All Saints Retail Limited

Report and financial statements
Period ended 29 January 2022

Company number 04096157

Contents

Directors and advisers

Directors

P. Wood
L. Lea
E. Deste (appointed on 31 July 2021)
C. Scorey (appointed on 31 July 2021)
M. Wilson (resigned on 31 July 2021)

Registered office

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E1 6NN
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Company number

04096157

Auditors

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The directors present their Group strategic report for the All Saints Retail Limited Group (the "Group") for the 52-week period ended 29 January 2022. The Group chooses to close the year in this manner to ensure the reporting is aligned with the retail calendar.

Principal activities of the business

The Group comprises of two brands, AllSaints and John Varvatos. AllSaints is an international contemporary fashion brand that is headquartered in East London and designs menswear and womenswear collections. With directly operated stores, concessions, outlets and digital platforms across the UK, Europe, North America and Asia, in recent years the brand has enjoyed success in developing new business around the world, including wholesale, franchise partnerships and licensing income as routes to market. The John Varvatos brand was acquired by the Group in October 2021. Founded in 2000 and based in New York, John Varvatos is an alternative luxury menswear brand with sales predominantly in the US.

The Group's principal activities during the period continued to be designing, producing and selling clothing, footwear, and accessories.

Review of the business

The challenges created by COVID-19 continued into calendar year 2021 with temporary store closures through to April 2021 in the UK, Europe and Canada, and legal or social restrictions also continued to adversely impact stores throughout the US and Asia. Whilst the priority remained to ensure the safety and wellbeing of customers and staff, the directors and the senior leadership team continued to take appropriate actions to adjust the operating model to protect the financial position of the Group through the pandemic period, and also to ensure the Group would be well positioned to rebound as COVID-19 restrictions eased. The Group's strategic focus on product development and the growth of the global digital and wholesale channels helped to mitigate the continued adverse impact on physical retail channels.

Since the start of the COVID-19 pandemic, AllSaints has demonstrated flexibility and agility in adapting to the unprecedented retail environment, and its multi-channel proposition has continued to serve its customers around the world. As vaccination programmes across the Group's trading regions gained momentum during the year, trading across the store portfolio showed an improving trend as footfall returned. However, the emergence of the Omicron variant in Autumn 2021 and a return to "work from home" advice inevitably had a negative impact on footfall in retail stores. Notwithstanding this, the Board was pleased with the overall trading performance across Digital and Stores through the peak trading period from Black Friday through the Christmas holiday season.

Positive reactions to new product launches coupled with tight management of inventory and a return to the pre-pandemic trading strategy of targeted promotions resulted in an improved gross margin performance in the year.

The Group continued to take advantage of available government support where possible, including the furlough schemes and business rates relief in the UK. In addition, the actions taken in 2020 by the leadership team, particularly the CVAs, reduced the ongoing fixed cost base of the business which in turn reduced the financial risk to the business from disruption to physical retail trading.

In September 2021, the Group secured a new five-year, £65 million funding facility with Wells Fargo Capital Finance which will support the future growth plans of the business. This comprises a £55 million revolving credit facility and a £10 million intellectual property-based term loan.

In February 2021, Lion Capital provided a £13 million loan to the Group which helped secure the continued support of the Group's lender at that time. These loan notes were listed on The International Stock Exchange (TISE) in April 2021. The trading performance and strong cash generation in 2021 enabled the Group to repay the £13 million loan from Lion Capital in January 2022, and so the loan notes were then delisted from TISE.

On 3 October 2021, the assets of John Varvatos were contributed into the Group in exchange for two ordinary shares. This business was part of the Lion Capital portfolio of brands and went into Chapter 11 bankruptcy in early 2020. In August 2020, Lion Capital acquired a restructured John Varvatos business out of Chapter 11. As at 3 October 2021, the John Varvatos business had a cash balance of £10.7 million and total net assets of £67.5 million. The directors believe that going forward, synergies between the two brands, particularly in relation to supply chain, technology and logistics will contribute to the future growth of the overall business.

Financial performance for the period ended 29 January 2022

The Group's key financial performance indicators during the period were as follows:

	Note	**52 weeks ended 29 January 2022**	52 weeks ended 30 January 2021
		£'000	£'000
Group turnover	2	**337,048**	261,461
Gross profit		**205,534**	149,194
Gross margin (%)		**61%**	57%
Pre-operating exceptional EBITDA		**39,014**	7,128
Operating exceptional (expenses)/income	3	**(3,294)**	26,554
Total post-operating exceptional EBITDA		**35,720**	33,682
Depreciation and amortisation*		**(25,617)**	(33,032)
Operating profit		**10,103**	650

**Refer to notes 9, 10 and 11 for depreciation and amortisation charges*

The results for the year to January 2022 in the table above show total revenue in the period to January 2022 was £337.0 million, an increase of 29% on 2021. These results include four months trading performance of the John Varvatos brand from October 2021. AllSaints revenues increased by 20% year-on-year in the period to £312.9 million and John Varvatos revenues were £24.1 million.

Gross profit margin increased to 61% compared to 57% in the previous period driven by reduced markdowns and promotions.

The Group's pre-operating exceptional EBITDA (where EBITDA is defined as operating profit less depreciation and amortisation) increased to £39.0 million for the period to 29 January 2022 from £7.1 million in 2021.

Operating exceptional expenses in the 2022 period of £3.3 million (£26.6 million income in 2021) were largely *due to restructuring costs (£1.8 million) and refinancing costs (£1.7 million), whereas in the previous period there* was a gain on the remeasurement of leases as a consequence of the CVAs (£33.4 million) which was offset in part by store closure and CVA related costs (£5.7 million) and refinancing costs (£0.7 million). As a result, the Group's post-operating exceptional EBITDA was £35.7 million (£33.7 million in 2021).

The Group's operating profit increased to £10.1 million from £0.7 million for the period to 29 January 2022. The Group ended the period with inventories of £62.9 million, £9.1 million of which relate to the John Varvatos brand. Underlying AllSaints inventories increased by 10% in the period to January 2022 to £53.8 million.

The Group ended the year in a net cash (see note 22) position of £31.1 million compared with £7.0 million net debt at the end of the previous period, a £38.1 million improvement year-on-year.

Post year-end trading update

Since the year-end the Group's trading performance has been strong with the AllSaints and John Varvatos brands generating year-on-year revenue increases of +34% and +10% respectively to the end of August 2022. Whilst the prior year comparatives include periods of store closures in the UK, Europe and Canada, sales performance to date has been higher than planned: footfall to physical retail locations has been better than forecast, digital conversion has been robust, and non-retail channels have also delivered strong growth versus the previous year.

Whilst the directors are confident in the Group's strategy for growth, they also remain focused on the potential risks ahead due to the current economic climate of rising cost inflation and the uncertainties resulting from the Russian invasion of Ukraine. In addition, there remains strong engagement with suppliers to mitigate the challenges experienced in the supply chain due to the COVID-19 pandemic and ensure that stock arrives in the business in line with the trading plan requirements.

As at the end of August 2022, the Groups net cash position was £14.1 million.

Financial risk management objectives and policies

The principal risks and uncertainties facing the Group are outlined below:

Market conditions
The directors continuously monitor market conditions, as well as general economic trends and competitor activity. Appropriate steps are taken to minimise the Group's exposure to potential challenges in each of the geographical territories the Group trades in.

Although there remains uncertainty around the potential future impact of the COVID-19 pandemic, the successful rollout of the vaccination programme across the Group's key geographies along with actions taken by the directors since the start of the pandemic have significantly reduced the potential future risk to trading and the financial stability of the Group. The Group maintains strong engagement with suppliers and ensures plans are in place to mitigate the issues experienced in the global supply chain due to the impacts of the COVID-19 pandemic.

There is a risk of softening retail demand in the current climate of global cost inflation and uncertainties resulting from the Russian invasion of Ukraine. The strategic focus on developing the reach of the brands through the digital offering and growing the wholesale business will help ensure that the Group is well-positioned to mitigate the risks. In addition, the directors believe that the quality of the Group's product range and the continued innovation and creativity of the Group's design team will ensure that the Group maintains a compelling product offering that appeals to a broad range of consumers and is differentiated from competing propositions.

Liquidity risk
The Group maintains appropriate financing lines to ensure that the Group has sufficient available funds to finance its operations and reduce liquidity risk. In September 2021, the Group completed a refinancing process (see note 17) which will provide continued liquidity to the Group and growth capital for future strategic initiatives.

Foreign currency fluctuations
The Group is exposed to foreign currency fluctuations, particularly through its supplier payment structure and overseas customer receipts. The directors monitor these risks and take appropriate steps to minimise the Group's exposure to potential volatility in these areas.

Business interruption
The Group manages business interruption risk through business continuity planning for each of its key risk areas, including a specific set of plans and communication tools for COVID-19 related risks. Each plan addresses alternative operations for the risk at hand and the business actively discusses and manages these risks together with our insurers to mitigate impacts. A cross functional business continuity working group has been set up to ensure any continuity issues can be rapidly triaged and addressed.

Brexit
On 31 January 2020, the UK formally left the EU and entered a transition period which ended on 31 December 2020. There remains a risk that trading terms between the EU and the UK could change in the future. The directors will continue to monitor developments and will assess any potential changes to operating plans accordingly.

The environment

The Group has established an ESG (Environment, Social, Governance) team which provides regular updates to the directors and senior leadership team on the Group's strategic goals with regard to product and packaging sustainability, ethical trading and reducing carbon emissions. The directors are committed to compliance with environmental best practice in all aspects of the business.

Energy and carbon reporting

The Companies Act 2006 introduced a new requirement to disclose a Company's annual energy use and greenhouse gas (GHG) emissions and any related information.

AllSaints has reported all emission sources under the Companies Act 2006 (Strategic Report and Director's Reports) Regulations 2013 as required. Emissions are calculated and reported in line with the GHG Protocol Corporate Accounting and Reporting Standard and emission factors from the UK Government's GHG Conversion Factors for Company Reporting 2021 (reference "Introduction guidance").
The boundaries of the GHG inventory are defined using the operational control approach. In general, the emissions reported are the same as those which would be reported based on a financial control boundary. The Group's UK calculated carbon footprint for the 2021/2022 period is 722.55 tonnes C02 equivalent (tCO2e), whilst energy consumption was 2,868,845.14 kWh (2,868.8 MWh).

Energy and carbon reporting (continued)

AllSaints' calculated carbon footprint for the periods ended 29 January 2022 and 30 January 2021 is broken down as follows:

Scope	Emission Sources (TC02E)	29 January 2022	30 January 2021
1	Natural gas and transport	65.6	56.94
2	Electricity	590.3	639.47
3	Other indirect emissions	66.65	113.44
	Total	**722.55**	**809.85**

This translates to an intensity metric of 0.0025 tCO_2e for Scope 1, 2, and 3 emissions per net square foot of operations (287,817 ft^2 total).

AllSaints remains focused on reducing energy emissions. Measures taken include continuous replacement of aged office equipment with energy-efficient products, a continual review of the company car policy, installation of LED lamps across retail stores and reducing the requirement for corporate travel with enhanced use of online and video conferencing.

Anti-bribery and anti-corruption

The Group has a zero-tolerance approach to bribery and corruption. It is committed to acting with professionalism, fairness and integrity in all of its business dealings and to the ongoing implementation and enforcement of effective system and measures to prevent bribery and corruption.

This commitment is supported at the top-level of the organisation and compliance is overseen by a cross-functional committee of senior leaders within the Group.

Anti-Bribery and Anti-Corruption policies outline the expected standards of conduct that colleagues, contractors, suppliers, business partners and any other third parties who act for or on behalf of the Group are obliged to follow.

All colleagues are required to undertake mandatory Anti-Bribery and Anti-Corruption training as part of their induction with People and Culture and are encouraged to raise any concerns through their reporting lines, legal or the confidential whistleblowing line.

The Group will consider taking disciplinary action against any employee who fails to comply with its Anti-Bribery Policy, up to and including dismissal. The Group also reserves the rights to terminate relationships with business partners who do not comply. Any potential incidents reported internally or to the external confidential reporting channels are followed up and full investigations launched where such action is deemed appropriate after preliminary enquiries.

Section 172 Statement

This section acts as the Company's Section 172(1) statement. In accordance with the Large and Medium sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended by the Companies (Miscellaneous Reporting) Regulations 2018), this section also constitutes the Company's statements on engagement with and having due regard to the interest of our employees and other key stakeholders.

The directors consider that the following Groups are key stakeholders:

Shareholders
The Group relies on its shareholders to further business objectives and its long-term growth strategy. The Chief Executive Officer and Chief Financial Officer held board meetings with the Group's shareholders during the period and the Chairman and Chief Executive Officer are also in regular communication. During the period, the Board has engaged with its shareholders on a range of topics including the continuing impact of the COVID-19 pandemic on the Group financial performance, the Company Voluntary Arrangements entered into in July 2020, the financing of the Group, its long-term strategic business plan, sustainability initiatives and executive remuneration and incentives. The Group's shareholders have had the opportunity to ask questions and represent their views formally to the Board with the Chief Executive Officer and Chief Financial Officer at the meetings. The interests of the Group's shareholders were considered as part of the Board's decision making process throughout the year.

Suppliers
The Group places utmost importance in maintaining strong partnering relationships and a regular dialogue with all its suppliers. Each year, an annual vendor conference is held to provide an update to the vendor community on financial performance and strategic initiatives. The Group works with its suppliers in order to maintain a reputation for high standards of business conduct and to act in an ethical manner. Following these interactions,

Section 172 Statement (continued)

suppliers were able to flex their production during the period to align with Group strategy. The Group also continues to regularly engage with logistics providers in order to minimise any supply chain issues. This is important to maintain the quality of service levels to AllSaints' customers.

Employees
Employees are at the heart of the business and the Group proactively engages with its workforce through a number of mechanisms. Employees are kept informed of performance and strategy via regular updates from the senior leadership team, including online "town hall" meetings and intranet community posts. Employee engagement surveys are conducted twice a year to provide an opportunity for all employees to provide anonymous feedback to the organisation and internal engagement levels remain ahead of industry benchmarks. The results are shared with the senior leadership team and the Board with actions planned to ensure key feedback points are regularly addressed.

The Board also continues to support investment in training and development. The Group has leadership development programmes at different levels including a senior leadership programme to provide future-proof succession planning to the director team. This year we have also introduced a global leadership programme that allows managers to undertake a degree level qualification while they work. Over a third of the Group's roles have been filled by internal promotion in the last year. Taken together the Board considers these measures an effective means to ensure the views and development of the global team are taken into account.

With regard to health, safety and wellbeing, the Group carries out regular health and safety risk assessments which have included COVID-19 specific risk assessments and in-person floor walks, fire marshal training and first aid training for store, distribution centre and head office teams. Policies are implemented in conjunction with these training programs to protect employees and customers.

The Group's wellbeing offering includes extensive support for physical and mental health, with free access to counselling and virtual GP appointments, financial wellbeing support and employees trained as Mental Health First Aiders.

The Group prides itself on being a diverse employer where employees are free to be their true selves at work. 41% percent of the Group's employees globally are BIPOC, 18% identify as LGBTQ+, 15% report living with a disability or neurodiversity, and 61% are female (58% at operating board level). For a fifth year running, the Group has reported zero median gender pay gap. We continue to have strong listening communities internally with LGBTQ+, anti-racism, working parents and disabled employees all represented. This year AllSaints has continued to work with third party grass-roots organisations such as Black Minds Matter and Fashion Minority Report to support their work to improve access into the fashion industry for marginalised groups through mentoring and paid work placements.

Customers
The Group's product, marketing and distribution strategy is centred around its customers. Building brand value and loyalty with customers is essential to the Group's long-term sustainability. Customer sentiment can be observed in the Group's underlying sales figures and the Board receives regular updates on product feedback and trading performance. This feedback and the interests of customers are then considered in key business decisions, including product improvements, the monitoring of supplier quality and safety standards, optimising freight and logistics to ensure efficient order and delivery is adhered to, as well as new marketing initiatives.

With the interests of the Group's customers in mind, the Board and senior leadership team review proposals in respect of new store openings, capital expenditure on stores and the Group's e-commerce platform, as well as wholesale and franchise opportunities with new partners.

Providers of debt capital
Continued access to capital is of vital importance to the long-term success of the Group. The Chief Financial Officer is responsible for managing the relationships with the Group's lenders and for the Group's cash management and financing activities. The Board receives regular updates on these activities and monitors the Group's liquidity position, together with covenant compliance of lending facilities. In September 2021, the Board approved a new five-year £65 million financing facility with Wells Fargo Capital Finance which will provide continued liquidity to the Group and growth capital for future strategic initiatives.

By order of the Board

P. Wood
Director

27 October 2022

Directors' report

The directors present the Group strategic report, the Director's report and the financial statements of the Group and All Saints Retail Limited (the "Company") for the 52-week period ended 29 January 2022.

Directors

The directors who served during the period are as stated below:

P. Wood
L. Lea
E. Deste (appointed on 31 July 2021)
C. Scorey (appointed on 31 July 2021)
M. Wilson (resigned on 31 July 2021)

The Company has arranged qualifying third-party indemnity for all of its directors.

Dividends

The directors do not recommend payment of a final dividend (2021: nil).

Going concern

In September 2021, the Group secured a new five-year £65 million financing facility which will support the future growth of the business.

At the time of signing these financial statements, the directors have performed a detailed review of the Group's projected cash flows, liquidity headroom and covenant compliance for the period of 16 months to the end of January 2024. The forecast has been developed from a trading plan, which assumes a continued gradual recovery from the impact of COVID-19 restrictions. The directors believe this to be a relatively conservative forecast.

Whilst there remains a risk to the future financial performance of the business due to further store closures as a result of Government restrictions due to the COVID-19 pandemic, the scale and success of the vaccine rollout programmes in the regions in which the Group operates suggests that the risk of further sustained regional lockdowns has reduced considerably. In addition, the actions taken by the directors of the Group since the start of the pandemic have mitigated the impact of future store closures on the business.

As of August 2022, the Group had a net cash position £14.1 million and was in compliance with its financial covenants.

In the opinion of the directors, the Group is expected to be able to continue trading within its current arrangements and consequently the financial statements are presented on a going concern basis.

Disabled employees

The Group gives full consideration to applications for employment from persons where the candidate's particular aptitudes and abilities are consistent with adequately meeting the requirements of the job. The same opportunities are available to disabled employees in relation to training, development and promotions as for all other employees. Where existing employees become disabled, it is the Group's policy to provide continuing employment wherever practicable in the same or an alternative position and to provide appropriate adaptations, support and training to achieve this aim.

Employee involvement

The Group operates a framework for employee information and consultation which complies with the requirements of the Information and Consultation of Employees Regulation 2004. Employees are provided with information about the Group through companywide meetings as well as through email communication. Regular meetings are held between employees and their line managers to allow a free flow of information and ideas.

Events after reporting date

On 11 February 2022, £5.0 million of the £10.0 million Term loan from Wells Fargo Capital Finance was drawn down by the Group.

During February 2022, an internal group reorganisation was completed whereby AllSaints (USA) Limited and JV Asset Holdco LLC were combined under a newly incorporated US Parent Company, AllSaints JV Holdings (US) LLC.

This is further detailed in note 25.

Auditors

The Board is recommending that Ernst & Young LLP be reappointed as auditors for the period ending 28 January 2023.

By order of the Board

P. Wood
Director

27 October 2022

Statement of Directors' responsibilities

The directors are responsible for preparing the Group strategic report, Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the Group financial statements in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006, and the Company financial statements in accordance with FRS 101 "Reduced Disclosure Framework" ("FRS 101") and applicable law. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the profit or loss of the Group for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether the Group financial statements have been prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 and the Company financial statements have been prepared in accordance with UK GAAP, (FRS101) subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors' statement as to the disclosure of information to auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the Company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

Opinion

We have audited the financial statements of All Saints Retail Limited ('the parent company') and its subsidiaries (the 'group') for the 52 week period ended 29 January 2022 which comprise the Group income statement, the Group statement of comprehensive income, the Group and Parent company statement of financial position, the Group and Parent statement of changes in equity, the Group statement of cash flows and the related notes 1 to 46, including a summary of significant accounting policies. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and International Accounting Standards in conformity with the requirements of the Companies Act 2006. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the group's and of the parent company's affairs as at 29 January 2022 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. 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 are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group and parent company's ability to continue as a going concern for a period up to 31 January 2024.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Independent auditor's report to the members of All Saints Retail Limited (continued)

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, 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 (UK) 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.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework (FRS 101 and the Companies Act 2006) and the relevant direct and indirect tax compliance regulation in the United Kingdom. In addition, the Company has to comply with laws and regulations relating to its operations, including health and safety, employees and GDPR.
- We understood how All Saints Retail Limited is complying with those frameworks by making inquiries of management and those responsible for tax, legal and compliance procedures to understand how the Company maintains and communicates its policies and procedures in these areas. We corroborated our inquiries through review of Board minutes, as well as consideration of the results of our other audit procedures.

Independent auditor's report to the members of All Saints Retail Limited (continued)

- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur, and used data analytics to address the risk of management override of controls through testing of journal entries. To address the fraud risk around revenue recognition, we selected a sample of revenue transactions before and after the year-end date and performed detailed testing, agreeing the transaction to source documentation to validate that the revenue had been recognised in the appropriate period.

- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved inquiry with management, those charged with governance and those responsible for legal and compliance procedures. We used data analytics to identify any unusual journal entries that could indicate potential irregularities.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Ernst & Young LLP

28 October 2022
James Lovegrove (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London

All Saints Retail Limited

Group income statement

For the period ended 29 January 2022

	Note	**52 weeks ended 29 January 2022**	52 weeks ended 30 January 2021
		£'000	£'000
Revenue	2	**337,048**	261,461
Cost of sales		**(131,514)**	(112,267)
Gross profit		**205,534**	149,194
- Operating exceptional items - (expense)/income	3	**(3,294)**	26,554
- Other administrative expenses		**(192,137)**	(175,098)
Administrative expenses		**(195,431)**	(148,544)
Operating profit	3	**10,103**	650
Finance income	6	**26**	62
Finance expense	7	**(19,969)**	(35,452)
Loss before taxation		**(9,840)**	(34,740)
Income tax credit/(expense)	8	**812**	(747)
Loss for the financial period		**(9,028)**	(35,487)

The notes on pages 18 to 42 form part of these financial statements.

Group statement of comprehensive income

For the period ended 29 January 2022

	52 weeks ended 29 January 2022	52 weeks ended 30 January 2021
	£'000	£'000
Loss for the financial period	**(9,028)**	(35,487)
Items that may be reclassified to profit or loss (net of tax):		
Gain on foreign currency translation differences arising on consolidation of foreign operations	**1,898**	365
Other comprehensive income for the period, net of tax	**1,898**	365
Total comprehensive expense for the period	**(7,130)**	(35,122)

The notes on pages 18 to 42 form part of these financial statements.

All Saints Retail Limited

Group statement of financial position

As at 29 January 2022
Company number 04096157

	Note	29 January 2022 £'000	30 January 2021 £'000
ASSETS			
Non-current assets			
Intangible assets	9	**52,847**	9,375
Property, plant and equipment	10	**16,794**	18,995
Right-of-use asset	11	**45,195**	48,299
Trade and other receivables	12	**4,333**	2,449
Deferred tax asset	18	**2,304**	804
		121,473	79,922
Current assets			
Trade and other receivables	12	**22,994**	20,716
Inventories	13	**62,862**	48,878
Cash and cash equivalents		**49,115**	11,629
		134,971	81,223
Total assets		**256,444**	161,145
LIABILITIES			
Current liabilities			
Trade and other payables	14	**(74,206)**	(52,816)
Provisions	15	**(3,018)**	(2,041)
Lease liabilities	16	**(11,835)**	(9,514)
Borrowings	17	**(17,992)**	(16,144)
Income tax payable		**(3,743)**	(4,126)
		(110,794)	(84,641)
Non-current liabilities			
Trade and other payables	14	**(136)**	(530)
Lease liabilities	16	**(48,528)**	(51,768)
Provisions	15	**(2,891)**	(3,198)
Borrowings	17	**(130,902)**	(118,140)
		(182,457)	(173,636)
Total liabilities		**(293,251)**	(258,277)
Net liabilities		**(36,807)**	(97,132)
EQUITY			
Share capital	19	**-**	-
Share premium		**9,555**	9,555
Translation reserve		**4,965**	3,067
Other reserves		**67,455**	-
Capital contribution reserve	20	**184,358**	184,358
Accumulated deficit		**(303,140)**	(294,112)
Total deficit		**(36,807)**	(97,132)

The notes on pages 18 to 42 form part of these financial statements.

The financial statements were approved and authorised for issue by the board of directors on 27 October 2022 and were signed on its behalf by:

E. Deste
Director

All Saints Retail Limited

Group statement of changes in equity

For the period ended 29 January 2022

	Share capital	Share premium	Other reserves	Translation reserve	Capital Contribution Reserve	Accumulated deficit	Total deficit
	£'000	£'000	£'000	£'000	£'000	£'000	£'000
As at 1 February 2020	-	9,555	-	2,702	-	(258,625)	(246,368)
Loss for the period	-	-	-	-	-	(35,487)	(35,487)
Forgiveness of intercompany debt	-	-	-	-	184,358	-	184,358
Other comprehensive income	-	-	-	365	-	-	365
As at 30 January 2021	**-**	**9,555**	**-**	**3,067**	**184,358**	**(294,112)**	**(97,132)**
As at 30 January 2021	-	9,555	-	3,067	184,358	(294,112)	(97,132)
Loss for the period	-	-	-	-	-	(9,028)	(9,028)
Acquisition of subsidiaries	-	-	67,455	-	-	-	67,455
Other comprehensive income	-	-	-	1,898	-	-	1,898
As at 29 January 2022	**-**	**9,555**	**67,455**	**4,965**	**184,358**	**(303,140)**	**(36,807)**

The notes on pages 18 to 42 form part of these financial statements.

All Saints Retail Limited

Group statement of cash flows

For the period ended 29 January 2022

	Note	52 weeks ended 29 January 2022 £'000	52 weeks ended 30 January 2021 £'000
Cash flows from operating activities			
Loss before taxation		**(9,840)**	(34,740)
Adjustments for:			
– Amortisation		**3,982**	4,019
– Depreciation		**21,635**	29,013
– Impairment		**125**	229
– Remeasurement of right-of-use assets		**(545)**	(33,378)
– COVID-19 related rent concessions		**(235)**	(458)
– Finance income		**(26)**	(62)
– Finance expense		**19,969**	35,452
– Foreign exchange losses/(gains) on operating activities		**1,874**	(668)
– (Increase)/decrease in inventories		**(12,847)**	17,470
– Decrease in trade and other receivables		**1,706**	6,785
– Increase/(decrease) in trade and other payables		**23,719**	(6,811)
– Decrease in provisions		**(506)**	(1,012)
– Deferred taxes		**(1,500)**	(804)
Cash generated from operations		**47,511**	15,035
Interest received		**26**	62
Interest paid		**(4,254)**	(5,959)
Taxation paid		**429**	(1,757)
Net cash generated from operating activities		**43,712**	7,381
Cash flows from investing activities			
Purchase of property, plant and equipment		**(4,150)**	(2,827)
Purchase of intangible assets		**(2,169)**	(1,886)
Initial direct costs on right-of-use assets		**(72)**	(142)
Acquisition of subsidiary		**10,720**	-
Net cash generated from/(used in) investing activities		**4,329**	(4,855)
Cash flows from financing activities			
Repayment of capital element of lease obligations	26	**(9,896)**	(4,862)
Repayment of term loan	26	**(4,736)**	(2,229)
Net cash inflow from the revolving credit facility	26	**4,077**	3,061
Net cash used in financing activities		**(10,555)**	(4,030)
Net increase/(decrease) in cash		**37,486**	(1,504)
Cash and cash equivalents at the start of the period		**11,629**	13,133
Cash and cash equivalents at the end of the period		**49,115**	11,629

The notes on pages 18 to 42 form part of these financial statements.

1. Accounting policies

Reporting entity

All Saints Retail Limited (the "Company") is incorporated and domiciled in the United Kingdom (London) and is limited by shares. The Company operates across the UK, Europe, North America and Asia. Branches exist in Europe, United States of America, and Canada.

These consolidated financial statements are for the All Saints Retail Limited Group (the "Group") and they comprise the Company and its subsidiaries which are listed in full in note 34 of the Company financial statements.

The Group's principal activities are the design and retailing of clothing, footwear, and accessories.

The Group financial statements were approved by the Board of Directors on 27 October 2022.

Statement of compliance

The financial statements of the Group have been prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006.

The directors have taken advantage of the option within section 390 of the Companies Act 2006 to prepare their financial statements up to a date seven days either side of the Company's accounting reference date of 31 January 2022, and these accounts therefore cover the period from 31 January 2021 to 29 January 2022 (2021: 2 February 2020 to 30 January 2021).

Functional and presentational currency

These financial statements are presented in pounds Sterling (£), which is the Group and the Company's functional and presentational currency. All amounts have been rounded to the nearest thousand, unless otherwise indicated.

Basis of preparation

The financial statements for the period ended 29 January 2022 have been prepared on a historical cost basis and in accordance with IFRS. The accounting policies set out below have been applied consistently to the Group to all periods presented in these financial statements.

The acquisition of John Varvatos during the period ended 29 January 2022 has been accounted for as a business combination under common control. Refer to the accounting policy as described in note 1. For further details of this transaction refer to Note 24.

Going concern

In September 2021, the Group secured a new five-year £65 million financing facility which will support the future growth of the business.

The financial statements have been prepared on a going concern basis. At the time of signing these financial statements, the directors have performed a detailed review of the Group's projected cash flows, liquidity headroom and covenant compliance for the period of 16 months to the end of January 2024.

The forecast has been developed from a trading plan, which assumes a continued gradual recovery from the impact of COVID-19 restrictions and which the directors believe to be a relatively conservative forecast.

A significant potential future risk to the financial stability of the business remains due to further store closures as a result of Government restrictions due to the COVID-19 pandemic. The actions taken by the directors of the Group since the start of the pandemic, have mitigated the impact of future store closures on the business. Plans are in place and on track to support the continued growth of the Group.

As of August 2022, the Group had a net cash position £14.1 million and was in compliance with its financial covenants. The Group maintains regular dialogue with its debt capital providers.

The Directors have considered the fact that the Group is in a net liability position and has net current liabilities at the period end. The Group's net liabilities of £36.8 million (2021: £97.1 million).

1. Accounting policies (continued)

New accounting standard

The following new standards, amendments to standards and interpretations issued by the International Accounting Standards Board ("IASB") became effective during the period ended 29 January 2022. The accounting policies adopted in the presentation of these financial statements reflect the following new standards, amendments to standards and interpretations:

- Covid-19-Related Rent Concessions beyond 30 June 2021 (Amendment to IFRS 16)
- Reference to the Conceptual Framework (Amendments to IFRS 3)
- Property, Plant and Equipment — Proceeds before Intended Use (Amendments to IAS 16)
- Onerous Contracts — Cost of Fulfilling a Contract (Amendments to IAS 37)
- Annual Improvements to IFRS Standards 2018–2020

The adoption of the above standard and interpretations has not led to any changes to the Group's accounting policies or had any other material impact on the financial position or performance of the Group.

Standards yet to be adopted

Certain new accounting standards and interpretations have been published that are not mandatory for the period ended 29 January 2022 and have not been adopted by the Company. These standards are not expected to have a material impact on the Company in the current or future reporting periods or on foreseeable future transactions.

Critical accounting estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the Group accounting policies and the reported amount of assets, liabilities, income, expenses and other disclosures. The estimates and underlying assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. The estimates and underlying assumptions are reviewed on an ongoing basis.

Changes in accounting estimates may be necessary if there are changes in the circumstances on which the estimate was based, or as a result of new information. Such changes are recognised in the period in which the estimate is revised.

Key assumptions about the future and key sources of estimation uncertainty that have a risk of causing a material adjustment to the carrying value of assets and liabilities over the next year are set out below.

Impairment of intangible assets, property, plant and equipment and right-of-use assets
These assets are reviewed annually for impairment or more frequently if there is an indication of impairment to ensure that they are not carried above their estimated recoverable amounts. To assess if any impairment exists, estimates are made of the future cash flows expected to result from the use of the asset and its eventual disposal. Actual outcomes could vary from such estimates of discounted future cash flows. The recoverable amount is sensitive to movements in the discount rate, growth rate and expected future cash flows. Management do not believe there is a significant risk of a material adjustment within the next year.

Provisions for dilapidations
Management estimate and make provision for costs that will be incurred in returning a leased property to the condition that it was in at the inception of the lease. The valuation of the provision is sensitive to movements in the discount rate and the estimated restoration costs (based on a rate per square foot). Management do not believe there is a significant risk of a material adjustment within the next year.

Income taxes and deferred tax recognition
Estimates may be required in determining the level of current and deferred income tax assets and liabilities, which the directors believe are reasonable and adequately recognise any income tax related uncertainties. The income tax assets or liabilities are sensitive to various factors including changes in tax legislation, the Groups future levels of capital investment and future estimated taxable profits.

Inventory provisioning
The Group designs and sells clothing, footwear and accessories and is subject to changing consumer demands and fashion trends. As a result, it is necessary to consider the recoverability of the cost of inventories and the associated provisions required. When calculating the inventory provision, management considers the nature and condition of the inventory. Inventory is aged by season and provisions are calculated based on inventory aging, historical sales performance and future sales forecast. The valuation of the provision is sensitive to the Group achieving its future sales forecast. A change of +/- 10% in the provision would give rise to a +/- £0.3 million adjustment to the stock provision.

Basis of consolidation

Subsidiaries are all entities over which the Group has control. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred.

Inter-company transactions, balances and unrealised gains and losses on transactions between Group companies are eliminated on consolidation.

Foreign currency translation

Group consolidation
The financial statements are presented in sterling which is the Group's presentational currency and the functional currency of the Parent Company.

The assets and liabilities of foreign operations (which have a different functional currency to sterling), including goodwill and fair value adjustments arising on consolidation, are translated to Sterling, at foreign currency exchange rates ruling at the reporting date.

The revenues and expenses of foreign operations are translated at an average rate for the period, which approximates the foreign currency exchange rates ruling at the dates of the transactions. Exchange differences arising from the translation of foreign operations are reported in other comprehensive income.

Transactions and balances
Foreign currency transactions are initially recorded by the Group's entities at their respective functional currency spot rates on the date of the transaction. Foreign currency monetary assets and liabilities held at the end of the reporting period are translated at the closing balance sheet rate. The resulting exchange gain or loss is recognised within the income statement.

Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and impairment losses. Cost includes the original purchase price of the assets and costs attributable to bringing the asset to its working condition for its intended use.

Property, plant and equipment is depreciated at rates calculated to write off the cost less residual value of each asset over its useful economic life, as follows:

- Capitalised leasehold costs	Straight line over life of lease
- Fixtures, fittings and equipment	20% straight line
- Office and computer equipment	20% straight line

Gains and losses on disposals of assets are calculated as the difference between the proceeds received and the carrying amount of the asset and are recognised in profit or loss.

Impairment of Property, plant and equipment
Impairment reviews of property, plant and equipment are undertaken whenever events or changes in circumstances indicate their carrying value may not be recoverable. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount is reduced to its recoverable amount. Where an impairment loss subsequently reverses, the carrying amount is increased to the revised estimate, but restricted so that the increased amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised.

Intangible assets

Goodwill
Goodwill arises on the acquisition of subsidiaries and represents the difference between the fair value of the consideration transferred and the fair value of the acquired assets, liabilities, and contingent liabilities.

Impairment of goodwill
For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash generating units ("CGUs"), or groups of CGUs that is expected to benefit from the synergies of the combination. A CGU is the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash flows of other assets or CGUs. Goodwill impairment reviews are undertaken annually. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

Trademarks
Trademarks are valued at cost less impairment provisions for a reduction in the carrying value. Trademarks are written off in equal annual instalments over their useful economic life of between 10 and 20 years.

Software costs
Costs associated with maintaining computer software are recognised as an expense as incurred. Software development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software product so that it will be available for use;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- the expenditure attributable to the software product during its development can be reliably measured.

Software costs recognised as assets are amortised over their estimated useful lives of five years.

Website platform costs
Costs associated with the development of the Group's website are capitalised where the above criteria for capitalising software costs are met and the Group is able to demonstrate that the website will develop probable future earnings. Expenditure incurred on maintaining and developing website systems used only for advertising purposes are written off as incurred. Website platform costs recognised as assets are amortised over their estimated useful lives of five years.

Impairment of intangible assets
Impairment reviews are undertaken whenever events or changes in circumstances indicate their carrying value may not be recoverable. If the fair value of an intangible asset is estimated to be less than its carrying amount, the carrying amount is reduced to its recoverable amount. Where an impairment loss subsequently reverses, the carrying amount is increased to the revised estimate, but restricted so that the increased amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised in prior years. Any impairment losses or reversals are recognised immediately in the income statement.

Leases

The initial right-of-use asset was measured at an amount equal to the lease liabilities on the date of adoption. In accordance with IFRS 16, there is a lease relationship if the lessor has contractually transferred the right to use an identified asset for a defined period in return for remuneration by the lessee.

Lease term and considerations
The lease term is determined as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has the option under some of its leases to extend the lease term (extension option) or terminate the lease early (break option). The Group applies judgement in evaluating whether it is reasonably certain to exercise these options. Considerations may include the contractual terms and conditions for the optional periods compared to market rates, costs associated with the termination of the lease and the importance of the underlying asset to the Group's operations. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the options to renew (e.g. a change in business strategy).

The discount rate used to calculate the lease liability is the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses an incremental borrowing rate specific to the country, term and currency of the contract. The discount rate is determined using a reference (risk free) rate and an adjustment to reflect the credit risk.

The impact of the CVAs has resulted in the lease liability being remeasured to reflect zero minimum contracted payments for the three-year period for the UK affected stores and until lease expiry for the North American affected stores. This is consistent with the assumption that future market rental rates for the North American affected stores after the three-year CVA period would remain as variable based rents linked to store turnover.

The Group as lessee
Lease liabilities are initially recognised at the commencement date of the lease and are measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses an incremental borrowing rate specific to the country, term and currency of the contract. The weighted average rate for the period ended 29 January 2022 is 4.02%.

The Group as lessee (continued)
Lease payments can include fixed payments or variable lease payments that depend on an index or a rate known at commencement date. The lease liability is subsequently measured at amortised cost using the effective interest rate method and remeasured when there is a change in the future lease payments as a result of a lease renegotiation, changes of an index or rate or in the case of reassessment of options. Right-of-use assets are measured at cost, net of accumulated depreciation and impairment losses, and adjusted for any subsequent remeasurement of lease liabilities. Cost includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are recognised at the commencement date of the lease (the date the underlying asset is available for use) and are classified as property or equipment. Right-of-use assets are depreciated on a straight-line basis over the shorter of the estimated useful life and the lease term. Right-of-use assets are subject to testing for impairment if there is an indicator for impairment, as for owned assets.

The Group applies the short-term lease recognition exemption to those leases that have a lease term of 12 months or less from the commencement date. It also applies the low value asset recognition exemption to leases of low value assets. Lease payments on short-term leases and leases of low-value assets are recognised as an expense to the income statement, as well as costs relating to variable lease payments that are not dependent on an index or rate.

The Group as lessor
The Group acts as a lessor of some properties. Leases in which substantially all of the risks and rewards incidental to ownership of an underlying asset are transferred to the lessee by the lessor are classified as finance leases, otherwise the lease is classified as an operating lease. This assessment is performed with reference to the head lease right-of-use asset.

Inventories

Inventories are stated at the lower of cost (applying the standard costing method) and net realisable value. The cost includes expenditure incurred in acquiring the inventories including supplier costs, inbound duty, and freight. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

Provision is made for those inventory items where the net realisable value is estimated to be lower than cost. Net realisable value is based on both historical experience and assumptions regarding estimated future sales value.

Cash and cash equivalents

Cash and cash equivalents comprise bank account balances and cash in transit.

Equity

Ordinary shares
Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

Share premium
The share premium account represents the amount subscribed for share capital in excess of nominal value, less any costs directly attributable to the issue of new shares.

Translation reserve
Translation reserve represents the cumulative foreign currency translation differences arising on consolidation of foreign operations.

Other reserves
Other reserves represent the difference between the consideration transferred and the equity 'acquired' of subsidiaries under common control.

Retained deficit
The retained deficit represents the cumulative net gains and losses recognised in the income statement.

Dividends
Dividends on ordinary share capital are recognised as a liability in the Group's financial statements in the period in which they are declared. In the case of interim dividends, these are considered to be declared when they are paid and in the case of final dividends these are declared when authorised by the shareholders.

Capital contribution reserve
Capital contribution reserve represents capital contributed from the parent recognised at fair value of the debt forgiven by the parent company.

Borrowings
Borrowings are recognised initially at fair value, 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 the income statement over the period of the borrowings using the effective interest method.

Finance income and expense

Finance income comprises interest received on cash balances.

Finance expense comprises interest payable on borrowings, amortisation and write-off of debt issuance costs and the unwinding of the discount on non-current provisions.

Interest is recognised in the income statement as it accrues, using the effective interest rate. Interest payable on borrowings includes a charge in respect of attributable transaction costs, which are recognised in the income statement over the period of the borrowings on an effective interest basis.

Financial instruments

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

Trade and other receivables
Trade receivables are recorded initially at fair value and subsequently assessed for impairment. The impairment is recognised based on management's expectation of losses, applying an expected credit loss model.

Classification of financial liabilities and equity
Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all its liabilities.

Bank borrowings
Interest-bearing bank borrowings are initially recorded at fair value, which equals the proceeds received, net of direct issue costs. They are subsequently held at amortised cost. Finance charges are accounted for using an effective interest rate method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

Loans
Long-term loans are initially measured at fair value net of direct issue costs and are subsequently held at amortised cost.

Trade payables
Trade payables are recorded initially at fair value and subsequently measured at amortised cost. Generally, this results in their recognition at their nominal value.

Equity instruments
Equity instruments issued by the Company are recorded at the consideration received, net of direct issue costs.

Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, 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.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the statement of financial position date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the statement of financial position. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income 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 income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the statement of financial position date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income 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 income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, except for deferred income tax liabilities

Current and deferred income tax (continued)

where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised. Deferred income 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 income taxes 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.

Employee benefits

Short term employee benefits
Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Pension obligations
The Group operates employee optional stakeholder retirement and death schemes. Both employee and employers are required to make contributions with the employers' contributions for each employee determined by the level of contribution made by the employee. The employer's contributions are charged to the income statement in the year in which the contributions are due.

Current versus non-current classification

The Group presents assets and liabilities in the statement of financial position based on current/non-current classification.

An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period;
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period;
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Provisions

Provisions for property, restructuring costs and 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 for dilapidation are recognised in full when the related facilities are installed. A corresponding amount equivalent to the provision is also recognised as part of the cost of the related property. The amount recognised is the estimated cost of dilapidations, discounted to its net present value, and is reassessed each year in accordance with local conditions and requirements. Changes in the estimated timing of dilapidations or dilapidations cost estimates are dealt with prospectively by recording an adjustment to the provision, and a corresponding adjustment to property, plant and equipment. The unwinding of the discount on the dilapidations provision is included as a finance expense.

Provisions (continued)

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.

Revenue recognition

Revenue comprises sales of goods to customers outside the Group less discounts and is stated net of value added tax and other sales taxes. Revenue is recognised when performance obligations are satisfied, generally when goods are delivered to the customer or our third-party partners or, if on dispatch and the control of goods is transferred to the buyer.

Management estimate and make provision for goods that have been sold within the financial year but returned past the balance sheet date using a Returns model. The model uses historical returns data by region and channel to predict an expected returns percentage which is then applied to actual sales to determine an expected returns value. Actual returns could vary from such estimates.

Government grants

Grants from public authorities are recognised when the Group meets the conditions associated with the grant with sufficient certainty and the benefits are granted. The grants are recognised as a deduction against the eligible expenses in the income statement over the periods necessary to match them with the related costs.

Fair value measurement

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Set out below is an analysis of the valuation method of the Group's financial instruments:

The different levels in the fair value hierarchy have been defined as follows:

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

The Group has no assets or liabilities where differences between fair and carrying values have been determined for measurement purposes.

Exceptional items

Exceptional items are disclosed separately in the income statement where it is necessary to do so to provide further understanding of the financial performance of the Group. Exceptional items are items of one-off income or expense that have been shown separately due to the significance of their nature or amount. Property related exceptional items include gains or losses on the remeasurement of leases. Other exceptional items include tax related charges, refinancing costs and reorganisation related costs.

Common control transactions

The accounting for the transfer of subsidiaries within a group that has a common ultimate parent undertaking falls under the IFRS 3 Business combinations common control transactions exemption, where the assets and liabilities of the combining entities are reflected at their carrying amounts; no adjustments are made to reflect fair values or to recognise goodwill or any new assets and liabilities. Adjustments are made only to align accounting policies. Any difference arising between the consideration transferred and the equity 'acquired' is reflected directly in equity. Refer to note 24 for details on transactions under common control.

2. Revenue by geographical region

	52 weeks ended 29 January 2022	52 weeks ended 30 January 2021
	£'000	£'000
UK	**144,997**	129,569
North America	**146,474**	90,983
Asia	**28,520**	28,566
Europe	**17,057**	12,343
	337,048	261,461

3. Operating profit

Operating profit is stated after charging/(crediting):

	Note	52 weeks ended 29 January 2022	52 weeks ended 30 January 2021
	Note	**£'000**	£'000
Amortisation of intangible assets	9	**3,982**	4,019
Depreciation of property, plant and equipment	10	**9,011**	9,900
Depreciation of right-of-use assets	11	**12,624**	19,113
Foreign currency translation losses/(gains)		**1,207**	(314)

Operating exceptional items comprise:

		52 weeks ended 29 January 2022	52 weeks ended 30 January 2021
		£'000	£'000
Administrative expenses			
One-off charges for sales and property tax		**48**	123
Impairment	10 & 11	**125**	229
Store closure and CVA related costs		**34**	5,685
Restructuring related costs		**1,909**	114
Refinancing related costs		**1,723**	673
Gain on remeasurement of leases	11	**(545)**	(33,378)
		3,294	(26,554)

Auditors' remuneration for audit and non-audit services during the period was:

	52 weeks ended 29 January 2022	52 weeks ended 30 January 2021
	£'000	£'000
Auditors' remuneration		
- audit services	**469**	295
- other	**46**	18
	515	313

4. Employees

The average number of people employed by the Group (including directors) during the period was as follows:

	52 weeks ended 29 January 2022	52 weeks ended 30 January 2021
	Number	Number
Directors	**4**	3
Administration and sales	**2,108**	2,498
	2,112	2,501

The aggregate remuneration costs of these employees are presented net of furlough relief:

	52 weeks ended 29 January 2022	52 weeks ended 30 January 2021
	£'000	£'000
Wages and salaries	**55,101**	42,934
Social security costs	**4,571**	4,373
Pension costs	**998**	1,103
	60,670	48,410

See note 21 for details of furlough relief received during the period.

5. Directors

The remuneration costs of the Group's directors were:

	52 weeks ended 29 January 2022	52 weeks ended 30 January 2021
	£'000	£'000
Aggregate remuneration and other emoluments	**1,271**	656
Pension contributions	**3**	3
	1,274	659

	Number	Number
Number of directors to whom retirement benefits accrue	**2**	2

The remuneration of the highest paid director was:

	52 weeks ended 29 January 2022	52 weeks ended 30 January 2021
	£'000	£'000
Aggregate emoluments	**571**	448
Pension costs	**2**	1
	573	449

The amounts disclosed above represent the remuneration for the qualifying services of the directors of the Group.

5. Directors (continued)

IAS 24 *Related party transactions* ("IAS 24") requires the Group to disclose all transactions and outstanding balances with the Group's key management personnel. IAS 24 defines key management personnel as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

The key management personnel who are responsible for planning, directing and controlling the activities of the Group are the Group's directors.

At 29 January 2022 there were no amounts due to key management personnel (2021: nil).

6. Finance income

	52 weeks ended 29 January 2022 £'000	52 weeks ended 30 January 2021 £'000
Interest received on finance leases	**26**	62
	26	62

7. Finance expense

	52 weeks ended 29 January 2022 £'000	52 weeks ended 30 January 2021 £'000
Interest payable and similar charges	**446**	619
Interest on shareholder loans	**16,768**	28,874
Interest on borrowing facility	**350**	1,237
Interest cost on lease liability	**2,405**	4,722
	19,969	35,452

8. Income tax (credit)/expense

Analysis of tax expense in the period

	52 weeks ended 29 January 2022 £'000	52 weeks ended 30 January 2021 £'000
Current tax		
Current UK tax on loss for the year	**885**	39
Adjustments for current UK tax of prior periods	**108**	(10)
Double taxation relief	**(272)**	(39)
Current non-UK tax on loss for the year	**864**	276
Adjustments for current non-UK tax of prior periods	**(898)**	1,285
Total current tax expense	**687**	1,551
Deferred income tax		
Origination and reversal of temporary differences	**(1,933)**	(804)
Effect of changes in tax rates	**434**	-
Total deferred tax (credit)/expense	**(1,499)**	(804)
Income tax (credit)/expense	**(812)**	747

Non-deductible expenditure includes meals and entertainment, fines and penalties, and, restructuring and property costs.

8. Income tax (credit)/expense (continued)

Factors affecting the tax expense in the period

	52 weeks ended 29 January 2022	52 weeks ended 30 January 2021
	£'000	£'000
Loss before tax	**(9,840)**	(34,740)
Tax at the UK tax rate of 19.0% (2021: 19.0%)	**(1,870)**	(6,601)
Effects of:		
Tax effect of amounts which are not taxable in calculating taxable income	**(331)**	(31)
Tax effect of amounts which are not deductible in calculating taxable income	**1,080**	3,929
Interest accrued on shareholder preference shares	**3,186**	5,486
Difference in tax rates	**(1,173)**	(208)
Adjustments for current tax of prior periods	**(790)**	1,275
Movement in temporary differences not recognised in deferred tax	**(914)**	(3,103)
Income tax (credit)/expense	**(812)**	747

Factors that may affect future tax charge

As enacted on 10 June 2021 the Corporation Tax rate in the UK will increase to 25% from 1 April 2023. Further, the US Government has announced plans to increase the Federal tax rate, however, nothing has been substantively enacted at the Group's Balance Sheet date and therefore has not been reflected in the measurement of Deferred tax balances at the period end.

Deferred tax assets and liabilities have therefore been measured at either 19.0% or 24.9% (the effective rate of US tax as at 29 January 2022), as appropriate, in these financial statements.

9. Intangible assets

Intangible assets for the period ended 29 January 2022:

	Trademarks	Computer software and website platform costs	Goodwill	Customer lists	Total
	£'000	£'000	£'000	£'000	£'000
Cost					
As at 30 January 2021	4,260	29,606	-	-	33,866
Foreign exchange adjustments	(20)	3	-	-	(17)
Acquisition of subsidiaries[1]	33,586	403	10,862	2,911	47,762
Additions	4	2,010	-	-	2,014
As at 29 January 2022	37,830	32,022	10,862	2,911	83,625
Amortisation					
As at 30 January 2021	3,802	20,689	-	-	24,491
Foreign exchange adjustments	(19)	(23)	-	-	(42)
Acquisition of subsidiaries[1]	1,909	107	-	331	2,347
Charge for the year	767	3,118	-	97	3,982
As at 29 January 2022	6,459	23,891	-	428	30,778
Net book value					
As at 29 January 2022	**31,371**	**8,131**	**10,862**	**2,483**	**52,847**

1. Refer to Note 24 for further details on the acquisition of subsidiaries.

9. Intangible assets (continued)

Intangible assets for the period ended 30 January 2021:

	Trademarks £'000	Computer software and website platform costs £'000	Total £'000
Cost			
As at 1 February 2020	4,225	27,176	31,401
Foreign exchange adjustments	8	(52)	(44)
Additions	27	2,482	2,509
As at 30 January 2021	4,260	29,606	33,866
Amortisation			
As at 1 February 2020	3,174	17,320	20,494
Foreign exchange adjustments	18	(40)	(22)
Charge for the year	610	3,409	4,019
As at 30 January 2021	3,802	20,689	24,491
Net book value			
As at 30 January 2021	**458**	**8,917**	**9,375**

The Group completes an impairment review of goodwill annually. In accordance with IAS 36 Impairment of assets ("IAS 36") the Group has completed review of its operations and determined that the Group has one cash generating unit ("CGU").

The Group estimates the recoverable amount of a CGU using a value in use model by projecting pre-tax cash flows for the next three years. The key assumptions underpinning the recoverable amounts of the CGU tested for impairment are forecasted revenue and EBITDA.

The pre-tax discount rate used is derived from a weighted average cost of capital ("WACC") calculation for the Group and benchmarked against similar organisations operating within the sector. The discount rate applied to the cash flows at 29 January 2022 was 10.0%.

The growth rate used is 0% and does not exceed the average for the sector.

The total recoverable amount in respect of goodwill, as assessed by management using the above assumptions, is greater that the carrying amount and therefore no impairment charge has been booked. Management consider that it is not reasonably possible for the assumptions to change so significantly as to eliminate the excess.

10. Property, plant and equipment

Property, plant and equipment for the period ended 29 January 2022:

	Capitalised leasehold costs £'000	Fixtures, fittings and equipment £'000	Office and computer equipment £'000	Total £'000
Cost				
As at 30 January 2021	1,599	154,309	14,881	170,789
Foreign exchange adjustments	(11)	1,138	(155)	972
Acquisition of subsidiaries[1]	4,847	1,766	166	6,779
Additions	11	2,263	614	2,888
Disposals	(269)	(7,113)	(92)	(7,474)
As at 29 January 2022	6,177	152,363	15,414	173,954
Depreciation				
As at 30 January 2021	1,145	138,105	12,544	151,794
Foreign exchange adjustments	18	1,026	(104)	940
Acquisition of subsidiaries[1]	2,421	429	39	2,889
Charge for the year	1,016	7,461	534	9,011
Disposals	(269)	(7,113)	(92)	(7,474)
As at 29 January 2022	4,331	139,908	12,921	157,160
Net book value				
As at 29 January 2022	**1,846**	**12,455**	**2,493**	**16,794**

1. Refer to Note 24 for further details on the acquisition of subsidiaries.

As a result of the annual assessment of cash generating units for impairment, no charge (2021: £0.1 million) was recorded for impairment of property, plant and equipment. The prior year charge comprised of one store and was a result of the value-in-use being less than the carrying value of the cash generating unit. The cost of impairment of assets has been included in exceptional items as the Directors have deemed them to be one-off expenses.

Property, plant and equipment for the period ended 30 January 2021:

	Capitalised leasehold costs £'000	Fixtures, fittings and equipment £'000	Office and computer equipment £'000	Total £'000
Cost				
As at 1 February 2020	1,935	168,501	15,138	185,574
Foreign exchange adjustments	17	(1,715)	42	(1,656)
Additions	57	2,446	414	2,917
Disposals	(410)	(14,923)	(713)	(16,046)
As at 30 January 2021	1,599	154,309	14,881	170,789
Depreciation				
As at 1 February 2020	1,409	146,470	12,548	160,427
Foreign exchange adjustments	(77)	(2,124)	(346)	(2,547)
Charge for the year	223	8,622	1,055	9,900
Disposals	(410)	(14,923)	(713)	(16,046)
Impairment loss	-	60	-	60
As at 30 January 2021	1,145	138,105	12,544	151,794
Net book value				
As at 30 January 2021	**454**	**16,204**	**2,337**	**18,995**

11. Right-of-use assets

Right-of-use assets for the period ended 29 January 2022:

	Property £'000	Equipment £'000	Total £'000
Net book value			
Net book value as at 30 January 2021	48,214	85	48,299
Acquisition of subsidiaries[1]	4,726	-	4,726
Additions	3,570	-	3,570
Remeasurement	1,411	-	1,411
Depreciation charge	(12,573)	(51)	(12,624)
Impairment charge	(125)	-	(125)
Foreign exchange adjustments	(62)	-	(62)
As at 29 January 2022	**45,161**	**34**	**45,195**

1. Refer to Note 24 for further details on the acquisition of subsidiaries.

Right-of-use assets for the period ended 30 January 2021:

	Property £'000	Equipment £'000	Total £'000
Net book value			
Net book value at 1 February 2020	138,473	157	138,630
Additions	11,877	-	11,877
Remeasurement	(83,271)	-	(83,271)
Depreciation charge	(19,041)	(72)	(19,113)
Impairment charge	(169)	-	(169)
Foreign exchange adjustments	345	-	345
At 30 January 2021	**48,214**	**85**	**48,299**

The Group launched CVAs in July 2020 to remove lease liabilities that had accrued during the initial COVID-19 lockdown period and to align future rents to sales performance. Leases which have moved to variable based rents (that are linked to store turnover) are no longer included in the measurement of the lease liability.

The CVA terms remain in place for three years from the 3rd and 6th July 2020. At the end of the three-year period, the affected leases for the UK stores will revert to contractual rents whereas the North American stores will have a market rent agreed between both parties. As at January 2022, market rents are assumed to continue as variable based rents until lease expiry. Variable lease payments are recognised directly in profit or loss.

As a result of the CVAs, the lease liability was remeasured in the prior year to reflect zero minimum payments for the three-year period for the UK affected stores and until lease expiry for the North American affected stores. An equal and opposite adjustment reduced the right-of-use asset, and if the carrying amount of the right-of-use asset was reduced to zero, then the remaining amount was recognised in profit or loss. In the current year, a remeasurement gain totalling £0.5 million was recognised, as a result of break notices being exercised.

The expense relating to variable lease payments amounted to £10.6 million and the expense relating to short-term leases and leases of low value assets (as described in note 1) amounted to £1.6 million. Net cash outflow for leases applying IFRS 16 amounted to £12.3 million.

As per COVID-19 related rent concessions (amendment to IFRS 16), rent concessions totalling £0.2 million have been accounted for as variable lease payments (included above) and are recognised in profit or loss. These relate to concessions provided by the landlord during store closures.

Lease commitments for leases not commenced at year-end amounted to £6.7 million.

As a result of the annual assessment of cash generating units for impairment, a charge of £0.1 million was recorded for impairment of right of use assets. This charge was a result of the value-in-use being less than the carrying value. The cost of impairment of assets has been included in exceptional items rather than operating costs as it is infrequent in nature.

11. Right-of-use assets (continued)

The following table shows a maturity analysis of the lease payments receivable from finance subleases:

	29 January 2022 £'000	30 January 2021 £'000
Maturity analysis - undiscounted lease payments receivable		
Within one year	154	146
Greater than one year but less than two years	159	151
Greater than two years but less than three years	54	155
Greater than three years but less than four years	-	53
Total undiscounted payments	**367**	505
Unearned finance income	(26)	(49)
Net investment/(lease receivables)	**341**	456

Income from subleasing right-of-use assets amounted to £0.2 million.

12. Trade and other receivables

	29 January 2022 £'000	30 January 2021 £'000
Current		
Trade receivables	**13,347**	12,557
Other receivables	**3,381**	5,255
Prepayments	**6,266**	2,904
	22,994	20,716

The carrying value of trade and other receivables is a reasonable approximation of the fair value of trade and other receivables.

The trade receivables provisions included in administrative expense for the period ended 29 January 2022 was £0.5 million (2021: nil)

Other receivables include cash collateralised letter of credits and duty reclaims.

	29 January 2022 £'000	30 January 2021 £'000
Non-current		
Other receivables	**4,333**	2,449
	4,333	2,449

Other receivables include refundable security deposits on rental properties and finance lease receivables.

13. Inventories

	29 January 2022 £'000	30 January 2021 £'000
Finished goods and goods for resale	**66,103**	51,984
Write down of inventories	**(3,241)**	(3,106)
	62,862	48,878

13. Inventories (continued)

The following table details the movements in the write down of inventories:

	29 January 2022	30 January 2021
	£'000	£'000
Balance at the beginning of the period	**3,106**	1,985
Written down inventory sold during the period	**(2,920)**	(1,307)
Write-down during the period	**3,055**	2,428
Balance at the end of the period	**3,241**	3,106

The cost of inventories included in cost of sales was £131.3 million (2021: £113.7 million).

The net movement in inventory provisions included in cost of sales for the period ended 29 January 2022 was an increase of £0.1 million (2021: increase £1.1 million).

14. Trade and other payables

	29 January 2022	30 January 2021
	£'000	£'000
Current		
Trade payables	**17,583**	22,299
Other taxes and social security costs	**11,974**	7,187
Other payables	**1,322**	1,573
Accruals	**41,583**	19,370
Returns provision	**1,744**	2,387
	74,206	52,816

	29 January 2022	30 January 2021
	£'000	£'000
Non-current		
Other payables	**136**	530
	136	530

The carrying value of trade and other payables is a reasonable approximation of the fair value of trade and other payables.

15. Provisions

	Dilapidation costs £'000
At 1 February 2020	5,632
Additions	719
Utilised during the year	(223)
Release during the year	(1,029)
Unwind of provision	220
Foreign currency translation differences	(80)
At 30 January 2021	5,239
Acquisition of subsidiaries	650
Additions	99
Utilised during the year	(158)
Release during the year	(155)
Unwind of provision	177
Foreign currency translation differences	57
As at 29 January 2022	**5,909**

The breakdown of provisions between current and non-current is as follows:

	29 January 2022 £'000	30 January 2021 £'000
Current	**3,018**	2,041
Non-current	**2,891**	3,198
	5,909	5,239

The dilapidations provision represents the present value of future property reinstatement costs and is recognised when there is an obligation to return the property to its original condition upon exit. The costs are recognised in tangible assets. There are inherent uncertainties in assessing the provisions for future outflows.

Utilisation of the £5.9 million is to be incurred in conjunction with the profile of the leases to which they relate. The longest lease will unwind over the next eight years.

16. Lease liabilities

The following tables show the discounted lease liabilities included in the Group balance sheet and a maturity analysis of the contractual undiscounted lease payments:

	29 January 2022 £'000	30 January 2021 £'000
Lease liabilities		
Current	**11,835**	9,514
Non-current	**48,528**	51,768
Total lease liabilities	**60,363**	61,282

	29 January 2022 £'000	30 January 2021 £'000
Maturity analysis - contractual undiscounted lease payments		
Within one year	**14,012**	11,731
Greater than one year but less than five years	**46,242**	45,448
Greater than five years but less than ten years	**6,291**	11,615
Total undiscounted payments	**66,545**	68,794

17. Borrowings

	29 January 2022 £'000	30 January 2021 £'000
Current		
Revolving credit facility	**17,992**	13,915
Term loan	**-**	2,229
	17,992	16,144

	29 January 2022 £'000	30 January 2021 £'000
Non-current		
Amounts owed to parent undertaking	**130,902**	115,633
Term loan	**-**	2,507
	130,902	118,140

As at 29 January 2022, the Group had undrawn committed borrowing facilities of £19.7 million (2021: £16.5 million).

On 21 September 2021, the Group changed its financing facility provider from Bank of America, N.A. and secured a new five-year, £65.0 million funding facility with Wells Fargo Capital Finance. The facility comprises of a £50.0 million 5-year revolving credit facility (with an option to increase this to £55.0 million over the period September to December each year) with an interest rate of 2% + SONIA; and a £10.0 million intellectual property backed term loan (which may be drawn down in January 2022) with an interest rate of 3.25% + SONIA. The intellectual property backed loan will run concurrently with the revolving credit facility.

There is also an Accordion (uncommitted incremental facility) of up to £10.0 million which may be drawn down to expand the maximum available under the revolving credit facility.

On 21 September 2021, the term loan that was owed to Bank of America, N.A. was repaid in full.

On 25 February 2021, £13.0 million unsecured PIK fixed rate loan notes ('loan notes') were issued to Lion/Heaven UK Limited from its ultimate parent company. In conjunction, a back-to-back loan was issued to AllSaints Retail Limited via Lion/Heaven UK II Limited for £13.0 million. On 6 April 2021, Lion/Heaven UK Limited listed those loan notes on the International Stock Exchange ('TISE'). The loan notes incur interest of 12.5% per annum.
On 27 January 2022, the loan notes were delisted and the carrying amount of £14.5 million was repaid in full on 25 January 2022.

Loans owed to parent undertakings have an interest rate of 12.5%.

18. Deferred tax

	Property, plant and equipment £'000	**Provisions £'000**	**Right-of-use Assets £'000**	**Tax losses £'000**	**Total £'000**
As at 30 January 2021					
Deferred tax assets	-	-	-	804	804
Deferred tax liabilities	-	-	-	-	-
As at 30 January 2021	-	-	-	804	804
Debit to the income statement	(295)	(154)	-	(804)	(1,253)
Credit to the income statement	1,739	640	373	-	2,752
Net (debit)/credit to the income statement	1,444	486	373	(804)	1,499
Foreign exchange	39	(38)	-	-	1
As at 29 January 2022	1,483	448	373	-	2,304
Deferred tax assets	**1,483**	**448**	**373**	**-**	**2,304**
Deferred tax liabilities	**-**	**-**	**-**	**-**	**-**
As at 29 January 2022	**1,483**	**448**	**373**	**-**	**2,304**

18. Deferred tax (continued)

	Property, plant and equipment £'000	Provisions £'000	Tax losses £'000	Total £'000
As at 3 February 2020				
Deferred tax assets	-	-	-	-
Deferred tax liabilities	-	-		-
As at 3 February 2020	-	-	-	-
Debit to the income statement	-	-	-	-
Credit to the income statement	-	-	804	804
Net (debit)/credit to the income statement	-	-	804	804
Foreign exchange	-	-	-	-
As at 30 January 2021	-	-	804	804
Deferred tax assets	-	-	804	**804**
Deferred tax liabilities	-	-	-	-
As at 30 January 2021	-	-	**804**	**804**

Potential deferred tax assets have not been recognised on the basis that it is probable that the differences will not reverse in the foreseeable future.

The following table lists the Group's unrecognised deferred tax assets:

	29 January 2022 £'000	30 January 2021 £'000
Property, plant and equipment	**3,295**	4,310
Provisions	**359**	1,475
Right-of-use assets	**1,196**	1,426
Tax losses	**1,430**	1,720
Total	**6,280**	8,931

The potential deferred tax asset in respect of tax losses will expire as follows:

	29 January 2022	30 January 2021
Expires:	**£'000**	£'000
2041	**44**	246
2027	**955**	955
2026	**139**	139
2023	**292**	363
2022	**-**	17
	1,430	1,720

As enacted on 10 June 2021 the Corporation Tax rate in the UK will increase to 25% from 1 April 2023. If the unrecognised temporary timing differences were valued at that rate the unrecognised deferred tax assets would be:

	29 January 2022 £'000
Property, plant and equipment	**4,142**
Provisions	**359**
Right-of-use assets	**1,196**
Overseas tax losses	**1,430**
Total	**7,127**

19. Share Capital

	29 January 2022	30 January 2021
	£	£
Authorised, issued, called up and fully paid		
17,173 ordinary shares of 1 pence each (2021: 17,171 Ordinary shares)	**172**	172
	172	172

On 3 October 2021, Lion/Heaven Cayman Limited, the Group's parent company, contributed JV Asset Holdco LLC and JVUK Holdco Limited to Lion/Heaven UK Limited in exchange for an additional 2 Class A Ordinary shares (Par: £0.001) in Lion/Heaven UK Limited. Refer to note 24 for further details.

20. Capital contribution reserve

On 16 October 2020, the Group's immediate parent, Lion/Heaven UK II Limited, contributed £184.4 million in the form of forgiven intercompany loan interest. Consequently, the Group has fully presented this contribution in the capital contribution reserve.

21. Government support

During the 2022 period, the Group received government support in connection to the COVID-19 pandemic response. The support offered by governments involved furlough and job retention schemes, relief of business rates and tax deferral plans.

The Group received £4.2 million (2021: £7.8 million) of relief through government furlough programmes such as the Coronavirus Job Retention Scheme (CJRS) in the UK and other equivalent schemes in certain countries that AllSaints operates in. The gross remuneration costs of employees disclosed is:

	Gross Cost	Furlough Relief	Net Cost
	£'000	£'000	£'000
Wages and salaries	59,344	4,243	55,101
Social security costs	4,571	-	4,571
Pension costs	998	-	998
	64,913	**4,243**	**60,670**

The Group additionally benefitted from the business rates holiday scheme afforded to the UK and Ireland retail, hospitality, and leisure sectors of £4.6 million (2021:£5.8 million).

22. Financial instruments

Financial risk management

The Group holds and uses financial instruments to finance its operations and to manage its interest rate and liquidity risks. The Group primarily finances its operations using revenue and borrowings.

The Group's activities expose it to a variety of financial risks: market risk (interest rate risk and foreign exchange risk), credit risk and liquidity risk.

Risk management is carried out under policies approved by the board of directors. Financial risk management is carried out by the Senior Accounting Officer under a policy approved by the board. The board approves written principles for overall risk management, as well as written policies covering specific areas, such as interest rate risk, credit risk and liquidity risk and receives regular reports on such matters.

The Group does not engage in trading or speculative activities using derivative financial instruments.

22. Financial instruments (continued)

Market risk
Market risk is the risk that changes in prices, such as foreign exchange rates and interest rates, will affect the Group's income or the value of its holdings of financial instruments.

Interest rate risk
Interest rate risk is the risk of a change in the Group's cash flows due to a change in interest rates. The Group is exposed to cash flow interest rate risk on its revolving credit facility to the extent that this is utilised. The directors monitor these risks and take appropriate steps to minimise the Group's exposure to potential volatility in this area.

The Group borrowings with its ultimate parent, funds managed by Lion Capital LLP, are all fixed interest borrowings.

Foreign exchange risk
Foreign exchange risk is the risk of a change in the Group's cash flows due to a change in foreign currency exchange rate. The Group is exposed to foreign currency exchange rate risk on the cash flows and carrying values of its non-UK operations and through its supplier payment structure. The directors monitor these risks and take appropriate steps to minimise the Group's exposure to potential volatility in these areas.

Credit risk
Credit risk is the risk of financial loss to the Group if a customer or counter party to a financial instrument fail to meet its contractual obligations and arises principally from the Group's receivables from customers.

The directors consider the Group's credit risk from cash, cash equivalents and deposits to be low as the Group only enters transactions with banks or financial institutions with a credit rating of A or above.

The Group has policies in place to manage potential credit risk from trade receivables. Customer credit terms are determined using independent ratings agency data and regularly updated to reflect any changes in customer circumstances or trading conditions. If no independent rating is available an internal assessment is made of the credit quality of the customer, taking into account their financial position and past trading history of the Group. The directors do not expect any significant losses of receivables that have not been provided for as shown in note 12.

Liquidity risk
Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group finance department regularly monitors forecasts of the Groups liquidity requirements to ensure it has sufficient cash to meet operational needs.

The table below summarises the contractual maturity of the Group's non-derivative financial liabilities, excluding current trade and other payables, income tax payable and provisions. The carrying value of all current trade and other payables, income tax payable and provisions of £81.0 million (2021: £59.0 million) is within one year.

29 January 2022	Carrying amount	Within one year	Greater than one year but less than two years	Greater than two years
	£'000	£'000	£'000	£'000
Non-current trade and other payables	136	69	67	-
Revolving credit facility	17,992	17,992	-	-
Total	**18,128**	**18,061**	**67**	**-**

30 January 2021	Carrying amount	Within one year	Greater than one year but less than two years	Greater than two years
	£'000	£'000	£'000	£'000
Non-current trade and other payables	530	131	176	223
Revolving credit facility	13,915	13,915	-	-
Term loan	4,736	2,229	2,507	-
Total	**19,181**	**16,275**	**2,683**	**223**

See note 16 for maturity of lease liabilities.

Capital management

The Group relies on capital for organic growth. The Group defines capital as equity as shown in the statement of financial position plus net debt and seeks to achieve an acceptable return on capital.

22. Financial instruments (continued)

Net debt is defined as:

	29 January 2022	30 January 2021
	£'000	£'000
Cash and cash equivalents	**49,115**	11,629
Borrowings- current	**(17,992)**	(16,144)
Borrowings- non-current	**-**	(2,507)
Net cash/(debt) position	**31,123**	(7,022)

The Group manages its capital structure using a number of measures and taking into account its future strategic plans. Such measures include ensuring the Group maintains sufficient liquidity from the cash that the Group has generated from operations.

Fair value

Financial assets comprise trade and other receivables and cash and cash equivalents. Financial liabilities comprise trade and other payables and borrowings from the Group's ultimate parent company.

The fair value of all financial assets and liabilities is not materially different from their carrying value.

23. Related party transactions

As part of a services agreement with John Varvatos, the Group charged £1.0 million (2021: £0.4 million) for services provided during the period ended 29 January 2022 prior to the transfer of the John Varvatos business into the Group which was completed in October 2021.

During the period the Company and the Group recorded interest of £16.8 million (2021: £28.9 million) to the Group's immediate parent entity Lion/Heaven UK II Limited as disclosed in note 7.

At 29 January 2022 the Company and the Group owed £130.9 million (2021: £115.6 million) to the Group's immediate parent entity Lion/Heaven UK II Limited as disclosed in note 17.

At 29 January 2022 the Company and the Group was owed £0.2 million (2021: £0.2 million) by Lion/Heaven Co-Investors LP, the private equity fund operated by Lion Capital LLP.

Key management personnel

Related party transactions with key management personnel have been disclosed in note 5.

24. Acquisition of subsidiaries

Acquisition of JV Asset Holdco LLC and JVUK Holdco Limited

On 3 October 2021, Lion/Heaven Cayman Limited, the Group's intermediate parent company, contributed 100% of JV Asset Holdco LLC and JVUK Holdco Limited ("John Varvatos") to Lion/Heaven UK Limited in exchange for an additional 2 ordinary shares in Lion/Heaven UK Limited. Lion/Heaven UK Limited immediately contributed John Varvatos to Lion/Heaven UK II Limited, who immediately contributed the business to AllSaints Retail Limited, each in exchange for 2 ordinary shares.

As John Varvatos has been transferred between entities that are controlled by the same ultimate parent, the acquisition is considered to be a business combination under common control under IFRS 3. As such, the assets and liabilities are recognised at book value on acquisition in local foreign currency, translated to Sterling at the reporting date. Refer to note 1 for further details.

The consideration for the transaction is a £1 share for share exchange and no cash has been transferred. The excess of consideration over the net assets and liabilities acquired of £67.5 million is recognised in other reserves within the Group's Statement of Changes in Equity.

JV Asset Holdco LLC is the holding company for John Varvatos, a US premium clothing retailer. JV Asset Holdco LLC is incorporated in the USA and JVUK Holdco Limited is incorporated in the UK.

No gain or loss was recognised in the current reporting period relating to this transaction.

24. Acquisition of subsidiaries (continued)

The book value of the assets and liabilities acquired are as follows:

	Book value recognised on acquisition £'000
Assets	
Identifiable intangible assets[1]	34,553
Goodwill	10,862
Property, plant and equipment[1]	3,890
Right-of-use asset[1]	4,726
Trade and other receivables	5,868
Inventories	11,485
Cash and cash equivalents	10,720
	82,104
Liabilities	
Trade and other payables	(9,278)
Lease liabilities	(4,641)
Provisions	(730)
	(14,649)
Total net assets	**67,455**

[1] Refer to Notes 9,10 and 11.

Identifiable intangible assets acquired include trademarks, customer lists and computer software as shown in note 9.

25. Events after the reporting date

On 11 February 2022, £5.0 million of the £10.0 million Term loan from Wells Fargo Capital Finance was drawn down by the Group.

During February 2022, an internal group reorganisation was completed whereby AllSaints (USA) Limited and JV Asset Holdco LLC were combined under a newly incorporated US Parent Company, AllSaints JV Holdings (US) LLC.

26. Note supporting statement of cash flows

Significant non-cash transactions in the year in respect of financing activities comprised unpaid interest rolled up into the amounts owed to parent undertaking of £15.3 million (2021: £28.9 million).

The following table shows the changes in liabilities from financing activities:

	30 January 2021 £'000	Acquisition of subsidiaries[2] £'000	Cash flows (financing) £'000	Foreign exchange movements £'000	New leases £'000	Other[1] £'000	29 January 2022 £'000
Current term loan	2,229	-	(2,229)	-	-	-	-
Current revolving credit facility	13,915	-	4,077	-	-	-	17,992
Non-current term loan	2,507	-	(2,507)	-	-	-	-
Current Lease liabilities	9,514	1,645	(9,896)	(5)	308	10,269	11,835
Non-current Lease liabilities	51,768	2,996	-	(23)	3,189	(9,402)	48,528
	79,933	**4,641**	**(10,555)**	**(28)**	**3,497**	**867**	**78,355**

26. Note supporting statement of cash flows (continued)

	1 February 2020 £'000	Cash flows (financing) £'000	Foreign exchange movements £'000	New leases £'000	Other[1] £'000	30 January 2021 £'000
Current term loan	2,229	(2,229)	-	-	2,229	2,229
Current revolving credit facility	10,854	3,061	-	-	-	13,915
Non-current term loan	4,736	-	-	-	(2,229)	2,507
Current lease liabilities	30,770	(4,862)	28	318	(16,740)	9,514
Non-current lease liabilities	140,465	-	152	11,519	(100,368)	51,768
	189,054	**(4,030)**	**180**	**11,837**	**(117,108)**	**79,933**

1. Other includes remeasurements of the lease liability of £1.1 million (2021: £116.6 million) offset by COVID-19-rent related forgiveness of £0.2 million (2021: £0.5 million) which have been recognised as a credit in the Income Statement for the period ended 29 January 2022. Also included are non-cash movements between non-current and current lease liability balances.
2. Refer to note 24 for further details.

27. Immediate and ultimate parent company

At 29 January 2022, funds managed by Lion Capital LLP were the Group and Company's ultimate parent undertaking and controlling party.

Lion/Heaven UK II Limited is the Company's immediate parent company.

Lion/Heaven UK Limited is a company incorporated in England (company number 07616749) and is parent of the smallest and largest group for which consolidated financial statements are prepared and of which the Company is a member. Lion/Heaven UK Limited's financial statements can be obtained from Companies House.

All Saints Retail Limited

Company statement of financial position

As at 29 January 2022
Company number 04096157

	Note	29 January 2022 £'000	30 January 2021 £'000
Non-current assets			
Intangible assets	31	**7,968**	9,249
Property, plant and equipment	32	**7,928**	10,660
Right-of-use asset	33	**28,003**	34,405
Investments	34	**2,383**	2,383
Trade and other receivables	37	**29,146**	28,561
Deferred tax asset	42	**700**	804
		76,128	86,062
Current assets			
Inventories	36	**27,822**	25,769
Trade and other receivables	37	**82,352**	61,453
Cash and cash equivalents		**18,501**	3,704
		128,675	90,926
Current Liabilities			
Trade and other payables	38	**(97,850)**	(82,715)
Provisions	39	**(1,084)**	(1,008)
Lease liabilities	40	**(5,488)**	(4,893)
Borrowings	41	**(17,992)**	(16,144)
		(122,414)	(104,760)
Net current assets/(liabilities)		**6,261**	(13,834)
Total assets less current liabilities		**82,389**	72,228
Non-current liabilities			
Trade and other payables	38	**-**	(300)
Provisions	39	**(1,587)**	(1,775)
Lease liabilities	40	**(33,568)**	(37,885)
Borrowings	41	**(132,185)**	(119,423)
		(167,340)	(159,383)
Net liabilities		**(84,951)**	(87,155)
Equity			
Share capital	43	**-**	-
Share premium		**9,555**	9,555
Translation reserve		**(1,071)**	(962)
Capital contribution reserve	44	**184,358**	184,358
Accumulated deficit		**(277,793)**	(280,106)
Total deficit		**(84,951)**	(87,155)

The notes on pages 45 to 55 form part of these financial statements.

The financial statements on pages 43 to 44 were approved and authorised for issue by the board of directors on 27 October 2022 and were signed on its behalf by:

E. Deste
Director

Company statement of changes in equity

For the period ended 29 January 2022

	Share capital	Share premium	Translation reserve	Capital contribution reserve	Accumulated deficit	Total deficit
	£'000	£'000	£'000	£'000	£'000	£'000
As at 1 February 2020	-	9,555	(707)	-	(243,422)	(234,574)
Loss for the period	-	-	-	-	(36,684)	(36,684)
Forgiveness of intercompany debt	-	-	-	184,358	-	184,358
Other comprehensive expense	-	-	(255)	-	-	(255)
As at 30 January 2021	**-**	**9,555**	**(962)**	**184,358**	**(280,106)**	**(87,155)**
As at 30 January 2021	-	9,555	(962)	184,358	(280,106)	(87,155)
Profit for the period	-	-	-	-	2,313	2,313
Other comprehensive expense	-	-	(109)	-	-	(109)
As at 29 January 2022	**-**	**9,555**	**(1,071)**	**184,358**	**(277,793)**	**(84,951)**

The notes on pages 45 to 55 form part of these financial statements.

28. Accounting policies for the Company financial statements

Reporting entity

All Saints Retail Limited (the "Company") is incorporated and domiciled in the United Kingdom.

The Company's principal activities are the design and retailing of clothing, footwear and accessories.

The Company financial statements were approved by the Board of Directors on 27 October 2022.

Statement of compliance

The financial statements of the Company have been prepared in accordance with Financial Reporting Standard 100 Application of Financial Reporting Requirements ("FRS 100") and Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101") and the Companies Act 2006.

The directors have taken advantage of the option within section 390 of the Companies Act 2006 to prepare their financial statements up to a date seven days either side of the Company's accounting reference date of 29 January 2022 and these accounts therefore cover the period from 31 January 2021 to 29 January 2022 (2 February 2020 to 30 January 2021).

As permitted by Section 408(2) of the Companies Act 2006 information about the Company's employee numbers and costs have not been presented.

As permitted by Section 408(3) of the Companies Act 2006, the Company's income statement and statement of other comprehensive income and related notes have not been presented as the Company's Group Accounts have been prepared in accordance with the Companies Act 2006.

Functional and presentational currency

These financial statements are presented in pounds Sterling (£), which is the Company's functional and presentational currency. All amounts have been rounded to the nearest thousand, unless otherwise indicated.

Basis of preparation

The financial statements have been prepared on a historical cost basis and are in accordance with the Companies Act 2006.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements with exception of IFRS16. These financial statements for the period ended 29 January 2022 has been prepared in accordance with FRS 100 and FRS 101.

In preparing these financial statements the company has taken advantage of all disclosure exemptions conferred by FRS 101. Therefore, these financial statements do not include:

- certain comparative information as otherwise required by EU endorsed IFRS;
- certain disclosures regarding the company's capital;
- a statement of cash flows;
- the effect of future accounting standards not yet adopted;
- the disclosure of the remuneration of key management personnel; and
- disclosure of related party transactions with other wholly owned members of the group headed by All Saints Retail Limited.

In addition, and in accordance with FRS 101, further disclosure exemptions have been adopted because equivalent disclosures are included in the Group financial statements of Lion/Heaven UK Limited. These financial statements do not include certain disclosures in respect of:

- Financial Instruments (other than certain disclosures required as a result of recording financial instruments at fair value);
- Fair value measurement (other than certain disclosures required as a result of recording financial instruments at fair value);
- Impairment of assets; and
- Revenue from Contracts with Customers.

Please refer to the Going concern note under accounting policies of the Group financial statements which also covers the Company's going concern basis.

Trade and other receivables

Included in Trade and other receivable are amounts due from subsidiary undertakings that are recorded initially at fair value and subsequently assessed for impairment. The impairment is recognised based on management's expectation of losses, applying an expected credit loss model using the general approach.

Investments

Investments are recorded at historical cost, less any provision for impairment. Impairment charges are recorded if events or changes in circumstances indicate that the carrying value may not be recoverable.

New accounting standard

Refer to note 1 to the Group financial statements for new accounting standards adopted in the presentation of these financial statements.

Standards yet to be adopted

Certain new accounting standards and interpretations have been published that are not mandatory for the period ended 29 January 2022 and have not been adopted by the Company. These standards are not expected to have a material impact on the Company in the current or future reporting periods or on foreseeable future transactions.

Accounting policies for the Company financial statements

The Company's accounting policies are the same as the Group's accounting policies, as detailed in note 1 to the Group financial statements, for the following:

Company FRS 101 accounting policy	**Group IFRS accounting policy**
Critical accounting estimates and judgments	Critical accounting estimates and judgments
Foreign currency translation	Foreign currency translation
Property, plant and equipment	Property, plant and equipment
Intangible assets	Intangible assets
Leases	Leases
Inventories	Inventories
Cash and cash equivalents	Cash and cash equivalents
Equity	Equity
Borrowings	Borrowings
Interest receivable and similar income	Finance income
Interest payable and similar expense	Finance expense
Financial instruments	Financial instruments
Current and deferred tax	Current and deferred tax
Employee benefits	Employee benefits
Current versus non-current classification	Current versus non-current classification
Provisions	Provisions
Revenue recognition	Revenue recognition
Government grants	Government grants
Fair value measurement	Fair value measurement
Exceptional items	Exceptional items

29. Directors

Information on the Company's directors is provided in note 5 to the Group financial statements.

30. Auditors' remuneration

The Company's remuneration for audit and non-audit services during the period are captured under the Group's remuneration arrangement as detailed in note 3 to the Group financial statements.

31. Intangible assets

	Trademarks £'000	Computer software and website platform costs £'000	Total £'000
Cost			
As at 30 January 2021	4,191	29,216	33,407
Foreign exchange adjustments	(10)	-	(10)
Additions	4	1,919	1,923
As at 29 January 2022	4,185	31,135	35,320
Amortisation			
As at 30 January 2021	3,755	20,403	24,158
Foreign exchange adjustments	(10)	-	(10)
Charge for the year	201	3,003	3,204
As at 29 January 2022	3,946	23,406	27,352
Net book value			
As at 29 January 2022	**239**	**7,729**	**7,968**

	Trademarks £'000	Computer software and website platform costs £'000	Total £'000
Cost			
As at 1 February 2020	4,155	26,734	30,889
Foreign exchange adjustments	9	-	9
Additions	27	2,482	2,509
As at 30 January 2021	4,191	29,216	33,407
Amortisation			
As at 1 February 2020	3,137	17,087	20,224
Foreign exchange adjustments	9	-	9
Charge for the year	609	3,316	3,925
As at 30 January 2021	3,755	20,403	24,158
Net book value			
As at 30 January 2021	**436**	**8,813**	**9,249**

32. Property, plant and equipment

	Capitalised leasehold costs £'000	Fixtures, fittings and equipment £'000	Office and computer equipment £'000	Total £'000
Cost				
As at 30 January 2021	1,167	79,862	11,133	92,162
Foreign exchange adjustments	(58)	(322)	(8)	(388)
Additions	7	793	578	1,378
Disposals	(235)	(1,893)	(86)	(2,214)
As at 29 January 2022	881	78,440	11,617	90,938
Depreciation				
As at 30 January 2021	889	70,542	10,071	81,502
Foreign exchange adjustments	(49)	(317)	(4)	(370)
Charge for the year	85	3,584	423	4,092
Disposals	(235)	(1,893)	(86)	(2,214)
As at 29 January 2022	690	71,916	10,404	83,010
Net book value				
As at 29 January 2022	**191**	**6,524**	**1,213**	**7,928**

	Capitalised leasehold costs £'000	Fixtures, fittings and equipment £'000	Office and computer equipment £'000	Total £'000
Cost				
As at 30 January 2021	1,496	87,666	11,045	100,207
Foreign exchange adjustments	17	476	12	505
Additions	-	1,714	399	2,113
Disposals	(346)	(9,994)	(323)	(10,663)
As at 30 January 2021	1,167	79,862	11,133	92,162
Depreciation				
As at 30 January 2021	1,072	76,661	9,857	87,590
Foreign exchange adjustments	17	462	11	490
Charge for the year	106	3,353	526	3,985
Disposals	(306)	(9,994)	(323)	(10,623)
Impairment loss	-	60	-	60
As at 30 January 2021	889	70,542	10,071	81,502
Net book value				
As at 30 January 2021	**278**	**9,320**	**1,062**	**10,660**

33. Right-of-use assets

	Property £'000	Equipment £'000	Total £'000
Net book value			
Net book value as at 30 January 2021	34,320	85	34,405
Additions	2,310	-	2,310
Remeasurement	(208)	-	(208)
Depreciation charge	(8,097)	(51)	(8,148)
Impairment charge	(125)	-	(125)
Foreign exchange adjustments	(231)	-	(231)
As at 29 January 2022	**27,969**	**34**	**28,003**

	Property £'000	Equipment £'000	Total £'000
Net book value			
Net book value as at 1 February 2020	72,420	157	72,577
Additions	6,493	-	6,493
Remeasurement	(33,601)	-	(33,601)
Depreciation charge	(11,059)	(72)	(11,131)
Impairment charge	(169)	-	(169)
Foreign exchange adjustments	236	-	236
As at 30 January 2021	**34,320**	**85**	**34,405**

The impact of the CVAs on right-of-use assets in the prior year has been explained in note 11 in the Group financial statements.

The expense relating to variable lease payments amounted to £3.7 million and the expense relating to short-term leases and leases of low value assets (as described in note 1) amounted to £0.9 million. Net cash outflow for leases applying IFRS 16 amounted to £6.5 million. In the current year, a remeasurement gain totalling £0.5 million was recognised, as a result of break notices being exercised.

Rent concessions totalling £0.2 million have been accounted for as variable lease payments (included above) and are recognised in profit & loss. These relate to concessions provided by the landlord during store closures.

Lease commitments for leases not commenced at year-end amounted to £6.7 million. There are no leases with residual guarantees.

As a result of the annual assessment of cash generating units for impairment, a charge of £0.1 million was recorded for impairment of right-of-use assets. The cost of impairment of assets has been included in exceptional items rather than operating costs.

The following table shows a maturity analysis of the lease payments receivable:

	29 January 2022 £'000	30 January 2021 £'000
Maturity analysis - undiscounted lease payments receivable		
Within one year	-	-
Greater than one year but less than two years	-	-
Greater than two years but less than three years	-	-
Greater than three years but less than four years	-	-
Total undiscounted payments	-	-
Unearned finance income	-	-
Net investment (lease receivables)	-	-

Income from subleasing right-of-use assets was nil (2021: £0.1 million).

34. Investments

	29 January 2022	30 January 2021
	£'000	£'000
Investments	**2,383**	2,383
	2,383	2,383

The Company's principal subsidiaries held by direct holding companies are:

Company	Registered Address	Country	Nature of business	Class of shares held	Proportion of shares held
AllSaints USA Limited	Jack's Place, Units C15-C17, 6 Corbet Place, London E1 6NN, United Kingdom	England	Retail	Ordinary	100%
All Saints Retail GmbH	Chausseestr. 13, c/o HÄRTING Rechtsanwälte PartGmbB, 10115 Berlin, Germany	Germany	Rental	Ordinary	100%
All Saints Retail SL	C Eusebi Estada 37, 07004, Palma De Mallorca, Balreares	Spain	Dormant	Ordinary	100%
All Saints Retail SRL	Milana (MI) Via Caldera 21 CAP 20149	Italy	Dormant	Ordinary	100%
All Saints Hong Kong Limited	16/F Wing On Centre, 111 Connaught Road Central, Hong Kong	Hong Kong	Procurement	Ordinary	100%
All Saints Retail LLC	107023, Malaya Semenovskaya St, 9, Build.3, Moscow	Russia	Retail	Ordinary	100%
All Saints India Private Limited	Regus Business Centre, Elegance Tower, Jasola, New Delhi 110025	India	Procurement	Ordinary	100%
All Saints Korea Co Limited	5f, 23 Eonju-Ro 172-Gil, Gangnam-Gu, Seoul, Korea 135-896	South Korea	Retail	Ordinary	100%
AllSaints Taiwan Co Limited	Level 37, Taipei 101 Tower No. 7 Section 5, Xinyl Road, Taipei, Taiwan	Taiwan	Retail	Ordinary	100%
AllSaints Shanghai Comm. Limited	3042 Central Place, No. 16, He Nan Road South, Shanghai, 200002, China	China	Retail	Ordinary	100%
AllSaints Ventures Limited	Jack's Place, Units C15-C17, 6 Corbet Place, London E1 6NN, United Kingdom	England	Franchisor	Ordinary	100%
AllSaints Wholesale Limited	Jack's Place, Units C15-C17, 6 Corbet Place, London E1 6NN, United Kingdom	England	Wholesale	Ordinary	100%
AllSaints Japan K.K	Ta Lawyers GKJ, (Shiroyama Trust Tower 9th Floor (C/-Tal), 4-3-1 Toranomon, Minato-Ku, Tokyo, 105-6009, Japan	Japan	Retail	Ordinary	100%
AllSaints Switzerland GMBH	C/O Trachsler Rechtsanwalte AG, Seefeldstrasse 283, 8008, Zurich, Switzerland	Switzerland	Retail	Ordinary	100%

34. Investments (continued)

Company	Registered Address	Country	Nature of business	Class of shares held	Proportion of shares held
AllSaints Italia SRL	Milano (MI) via Caldera 21 Cap 20149	Italy	Retail	Ordinary	100%
AllSaints Asia Ltd	2901-03, 29/F AXA Tower Landmark East, 100 How Ming St, Kwun Tong, Kowloon, Hong Kong	Hong Kong	Wholesale	Ordinary	100%
AllSaints Hub Limited	Jack's Place, Units C15-C17, 6 Corbet Place, London E1 6NN, United Kingdom	England	Wholesale	Ordinary	100%
AllSaints Netherlands BV	Locatellikade 1, 1076AZ Amsterdam, Netherlands	Netherlands	Retail	Ordinary	100%
JV Asset HoldCo LLC	The Corporation Trust Company, 1209 Orange Street, Corporation Trust Centre, Wilmington, County of New Castle, Delaware 19801	United States	Retail	Ordinary	100%
JVUK HoldCo Ltd	Unit C15-C17 Jack's Place, 6 Corbet Place, London, E1 6NN	England	Retail	Ordinary	100%

35. Audit exemptions

All Saints Retail Limited has guaranteed the outstanding liabilities of the subsidiaries within the group shown below and has fulfilled all requirements under s479A of the Companies Act 2006 ('The Act'), thus enabling those subsidiaries to apply for audit exemption; provided their financial statements are not subject to audit under any other provisions of The Act.

The following subsidiary companies have applied for audit exemption:

Company	Country of registration or incorporation	Registration number	Nature of business	Proportion of shares held
AllSaints Ventures Limited	England	9456720	Franchisor	100%
AllSaints Hub Limited	England	12079909	Wholesale	100%

36. Inventories

	29 January 2022	30 January 2021
	£'000	£'000
Finished goods and goods for resale	**28,620**	27,180
Write-down of inventories	**(798)**	(1,411)
	27,822	25,769

The following table details the movements in the write down of inventories:

	29 January 2022	30 January 2021
	£'000	£'000
Balance at the beginning of the period	**1,411**	704
Written down inventory sold during the period	**(1,105)**	(768)
Write-down during the period	**492**	1,475
Balance at the end of the period	**798**	1,411

37. Trade and other receivables

	29 January 2022	30 January 2021
	£'000	£'000
Trade receivables	**830**	1,231
Other receivables	**3,985**	4,604
Corporation tax	**-**	609
Prepayments	**4,136**	1,996
Amounts owed by group undertakings	**102,547**	81,574
	111,498	90,014

Amounts owed by group undertakings are classified as stage 1 of IFRS 9's general impairment model as the probability of default has been deemed to be immaterial. As such no material expected credit loss has been recognised.

The breakdown of trade and other receivables is between current and non-current is as follows:

	29 January 2022	30 January 2021
	£'000	£'000
Current	**82,352**	61,453
Non-current	**29,146**	28,561
	111,498	90,014

38. Trade and other payables

	29 January 2022	30 January 2021
	£'000	£'000
Current		
Trade payables	**12,277**	20,770
Other taxes and social security costs	**7,832**	5,053
Corporation tax	**394**	-
Other payables	**119**	417
Accruals and deferred income	**28,426**	12,691
Amounts owed to group undertakings	**48,802**	43,784
	97,850	82,715

	29 January 2022	30 January 2021
	£'000	£'000
Non-current		
Other payables	**-**	300
	-	300

39. Provisions

	Dilapidation costs £'000
As at 1 February 2020	3,405
Additions	374
Utilised during the year	(193)
Release during the year	(830)
Unwind of provision	27
As at 30 January 2021	2,783
Additions	89
Utilised during the year	(142)
Release during the year	(119)
Unwind of provision	60
As at 29 January 2022	**2,671**

The breakdown of provisions between current and non-current is as follows:

	29 January 2022 £'000	30 January 2021 £'000
Current	**1,084**	1,008
Non-current	**1,587**	1,775
	2,671	2,783

The provision for dilapidation costs represents the dilapidation costs in respect of the Company's leasehold properties and will therefore arise over the life of leases of the Company's properties. There are inherent uncertainties in measuring the provisions of the future outflows.

Utilisation of the £2.7 million is to be incurred in conjunction with the profile of the leases to which they relate. The longest lease will unwind over the next eight years.

40. Lease liabilities

The following tables show the discounted lease liabilities included in the Group balance sheet and a maturity analysis of the contractual undiscounted lease payments:

	29 January 2022 £'000	30 January 2021 £'000
Lease liabilities		
Current	**5,488**	4,893
Non-current	**33,568**	37,885
Total lease liabilities	**39,056**	42,778

	29 January 2022 £'000	30 January 2021 £'000
Maturity analysis - contractual undiscounted lease payments		
Within one year	**6,885**	6,308
Greater than one year but less than five years	**31,727**	30,767
Greater than five years but less than ten years	**5,673**	11,190
Total undiscounted payments	**44,285**	48,265

41. Borrowings

	29 January 2022 £'000	30 January 2021 £'000
Current		
Term loan	-	2,229
Revolving credit facility	17,992	13,915
	17,992	16,144

	29 January 2022 £'000	30 January 2021 £'000
Non-current		
Term loan	-	2,507
Amounts owed to parent undertaking	132,185	116,916
	132,185	119,423

On 21 September 2021, the Group changed its financing facility provider from Bank of America, N.A. and secured a new five-year, £65.0 million funding facility with Wells Fargo Capital Finance. The facility comprises of a £50.0 million 5-year revolving credit facility (with an option to increase this to £55.0 million over the period September to December each year) with an interest rate of 2% + SONIA; and a £10.0 million intellectual property backed term loan (which may be drawn down in January 2022) with an interest rate of 3.25% + SONIA. The intellectual property backed loan will run concurrently with the revolving credit facility.

There is also an Accordion (uncommitted incremental facility) of up to £10.0 million which may be drawn down to expand the maximum available under the revolving credit facility.

On 21 September 2021, the term loan that was owed to Bank of America, N.A. was repaid in full.

On 25 February 2021, £13.0 million unsecured PIK fixed rate loan notes ('loan notes') were issued to Lion/Heaven UK Limited from its ultimate parent company. In conjunction, a back-to-back loan was issued to AllSaints Retail Limited via Lion/Heaven UK II Limited for £13.0 million. On 6 April 2021, Lion/Heaven UK Limited listed those loan notes on the International Stock Exchange ('TISE'). The loan notes incur interest of 12.5% per annum.

On 27 January 2022, the loan notes were delisted and the carrying amount of £14.5 million was repaid in full on 25 January 2022.

Loans owed to parent undertakings have an interest rate of 12.5%.

42. Deferred tax

	Property, plant and equipment £'000	Tax losses £'000	Total £'000
As at 30 January 2021			
Deferred tax assets	-	804	804
Deferred tax liabilities	-	-	-
As at 30 January 2021	-	804	804
Debit to the income statement	-	-	-
Credit to the income statement	-	(104)	(104)
As at 29 January 2022	-	700	700
Deferred tax assets	-	**700**	**700**
Deferred tax liabilities	-	-	-
As at 29 January 2022	-	**700**	**700**

42. Deferred tax (continued)

	Property, plant and equipment	Tax losses	Total
	£'000	£'000	£'000
As at 1 February 2020			
Deferred tax assets	-	-	-
Deferred tax liabilities	-	-	-
As at 1 February 2020	-	-	-
Debit to the income statement	-	-	-
Credit to the income statement	-	804	804
As at 30 January 2021	-	804	804
Deferred tax assets	**-**	**804**	**804**
Deferred tax liabilities	**-**	**-**	**-**
As at 30 January 2021	**-**	**804**	**804**

Potential deferred tax assets have not been recognised on the basis that it is probable that the temporary difference will not reverse in the foreseeable future.

The following table lists the Company's unrecognised deferred tax assets:

	29 January 2022	30 January 2021
	£'000	£'000
Property, plant and equipment	**1,982**	2,723
	1,982	2,723

43. Share Capital

	29 January 2022	30 January 2021
	£	£
Authorised, issued, called up and fully paid		
17,173 ordinary shares of 1 pence each	**172**	172
	172	172

44. Capital contribution reserve

On 16 October 2020, the Company's immediate parent, Lion/Heaven UK II Limited, contributed £184.4 million in the form of forgiven intercompany loan interest. Consequently, the Company has presented the entirety of this contribution in the capital contribution reserve.

45. Related party transactions

As disclosed in Note 28, Basis of preparation, and in accordance with the exemptions in FRS 101 the Company is not required to disclose related party transactions with key management personnel or between members of the Group.

At 29 January 2022 the Company was owed £0.2 million (2021: £0.2 million) by Lion/Heaven Co-Investors LP, the private equity fund operated by Lion Capital LLP.

46. Events after the reporting date

Events impacting the Company that have occurred after reporting date and need to be disclosed in accordance with IAS 10 Events after the reporting date are reported in note 25 to the Group financial statements.