Registered number: 03692285

REISS (HOLDINGS) LIMITED

ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS

FOR THE 52 WEEK PERIOD ENDED 28 JANUARY 2023

REISS (HOLDINGS) LIMITED

COMPANY INFORMATION

DIRECTORS	J. N. Blanchard C. Angelides
REGISTERED NUMBER	03692285
REGISTERED OFFICE	Reiss Building 12 Picton Place London W1U 1BW
INDEPENDENT AUDITORS	PricewaterhouseCoopers LLP Chartered Accountants & Statutory Auditors 1 Embankment Place London WC2N 6RH

REISS (HOLDINGS) LIMITED

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REISS (HOLDINGS) LIMITED

GROUP STRATEGIC REPORT
FOR THE 52 WEEK PERIOD ENDED 28 JANUARY 2023

The Directors present the strategic report of Reiss (Holdings) Limited and its subsidiary entities ("the Group") for the 52 week period ended 28 January 2023.

Business Review

Reiss designs and retails high quality women's, men's and children's fashion clothing and accessories. These are sold exclusively under the Reiss brand in the UK and overseas. The Reiss promise of "affordable luxury" positions it between mainstream high street retailers and international luxury designer brands. Established in the UK as a menswear retailer in 1971 and first entering the womenswear market in 2000, Reiss is one of the UK's best-known fashion brands and has an established global presence.

The 52 week period ended 28 January 2023 ("the period") saw the Group build on a strong bounce back from the COVID-19 pandemic in the prior year and maintain this positive momentum, delivering growth in all channels and territories. The transition of the Group's ecommerce and logistics operations to NEXT's Total Platform in February 2022 helped facilitate growth, allowing our customers in the UK to access all online and store stock at a time and place of their choosing.

Inflation and the cost of living crisis, along with rising interest rates and the war in Ukraine created uncertainty over future demand, particularly in the second half, but Reiss traded strongly throughout the period and into the next financial year. The Directors are confident that customers' appetite for Reiss' collections will remain robust, allowing the Group to continue to deliver sustainable growth that can be maintained consistently across future periods.

Sales for the 52 weeks ended 28 January 2023 totalled £324.6m (52 weeks ended 29 January 2022: £255.7m), an increase of +26.9% on the Group's record performance last year.

In order to deliver strong and sustainable growth, the Directors took a number of key actions during the period:

- Partnership with NEXT plc, launching on NEXT's Total Platform in February 2022. This partnership provides market leading logistics, infrastructure and an enhanced web platform to support Reiss during the next phase of the Group's growth and this step change delivered incremental revenue, profit and cash in the period.
- Focus on North America resulting in strong growth in concessions and wholesale and a turnaround in own store performance.
- Continued development of additional revenue streams in order to broaden the customer offer, including petites, online exclusives, childrenswear and brand collaborations.
- Focus on cost efficiency, to mitigate cost pressures, maintain strong margins and keep overheads well controlled and in line with revenue.

EBITDA before exceptional items is the key metric the Group uses to measure profitability in the business. The Group built on a record year last year and delivered EBITDA of £54.5m (2022: £45.5m), an increase of 19.8%, which the Directors consider to be a strong result. The basis of this calculation is set out on page 8 of the financial statements.

The Group was highly cash generative during the year and, after paying a cash dividend of £36m to shareholders and re-financing and reducing the parent group's external borrowings by £30.4m, the Reiss (Holdings) Limited group of companies closed the period ended 28 January 2023 with cash and cash equivalents of £17.9m (2022: £48.9m).

Reiss' online and logistics operations were transitioned onto NEXT's Total Platform (NTP) in February 2022 and the Group incurred further one-off exceptional costs in delivering this (see note 7 for further detail). The project was complex and it is a notable achievement by the NEXT and Reiss teams to have ensured that the launch was on time and went smoothly. Reiss has seen significant benefits from NTP during the year which have augmented a very strong underlying performance. The impact of NTP's true omnichannel solution, allowing customers to access all of the Group's stock, at a time and location of their choosing has delivered incremental revenue and improved the stock efficiency of the business. The Directors are confident that NTP, coupled with the strong foundations of the Group will ensure that sustainable growth is delivered over the coming years. During the year, NEXT also exercised their option to increase their investment in the Group. This transaction completed on 9 May 2022 and increased NEXT's interest in the Group to 51%.

The strong trading performance of the Group, across all channels and territories, resulted in a significant unwind of the Group's onerous lease provision and, as a result, exceptional items were a credit of £2.4m in the period (2022: charge £5.2m). Following these non-recurring items, the Group made an operating profit of £51.5m (2022: £34.5m) and a profit after tax of £41.2m (2022: £31.8m).

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's principal non-financial risks are considered to be the global economic environment, the market conditions in which it operates and customer tastes and preferences. The Directors continuously monitor economic trends, market activity and competitors and ensure appropriate steps are taken to minimise the Group's exposure to any market condition risks. Looking ahead to the year ending January 2024, there are a number of market uncertainties including inflation and the cost-of-living crisis, rising interest rates and flat or receding growth in the UK. The impact that these macro-economic factors will have on consumers' discretionary spending is uncertain and, as such, the Directors have prepared the Group's budgets on a prudent basis. Climate change and the risks that it poses both to the macroeconomic environment and also in terms of supply chain risks and potential future regulatory requirements are also increasingly considered by the Directors, although it is not currently considered to be material. As set out in the s172 report, the Group is investing in its sustainability programme.

The Group's principal financial instruments include: derivative financial instruments, the purpose of which is to manage currency risks arising from the Group's activities; and bank overdrafts, the main purposes of which are to raise short-term finance for the Group's operations and manage currency risks. In addition, the Group has various other financial assets and liabilities such as trade debtors and trade creditors arising directly from its operations. Derivative transactions which the Group enters into principally comprise forward foreign exchange contracts. In accordance with the Group's treasury policy, derivative instruments are not entered into for speculative purposes.

Liquidity and Cashflow Risk

The Group manages its cash borrowing requirements centrally to maximise interest income and minimise interest expense, whilst ensuring that the Group has sufficient liquid resources to meet the operating needs of its business.

Foreign Currency Risk

The Group's principal foreign exchange exposures arise from transactions incurred with overseas subsidiaries and stores located overseas, as well as transactions with non-UK suppliers. The Group's main foreign exchange exposure is GBP to USD currency fluctuations. Group policy permits but does not demand that these exposures may be hedged in order to minimise this exposure. This hedging activity involves the use of forward foreign exchange contracts and foreign currency bank overdrafts.

Credit Risk

Investments of cash surpluses are made through the Group's principal bankers.

Debtor balances are monitored on an ongoing basis and provision is made for doubtful debts where necessary.

The Directors aim to manage these risks in order to maintain and improve on the current level of performance.

Section 172 (1) Statement

In accordance with the Companies Act 2006 (as amended by the Companies (Miscellaneous Reporting) Regulations 2018), the Directors are required to have regard to the following matters set out in Section 172 (1) of the Act, when performing their duty to promote the success of the company for the benefit of its members as a whole:

- The likely long-term consequences of any decision;
- The interests of the Group's employees;
- The need to maintain the Group's relationships with stakeholders;
- The need to maintain a reputation for high standards of business conduct;
- The impact of the Group's operations on the community and the environment; and
- The need to act fairly as between members of the Group.

Long-term consequences of decisions, maintaining high standards and acting fairly

The Board is committed to ensuring that the Group maintains high standards of business conduct through placing a strong focus on corporate governance. The Directors are focussed on ensuring that the Group operates accordingly, taking into account the likely long-term consequences of decisions. The make-up of the Board is representative of its members and when taking decisions the Board ensures that the Group acts fairly between its members.

The Board delegates day-to-day management and decision making to the senior management team, but it maintains detailed oversight of the Group's performance and reserves to itself specific matters for approval, such as significant new business initiatives and capital expenditure. The Board also holds regular meetings which ensures the Directors are able to closely monitor performance and the impact of its decisions.

During the year, the Board has ensured that all such decisions have been made in support of promoting the long-term, sustainable growth of Reiss, in line with its medium and long-term forecasts. The key strategic decision implemented during the year was the further investment by NEXT plc in the Group, bringing their interest to 51% and the transitioning of the Group's ecommerce and logistics operations onto NEXT's Total Platform (NTP).

The operational efficiencies and the additional services that are, as a result, available to our customers have driven incremental revenue and profit during the period. NEXT's best-in-class warehousing and logistics functions allow the Directors to focus on growth initiatives such as range extensions, brands and new product categories, without being constrained by logistical capacity constraints.

In addition, as a result of the Group's strong trading performance and cash-generation, the Directors reduced the Group's external borrowing by £25.4m on re-financing in May 2022, and by a further £5.0m over the rest of the financial year, reducing the leverage and future interest expense for the Group.

Section 172 (1) Statement (continued)

Interests of employees

The Board recognises that our employees are vital to the success of the Group in delivering high-quality products and service to our customers and in maintaining the Group's reputation for high standards of business conduct. As such, the Directors ensure that, when taking key decisions such as new business opportunities or changes in strategic direction, the interests of the Group's employees are considered.

The Directors are committed to building an open, transparent and inclusive culture, so that our teams understand the 'why and how' of what we do. The Directors also ensure that employees are kept informed of business decisions and developments as soon as is practicable. The Group's People Director forms part of the senior management team to which day-to-day decision making is delegated by the Board, helping to ensure that employee interests are properly considered when taking business decisions. Principal decisions, such as strategic matters which affect the Company or Group as a whole would be reserved to the Board. This is in line with the Board's view that every single employee makes an important contribution to the success of the Group.

The Group is committed to helping our employees improve their skills and knowledge. The 'Reiss Academy' provides a range of on-demand learning and development opportunities and the Group also offers a management and leadership development programme to our managers and team leaders.

The Group runs an annual engagement survey which is followed by regular focus groups in order that our people have a voice which is listened to. The Group also operates a company-wide intranet, holds regular "Town Hall" meetings and provides regular communications on business developments to ensure employees are aware of company performance and how their work contributes to the Group's success. The results of the annual survey consistently show that employees are proud to work for Reiss and are aligned with the Board in promoting the long-term success of the Group. The Directors responded to a number of employee responses from the 2021 and 2022 surveys and delivered more transparency and information to employees during the year, helping them to feel more engaged and connected to Reiss' performance. The 'Reiss Recognises' programme allows the successes and excellent performance of employees to be publicly recognised and viewed by their peers. The CEO conducts meet and greet sessions with all new employees, covering the importance of Reiss' culture and the key part that all employees will play in the future success of the Group. The commitment to ensuring that the Group's employees are highly skilled and positively engaged with the aims of the Group helps to ensure that Reiss' excellent reputation for product quality, customer services and business conduct is maintained.

The Productive Working Policy implemented on the return to the office following COVID last year has been successful and provides a working pattern for our employees that balances their needs and requirements with the need to ensure the business is efficiently run. In particular, this policy helps ensure strong collaboration between departments and opportunities for newer members of staff to learn from their colleagues and develop their careers.

REISS (HOLDINGS) LIMITED

GROUP STRATEGIC REPORT (CONTINUED)
FOR THE 52 WEEK PERIOD ENDED 28 JANUARY 2023

Section 172 (1) Statement (continued)

Maintaining relationships with stakeholders

The Group also works with a number of key stakeholder groups, specifically shareholders, banking partners, suppliers, landlords, wholesale and concession partners and our customers. When taking key business decisions, such as new business opportunities, selecting suppliers and product design, the Board and senior management team consider these stakeholder groups, with the aim of ensuring that the interests of the Group and its stakeholders are aligned. In particular, the Directors ensure that there is a close working relationship with shareholders, ensuring the the Group benefits from their expertise and knowledge and also helping to ensure that the key business decisions taken by the Directors are aligned with the strategic interests of the Group's shareholders.

The Board is committed to building positive and constructive partnerships with all of these stakeholders and to maintaining the Group's reputation for high standards of business conduct. The Board takes a direct role in managing these groups, through both Board meetings and regular discussions with the Senior Management Team, ensuring our employees are highly skilled and by being transparent in our stakeholder relationships. Decisions regarding the key stakeholders will often be key business decisions which are reserved to the Board, ensuring further oversight by the Directors. The Group's banking partners are regularly updated on the financial performance of the business and the strong trading performance of the Group helped ensure that the Group's refinancing was completely smoothly, with the support of the banks. We engage on a daily basis with our suppliers and have built strong partnerships that contribute to our mutual success. This allows us to work flexibly with our suppliers in order to ensure high quality product is delivered at the right time to meet the needs of our customers.

During 2022-23 the Board maintained open and transparent relationships with our key suppliers. These strong relationships help Reiss to progress the Group's sustainability agenda in our supply chain and work in this area during the period has included an expansion of the factory mapping and audit programme and working with our suppliers to move towards more sustainable materials. It also helps to ensure that our costs are well-controlled, thereby minimising the impact of rising costs which are passed onto our customers.

Reiss continues to maintain positive and proactive relationships with our landlords and concession partners and Reiss' reputation as a strong tenant has helped the Group secure competitive lease renewals and also several new stores during the year, in good locations as well as securing and maintaining space and competitive terms in concessions.

Reiss' customers are central to the success of the business and the Group is focussed on delivering high-quality, good value clothing to our customers, in the right place at the right time. This focus has included broadening the product offering to customers, both through new categories such as petites, online exclusives, childrenswear and brands as well as new points of sale. The transition to NEXT Total Platform has improved the delivery promise to customers, increased the number of ways of shopping and also improved stock availability by making more of our UK stock available to more customers at a time and place of their choosing. The Board is confident that these steps will help ensure that the Group can deliver long-term, sustained growth.

The Directors are confident that this focus on our stakeholders is key to contributing towards the long-term, sustainable success of the Group.

Section 172 (1) Statement (continued)

Impact on communities and the environment

Reiss is conscious of the impact we have on the community and environment. The Group operates an internal social responsibility scheme, 'Reiss Gives Back', while also ensuring our working practices are in line with our corporate responsibility statements which are publicly shared on our website.

The Group's Head of CSR & Sustainability leads on the delivery of Reiss' sustainability agenda and reports to a committee chaired by the COO. The Directors continue to invest in this area and, during the year, engaged with a third party to map the Group's carbon emmissions and support the Group in identifying emmission reduction targets. In addition, a more comprehensive factory audit programme has been launched and measures and targets will be agreed in terms of renewable energy and the use of renewable materials as Reiss looks to reduce its impact on the environment and support the communities in which it operates.

The Directors continued to ensure that the business supports communities, suppliers and partners during the year. As well as making contributions to individual employees raising money for charitable causes close to their heart, the Group continued to offer support to our wholesale partner in Ukraine and also donated to support the aftermath of the earthquake in Turkey.

REISS (HOLDINGS) LIMITED

GROUP STRATEGIC REPORT (CONTINUED)
FOR THE 52 WEEK PERIOD ENDED 28 JANUARY 2023

Streamlined energy & carbon reporting (SECR)

Under The Companies and Limited Liability Partnerships Regulations 2018, the Group is required to report on its energy usage and greenhouse gas emissions.

This reporting covers the 52 week period ended 28 January 2023 and are compared against the baseline figures prepared in the first year of the group's reporting under this regime in 2022. The Group will measure future performance against this 2022 baseline.

The below table sets out the energy consumption of the Group during the period and these amounts are then used to calculate greenhouse gas emissions:

	2023 consumption (kWhr)	*2022 consumption (kWhr)*
Electricity	**3,782,590**	*3,687,718*
Gas	**15,285**	*93,341*
Fuel in company cars	**54,046**	*74,336*
Total	**3,851,921**	*3,855,395*

The resulting greenhouse gas emissions from the above usage are as follows:

	2023 emissions (tCO2e)	*2022 emissions (tCO2e)*
Electricity - scope 2	**731**	*860*
Gas - scope 1	**3**	*19*
Fuel in company cars - scope 1	**6**	*18*
Total CO2e emissions	**740**	*897*
Intensity measure		
kgCO2e per square foot	**4.33**	*5.24*

Scope 1 - emissions from combustion of gas

Natural gas consumption is quantified in kWh and is then converted to kgCO2e using the conversion factors for the reporting period in question, as provided by Defra for 2022, as the majority of the financial year is in the calendar year 2022. The vast majority of sites operated by the Group are only supplied with electricity and only sites where Reiss is responsible, and directly charged, for gas are included. Consumption has been calculated with reference to invoices received from suppliers in respect of the reporting period.

Scope 1 - emissions from Company cars

The Group has several cars leased for the purposes of business travel and mileage estimates provided by those employees who use such cars has been used in this reporting, as mileage data was not available in the reporting period. This mileage has then been converted into kgCO2e based on vehicle type and into kWh using the appropriate factors for the reporting period in question, as provided by Defra for the calendar year 2022.

REISS (HOLDINGS) LIMITED

GROUP STRATEGIC REPORT (CONTINUED)
FOR THE 52 WEEK PERIOD ENDED 28 JANUARY 2023

Streamlined energy & carbon reporting (SECR) (continued)

Scope 2 - emissions from purchased electricity

Consumption has been quantified in kWh and is then converted to kgCO2e using the conversion factors for the reporting period in question, as provided by Defra for the calendar year 2022. The data collected only relates to sites where Reiss is responsible, and directly charged, for electricity. Sites where Reiss pays a service charge, but information is not provided as to consumption, have not been included and the data presented relates only to relevant sites in the UK. The square footage of these sites, which are principally the Group's concession sites and a limited number of shopping centre locations, is excluded from the intensity metric. Consumption has been calculated with reference to invoices received from suppliers in respect of the reporting period.

Intensity measure and steps to improve energy efficiency

Reiss is committed to improving energy efficiency as we will report on a benchmarking metric, being CO2 equivalent emissions per square foot of retail space.

During the reporting period, where store or office refurbishments have been carried out during the period, measures have been taken to improve energy efficiency, for example by installing energy efficient lighting and an LED rollout programme is in place. A programme of regular works is also in place to ensure that fixtures, fittings, appliances and buildings are well-maintained. This helps to ensure that the Group's sites are run as efficiently as possible and, as the Group is a leaseholder there are limited measures available to improve efficiency further. The Group has put in place automated meter readings to allow the Operations team to monitor energy usage in stores and identify future efficiency savings.

Financial key performance indicators

The Group constantly monitors a number of key performance indicators to ensure optimal business performance. For example, sales and margin are monitored on a daily, weekly and monthly basis, with actual performance compared to budget, forecast and prior period. EBITDA before exceptional items is considered a key measure for the Group, which is calculated as follows:

	£000
Operating profit before exceptional items	49,096
Depreciation of tangible fixed assets	5,393
Amortisation of intangible assets and capitalised loan fees	53
	54,542

In addition, stock holding, footfall, customer engagement and key critical paths are regularly monitored to ensure the business maintains its strong performance.

Future developments

Following the year-end, the Group has continued to trade strongly, in line with the Directors' expectations. The Directors are confident that further growth will be delivered in the year to January 2024 and beyond.

At the date of signing these financial statements, as set out in note 2.1, the shareholders have commenced a process which could result in a sale transaction in the going concern assessment period, which may result in changes to the ownership structure and financing of the Group and Company. The directors have assessed the implications of the potential transaction with regard to the future of the Group and Company and the going concern assessment includes the impact of this transaction, should it go ahead. At the date of signing, the outcome of this process is not yet known but it is the Board's expectation that any sale transaction would support the Group's current strategy and help deliver long-term sustainable growth.

This report was approved by the board on 27 July 2023 and signed on its behalf.

DocuSigned by:
Jonathan Blanchard
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J. N. Blanchard
Director

REISS (HOLDINGS) LIMITED

DIRECTORS' REPORT
FOR THE 52 WEEK PERIOD ENDED 28 JANUARY 2023

The directors present their report and the audited financial statements of the group and company for the 52 week period ended 28 January 2023.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The directors are responsible for preparing the Annual Report and Consolidated Financial Statements and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the group and the company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law).

Under company law, 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and company will continue in business.

The directors are responsible for safeguarding the assets of the group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and company and enable them to ensure that the financial statements comply with the Companies Act 2006.

DIRECTORS' CONFIRMATIONS

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the group's and company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the group's and company's auditors are aware of that information.

RESULTS AND DIVIDENDS

The profit for the Group for the 52 week period, after taxation, amounted to £41.2m (2022: £31.8m).

The Directors declared and paid dividends totalling £71.3m in January 2023, comprising a £36.0m cash dividend and a £35.3m non-cash in specie dividend (2022: £nil).

REISS (HOLDINGS) LIMITED

DIRECTORS' REPORT
FOR THE 52 WEEK PERIOD ENDED 28 JANUARY 2023

DIRECTORS

The Directors of the Company who were in office during the period and up to the date of signing were:

J. N. Blanchard
C. Angelides

STRATEGIC REPORT

The Directors have included details of the Group's use of financial instruments, future developments, financial risk management and operations and principal activities within the Group Strategic Report.

EMPLOYEE INVOLVEMENT

The Group engages with its employees in a number of ways in order to ensure maximum performance. As set out in the Section 172 (1) Statement in the Strategic Report, the Board ensures that employees' interests are considered when making decisions and the directors are committed to delivering a transparent corporate culture, recognising that the Group's employees are vital to the success of the business.

The Group ensures that employees are informed of the Company's performance through periodic meetings and emails. The Group provides employees with regular information on matters as relevant to them through suitable communication channels and face-to-face meetings.

DISABLED EMPLOYEES

Recruitment and promotion are determined solely on personal merit and effective performance of the job requirements. No applicant or employee will be treated less favourably than another on the grounds of disability. In the event that an existing employee becomes disabled during their employment, the Group will endeavour to continue employment in the same or an alternative role wherever practicable, and provide any necessary training required.

DIRECTORS' INSURANCE AND INDEMNITIES

The Group has entered into qualifying third party indemnity arrangements for the benefit of all of its Directors. These arrangements were in place during the financial period and remain in place as at the date of signing these financial statements.

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP were re-appointed as auditors during the period. Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed reappointed and PricewaterhouseCoopers LLP will therefore continue in office.

This report was approved by the board on 27 July 2023 and signed on its behalf.

DocuSigned by:
Jonathan Blanchard
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J. N. Blanchard
Director

Independent auditors' report to the members of Reiss (Holdings) Limited

Report on the audit of the financial statements

Opinion

In our opinion, Reiss (Holdings) Limited's group financial statements and company financial statements (the "financial statements"):

- give a true and fair view of the state of the group's and of the company's affairs as at 28 January 2023 and of the group's profit and the group's cash flows for the 52 week period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Consolidated Financial Statements (the "Annual Report"), which comprise: the Consolidated and Company Balance Sheets as at 28 January 2023; the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Cash Flows, the Consolidated and Company Statements of Changes in Equity for the period then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

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's and the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the group's and the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, 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 audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' Report for the period ended 28 January 2023 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the group and company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' Responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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 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 company or to cease operations, or have no realistic alternative but to do so.

Auditors' 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 auditors' 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the group and industry, we identified that the principal risks of non-compliance with laws and regulations related to tax legislation, UK data protection laws such as the Data Protection Act 2018 and employment law, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to fraudulent financial reporting, including but not limited to revenue overstatement or inappropriate classification of costs through posting manual journal entries to manipulate results and management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Discussions with management, including considerations of any known or suspected fraud or instances of non-compliance with laws and regulations
- Understanding and evaluating management's controls designed to prevent and detect irregularities
- Evaluation of assumptions made by management in determining significant financial estimates, and challenge to the assumptions used by management
- Identification and testing of unusual journal entries, specifically those with unusual account combinations impacting revenue or costs classification

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, 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.

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

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

R. Moxon

Rachael Moxon (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
28 July 2023

REISS (HOLDINGS) LIMITED

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE 52 WEEK PERIOD ENDED 28 JANUARY 2023

	Note	**52 week period ended 28 January 2023**	*52 week period ended 29 January 2022*
		£000	*£000*
Turnover	4	**324,573**	*255,693*
Cost of sales		**(130,994)**	*(101,117)*
Gross profit		**193,579**	*154,576*
Administrative expenses		**(144,290)**	*(117,974)*
Other operating income	5	**147**	*2,398*
Fair value movements	6	**(340)**	*739*
Operating profit before exceptional costs		**49,096**	*39,739*
Exceptional other operating gains/(charges)	7	**2,380**	*(5,199)*
Operating profit	8	**51,476**	*34,540*
Interest receivable and similar income	12	**200**	*7*
Interest payable and similar expenses	13	**(46)**	*(234)*
Profit before taxation		**51,630**	*34,313*
Tax on profit	14	**(10,401)**	*(2,465)*
Total comprehensive income for the period		**41,229**	*31,848*

The notes on pages 20 to 45 form part of these financial statements.

There were no items of other comprehensive income or expense in the current or preceeding year.

Company number: 03692285

REISS (HOLDINGS) LIMITED

CONSOLIDATED BALANCE SHEET
AS AT 28 JANUARY 2023

	Note	28 January 2023 £000		29 January 2022 £000	
Fixed assets					
Intangible assets	16		**298**		*293*
Tangible assets	17		**13,534**		*13,774*
			13,832		*14,067*
Current assets					
Stocks	19	**39,747**		*41,552*	
Debtors: amounts falling due within one year	20	**33,538**		*30,941*	
Cash at bank and in hand	21	**17,913**		*48,877*	
		91,198		*121,370*	
Creditors: amounts falling due within one year	22	**(64,800)**		*(65,179)*	
NET CURRENT ASSETS			**26,398**		*56,191*
NET ASSETS			**40,230**		*70,258*
Capital and reserves					
Called up share capital	27		**12**		*12*
Other reserves			**1,005**		*1,005*
Profit and loss account			**39,213**		*69,241*
TOTAL SHAREHOLDERS' FUNDS			**40,230**		*70,258*

The financial statements on pages 15 to 45 were approved and authorised for issue by the board and were signed on its behalf on 27 July 2023.

The notes on pages 20 to 45 form part of these financial statements.

DocuSigned by:
Jonathan Blanchard
200502BDD7C64FD

J. N. Blanchard
Director

DocuSigned by:
Christos Angelides
1E918F4B16814DA

C. Angelides
Director

Company number: 03692285

REISS (HOLDINGS) LIMITED

COMPANY BALANCE SHEET
AS AT 28 JANUARY 2023

	Note	28 January 2023 £000	28 January 2023 £000	*29 January 2022 £000*	*29 January 2022 £000*
FIXED ASSETS					
Investments	18		2		*2*
			2		*2*
CURRENT ASSETS					
Debtors: Amounts falling due within one year	20	1,336		*1,336*	
		1,336		*1,336*	
Creditors: amounts falling due within one year	22	(145)		(145)	
NET CURRENT ASSETS			1,191		*1,191*
TOTAL ASSETS LESS CURRENT LIABILITIES			1,193		*1,193*
CAPITAL AND RESERVES					
Called up share capital	27		12		*12*
Other reserves			1,005		*1,005*
Profit and loss account			176		*176*
TOTAL SHAREHOLDERS' FUNDS			1,193		*1,193*

The Company's profit during the year was £Nil (2022: £Nil).

The financial statements on pages 15 to 45 were approved and authorised for issue by the board and were signed on its behalf on 27 July 2023.

The Company has not presented a separate Statement of Comprehensive Income, as permitted by Section 408 of the Companies Act 2006.

The notes on pages 20 to 45 form part of these financial statements.

DocuSigned by:
Jonathan Blanchard
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J. N. Blanchard
Director

DocuSigned by:
Christos Angelides
1E918F4B16814DA

C. Angelides
Director

REISS (HOLDINGS) LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE 52 WEEK PERIOD ENDED 28 JANUARY 2023

	Called up share capital £000	Other reserves £000	Profit and loss account £000	Total shareholders' funds £000
At 31 January 2021	12	1,005	37,393	38,410
Profit for the 52 week period	-	-	31,848	31,848
At 29 January 2022	**12**	**1,005**	**69,241**	**70,258**
Profit for the 52 week period	-	-	**41,229**	**41,229**
Dividends paid (note 24)	-	-	**(71,257)**	**(71,257)**
At 28 January 2023	**12**	**1,005**	**39,213**	**40,230**

Dividends paid comprised a cash dividend of £36m and a non-cash, in specie intra-group dividend of £35.3m.

COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE 52 WEEK PERIOD ENDED 28 JANUARY 2023

	Called up share capital £000	Other reserves £000	Profit and loss account £000	Total shareholders' funds £000
At 31 January 2021	12	1,005	176	1,193
Result for the 52 week period	-	-	-	-
At 29 January 2022	**12**	**1,005**	**176**	**1,193**
Result for the 52 week period	-	-	-	-
At 28 January 2023	**12**	**1,005**	**176**	**1,193**

REISS (HOLDINGS) LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE 52 WEEK PERIOD ENDED 28 JANUARY 2023

	Note	52 week period ended 28 January 2023	52 week period ended 29 January 2022
		£000	£000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit for the financial period		41,229	31,848
ADJUSTMENTS FOR:			
Amortisation of intangible assets	16	53	43
Depreciation of tangible assets	17	5,393	6,536
Impairment of tangible assets	17	-	2,211
Fair value movement on derivatives		340	(739)
Interest paid	13	46	234
Interest received	12	(200)	(7)
Taxation expense	14	10,401	2,465
Decrease in stocks	19	1,805	2,188
Increase in debtors	20	(2,853)	(1,691)
(Decrease) / increase in creditors	22	(4,396)	1,286
Corporation tax paid	22	(6,468)	(2,146)
NET CASH GENERATED FROM OPERATING ACTIVITIES		45,350	42,228
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of intangible fixed assets	16	(58)	(17)
Purchase of tangible fixed assets	17	(5,153)	(7,304)
Interest received	12	200	7
NET CASH USED IN INVESTING ACTIVITIES		(5,011)	(7,314)
CASH FLOWS FROM FINANCING ACTIVITIES			
Dividends paid	24	(71,257)	-
Interest paid	13	(46)	(234)
NET CASH USED IN FINANCING ACTIVITIES		(71,303)	(234)
(DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		(30,964)	34,680
Cash and cash equivalents at beginning of the period	21	48,877	14,197
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD		17,913	48,877

REISS (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE 52 WEEK PERIOD ENDED 28 JANUARY 2023

1 GENERAL INFORMATION

Reiss (Holdings) Limited (Company number 03692285), having its registered office at Reiss Building, 12 Picton Place, London W1U 1BW, is a private company limited by shares incorporated in the United Kingdom. The Company's and Group's principal place of business is Reiss Building, 12 Picton Place, London, W1U 1BW.

2 ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The consolidated financial statements have been prepared under the historical cost convention, as modified by the recognition of certain financial assets and liabilities measured at fair value, and in accordance with Financial Reporting Standard 102: "the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" (FRS 102) and the Companies Act 2006.

The financial statements have been prepared for the period from 30 January 2022 to 28 January 2023 (2022: 52 weeks from 31 January 2021 to 29 January 2022). The accounting period is drawn up each year to the trading week ending on the Saturday closest to 31 January.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's and the Group's accounting policies (see note 3). Other than where new policies are adopted, the group's accounting policies have been applied consistently throughout the financial period.

Going concern

These financial statements have been prepared on a going concern basis, which assumes that Reiss (Holdings) Limited ('the Group') and company ('the Company') will be able to meet its liabilities as they fall due for at least 12 months from the date of approval of these financial statements.

In assessing the ability to continue as a going concern, the Board has reviewed the trading and cash flow forecasts of the Group and Company against the available financing facilities and covenant compliance, which include the Directors' assesement of the likely trading and macroeconomic environment over the coming periods.

The Directors have prepared a base case financial budget and a stress test model has also been prepared analysing a severe but plausible downside scenario of a sales drop of 15% versus the budget. In this stress test scenario, no mitigating actions on the cost base or payment terms were assumed, other than impacts of lower sales on variable costs.

Following the year-end, the Group has continued to trade in line with the Directors' expectations, and, as a result, the Directors are confident that the going concern assumption is secure and the financial statements have been prepared on this basis.

As set out in note 29, at the date of signing the financial statements, the shareholders have commenced a process which could result in a sale transaction in the going concern period. Potential investors have been identified and the potential sales transaction would result in changes to the future ultimate ownership structure and, potentially, control of the Group and Company.

In the event of the sale transaction going ahead, there are change of control clauses in the existing external finance arrangements of the Group that would require the existing external loan facilities to be repaid in full upon a change in control.

In the event of the sale transaction going ahead, future external financing would be taken out and interest rates and repayment terms have been agreed in principle with prospective lenders.

2 ACCOUNTING POLICIES (CONTINUED)

2.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS (CONTINUED)

Should the potential sales transaction go ahead, the future assets of the Group and Company are not expected to significantly change, and it is expected that the business will be run under the same key management and will follow the current three year plan agreed by the current Board.

As a result of these potential future changes, management have produced updated future cash flow forecasts for the going concern period, which forecast the Group and Company's future profitability and liquidity position, should the potential sales transaction go ahead.

This base case has been sensitised to reflect a downside scenario of a drop in revenue of 15%. In both the base case and the downside scenario, the Group has sufficient liquidity throughout the going concern period.

As a result, the Directors are confident that the going concern basis of preparation for the financial statements is appropriate in the event of the potential sales transaction going ahead.

2.2 BASIS OF CONSOLIDATION

The consolidated financial statements present the results of Reiss (Holdings) Limited ("the Company") and its subsidiaries ("the Group") as if they formed a single entity. Intercompany transactions and balances between Group companies are therefore eliminated in full.

The investments detailed in note 35 have been accounted for using the merger accounting principles set out in FRS 102.

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to conditions.

The Company has taken advantage of the following exemptions in its individual financial statements:

- from preparing a statement of cash flows, on the basis that it is a qualifying entity and the consolidated statement of cash flows, included in these financial statements, includes the Company's cash flows; and

- from the financial instrument disclosures, required under FRS 102 paragraphs 11.41(b), 11.4(c), 11.41(e), 11.41(f), 11.42, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b), 12.26, 12,27, 12.29(a), 12.29(b) and 12.29A, as the information is provided in the consolidated financial statement disclosures.

Except where stated, information reported in the notes to the financial statements relates to the Group.

2.3 ACCOUNTING DATES

The current period financial statements are prepared for the 52 weeks ended 28 January 2023. The prior period financial statements were made up for the 52 weeks ended 29 January 2022.

2.4 TURNOVER

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the Group and the turnover can be reliably measured. Turnover is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before turnover is recognised:

2 ACCOUNTING POLICIES (CONTINUED)

2.4 TURNOVER (CONTINUED)

Sale of goods

Turnover from the sale of goods is recognised when all of the following conditions are satisfied:

- the Group has transferred the significant risks and rewards of ownership to the buyer;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of turnover can be measured reliably;
- it is probable that the Group will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

At the balance sheet date, a provision for returns estimated to be made by customers in line with the group's returns policy is made. This provision is based on current and expected returns rates.

Sales of gift cards are not recognised in revenue until the gift cards are redeemed in stores or online.

2.5 INTANGIBLE ASSETS

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses. The amortisation on intangible assets is recognised on a straight line basis, in administrative expenses on the Consolidated Statement of Comprehensive Income.

The estimated useful lives range as follows:

Web domains - 4 years
Trademarks - 10 years

The assets' residual values, useful lives and amortisation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

2.6 TANGIBLE FIXED ASSETS

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The Group adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Group. Repairs and maintenance are charged to the Statement of Comprehensive Income during the period in which they are incurred.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

The estimated useful lives range as follows:

Leasehold land and buildings - the life of the lease
Fixtures and equipment - the life of the lease or 4 years, according to the nature of the asset
Motor vehicles - 4 years

2 ACCOUNTING POLICIES (CONTINUED)

2.6 TANGIBLE FIXED ASSETS (CONTINUED)

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'administrative expenses' in the Consolidated Statement of Comprehensive Income.

2.7 OPERATING LEASES: LESSEE

Rentals paid under operating leases are charged to the Consolidated Statement of Comprehensive Income on a straight line basis over the period of the lease.

2.8 INVESTMENTS

Investments in subsidiaries are measured at cost less accumulated impairment. Where merger relief is applicable, the cost of the investment in a subsidiary undertaking is measured at the nominal value of the shares.

2.9 STOCKS

Finished goods and goods for resale and work in progress are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a weighted average cost basis.

At each Balance Sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in the Consolidated Statement of Comprehensive Income.

2.10 DEBTORS

Short term debtors are measured at transaction price, less any impairment.

2.11 RELATED PARTY TRANSACTIONS

Directors' remuneration is disclosed in note 11 and other related party transactions are disclosed in note 33 to the financial statements.

Transactions between businesses within this Group which are related parties have been eliminated on consolidation and are not disclosed.

As all of the Company's voting rights are controlled by Pink Topco Limited and it is a wholly owned subsidiary, the Company has taken advantage of the exemption contained in FRS 102 para.33.1A and has therefore not disclosed transactions or balances with entities which are wholly owned within the same group.

2.12 EXPENSES

Expenses are recognised on an accruals basis where the Group has a present obligation arising as a result of a past event and where settlement is expected to result in an outflow of economic resources.

2 ACCOUNTING POLICIES (CONTINUED)

2.13 CASH AND CASH EQUIVALENTS

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the Consolidated Statement of Cash Flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

2.14 FINANCIAL INSTRUMENTS

The Group enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Consolidated Statement of Comprehensive Income.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate, which is an approximation of the amount that the Group would receive for the asset if it were to be sold at the Balance Sheet date.

The Group uses forward exchange contracts for hedging purposes. As contracts are taken out to cover general currency exposure rather than to match specific transactions, the Group treats a forward contract separately from other transactions. The premium or discount arising on each contract is accounted for over the life of the contract and the contract is marked to market as the contract progresses. At the end of each financial period, the fair value of any forward exchange contracts which are yet to be closed is recognised as either a financial asset or a financial liability. The basis of valuation is the relevant forward exchange rate at the balance sheet date.

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

Financial instruments are recognised in line with sections 11 and 12 of FRS 102.

2.15 CREDITORS

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2 ACCOUNTING POLICIES (CONTINUED)

2.16 FOREIGN CURRENCY TRANSLATION

Functional and presentational currency

The Group and Company's functional and presentational currency is British Pound Sterling (GBP).

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Consolidated Statement of Comprehensive Income.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Consolidated Statement of Comprehensive Income within 'administrative expenses'. All other foreign exchange gains and losses are presented in the Consolidated Statement of Comprehensive Income within 'administrative expenses'.

On consolidation, the results of overseas operations are translated into GBP at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations are translated at the rate ruling at the reporting date.

2.17 FINANCE COSTS

Finance costs are charged to the Consolidated Statement of Comprehensive Income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.18 DIVIDENDS

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

2 ACCOUNTING POLICIES (CONTINUED)

2.19 OPERATING LEASES: THE GROUP AS A LESSEE

Rentals paid under operating leases are charged to the Consolidated Statement of Comprehensive Income on a straight line basis over the lease term.

Rent free periods and any rent relief received is accounted for in accordance with the requirements of FRS 102.

Where assets are financed by leasing agreements that give rights approximating to ownership (finance leases), the assets are treated as if they had been purchased outright. The amount capitalised is the present value of the minimum lease payments payable over the term of the lease. The corresponding leasing commitments are shown as amounts payable to the lessor. Depreciation on the relevant assets is charged to the Consolidated Statement of Comprehensive Income over the shorter of estimated useful economic life and the term of the lease.

Lease payments are analysed between capital and interest components so that the interest element of the payment is charged to the Statement of Comprehensive Income over the term of the lease and is calculated so that it represents a constant proportion of the balance of capital repayments outstanding. The capital part reduces the amounts payable to the lessor.

The Directors recognise a dilapidations provision across the stores estate, based on estimates of likely dilapidations expenses. As stores approach the end of their leases, third party dilapidations reports are undertaken in order to update the provision further.

2.20 PENSIONS

Defined contribution pension plan

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid, the Group has no further payment obligations.

The contributions are recognised as an expense in the Consolidated Statement of Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the Group in independently administered funds.

2.21 HOLIDAY PAY ACCRUAL

A liability is recognised to the extent of any unused holiday pay entitlement which is accrued at the Balance Sheet date and carried forward to future periods. This is measured at the undiscounted salary cost of the future holiday entitlement so accrued at the Balance Sheet date.

2 ACCOUNTING POLICIES (CONTINUED)

2.22 INTEREST INCOME

Interest income is recognised in the Consolidated Statement of Comprehensive Income using the effective interest method.

2.23 EXCEPTIONAL ITEMS

Exceptional items are disclosed separately in the Statement of Comprehensive Income where it is necessary to do so in order to provide additional understanding of the financial performance of the Group. Items which are not considered part of the normal operating costs of the business, are non-recurring and are exceptional because they are judged to be material, non-recurring and outside the normal course of day to day business.

Exceptional items this year include property-related items such as onerous lease provisions or asset impairments. Other exceptional items include one-off non-recurring costs related to the integration of the Group's systems onto Next Total Platform. As a result, the Group has incurred costs which have been separately recognised in exceptional items, in accordance with the Group's accounting policy.

2.24 EQUITY

Ordinary shares are classified in equity and the profit and loss account represents the cumulative net gains and losses recognised in the income statement.

2.25 BORROWING COSTS

All borrowing costs are recognised in the Consolidated Statement of Comprehensive Income in the 52 week period in which they are incurred.

2.26 PROVISIONS FOR LIABILITIES

Provisions are made where an event has taken place that gives the Group a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Consolidated Statement of Comprehensive Income in the period that the Group becomes aware of the obligation, and are measured at the best estimate at the Balance Sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Balance Sheet.

2 ACCOUNTING POLICIES (CONTINUED)

2.27 CURRENT AND DEFERRED TAXATION

The tax expense for the period comprises current and deferred tax. Tax is recognised in the Consolidated Statement of Comprehensive Income.

The current corporation tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date in the countries where the Company and the Group operate and generate income.

Deferred balances are recognised in respect of all timing differences that have originated but not reversed by the Balance Sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Group can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date.

2.28 GOVERNMENT GRANT INCOME

Government grant income received is recognised by the Group under the performance model, such that grants that do not impose future performance-related conditions on the recipient is recognised in income when the grant proceeds are received or receivable. Where future performance-related conditions are imposed on the recipients, such grants are recognised in income when these conditions have been met.

2.29 CONTINGENT LIABILITIES

The Directors recognise a contingent liability where either a possible obligation exists but is contingent on some uncertain future event occurring or where a present obligation exists but payment is not probable or the amount cannot be measured reliably.

3 JUDGMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY

Stock provisions

The Directors make full provision against stock and fabric items which are older than six seasons and more recent seasons are partially provided for based on the directors' estimate of the amount of stock that will be terminal and for which the net realisable value is less than cost. The Directors also consider if any other stock and fabric items are impaired and make a further provision accordingly.

Returns provision

The Directors make a provision for customer returns expected to be made after the balance sheet date, based on their best view of rates of return.

Impairment of tangible assets

The Directors undertake an annual impairment review on tangible fixed assets and make a provision where it is judged the carrying value of an asset is higher than the present value of the future cash flows it will generate.

Dilapidations provision

The Directors recognise a dilapidations provision across the stores estate, based on estimates of likely dilapidations expenses. As stores approach the end of their leases, third party dilapidations reports are undertaken in order to update the provision further.

Onerous lease provision

The Directors consider the requirements to recognise an onerous lease provision in respect of poor performing store leases where it is considered likely that a positive return will not be generated over the course of the lease.

Exceptional items

The Directors recognise exceptional items separately in the profit and loss where they are judged to be material, non-recurring and outside of the normal course of day to day business.

4 TURNOVER

An analysis of turnover by class of business is as follows:

	52 week period ended 28 January 2023 £000	52 week period ended 29 January 2022 £000
Fashion retail	324,573	255,693

Analysis of turnover by territory:

	52 week period ended 28 January 2023 £000	52 week period ended 29 January 2022 £000
United Kingdom	217,764	174,628
North America	68,265	50,049
Europe	26,003	22,713
Rest of the world	12,541	8,303
	324,573	255,693

5 OTHER OPERATING INCOME

	52 week period ended 28 January 2023 £000	52 week period ended 29 January 2022 £000
Net rents receivable	147	226
Furlough grants receivable	-	1,137
UK Local Restrictions Grants receivable	-	1,035
	147	2,398

REISS (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
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6 FAIR VALUE MOVEMENTS

	52 week period ended 28 January 2023 £000	*52 week period ended 29 January 2022 £000*
Financial instruments measured at fair value	**(340)**	*739*

The Group meausures forward exchange contracts at fair value through the consolidated Statement of Comprehensive Income. In the current period, a loss of £340,000 was recognised (2022: gain £739,000).

7 EXCEPTIONAL AND OTHER OPERATING (GAINS)/COSTS

	52 week period ended 28 January 2023 £000	*52 week period ended 29 January 2022 £000*
Onerous lease, tangible asset impairment and dilapidations provision	**(3,637)**	*(2,732)*
NEXT Total Platform costs	**1,257**	*6,711*
Restructuring, transaction and other costs	**-**	*1,220*
	(2,380)	*5,199*

During the period, as a result of the Group's strong trading performance, the onerous lease and asset impairment provision was partially unwound.

The Group's warehousing, logistics and ecommerce operations, as part of the investment in the Group by NEXT plc, transitioned to NEXT's Total Platform in February 2022. In order to achieve this, the Group incurred further one-off costs in the period totalling £1.3m (2022: £6.7m), comprising system transition costs of £0.4m and onerous lease and contract provisions in respect of the Group's warehouses of £0.9m.

8 OPERATING PROFIT

The operating profit is stated after charging/(crediting):

	52 week period ended 28 January 2023 £000	*52 week period ended 29 January 2022 £000*
Depreciation of tangible fixed assets	**5,393**	*5,741*
Depreciation charged to exceptional items	**-**	*795*
Impairment of tangible fixed assets	**-**	*2,211*
Operating lease rentals - other operating leases	**58,020**	*46,096*
Amortisation of intangible assets, including goodwill	**53**	*43*
Fees payable to the Group's auditors and their associates for the audit of the company's financial statements	**268**	*190*
Cost of stock recognised as an expense	**116,091**	*85,769*
Furlough grant income	**-**	*(1,137)*
UK Business Rates support	**-**	*(4,894)*
COVID-19 related rent relief	**-**	*(3,244)*
Defined contribution pension cost	**804**	*650*

9 AUDITORS' REMUNERATION

	52 week period ended 28 January 2023 £000	*52 week period ended 29 January 2022 £000*
Fees payable to the Group's auditors and their associates for the audit of the Group's annual financial statements	**268**	*190*

FEES PAYABLE TO THE GROUP'S AUDITORS AND THEIR ASSOCIATES IN RESPECT OF:

Taxation advisory services	**60**	*60*
All other services	**40**	*116*
	100	*176*

REISS (HOLDINGS) LIMITED

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FOR THE 52 WEEK PERIOD ENDED 28 JANUARY 2023

10 EMPLOYEES

Staff costs, including Directors' remuneration, were as follows:

	52 week period ended 28 January 2023 £000	*52 week period ended 29 January 2022 £000*
Wages and salaries	**44,289**	*37,612*
Social security costs	**4,956**	*4,303*
Other pension costs	**804**	*650*
	50,049	*42,565*

The average monthly number of employees, including the Directors, during the 52 week period was as follows:

	52 week period ended 28 January 2023 Number	*52 week period ended 29 January 2022 Number*
Administration	**325**	*250*
Sales and distribution	**1,327**	*1,177*
	1,652	*1,427*

The Company has no employees (2022: nil).

11 DIRECTORS' REMUNERATION

	52 week period ended 28 January 2023 £000	*52 week period ended 29 January 2022 £000*
Directors' emoluments (2 Directors (2022: 2 Directors))	**1,533**	*1,231*

The highest paid Director received remuneration of £901,000 (2022: £703,000).

The Directors have made an assessment and consider that there are no key management personnel other than Directors.

12 INTEREST RECEIVABLE AND SIMILAR INCOME

	52 week period ended 28 January 2023 £000	*52 week period ended 29 January 2022 £000*
Interest receivable	**200**	*7*

13 INTEREST PAYABLE AND SIMILAR EXPENSES

	52 week period ended 28 January 2023 £000	*52 week period ended 29 January 2022 £000*
Bank interest payable	**46**	*234*

14 TAX ON PROFIT

	52 week period ended 28 January 2023 £000	*52 week period ended 29 January 2022 £000*
CORPORATION TAX		
Current tax on result for the period	**10,145**	*3,349*
TOTAL CURRENT TAX	**10,145**	*3,349*
DEFERRED TAX		
Origination and reversal of timing differences	**256**	*(884)*
TAXATION ON PROFIT	**10,401**	*2,465*

14 TAX ON PROFIT (CONTINUED)

FACTORS AFFECTING TAX CHARGE FOR THE PERIOD

The tax assessed for the period is higher than (2022: lower than) the standard rate of corporation tax in the UK of 19% (2022: 19%). The differences are explained below:

	52 week period ended 28 January 2023 £000	*52 week period ended 29 January 2022 £000*
Profit before tax	**51,630**	*34,313*
Profit before tax multiplied by standard rate of corporation tax in the UK of 19% (2022: 19%)	**9,810**	*6,519*
EFFECTS OF:		
Expenses not deductible for tax purposes	**(399)**	*(86)*
Depreciation for the period in excess of capital allowances	**255**	*253*
Adjustments in respect of previous periods	**1,190**	*(603)*
Unrelieved loss on foreign subsidiaries and other differences	**37**	*52*
Timing differences leading to a decrease in the tax charge	**256**	*(902)*
Group relief	**(748)**	*(2,262)*
Losses carried forward	**-**	*(506)*
TOTAL TAX CHARGE FOR THE PERIOD	**10,401**	*2,465*

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

The UK corporation tax rate increased to 25% from 1 April 2023 and so its effect on deferred tax have been reflected in these financial statements.

15 PARENT COMPANY RESULT FOR THE PERIOD

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements.

The result after tax of the Company for the period was a profit of £Nil (2022: £Nil).

16 INTANGIBLE ASSETS

Group

	Web Domains £000	Trademarks £000	Total £000
COST			
At 29 January 2022	**95**	**663**	**758**
Additions	**-**	**58**	**58**
At 28 January 2023	**95**	**721**	**816**
ACCUMULATED AMORTISATION			
At 29 January 2022	**95**	**370**	**465**
Charge for the period	**-**	**53**	**53**
At 28 January 2023	**95**	**423**	**518**
NET BOOK VALUE			
At 28 January 2023	**-**	**298**	**298**
At 29 January 2022	-	*293*	*293*

The Company holds no intangible fixed assets (2022: £nil).

REISS (HOLDINGS) LIMITED

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17 TANGIBLE ASSETS

Group

	Leasehold Land and Buildings £000	Fixtures and Equipment £000	Motor vehicles £000	Total £000
COST OR VALUATION				
At 29 January 2022	29,800	64,958	206	94,964
Additions	-	5,153	-	5,153
At 28 January 2023	29,800	70,111	206	100,117
ACCUMULATED DEPRECIATION				
At 29 January 2022	26,051	54,933	206	81,190
Charge for the period on owned assets	761	4,632	-	5,393
At 28 January 2023	26,812	59,565	206	86,583
NET BOOK VALUE				
At 28 January 2023	2,988	10,546	-	13,534
At 29 January 2022	*3,749*	*10,025*	-	*13,774*

The Company holds no tangible fixed assets (2022: £nil).

There are no assets held under finance leases or hire purchase contracts.

REISS (HOLDINGS) LIMITED

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FOR THE 52 WEEK PERIOD ENDED 28 JANUARY 2023

18 INVESTMENTS

Company

	Shares in group undertakings £000
Cost or valuation	
At 29 January 2022	**2**
At 28 January 2023	**2**
Net book value	
At 28 January 2023	**2**
At 29 January 2022	*2*

See note 33 for details of the subsidiary undertakings.

19 STOCKS

	Group 28 January 2023 £000	*Group 29 January 2022 £000*	**Company 28 January 2023 £000**	*Company 29 January 2022 £000*
Works in progress	**337**	*337*	-	-
Finished goods and goods for resale	**39,410**	*41,215*	-	-
	39,747	*41,552*	-	-

Stock recognised in cost of sales during the 52 week period as an expense was £116,091,000 (2022: £85,769,000).

Included within finished goods is a provision for obsolescence of £4,002,000 (2022: £4,485,000).

REISS (HOLDINGS) LIMITED

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FOR THE 52 WEEK PERIOD ENDED 28 JANUARY 2023

20 DEBTORS : Amounts falling due within one year

	Group 28 January 2023 £000	Group 29 January 2022 £000	Company 28 January 2023 £000	Company 29 January 2022 £000
Trade debtors	18,719	11,276	-	-
Amounts owed by Group undertakings	6,033	11,074	1,320	1,320
Other debtors	3,217	2,921	14	14
Called up share capital not paid	2	2	2	2
Deferred taxation	1,744	2,000	-	-
Prepayments and accrued income	3,823	3,668	-	-
	33,538	30,941	1,336	1,336

Amounts owed by Group undertakings are unsecured, interest free and are repayable on demand.

Trade debtors are stated after provision for impairment of £661,000 (2022: £206,000).

21 CASH AT BANK AND IN HAND

	Group 28 January 2023 £000	Group 29 January 2022 £000	Company 28 January 2023 £000	Company 29 January 2022 £000
Cash at bank and in hand	17,913	48,877	-	-

22 CREDITORS: Amounts falling due within one year

	Group 28 January 2023 £000	Group 29 January 2022 £000	Company 28 January 2023 £000	Company 29 January 2022 £000
Trade creditors	6,586	5,959	-	-
Amounts owed to group undertakings	-	-	145	145
Corporation tax	4,712	1,035	-	-
Other taxation and social security	15,689	10,753	-	-
Provisions	10,577	14,576	-	-
Other creditors	7,883	4,360	-	-
Accruals and deferred income	19,353	28,496	-	-
	64,800	65,179	145	145

Amounts owed by Group undertakings are unsecured, interest free and payable on demand.

23 PROVISIONS FOR LIABILITIES

	Group 28 January 2023 £000	*Group 29 January 2022 £000*	**Company 28 January 2023 £000**	*Company 29 January 2022 £000*
Onerous leases	**780**	*5,882*	-	-
Dilapidations	**2,781**	*2,541*	-	-
Returns	**3,856**	*2,349*	-	-
Stock payables and fabric provision	**482**	*617*	-	-
Transaction, NTP-related costs and restructuring provision	**2,001**	*2,763*	-	-
Other	**677**	*424*	-	-
	10,577	*14,576*	-	-

As set out in note 7 to the financial statements, during the period the Group partially unwound the onerous lease provision held in respect of predominantly non-UK stores, as performance and store profitability improved strongly in the period and a number of legacy non-UK stores were closed.

The amount of £3,856,000 (2022: £2,349,000) provided for customer returns is calculated based on the value of items bought before the end of the period that are estimated to be returned after the end of the period. The provision increased during the year as a result of the Group's strong revenue growth.

Dilapidations are recognised on stores based on an estimate by the Directors of the dilapidations expense that is likely to be incurred across the store estate. During the year, the provision was increased slightly to provide more prudently against certain stores where there is an expectation of an increased expense.

The stock payables and fabric provision relates to contracted future fabric purchases related to production that is not expected to be used. This was partially unwound during the year as the Group partially settled some fabric liabilities.

The transaction, NTP-related costs and restructuring provision is in respect of restructuring and lease exit costs resulting from the decision to close Reiss' warehouses in February 2022 (£1.4m) and a provision in respect of costs related to the planned closure of the Group's Australian stores and warehouse and the strike-off of the Group's dormant Russian entity (£0.5m).

Movements in provisions during the financial period are set out in the below table:

	Onerous leases £000	**Stock & other £000**	**Returns £000**	**Systems & restructuring £000**	**Dilapidations £000**
Provision at 29 January 2022	5,882	1,041	2,349	2,763	2,541
Additions	-	251	-	1,300	507
Utilised during the year	(1,465)	(133)	(2,349)	(1,475)	(46)
Unwind of provision	(3,637)	-	3,856	(587)	(221)
Provision at 28 January 2023	**780**	**1,159**	**3,856**	**2,001**	**2,781**

24 DIVIDENDS

During the year the Group declared and paid a dividend totaling £71,257,000 (2022: £Nil). This was comprised of a £36,000,000 cash dividend and a £35,257,000 in specie non-cash dividend.

25 DEFERRED TAXATION

Group

	Deferred tax
	£000
At 30 January 2022	**2,000**
Credited to the profit or loss	**(256)**
At 28 January 2023	**1,744**

The deferred taxation balance is made up as follows:

	Group 28 January 2023 £000	*Group 29 January 2022 £000*	**Company 28 January 2023 £000**	*Company 29 January 2022 £000*
Accelerated capital allowances	**1,706**	*1,422*	-	-
Unrealised gains on forward exchange contracts	**38**	*(26)*	-	-
Carried forward tax losses	-	*604*	-	-
	1,744	*2,000*	-	-

26 FINANCIAL INSTRUMENTS

Financial liabilities measured at fair value through profit or loss comprise forward foreign exchange contracts totalling £202,000 (2022: asset £138,000).

Financial assets measured at amortised cost comprise trade debtors, other debtors and cash at bank and in hand totalling £45,882,000 (2022: £74,148,000).

Financial liabilities measured at amortised cost comprise trade creditors, other creditors, accruals, bank loans and hire purchase obligations totalling £44,273,000 (2022: £53,391,000).

27 CALLED UP SHARE CAPITAL

Group and Company	**28 January 2023 £000**	*29 January 2022 £000*
Allotted, called up and fully paid		
1,000,000 (2022: 1,000,000) Ordinary shares of £0.01 each	**10**	*10*
111,112 (2022: 111,112) 'A' Ordinary shares of £0.02 each	**2**	*2*
	12	*12*

The Ordinary shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

The 'A' Ordinary shares do not have attached to them voting rights; they do confer the right to a dividend after the payment of the base amount to the holders of the Ordinary shares and the holders of the 'A' Ordinary shares are entitled to a distribution of capital on winding up. The 'A' Ordinary shares are redeemable at any time at the option of the holder.

28 CONTINGENT LIABILITIES

The Company has given rent guarantees in respect of its subsidiary, Reiss (USA) Limited. No liability is expected to crystallise in respect of this.

The Company has provided a fixed and floating charge over its assets to NatWest Bank plc in respect of bank borrowings of WP R Holdco Limited. At the period end, a contingent liability exists to the extent of WP R Holdco Limited's indebtedness to the aforementioned banks of £39.0m (2022: £59.2m).

Reiss (USA) Limited received an adverse ruling from US Customs & Border Protection in 2019 in respect of duty exemptions on ecommerce click and collect orders, from Reiss stores in the US. The subsidiary has opposed the initial ruling and the directors consider that there is significant uncertainty over the timing of this and whether any liability will crystallise. Further, in response to this initial ruling in 2019, the subsidiary immediately amended its shipping policies in order to ensure that no further potential liability would accrue beyond the maximum exposure detailed in this note. The estimated maximum exposure, excluding any penalties and interest which are considered too uncertain to reasonably estimate, is £0.6m.

29 POST BALANCE SHEET EVENTS

As set out in the Group Strategic Report, the Group has continued to trade strongly after the year-end and the Directors expect the Group's positive trading performance to continue.

At the date of signing these financial statements, the shareholders have commenced a process regarding a potential sale transaction that could result in changes to the ownership structure and financing of the Group. At the date of signing, the outcome of this process is not known but it is the Board's expectation that any sale transaction would support the Group's current strategy and help deliver long-term sustainable growth.

30 PENSION COMMITMENTS

In respect of certain employees, the Group makes contributions to their personal pension plans. Contributions payable by the Group amounted to £804,000 (2022: £650,000). All contributions were paid during the period.

31 COMMITMENTS UNDER OPERATING LEASES

At 28 January 2023 the Group had future minimum lease payments under non-cancellable operating leases as follows:

	28 January 2023 £000	*29 January 2022 £000*
Land and buildings		
Not later than 1 year	**18,414**	*21,937*
Later than 1 year and not later than 5 years	**46,157**	*54,937*
Later than 5 years	**11,990**	*14,152*
	76,561	*91,026*

	28 January 2023 £000	*29 January 2022 £000*
Other operating leases		
Not later than 1 year	**5,743**	*4,894*
	5,743	*4,894*
Total commitments under operating leases	**82,304**	*95,920*

32 OTHER FINANCIAL COMMITMENTS

At 28 January 2023, the Group was committed to forward foreign exchange deals to the value of £2,676,000 (2022: £14,744,000).

33 RELATED PARTY TRANSACTIONS

During the period, the Group paid rents of £3,173,000 (2022: £2,899,000) to companies and nominee companies in which the director D.A. Reiss is a director and a controlling shareholder.

During the period the WPR MidCo 1 Limited Group was charged interest of £305,000 (2022: £823,000) to NEXT plc and repaid the £10.2m loan facility, along with any accrued interest, in full in May 2022 as part of the Group's refinancing following NEXT's investment in the Group.

As part of this investment, the Group transitioned its website and warehousing and logistics functions to NEXT's Total Platform and continued to trade on NEXT Label. In connection with these services, which include sales commission and warehousing and logistics charges, the Group paid, in aggregate, £28,186,000 (2022: £2,250,000). At the year end, the Group had a net receivable balance from NEXT of £891,000 (2022: £491,000).

34 ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate parent undertaking is WP R Holdco Limited, a company incorporated in England and Wales.

The ultimate parent undertaking is Pink Topco Limited, a company incorporated in Jersey.

As at 28 January 2023 and 29 January 2022, there was no single ultimate controlling party.

Reiss (Holdings) Limited is the smallest group of undertakings preparing consolidated financial statements and WP R Midco 1 Limited, the parent company of WP R Midco 2 Limited, which is the parent company of WP R Holdco Limited is the largest group of undertakings preparing consolidated financial statements.

The principal place of business is 12 Picton Place, London W1U 1BW, and the consolidated financial statements are available from Companies House.

35 SUBSIDIARY UNDERTAKINGS

The following are subsidiary undertakings of the Company:

Name	Registered address	Holding	Class of Shares	Country	Principal activity
Reiss Limited	Reiss Building, 12 Picton Place, London W1U 1BW	100%	Ordinary	England	Retail of high quality fashion and accessories
Reiss (USA) Limited	Reiss Building, 12 Picton Place, London W1U 1BW	100%	Ordinary	England	Retail of high quality fashion and accessories
Reiss Russia LLC	Building 3, Poslannikov Pereulok 9, 105005, Moscow	100%	Ordinary	Russia	Dormant company
Reiss (International) Limited	Reiss Building, 12 Picton Place, London W1U 1BW	100%	Ordinary	England	Retail of high quality fashion and accessories
Reiss (Sweden) Limited	Reiss Building, 12 Picton Place, London W1U 1BW	100%	Ordinary	England	Dormant company
Reiss (Holland) B.V.	c/o SGG Management (Netherlands) BV, Hoogoorddreef 15, 1101 BA Amsterdam	100%	Ordinary	Holland	Retail of high quality fashion and accessories
Reiss (Canada) Limited	Reiss Building, 12 Picton Place, London W1U 1BW	100%	Ordinary	England	Retail of high quality fashion and accessories
Reiss France SARL	c/o BDO France, 25 Rue de Rome, 75008 Paris	100%	Ordinary	France	Dormant company

35 SUBSIDIARY UNDERTAKINGS (CONTINUED)

Reiss (Australia) Limited	Reiss Building, 12 Picton Place, London W1U 1BW	100% Ordinary	England	Dormant company
Reiss (Australia) PTY Limited	Level 11, 1 Margaret Street, Sydney, New South Wales 2000, Australia	100% Ordinary	Australia	Retail of high quality fashion and accessories

Audit Exemption under section 479A of the Companies Act 2006

The Directors consider that certain subsidiaries of the Group are entitled to exemption from the requirement to have an audit under the provision of section 479A of the Companies Act 2006 ("the Act") and members have not required the company to obtain an audit for the period in question in accordance with section 476 of the Act.

Reiss (Holdings) Limited has guaranteed the liabilities of the following subsidiaries in order that they qualify for the exemption from audit under Section 479A of the Companies Act 2006 in respect of the period ended 28 January 2023.

Reiss Limited
Reiss (USA) Limited
Reiss (International) Limited
Reiss (Canada) Limited

The Directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

Reiss (Australia) Limited and Reiss (Sweden) Limited, being dormant companies, are exempt from the requirement to prepare financial statements under S394A of the Companies Act 2006.