,826
Trade and other receivables - gross (Note 12)	29,583,689	19,444,509	3,118,666	3,795,846
Loans and receivables (Note 11)	1,565,503	1,500,000	3,909,170	5,596,000
Cash and cash equivalents - net of provisions (Note 15)	12,391,438	23,446,416	346,201	549,596
	43,540,630	44,390,925	13,125,591	16,821,268
Less: other receivables that do not give rise to credit risk	(6,007,331)	(1,665,701)	(590,572)	(438,126)
Provision for impairment	(593,326)	(610,664)	(500,548)	(479,951)
Maximum exposure to credit risk	36,939,973	42,114,560	12,034,471	15,903,191

Trade and other receivables (including contract assets)

The Group assesses the credit quality of its trade customers, the majority of which are unrated, taking into account financial position, past experience and other factors. The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. It has policies in place to ensure that sales of services are affected to customers with an appropriate credit history. Standard credit terms are in place for individual clients, however, wherever possible, new corporate customers are analysed individually for creditworthiness before the Group's standard payment and service delivery terms and conditions are offered. The creditworthiness analysis for new customers includes a review through external creditworthiness databases when available.

The Group manages credit limits and exposures actively in a practicable manner such that past due amounts receivable from customers are within controlled parameters.

The Group has debtor balances amounting to €9,731,708 (2021: €8,196,231) that are covered by letters of credit. The Group does not hold any other significant collateral as security.

2. Financial risk management - continued

2.1 Financial risk factors - continued

(b) Credit risk - continued

In view of the nature of the Group's activities and the market in which it operates, a limited number of customers account for a certain percentage of the Group's trade and other receivables. The largest client exposure accounts for 38.5% (2021: 45%) of the trade debtor balances of which 100% (2020: 100%) are covered by letters of credit. The exposure is further covered by a credit note which has been accrued for within these financial statements. These exposures are monitored and reported more frequently and rigorously. These customers trade frequently with the Group and are deemed by management, usually taking cognisance of the performance history without defaults, to have excellent credit standing.

Impairment of trade and other receivables (including contract assets)

The Group applies IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on the payment profiles of sales over a period of time before the reporting date and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the tenants to settle the receivables. The Group adjusts the historical loss rates based on expected changes in these factors. The Group's debtors are principally in respect of transactions with customers for whom there is no recent history of default. Management does not expect any material losses from non-performance by these customers. On the basis of this analysis and considering that the Group never experienced material defaults from its receivables, no adjustments to impairment provisions on trade receivables were required upon adoption of IFRS 9, as the identified impairment loss is insignificant.

The Group monitors information available on macroeconomic factors, affecting repayment ability, as well as the actual and projected impact of the pandemic on the business model of the customers serviced by the Group. Payment patterns attributable to the Group's customers is thoroughly and regularly assessed to determine whether any deterioration in collection rates is being experienced. The Group determined that the expected credit losses have not materially changed taking cognisance of the projected impact on the repayment ability of the Group's customers, the repayment pattern actually experienced, and the estimated life of receivables.

Credit loss allowances include specific provisions against credit impaired individual exposures with the amount of the provisions being equivalent to the balances attributable to credit impaired receivables. The individually credit impaired trade receivables mainly relate to independent customers which are in unexpectedly difficult economic situations mostly due to geopolitical issues and which are accordingly not meeting repayment obligations. In this respect, the Company has recognised specific impairment provisions during the current financial year, against credit impaired individual exposures which have demonstrated objective evidence of being impaired.

As at 31 December 2022, trade receivables for the Group and Company amounting to €593,326 (2021: €610,664) and €500,548 (2022: €479,951), respectively, were impaired and the amount of the provisions in this respect are equivalent to these amounts.

2. Financial risk management - continued

2.1 Financial risk factors - continued

(b) Credit risk - continued

Trade receivables and contract assets are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group.

Impairment losses on trade receivables and contract assets are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

Cash and cash equivalents

The credit risk for cash and cash equivalents for Group and Company is considered negligible since the majority of the counterparties are reputable banks with high quality external credit ratings. The Group and Company assessed the expected credit loss for cash and cash equivalents. The loss allowances for these financial assets are based on assumptions about risk of default and expected loss rates. The identified impairment loss was insignificant except for a bank balance at a subsidiary for which a credit loss allowance of €34,724 (2021: €34,325) was considered.

The closing loss allowances for cash and cash equivalents as at 31 December 2022 reconcile to the opening loss allowances as follows:

	2022	2021
	€	€
Group		
Cash		
Balance at 1 January	34,325	109,072
Impact of difference on exchange	399	(74,747)
Balance at 31 December	34,724	34,325

Other financial assets at amortised cost

The Company's other financial assets at amortised cost include lease receivables, loans and other current receivables due from subsidiaries, which are eliminated on consolidation (Notes 7, 11 and 12). The Company monitors intra-group credit exposures at individual entity level on a regular basis and ensures timely performance of these assets in the context of its overall liquidity management.

The loss allowances for these financial assets are based on assumptions about risk of default and expected loss rates. The Company's management uses judgement in making these assumptions, based on the counterparty's past history, existing market conditions, as well as forward looking estimates at the end of each reporting period.

2. Financial risk management - continued

2.1 Financial risk factors - continued

(b) Credit risk - continued

As at year-end, based on the directors' assessments of these factors, the equity position of the respective counterparty, and, where the probability of default is high, the recovery strategies contemplated by management and the support of shareholders in place, the resulting impairment charge required for loans and other current receivables was of €51,098 and €449,450 respectively (2021: €57,600 and €422,351 respectively).

The closing loss allowances for other financial assets at amortised cost as at 31 December 2022 reconcile to the opening loss allowances as follows:

Company	2022	2021
	€	€
<i>Other financial assets at amortised cost</i>		
Balance at 1 January	479,951	477,277
Increase in loss allowance recognised in profit or loss during the year	20,597	2,674
Balance at 31 December	500,548	479,951

(c) Liquidity risk

The Group is exposed to liquidity risk in relation to meeting future obligations associated with its financial liabilities, which comprise lease liabilities (Note 17) interest-bearing borrowings (Note 19) and trade and other payables (Note 18). Prudent liquidity risk management includes maintaining sufficient cash and committed credit lines to ensure the availability of an adequate amount of funding to meet the Company's obligations.

Management monitors liquidity risk by means of cash flow forecasts which are updated on a regular basis. The Group's liquidity risk is not deemed to be material in view of the matching of cash inflows and outflows arising from operations.

2. Financial risk management - continued

2.1 Financial risk factors - continued

(c) Liquidity risk - continued

The table below analyses the Group and Company's principal financial liabilities into relevant maturity groupings based on the remaining term at the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Carrying amount €	Contractual cash flows €	Due		
			within 1 year €	between 2 and 5 years €	after more than 5 years €
Group					
31 December 2022					
Listed bond	11,907,084	14,088,000	522,000	13,566,000	-
Bank overdraft	1,477,606	1,477,606	1,477,606	-	-
Trade and other payables	35,957,570	35,957,570	35,957,570	-	-
Lease liabilities	33,082,938	39,070,649	3,809,096	19,336,676	15,924,877
Other bank loans and facilities	28,942,195	42,259,358	37,359,420	3,991,824	908,114
Total	111,367,393	132,853,183	72,125,692	36,894,500	16,832,991
31 December 2021					
Listed bond	11,878,488	14,610,000	522,000	14,088,000	-
Bank overdraft	392,078	392,078	392,078	-	-
Trade and other payables	32,657,447	32,657,447	32,657,447	-	-
Lease liabilities	30,823,588	39,893,983	6,791,965	18,386,459	14,715,559
Other bank loans and facilities	20,081,640	20,876,657	15,150,044	4,737,879	988,734
Total	95,833,241	108,430,165	55,513,534	37,212,338	15,704,293

2. Financial risk management - continued

2.1 Financial risk factors - continued

(c) Liquidity risk - continued

Company	Carrying amount €	Contractual cash flows €	Due		
			within 1 year €	between 2 and 5 years €	after more than 5 years €
31 December 2022					
Loan from subsidiary	3,375,000	4,216,000	1,054,000	3,162,000	-
Bank overdraft	7,729	7,729	7,729	-	-
Trade and other payables	8,416,337	8,416,337	8,416,337	-	-
Lease liabilities	6,481,364	7,387,021	1,543,752	4,340,015	1,503,254
Bank and other loans	2,346,147	2,471,130	1,463,611	1,007,519	-
Total	20,626,577	22,498,217	12,485,429	8,509,534	1,503,254
31 December 2021					
Loan from subsidiary	4,075,000	4,075,000	-	4,075,000	-
Bank overdraft	50,297	50,297	50,297	-	-
Trade and other payables	7,547,651	7,547,651	7,547,651	-	-
Lease liabilities	7,677,901	7,861,316	1,299,447	6,561,869	-
Bank and other loans	1,429,205	1,515,036	493,372	1,021,664	-
Total	20,780,054	21,049,300	9,390,767	11,658,533	-

Contractual cashflows on lease liabilities payable by the Company include €5,751,554 (2021: €7,861,317) for which cashflows will be funded by the lease receivables due from subsidiaries (Note 7).

2.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may issue new shares or adjust the amount of dividends paid to shareholders.

The Group's equity, as disclosed in the statement of financial position, constitutes its capital. The Group maintains the level of capital by reference to its financial obligations and commitments arising from operations and requirements. In view of the nature of the Group's activities and the extent of borrowings or debt, the capital level as at the end of the reporting period is deemed adequate by the directors.

2. Financial risk management - continued

2.2 Capital risk management - continued

The Group monitors the level of capital on the basis of the ratio of aggregated net debt to total capital. Net debt is calculated as total borrowings (as shown in the statement of financial position) less cash and cash equivalents. Total capital is calculated as equity, as shown in the respective statement of financial position, plus net debt.

The figures in respect of the Group's and Company's equity and borrowings as at 31 December are reflected below:

	Group		Company	
	2022	2021	2022	2021
	€	€	€	€
Borrowings (Note 19)	42,326,885	32,352,206	5,728,876	5,554,502
Lease liabilities (Note 17)	33,082,938	30,823,588	6,481,364	7,677,901
Less: cash and cash equivalents (Note 15)	(12,391,438)	(23,446,417)	(346,201)	(549,596)
Net debt	63,018,385	39,729,377	11,864,039	12,682,807
Total equity	22,415,424	17,568,361	23,993,222	24,216,352
Total capital	85,433,809	57,297,738	35,857,261	36,899,159
Net debt ratio	73.8%	69.3%	33.1%	34.4%

The Group manages the relationship between equity injections and borrowings, being the constituent elements of capital as reflected above, with a view to managing the cost of capital. The level of capital, as reflected in the consolidated statement of financial position, is maintained by reference to the Group's respective financial obligations and commitments arising from operational requirements. In view of the nature of the Group's activities and the extent of debt, the capital level at the end of the reporting period determined by reference to the consolidated financial statements is deemed adequate by the Directors.

2. Financial risk management - continued

2.3 Fair values of financial instruments

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

Group and Company

	Level 3	
	€	€
	2022	2021
31 December		
Assets		
Equity investments at fair value through other comprehensive income:		
Equity securities:		
Unlisted	-	-

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. The Group and Company's instrument included in level 3 comprises a private equity investment, disclosed in Note 10 of these financial statements, which also includes a reconciliation from opening to closing value of the instrument.

At 31 December 2022 and 2021 the carrying amounts of cash at bank, loans and receivables, receivables, payables, and borrowings reflected in the financial statements are reasonable estimates of fair value.

3. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances.

In the opinion of the directors, the accounting estimates and judgements made in the course of preparing these financial statements are not difficult, subjective or complex to a degree which would warrant their description as critical in terms of the requirements of IAS 1.

4. Intangible assets

Group

	Computer Software €	Goodwill €	Supplier relationships €	Others €	Total €
At 1 January 2021					
Cost	655,560	1,065,688	-	278,054	1,999,302
Accumulated amortisation	-	-	-	(84,473)	(84,473)
Net book amount	655,560	1,065,688	-	193,581	1,914,829
Year ended 31 December 2021					
Opening net book amount	655,560	1,065,688	-	193,581	1,914,829
Assets taken over on acquisition (note 31)	-	-	3,190,224	-	3,190,224
Additions	1,498,270	-	-	151,799	1,650,069
Transfer from tangible assets	542,550	-	-	-	542,550
Amortisation charges	(121,630)	-	-	(66,395)	(188,025)
Closing net book amount	2,574,750	1,065,688	3,190,224	278,985	7,109,647
At 31 December 2021					
Cost	2,696,380	1,065,688	3,190,224	429,853	7,382,145
Accumulated amortisation	(121,630)	-	-	(150,868)	(272,498)
Net book amount	2,574,750	1,065,688	3,190,224	278,985	7,109,647
Year ended 31 December 2022					
Opening net book amount	2,574,750	1,065,688	3,190,224	278,985	7,109,647
Additions	2,082,727	-	-	-	2,082,727
Disposals	-	-	-	(197,398)	(197,398)
Amortisation charges	(392,170)	-	(319,022)	(17,968)	(729,160)
Amortisation released on disposal	-	-	-	96,630	96,630
Closing net book amount	4,265,307	1,065,688	2,871,202	160,249	8,362,446
At 31 December 2022					
Cost	4,779,107	1,065,688	3,190,224	232,455	9,267,474
Accumulated amortisation	(513,800)	-	(319,022)	(72,206)	(905,028)
Net book amount	4,265,307	1,065,688	2,871,202	160,249	8,362,446

4. Intangible assets - continued

Included in the additions for the year are salaries and other overhead expenses amounting to €427,442 (2021: €nil) which were capitalised to intangible assets during the year.

Impairment test for goodwill with an indefinite useful life

The Group's reported goodwill is attributable to business combinations effected in prior years. The Group tests whether goodwill suffered any impairment on an annual basis.

For the purposes of the impairment test, the goodwill is attributable to one cash generating unit, which comprises the operations of Hudson Malta Sales Ltd (HMS CGU). The recoverable amount of goodwill has been determined based on value-in-use calculations of the HMS CGU. These calculations use post-tax cash flow projections reflecting the estimates for the years 2023 to 2028 as approved by the Board of Directors.

The key assumptions in the determination of the recoverable amount of the HMS CGU are the levels of forecast EBITDA, capital expenditure, the terminal value growth rates applied to the estimated cash flows beyond the explicit forecast period and the discount rate. Forecast EBITDA levels are based on past experience, adjusted for market developments and industry trends.

The post-tax discount rate applied to in the value-in-use calculation of the HMS CGU was 12.3% (2021: 8.4%) whilst the long-term growth rate applied in the valuation of the residual value was 1.0% (2021: 1.4%). These parameters have been principally based on market observable data.

Group management's method for determining the values inherent to each significant assumption is based on experience and expectations regarding the performance of the market. It was determined that the recoverable amount is greater than the carrying amount and consequently, no impairment charge was required for 2022.

The carrying amount of the HMS CGU currently exceeds its recoverable amount by €10,235,000 (2021: €3,641,000). The recoverable amount of this CGU would equal its carrying amount if the post-tax discount rate is increased from 12.3% to 19.4% (2021: from 8.4% to 14%) or projected annual EBITDA is 13% lower (2021: 13% lower).

4. Intangible assets - continued

Company

	Computer software	Total
	€	€
Year ended 31 December 2021		
Opening net book amount	655,560	655,560
Additions	1,498,270	1,498,270
Transfers from tangible assets	542,550	542,550
Amortisation	(121,630)	(121,630)
	2,574,750	2,574,750
At 31 December 2021		
Cost	2,696,380	2,696,380
Accumulated amortisation	(121,630)	(121,630)
	2,574,750	2,574,750
Year ended 31 December 2022		
Opening net book amount	2,574,750	2,574,750
Additions	2,082,727	2,082,727
Amortisation	(392,170)	(392,170)
	4,265,307	4,265,307
At 31 December 2022		
Cost	4,779,107	4,779,107
Accumulated amortisation	(513,800)	(513,800)
	4,265,307	4,265,307

5. Property, plant and equipment

Group	Assets in the course of of construction €	Improvements to premises €	Motor vehicles €	Furniture, fixtures and other equipment €	Total €
At 1 January 2021					
Cost	46,885	5,402,541	83,969	9,565,392	15,098,787
Accumulated depreciation	-	(672,130)	(44,914)	(4,285,503)	(5,002,547)
Net book amount	46,885	4,730,411	39,055	5,279,889	10,096,240
Year ended 31 December 2021					
Opening net book amount	46,885	4,730,411	39,055	5,279,889	10,096,240
Reclassification of assets	-	(2,177,710)	(8,989)	2,186,699	-
Additions	82,824	1,903,720	47,358	2,905,632	4,939,534
Assets taken over on acquisition (note 31)	-	577,185	-	791,493	1,368,678
Disposals	(46,885)	(232,681)	(4,294)	(2,997,215)	(3,234,190)
Transfers to intangible assets	-	-	-	(495,665)	(542,550)
Currency translation differences	(14)	486	1,627	193,057	195,156
Depreciation released on disposals	-	55,143	4,292	2,818,973	2,878,408
Depreciation charge	-	(334,298)	(20,813)	(2,058,571)	(2,413,682)
Closing net book amount	82,810	4,522,256	58,236	8,624,292	13,287,594
At 31 December 2021					
Cost	82,810	5,473,541	119,671	12,149,393	17,825,415
Accumulated depreciation	-	(951,285)	(61,435)	(3,525,101)	(4,537,821)
Net book amount	82,810	4,522,256	58,236	8,624,292	13,287,594

5. Property, plant and equipment - continued

Group	Assets in the course of of construction €	Improvements to premises €	Motor vehicles €	Furniture, fixtures and other equipment €	Total €
Year ended 31 December 2022					
Opening net book amount	82,810	4,522,256	58,236	8,624,292	13,287,594
Reclassification of assets	(82,810)	(534,878)	-	617,688	-
Additions	1,503,924	2,068,991	126,260	3,432,405	7,131,580
Disposals	-	(387,305)	(21,199)	(409,356)	(817,860)
Currency translation differences	-	1,883	2,388	168,263	172,534
Depreciation released on disposals	-	189,796	7,066	166,753	363,615
Depreciation charge	-	(591,407)	(21,307)	(2,482,436)	(3,095,150)
Closing net book amount	1,503,924	5,269,336	151,444	10,117,609	17,042,313
At 31 December 2022					
Cost	1,503,924	6,622,232	227,120	15,958,393	24,311,669
Accumulated depreciation	-	(1,352,896)	(75,676)	(5,840,784)	(7,269,356)
Net book amount	1,503,924	5,269,336	151,444	10,117,609	17,042,313

5. Property, plant and equipment - continued

Company	Improvements to premises €	Motor vehicles €	Furniture, fixtures and other equipment €	Total €
At 1 January 2021				
Cost	23,509	18,962	1,716,121	1,758,592
Accumulated depreciation	(12,114)	(13,257)	(832,621)	(857,992)
Net book amount	11,395	5,705	883,500	900,600
Year ended 31 December 2021				
Opening net book amount	11,395	5,705	883,500	900,600
Additions	-	-	86,487	86,487
Transfers to intangible assets	-	-	(542,550)	(542,550)
Disposals	(992)	(4,294)	(279,869)	(285,155)
Depreciation charge	(2,183)	(2,938)	(142,372)	(147,493)
Depreciation released on disposal	992	4,294	279,869	285,155
Closing net book amount	9,212	2,767	285,065	297,044
At 31 December 2021				
Cost	22,517	14,668	980,189	1,017,374
Accumulated depreciation	(13,305)	(11,901)	(695,124)	(720,330)
Net book amount	9,212	2,767	285,065	297,044
Year ended 31 December 2022				
Opening net book amount	9,212	2,767	285,065	297,044
Additions	-	-	250,425	250,425
Depreciation charge	(2,090)	(1,161)	(135,672)	(138,923)
Closing net book amount	7,122	1,606	399,818	408,546
At 31 December 2022				
Cost	22,517	14,668	1,230,614	1,267,799
Accumulated depreciation	(145,395)	(13,062)	(830,796)	(859,253)
Net book amount	7,122	1,606	399,818	408,546

6. Right-of-use assets

	Group €	Company €
Year ended 31 December 2021		
Opening net book value	23,632,459	824,095
Assets taken over on acquisition (note 31)	5,792,142	-
Additions	6,710,047	23,368
Disposals	(1,098,674)	(5,423)
Lease modifications	(32,788)	-
Currency translation differences	61,317	-
Amortisation charge	(4,840,068)	(81,682)
Amortisation released on disposal	394,514	-
	30,618,929	760,358
Year ended 31 December 2022		
Opening net book value	30,618,929	760,358
Additions	7,466,665	-
Disposals	-	-
Lease modifications	(63,194)	(23,368)
Currency translation differences	110,492	-
Amortisation charge	(6,052,719)	(81,682)
	32,080,173	655,308

The statement of profit or loss shows the following amounts relating to leases:

	Group		Company	
	2022	2021	2022	2021
	€	€	€	€
Amortisation charge of right-of-use assets	6,052,719	4,840,068	81,682	81,682
Interest income (included in finance income)	-	-	307,116	(370,193)
Interest expense (included in finance cost)	1,472,829	1,294,022	339,183	407,119
Rent rebates in relation to Covid-19 (Note 17)	-	(331,068)	-	-
Expense relating to variable lease payments not included in lease liabilities (included in administrative expenses)	1,469,365	1,186,182	237,944	213,516
	1,469,365	1,186,182	237,944	213,516

7. Lease receivables

Company

	2022	2021
	€	€
Non-current	4,467,057	5,683,288
Current	1,284,497	1,196,536
	5,751,554	6,879,824

All lease receivables relate to amounts due from subsidiaries, relating to sub-leasing of leased properties by the Company. Such leases are deemed to be finance leases as the terms of the sub-lease agreements with subsidiaries are aligned with the original lease agreements with third parties and therefore, the Company is effectively transferring all risks and rewards relating to the leased assets for the same term and consideration. Therefore, the right-of-use assets relating to such agreements have been derecognised by the Company.

8. Investment in subsidiaries

	Company	
	2022	2021
	€	€
Year ended 31 December		
At beginning of year	24,452,227	18,451,227
Additions	-	6,001,000
At end of year	24,452,227	24,452,227

During 2021, the Company incorporated Hudson Cyprus Limited with a total issued share capital of €1,000 (further details in the table below) and made a further investment of €6,000,000 into Hudson Malta p.l.c by transferring its shares in Trilogy Limited (note 32).

8. Investments in subsidiaries - continued

The principal subsidiaries as at 31 December 2022 and 2021 are shown below. Unless otherwise stated, they have share capital consisting solely of ordinary shares.

Subsidiaries	Registered office	Voting rights held by the Group		Ownership interest held directly by the Company		Ownership interest held by the Group	
		2022	2021	2022	2021	2022	2021
Hudson Malta Sales Limited (formerly Time International (Sport) Limited)	Hudson House, Burmarrad Road, Burmarrad St Paul's Bay, Malta	100%	100%	100%	100%	100%	100%
Hudson Italy SRL (formerly Italian Operations Limited SRL)	Via Vincenzo Romaniello, 21/B, 80129 Napoli, Italy	99%	99%	100%	100%	100%	100%
UJ International Co Limited	Hudson House, Burmarrad Road, Burmarrad St Paul's Bay, Malta	100%	100%	100%	100%	100%	100%
Urban Jungle Sneakers SL (struck off in 2021)	Madrid	-	-	-	-	-	-

8. Investments in subsidiaries - continued

Subsidiaries	Registered office	Voting rights held by the Group		Ownership interest held directly by the Company		Ownership interest held by the Group	
		2022	2021	2022	2021	2022	2021
Time International Company Limited	Hudson House, Burmarrad Road, Burmarrad St Paul's Bay, Malta	100%	100%	100%	100%	100%	100%
BD International Group Limited	Hudson House, Burmarrad Road, Burmarrad St Paul's Bay, Malta	100%	100%	-	-	100%	100%
BD Tunisia SARL (struck off in 2022)	4 rue 7036, 2ème étage, El Menzah IV 1004, Tunis, Tunisia	-	100%	-	-	-	100%
BD International Group Limited (struck off in 2022)	P.O. Box 3175, Road Town, Tortola British Virgin Islands	-	100%	-	-	-	100%
Hudson Morocco SARL (formerly BD Morocco SARL)	Angle Boulevards Zerkouni et Al Massira, Twin Center, Tour Ouest, 8e étage, Casablanca, Morocco	100%	100%	-	-	100%	100%

8. Investments in subsidiaries - continued

Subsidiaries	Registered office	Voting rights held by the Group		Ownership interest held directly by the Company		Ownership interest held by the Group	
		2022	2021	2022	2021	2022	2021
Sports Alliance Limited (struck off in 2021)	P.O. Box 3175, Road Town, Tortola, British Virgin Islands	-	-	-	-	-	-
Hudson International Company Limited (merged into Hudson Malta Sales Limited in 2021)	Hudson House, Burmarrad Road, Burmarrad St Paul's Bay, Malta	-	-	-	-	-	-
Hudson Libya Utilities Management and Operation Services Joint Venture SC Company	Gergaresh Street, Tripoli, Libya	65%	65%	-	-	65%	65%
Hudson Malta Plc	Hudson House, Burmarrad Road, Burmarrad St Paul's Bay, Malta	100%	100%	100%	100%	100%	100%
Hudson Italia SRL (struck off in 2021)	Milano Via Monte Rosa 91 CAP 20149, Italy	-	-	-	-	-	-
Hudson Brand Development Nigeria Limited	Plot 16, prof Kiumi Akingbehi, St. Lekki 1, Lagos, Nigeria	100%	100%	-	-	100%	100%

8. Investments in subsidiaries - continued

Subsidiaries	Registered office	Voting rights held by the Group		Ownership interest held directly by the Company		Ownership interest held by the Group	
		2022	2021	2022	2021	2022	2021
Hudson Cyprus Ltd (incorporated in 2021)	Lysandrou 2, 3066 Limassol PO Box 51934, 3509 Limassol, Cyprus	100%	100%	100%	100%	100%	100%
Trilogy Limited (merged into Hudson Malta Sales Limited in 2022)	Hudson House, Burmarrad Road, Burmarrad St Paul's Bay, Malta	-	100%	-	-	-	100%

9. Investment in associate

	Group	
	2022	2021
	€	€
Year ended 31 December		
At beginning of year	529,907	533,198
Share of profit/(loss) for the year	245,015	(28,679)
Currency translation differences	20,400	25,388
	<hr/>	<hr/>
At end of year	795,322	529,907
	<hr/>	<hr/>

Associate	Registered office	Percentage of shares directly held by the Group	
		2022	2021
		%	%
Premium Brands SARL	29 rue des Pins Investments Park 2, 16035, Hydra, Algeria	44.50	44.50

10. Equity investments at fair value through other comprehensive income

	Group and Company	
	2022	2021
	€	€
Year ended 31 December		
As at 1 January	-	-
Fair value movements	-	-
	<hr/>	<hr/>
As at 31 December	-	-
	<hr/>	<hr/>
As at 31 December		
Cost	418,476	418,476
Fair value movements	(418,476)	(418,476)
	<hr/>	<hr/>
As at 31 December	-	-
	<hr/>	<hr/>

The Group's equity investments, as at 31 December 2022, consists of equity instruments in an unlisted foreign private company, GRP 3ina SL, which is fair valued annually. Fair value is estimated by reference to recent transactions. Accordingly, the available-for-sale investment is categorised as Level 3 within the fair value measurement hierarchy required by IFRS 13. The change in the fair value of the investment is recognised in other comprehensive income in a fair value reserve.

11. Financial assets at amortised cost

	Group	
	2022	2021
	€	€
Non-current		
Loans receivable from related parties	1,565,503	1,500,000
	1,565,503	1,500,000
	Company	
	2022	2021
	€	€
Current		
Loans receivable from subsidiaries	1,290,000	-
Non-current		
Loans receivable from subsidiaries	2,343,667	4,096,000
Less: credit loss allowance in line with IFRS 9	(51,098)	(57,600)
Loans receivable from related parties	1,565,503	1,500,000
	3,858,072	5,538,400

Loans receivable from subsidiaries bear interest at 5.5% (2021: 5.5%) and are repayable by 2026. The loan receivable from related parties bears interest at 3% (2021: 3%), with the effective date of repayment being triggered by the contingent consideration payment related to Trilogy Limited as disclosed in Note 32.

12. Trade and other receivables

	Group		Company	
	2022	2021	2022	2021
	€	€	€	€
Trade receivables	20,526,865	13,992,664	-	1,330
Less: Provisions for impairment	(593,326)	(610,664)	-	-
Trade receivables - net	19,933,539	13,382,000	-	1,330
Other receivables	1,720,192	1,585,531	119,656	-
Amounts due from other related parties	-	24,077	-	-
Amount owed by subsidiaries - net of provisions	-	-	2,408,438	552,649
Amount due from associate	1,329,301	2,206,535	-	-
Indirect tax recoverable	2,792,528	982,890	-	249,293
Prepayments and accrued income	3,214,803	682,812	590,572	2,992,574
	28,990,363	18,833,845	3,118,666	3,795,846
Current	28,485,075	18,650,717	3,118,666	3,795,846
Non-current	505,288	183,128	-	-
	28,990,363	18,833,845	3,118,666	3,795,846

The amounts owed by subsidiaries and associates are unsecured, repayable on demand and subject to interest at 4% (2021: 4%). Amounts owed by subsidiaries are stated net of a provision of €449,450 (2021: €422,351).

13. Deferred tax asset

Deferred taxes are calculated on temporary differences under the liability method and are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled based on tax rates (and tax laws) that have been enacted by the end of the reporting period. The principal tax rate used is 35% (2021: 35%).

The movements on the net deferred tax accounts are as follows:

	Group		Company	
	2022	2021	2022	2021
	€	€	€	€
At beginning of year	1,067,814	814,471	150,636	58,913
Credited to income statements (Note 25)	776,896	253,343	317,606	91,450
At end of year	1,844,710	1,067,814	468,242	150,636

The balance at 31 December represents:

	Group		Company	
	2022	2021	2022	2021
	€	€	€	€
Net temporary difference arising on of property, plant and equipment	40,049	(105,787)	(270,259)	(170,400)
Temporary differences arising on impairment of receivables	523,671	426,964	40,112	32,904
Temporary differences arising on foreign income	-	(37,824)	-	-
Temporary differences arising due unabsorbed capital allowances	376,417	179,236	376,417	1,419
Other temporary differences	374,988	262,500	292,950	262,500
Temporary differences on right-of-use assets	529,585	342,725	29,022	24,213
Net deferred tax assets	1,844,710	1,067,814	468,242	150,636

13. Deferred tax asset - continued

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same fiscal authority. The analysis of deferred tax assets and liabilities are as follows:

	Group		Company	
	2022	2021	2022	2021
	€	€	€	€
Deferred tax assets	1,844,710	1,308,547	468,242	321,036
Deferred tax liabilities	-	(240,733)	-	(170,400)
Deferred tax liability	1,844,710	1,067,814	468,242	150,636

14. Inventories

	Group		Company	
	2022	2021	2022	2021
	€	€	€	€
Goods held for resale	35,266,376	19,225,823	-	-

15. Cash and cash equivalents

	Group		Company	
	2022	2021	2022	2021
	€	€	€	€
Cash at bank and in hand - net of provisions	12,391,438	23,446,417	346,201	549,596
Bank overdrafts (Note 19)	(1,477,606)	(392,078)	(7,729)	(50,297)
	10,913,832	23,054,339	338,472	499,299

Cash at bank is stated net of a provision of €34,724 (2021: €34,325) in line with the expected credit loss model following the adoption of IFRS 9.

16. Share capital and reserves

The authorised and issued share capital as at 31 December 2022 and 2021 were as follows:

	Company	
	2022	2021
	€	€
Authorised		
18,341 ordinary 'A' shares of €2.329373 each	42,723	42,723
4,546 ordinary 'B' shares of €2.329373 each	10,590	10,590
4,546 ordinary 'C' shares of €2.329373 each	10,590	10,590
4,546 ordinary 'D' shares of €2.329373 each	10,590	10,590
3,205 ordinary 'E' shares of €2.329373 each	7,465	7,465
1,352 ordinary 'F' shares of €2.329373 each	3,149	3,149
6,448 ordinary 'G' shares of €2.329373 each	15,020	15,020
	100,127	100,127
Issued and fully paid		
18,341 ordinary 'A' shares of €2.329373 each	42,723	42,723
4,546 ordinary 'B' shares of €2.329373 each	10,590	10,590
4,546 ordinary 'C' shares of €2.329373 each	10,590	10,590
4,546 ordinary 'D' shares of €2.329373 each	10,590	10,590
3,205 ordinary 'E' shares of €2.329373 each	7,465	7,465
1,352 ordinary 'F' shares of €2.329373 each	3,149	3,149
6,448 ordinary 'G' shares of €2.329373 each	15,020	15,020
	100,127	100,127

The holders of the ordinary A, B, C, D, E, F, and G shares rank 'pari passu' in all respects except for voting rights for appointment of directors. The holders of ordinary shares A have a right to appoint five directors, holders of ordinary shares B, C, D, E and G have a right to appoint one director each and holders of ordinary shares F are not entitled to appoint a director.

The foreign exchange translation reserve represents the effect of translation into the Group's presentation currency of the financial performance and position of those entities whose functional currency is not the euro.

17. Lease liabilities

	2022	2021
	€	€
Group		
Non-current	29,097,732	27,406,602
Current	3,985,206	3,416,986
	33,082,938	30,823,588
Group		
At beginning of the year	30,823,588	24,064,639
Liability taken over on acquisition	-	4,820,005
Additions	7,246,704	6,576,417
Disposals	-	(48,372)
Lease modifications	13,885	(148,122)
Covid-19 lease concessions	-	(331,068)
Interest expense	1,472,829	1,294,022
Payments effected	(6,576,523)	(5,379,966)
Difference on exchange	102,455	(23,967)
	33,082,938	30,823,588
	2022	2021
	€	€
Company		
Non-current	5,124,401	6,413,420
Current	1,356,963	1,264,481
	6,481,364	7,677,901
Company		
At beginning of the year	7,677,901	9,591,024
Additions	-	23,368
Covid-19 lease concessions	-	-
Interest expense	307,116	(407,119)
Payments effected for properties used by the company	(100,011)	(98,224)
Payments effected for properties used by subsidiaries of the company (Note 7)	(1,403,642)	(1,431,148)
	6,481,364	7,677,901

Most extension options in property leases have been included in the lease liability.

The contractual undiscounted cash flows attributable to lease liabilities as at 31 December are analysed in Note 2(c).

18. Trade and other payables

	Group		Company	
	2022	2021	2022	2021
	€	€	€	€
Current				
Trade payables	22,762,091	22,620,877	1,233,541	1,212,604
Amounts owed to subsidiaries	-	-	4,863,230	3,741,096
Indirect taxation and other payables	4,738,801	4,699,780	939,733	316,260
Accruals	8,456,678	5,336,790	1,379,833	2,277,691
	35,957,570	32,657,447	8,416,337	7,547,651

Amounts owed to group and related undertakings are unsecured, repayable on demand and subject to interest at 4% (2021: 4%). Amounts owed to shareholders are unsecured and bear interest at 4% (2021: 4%). These amounts have no fixed date for repayment and the Group has an unconditional right to defer settlement of these amounts for at least twelve months after the date of the statement of financial position.

Included in other payables is an amount of €75,000 (2021: €nil) relating to the contingent consideration payable in respect of the deal to acquire Trilogy Limited (note 32).

19. Borrowings

	Group		Company	
	2022	2021	2022	2021
	€	€	€	€
Current				
Bank overdrafts	1,477,606	392,078	7,729	50,297
Bank loans and other facilities	22,609,816	14,567,350	1,630,599	494,109
Loan from subsidiary	-	-	1,350,000	-
Total current	24,087,422	14,959,428	2,988,328	544,406
Non-current				
Loan from subsidiary	-	-	2,025,000	4,075,000
Listed bond	11,907,084	11,878,488	-	-
Bank loans	6,332,379	5,514,290	715,548	935,096
Total non-current	18,239,463	17,392,778	2,740,548	5,010,096
Total borrowings	42,326,885	32,352,206	5,728,876	5,554,502

19. Borrowings

The carrying amounts of borrowings approximate their fair value.

	Group		Company	
	2022	2021	2022	2021
	€	€	€	€
Within one year	25,739,061	14,959,428	2,749,858	494,109
Between 1 and 2 years	1,693,205	2,994,266	1,311,867	985,393
Between 2 and 5 years	13,986,521	13,447,806	1,667,151	4,075,000
Over 5 years	908,098	950,706	-	-
	42,326,885	32,352,206	5,728,876	5,554,502

At the end of the reporting period, the Group and the Company had a total maximum general banking facility limit of €50.1 million (2021: €43.4million) and €4.2million (2021: €5.2million) respectively.

The Group has an invoice financing arrangement with a local institution allowing for a prepaid facility for pre-selected receivable balances up to a maximum of €500,000 (2021: €500,000).

The Bond of €12,000,000 is repayable by 2026, bears interest at 4.35%, payable annually in arrears on 6 April of each year and is stated at net of unamortised bond issue costs of €92,916.

During 2020, the Group successfully applied for loans through the COVID-19 Guarantee Scheme supported by the Malta Development Bank (MDB) amounting to €1,850,000 repayable within five years from initial drawdown and carries interest of 2.5% plus 3-month EURIBOR. In line with the Malta Development Bank COVID-19 Guarantee Scheme, this loan will benefit from a subsidy of 2.4% for the first two years. These facilities were drawn down during the financial year ending 31 December 2021.

The Group is charged interest on other bank loans and other facilities at the rate of 4% - 4.25% per annum (2021: 4% - 4.25% per annum). The Company's overdraft facilities and bank loans bear interest at the rate of 4% (2021: 4%). These facilities are secured by a first special hypothec over the Group and the Company's assets.

Hudson Morocco, a subsidiary of the Group has a banking facility amounting to €896,572, bearing interest of 3.5% and repayable by 2028.

Loan from subsidiary bears interest at 5.5%, is unsecured, and is repayable by 2026.

20. Revenue

Revenue represents the amounts receivable for goods sold and services rendered during the year, net of any indirect taxes. The following amounts have been included in the income statement line for the reporting period presented:

	Group		Company	
	2022	2021	2022	2021
	€	€	€	€
Retail	62,768,177	51,770,798	-	-
Wholesale	98,805,206	68,824,750	-	-
Management fees	-	-	6,968,443	5,950,702
	161,573,383	120,595,548	6,968,443	5,950,702

21. Expenses by nature

	Group		Company	
	2022	2021	2022	2021
	€	€	€	€
Purchases of goods for resale	106,293,150	79,631,423	-	-
Write down in inventory value	895,178	507,509	-	-
Commissions payable	781,040	1,125,044	-	-
Royalties	1,817,069	1,446,036	-	-
Other direct expenses	4,740,289	3,277,543	-	-
Employee benefit expense (Note 22)	15,269,851	9,826,406	3,672,036	2,730,949
Covid-19 rent rebates	-	(331,068)	-	-
Amortisation of intangible assets (Note 4)	729,160	188,025	392,170	121,630
Depreciation of property, plant and equipment (Note 5)	3,095,150	2,413,682	138,923	147,493
Depreciation of right of use assets (Note 6)	6,052,719	4,840,068	81,682	81,682
Rent and common charges	1,469,365	1,186,182	237,944	213,516
Legal and professional fees	1,783,688	1,925,245	798,191	599,950
Movement in expected credit loss allowance (Notes 11 and 12)	(17,338)	(328,782)	20,597	2,674
Bad debts written off	-	20,851	-	(267)
Bank charges	1,255,169	986,016	33,424	12,979
Advertising	2,483,681	2,346,355	65,114	34,682
Differences on exchange	92,086	315,886	-	-
Other expenses	3,860,757	3,479,693	919,618	1,830,244
Total cost of sales, operation and administrative expenses	150,601,014	112,856,114	6,359,699	5,775,532

21. Expenses by nature - continued

Auditor's fees

Fees charged by the parent company auditor for services rendered during the financial years ended 31 December 2022 and 2021 relate to the following:

	Group		Company	
	2022	2021	2022	2021
	€	€	€	€
Annual statutory audit	139,350	130,600	54,600	37,000

Audit fees charged by other member firms belonging to the same network of the audit firm amounted to €49,000 (2021: €49,000)

Fees in relation to non-assurance services amounting to €20,100 and €23,720 (2021: €5,700 and €500) have been charged to the Group and Company respectively by connected undertakings of the audit firm for tax advisory and compliance services and other non-assurance services.

22. Employee benefit expense

	Group		Company	
	2022	2021	2022	2021
	€	€	€	€
Wages and salaries	14,902,083	9,103,120	3,924,627	2,592,437
Social security costs	795,210	723,286	174,851	138,512
	15,697,293	9,826,406	4,099,478	2,730,949
Capitalised development costs	(427,442)	-	(427,442)	-
Amount recognised in the income statement	15,269,851	9,826,406	3,672,036	2,730,949

Wages and salaries of the Group and Company are presented net of a payroll grant received from the Government of Malta in view of the COVID-19 pandemic, amounting to €157,146 (2021: €1,045,080) and €28,153 (2021: €357,974) respectively. Grants related to income are presented as a deduction in reporting the related expense.

The average number of persons employed during the year, including executive directors was made up as follows:

	Group		Company	
	2022	2021	2022	2021
Administration and finance	66	61	42	33
Operations	159	129	43	34
Retail	488	378	-	-
	713	568	85	67

23. Finance income

	Group		Company	
	2022	2021	2022	2021
	€	€	€	€
Interest income on lease receivables	-	-	307,116	370,193
Interest income on amounts due by third parties	91,972	38,552	91,972	5,232
Interest income on amounts due by subsidiaries	-	-	189,200	189,200
	91,972	38,552	588,288	564,625

24. Finance costs

	Group		Company	
	2022	2021	2022	2021
	€	€	€	€
Interest on bank overdrafts and loans	1,508,134	992,847	154,111	54,441
Interest on amounts due to subsidiaries	-	-	-	-
Interest on loan from subsidiary	-	-	247,500	247,500
Interest charges on lease liabilities	1,472,829	1,294,022	339,183	407,119
	2,980,963	2,286,869	740,794	709,060

25. Tax expense/(credit)

	Group		Company	
	2022	2021	2022	2021
	€	€	€	€
Current tax expense	3,956,282	2,089,584	240,931	1,063,188
Deferred tax credit (Note 13)	(776,896)	(253,343)	(317,606)	(91,450)
Tax expense/(credit) through profit or loss	3,179,386	1,836,241	(76,677)	971,738

25. Tax expense/(credit) - continued

The tax on the profit before tax differs from the theoretical amount that would arise using the basic tax rate as follows:

	Group		Company	
	2022	2021	2022	2021
	€	€	€	€
Profit/(loss) before tax	7,572,348	5,462,438	(299,807)	3,069,196
Tax at 35%	2,650,321	1,911,853	(104,933)	1,074,219
Tax effect of:				
Difference in tax rates	148,497	188,316	-	-
Investment tax credit	-	(350,056)	-	-
Unrecognised deferred tax in prior year	(12,573)	(147,266)	21,797	(110,550)
Expenses not allowable for tax purposes	402,441	233,394	6,459	8,069
Other	(9,300)	-	-	-
Tax expense/(credit)	3,179,386	1,836,241	(76,677)	971,738

26. Dividends

	Group and Company	
	2022	2021
	€	€
Dividends paid on ordinary shares - net	-	800,000
Dividends per share	-	18.611

27. Directors' emoluments

	Group		Company	
	2022	2021	2022	2021
	€	€	€	€
Salaries and other emoluments	998,430	746,827	839,679	635,577

28. Items affecting comparability

	Group		Company	
	2022 €	2021 €	2022 €	2021 €
ERP implementation costs	756,045	-	756,045	-
	756,045	-	756,045	-

ERP implementation costs are costs attributable to the implementation of the ERP software implemented during the year which do not meet the capitalisation criteria under IAS 38 'Intangible Assets'.

29. Cash generated from operating activities

	Group		Company	
	2022 €	2021 €	2022 €	2021 €
Operating profit	10,216,326	7,739,434	(147,301)	175,170
Adjustments for:				
Amortisation of intangible assets (Note 4)	729,160	188,024	392,170	121,630
Depreciation of property, plant and equipment (Note 5)	3,095,150	2,413,682	138,922	147,493
Loss on disposal of property, plant and equipment (Note 5)	555,012	355,782	-	-
Amortisation right-of-use assets (Note 6)	6,052,719	4,840,068	81,682	81,682
Covid-19 rent rebates (Note 17)	-	(331,068)	-	-
Loss on disposal of group companies	-	-	-	-
Lease modifications (Note 6)	77,079	(135,752)	23,368	-
Other income	-	(28,679)	-	-
Movement in impairment of provision on trade receivables	(17,338)	(328,782)	-	-
Bad debts written off (Note 21)	5,005	20,851	-	-
Changes in working capital:				
Inventories	(16,040,553)	(5,087,406)	-	-
Trade and other receivables	(10,209,688)	(4,659,425)	584,578	(1,919,346)
Trade and other payables	3,300,124	8,391,657	868,688	3,439,807
Cash generated from Operations	(2,237,004)	13,378,386	1,942,107	2,046,436

30. Contingent liabilities

As at 31 December 2022, the Group provided third parties with guarantees amounting to €19,681,063 (2021: €10,569,458).

The Group's bank facilities disclosed in note 18 are mainly secured by first general hypothecs and guarantees over the Hudson Malta p.l.c Group and Hudson Holdings Group's assets.

As part of the deal to acquire Trilogy Limited, the Group agreed to pay a contingent consideration to the former shareholders based on target equity value of Hudson Holdings Limited for the five years subsequent to effective acquisition date. The agreed maximum contingent consideration is €1,650,000 and as of 31 December 2022 management has determined that the value of the contingent consideration is €75,000 (2021: €Nil) (note 32).

31. Related party transactions

Group

In the normal course of business, the Group enters into various transactions with related parties. Related parties are defined as those that have an ability to control or exercise significant influence over the other party in making financial and operational decisions. These include directors and shareholders who hold a substantial amount of the votes able to be cast at general meetings.

Company

All companies forming part of the Hudson Group are considered by the directors to be related parties.

The following transactions were carried out by the Company with related parties:

	2022	2021
	€	€
Revenue		
Revenue - subsidiaries	6,968,443	5,950,702
Interest income on lease receivables	307,116	370,193
Interest income on amounts due by subsidiaries	215,669	189,200
Interest income on loan to related parties	65,503	-
	<hr/>	<hr/>
Expenses		
Administrative expenses - key management personnel	1,792,553	1,286,143
Interest on lease liabilities	307,116	370,193
Interest on loans due to subsidiaries	247,500	247,500
	<hr/>	<hr/>

Key management personnel compensation consisting of directors' remuneration is disclosed in Note 27 to these financial statements.

Year end balances owed by/to related parties are disclosed separately in Notes 7, 11, 12, 18 and 19 to these financial statements.

32. Business combinations

On 30 December 2021, Hudson Holdings Limited legally acquired Trilogy Limited in exchange for 15% of shares in Hudson Holdings Limited and a contingent consideration based on the targeted equity value of Hudson Holdings Limited for the five years subsequent to effective acquisition date. As at the date of acquisition, the value of the 15% equity stake in Hudson Holdings Limited was determined to be fair valued at €6,000,000, whilst management has determined that the fair value of the contingent consideration as at date of acquisition is €Nil. In any case, the maximum contingent consideration payment is €1,650,000 (Note 29).

Subsequent to the legal acquisition on 30 December 2021 mentioned above, Hudson Holdings Limited transferred its equity stake in Trilogy Limited, to Hudson Malta p.l.c. for a consideration of €6,000,000 which will be settled by way of an issue of shares to Hudson Holdings Limited. The legal effective date of the transfer of shares of Trilogy Limited from Hudson Holdings Limited to Hudson Malta p.l.c. was 31 December 2021, with the allotment of shares taking place in April 2022. However, during the financial year ending 31 December 2021, management had already started integrating the operations of Trilogy Limited into the Group, and as a result, management have concluded that effective management and control of Trilogy Limited was taken-over by Hudson Holdings Limited and consequently Hudson Malta p.l.c. on 1 July 2021. In this regard, management considers that the effective acquisition date is 1 July 2021.

The following table summarises the consideration paid, the restated fair value of the assets acquired and the liabilities assumed at the effective acquisition date:

	Total €
Fair value of non-cash consideration as at 1 July 2021	6,000,000
Recognised amounts of identifiable assets acquired and liabilities assumed:	
Property, plant and equipment	1,368,678
Intangible assets:	
- Supplier relationships	3,190,224
Right-of-use assets	5,792,142
Inventories	1,679,071
Trade receivables	536,609
Cash and cash equivalents	60,419
Lease liabilities	(5,465,664)
Borrowings	(27,579)
Trade payables	(999,010)
Current tax liabilities	(134,890)
Total identifiable net assets	6,000,000
Goodwill	-
Total net assets acquired	6,000,000

In view that the no cash consideration was paid as part of the acquisition, the net cash inflows upon acquisition represent cash and cash and equivalents of €60,419 held by the entity as at date of acquisition.

33. Comparative information

Comparative figures disclosed in the main components of these financial statements have been reclassified to conform with the current year's presentation format for the purpose of fairer presentation.

34. Statutory information

Hudson Holdings Limited is a limited liability company and is incorporated in Malta, with its registered address at Hudson House, Burmarrad Road, Burmarrad, St. Paul's Bay, Malta.



Independent auditor's report

To the Shareholders of Hudson Holdings Limited

Report on the audit of the financial statements

Our opinion

In our opinion:

- The Group financial statements and the Parent Company financial statements (the “financial statements”) of Hudson Holdings Limited give a true and fair view of the Group and the Parent Company’s financial position as at 31 December 2022, and of their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards (‘IFRSs’) as adopted by the EU; and
- The financial statements have been prepared in accordance with the requirements of the Maltese Companies Act (Cap. 386).

What we have audited

Hudson Holdings Limited’s financial statements, set out on pages 4 to 63, comprise:

- the Consolidated and Parent Company statements of financial position as at 31 December 2022;
- the Consolidated and Parent Company income statements and statements of other comprehensive income for the year then ended;
- the Consolidated and Parent Company statements of changes in equity for the year then ended;
- the Consolidated and Parent Company statements of cash flows for the year then ended; and
- the notes to the financial statements, which include significant accounting policies and other explanatory information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group and the Parent Company in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code) together with the ethical requirements of the Accountancy Profession (Code of Ethics for Warrant Holders) Directive issued in terms of the Accountancy Profession Act (Cap. 281) that are relevant to our audit of the financial statements in Malta. We have fulfilled our other ethical responsibilities in accordance with these Codes.



Independent auditor's report - continued

To the Shareholders of Hudson Holdings Limited

Other information

The directors are responsible for the other information. The other information comprises the *Directors' report* (but does not include the financial statements and our auditor's report thereon).

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon except as explicitly stated within the *Report on other legal and regulatory requirements*.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the financial statements

The directors are responsible for the preparation of financial statements that give a true and fair view in accordance with IFRSs as adopted by the EU and the requirements of the Maltese Companies Act (Cap. 386), and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



Independent auditor's report - continued

To the Shareholders of Hudson Holdings Limited

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Parent Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Parent Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group or the Parent Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



Independent auditor's report - continued

To the Shareholders of Hudson Holdings Limited

Report on other legal and regulatory requirements

The *Annual Report and Financial Statements 2022* contains other areas required by legislation or regulation on which we are required to report. The Directors are responsible for these other areas.

The table below sets out these areas presented within the Annual Report, our related responsibilities and reporting, in addition to our responsibilities and reporting reflected in the *Other information* section of our report. Except as outlined in the table, we have not provided an audit opinion or any form of assurance.

Area of the <i>Annual Report and Financial Statements 2022</i> and the related Directors' responsibilities	Our responsibilities	Our reporting
<p>Directors' report (on pages 1 to 3) The Maltese Companies Act (Cap. 386) requires the directors to prepare a Directors' report, which includes the contents required by Article 177 of the Act and the Sixth Schedule to the Act.</p>	<p>We are required to consider whether the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.</p> <p>We are also required to express an opinion as to whether the Directors' report has been prepared in accordance with the applicable legal requirements.</p> <p>In addition, we are required to state whether, in the light of the knowledge and understanding of the Company and its environment obtained in the course of our audit, we have identified any material misstatements in the Directors' report, and if so to give an indication of the nature of any such misstatements.</p>	<p>In our opinion:</p> <ul style="list-style-type: none"> the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and the Directors' report has been prepared in accordance with the Maltese Companies Act (Cap. 386). <p>We have nothing to report to you in respect of the other responsibilities, as explicitly stated within the <i>Other information</i> section.</p>



Independent auditor's report - continued

To the Shareholders of Hudson Holdings Limited

Area of the Annual Report and Financial Statements 2021 and the related Directors' responsibilities	Our responsibilities	Our reporting
	<p>Other matters on which we are required to report by exception</p> <p>We also have responsibilities under the Maltese Companies Act (Cap. 386) to report to you if, in our opinion:</p> <ul style="list-style-type: none">• adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us.• the financial statements are not in agreement with the accounting records and returns.• we have not received all the information and explanations which, to the best of our knowledge and belief, we require for our audit.	<p>We have nothing to report to you in respect of these responsibilities.</p>



Independent auditor's report - continued

To the Shareholders of Hudson Holdings Limited

Other matter – use of this report

Our report, including the opinions, has been prepared for and only for the Parent Company's shareholders as a body in accordance with Article 179 of the Maltese Companies Act (Cap. 386) and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior written consent.

PricewaterhouseCoopers
78, Mill Street
Zone 5, Central Business District
Qormi
Malta

A handwritten signature in blue ink, appearing to read 'Lucienne Pace Ross', with a date '28/6/23' written below it.

Lucienne Pace Ross
Partner

28 June 2023