

Shop Direct Ireland Limited

Reports and Financial Statements
for the year ended 28 June 2025

SHOP DIRECT IRELAND LIMITED
REPORTS AND FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 28 JUNE 2025

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SHOP DIRECT IRELAND LIMITED

**DIRECTORS AND OTHER INFORMATION
FOR THE FINANCIAL YEAR ENDED 28 JUNE 2025**

DIRECTORS

R. Butler
J. Goodwin
T. Franklin

SECRETARY

John Goodwin

COMPANY NUMBER

106058

REGISTERED OFFICE

Cape House
Westend Office Park
Blanchardstown
Dublin 15

AUDITORS

Baker Tilly Ireland Audit Limited
9 Exchange Place
International Financial Services Centre
Dublin 1

BANKERS

Allied Irish Banks P.L.C
Westend Retail Park
Blanchardstown
Dublin 15

Allied Irish Banks P.L.C
London Branch, St Helen's
1 Undershaft,
London, England.

SOLICITORS

Matheson
70 Sir John Rogerson's Quay
Dublin 2

William Fry
2 Grand Canal Square
Dublin 2

Walkers
George's Dock IFSC
Dublin 1

Arthur Cox
10 Earlsfort Terrace
Dublin 2

Pinsent Masons
1 Windmill Lane
Dublin 2

SHOP DIRECT IRELAND LIMITED

DIRECTORS' REPORT

The directors present their annual report together with the audited financial statements for the financial year ended 28 June 2025.

PRINCIPAL ACTIVITIES, BUSINESS REVIEW AND FUTURE DEVELOPMENTS

During the financial year the principal activities of the company were to offer internet home shopping and related financial services products.

The strategy is to continue building a trusted brand, through digital customer experiences, great value for money and engage with existing and new customers through inspirational content, offering more of the brands that they love and flexible ways to pay.

The Irish retail sector continues to face significant challenges due to consumer concerns regarding the increased cost of living and reduced spending power. Against this backdrop, a decrease in sales was evident across fashion, sports, electrical and toys gifts and beauty but growth within home categories of the business.

The business continues to focus on governance, cost control, including tight credit management of bad debt and cash generation, whilst continuing to invest in the customer base and key customer initiatives. During FY24 an App was launched for the first time to improve the customer experience and a new financial services product "Take 3" was launched which offers even more payment flexibility for customers. A key area of focus is our supply chain process to reduce the costs that resulted from Brexit. The company also continues to monitor the Irish marketplace and economic conditions and will, at the appropriate time, consider the introduction of other services to support the company's growth strategy. The business will continue to invest in initiatives to improve our customer experience and drive growth.

There was a continued focus on promotional activity, across all categories in line with the prior financial year and industry as online trading conditions remain challenging. The business has increased investment in above the line advertising particularly television advertising. Investment in performance marketing continues to grow as consumer shopping behaviours and patterns change and there has been increased investment in social media and content as the company engages more with its existing and potential customers. With the very successful rebrand from Littlewoods Ireland to Very there continues to be increased spend in brand awareness to support this transition. In addition, there was investment in the active base through below the line activity such as email, direct mail and tactical offers which supported the trading performance of existing customers. As a truly digital organisation there has been a continued transition to mobile devices which now account for 91% of traffic to the website, up 3% since introduction of the App.

The directors are satisfied with the position at the financial year end and are positive about the opportunities in the coming and future financial years.

Turnover

Turnover for the financial year at €76,301k was in line with the prior financial year (FY24: €76,331k). The company continued to invest in the brand with above and below the line advertising which served to stimulate the existing base as well as to drive recruitment of new customers. Significant investment in the last three financial years included the very successful rebrand to Very in FY23, followed by the FY24 launch of 'Take 3' credit product and a new mobile App for customers to shop from. In FY25 the business invested in brand awareness, improving the customer experience and strengthening its retail and financial services proposition.

Gross Profit:

Gross profit percentage has improved 0.3% to 41.4% compared to the prior financial year (FY24: 41.1%) due to the growth in Home sales. Gross profit has increased 0.6% from €31,405k to €31,586k driven primarily by growth in the Home offset by lower sales across fashion, sports, electrical and toys gifts and beauty categories of the business and offset by business cost saving initiatives. The decrease in the sales is a result of a challenging year for Retail in Ireland, as customers experienced reduced spending power due to an inflationary environment and against a backdrop of low consumer sentiment. Firm management of bad debt has had a positive impact on Gross Profit.

SHOP DIRECT IRELAND LIMITED

DIRECTORS' REPORT (CONTINUED)

PRINCIPAL ACTIVITIES, BUSINESS REVIEW AND FUTURE DEVELOPMENTS (CONTINUED)

Overheads

There has been a 15.1% increase in overheads from €24,299k to €27,971k mainly driven by a royalty charge from Shop Direct Home Shopping Limited of €3,363,735 (2024: €Nil) for the use of the Very Brand, increased marketing to drive increased brand awareness offset by cost efficiency initiatives. Administration costs increased by 48.6% from €7,866k to €11,688k due to the royalty charge and increased depreciation on FY24 capital investments. Distribution costs decreased by 0.9% from €16,433k to €16,283k due to increased marketing to drive brand awareness offset by freight efficiencies whilst improving customer experience levels. As a percentage of Turnover, overheads have increased by 4.8% points to 36.7% (2024: 31.8%) and distribution costs decreased by 0.2% point as a percentage of Turnover to 21.3% in FY25 from 21.5% in FY24. Administration costs as a percentage of Turnover increased by 5.0% pts on FY24 to 15.3%.

Environmental Matters

The company seeks to minimise adverse impacts on the environment from its activities. The company has complied with all applicable legislation and regulations. The business is focused on reducing its carbon footprint through various initiatives.

The health and safety of employees and contractors working for the company is a priority for the Board and for management at all levels of the organisation. Best practice in safety management is promoted and implemented throughout the company.

RISKS AND UNCERTAINTIES

The company's operations expose it to a variety of financial risks that include the effects of changes in market prices, foreign exchange risk, operational risk, credit risk, liquidity risk and interest rate risk.

The company operates in a highly competitive retail sector, which is particularly sensitive to price, service, product quality and availability. Failure to pay attention to these factors would result in failing to meet customer expectations and potentially reduce sales. To mitigate this risk there is a clear focus on service, monitoring of competitors' pricing and a group wide enhanced attitude to meeting customers' expectations.

The company monitors its performance through management reviews and quarterly Board Meetings at which regular forecasts and management accounts are presented. The company's cash flows are routinely monitored, and its budgets and long-term plans presented to and approved by the Board.

Foreign exchange risk – the company is exposed to foreign exchange risks in the normal course of business, principally on purchases in sterling. The company's policy is to purchase product and services at a fixed rate and if this is not achievable it will cover forward by way of foreign exchange contracts.

Operational Risk – the company has in place policies, systems and processes to prevent operational losses wherever possible, and the Board's Risk Committee regularly monitors performance against key risk measures.

Credit risk – the company has policies that require appropriate credit checks on new and existing customers before orders are processed and pays particular attention to customer affordability.

Liquidity risk - the company actively maintains sufficient resources to ensure that the company has available funds for operations and planned expansion.

Interest rate risk - the company has both interest-bearing assets and interest-bearing liabilities. Cash and intercompany loans are the only assets on which interest is received, at a variable rate. The bank overdraft incurs interest at a variable rate as does the receivables securitisation programme. The increase in interest rates and the probability of further rate reductions is something that the business monitors closely.

Political risks – Brexit – the company continues to monitor and mitigate the risks resulting from the United Kingdom leaving the European Union and the impact of increased tariffs with the United States.

Economic risks - the company monitors very closely the challenges facing consumers due to the continued increased costs of living and the potential impact on the business, and it will take action where possible to mitigate these challenges.

SHOP DIRECT IRELAND LIMITED

DIRECTORS' REPORT (CONTINUED)

RISKS AND UNCERTAINTIES (CONTINUED)

Cyber risks – the company continuously reviews its controls and continues to invest in software to mitigate the increased threats of cyber-attacks.

RESULTS AND DIVIDENDS

The results for the financial year and state of affairs of the company as at 28 June 2025 are set out in pages 11 and 12 respectively. No final dividend is proposed for the financial year ended 28 June 2025 (2024: €Nil).

During the financial year there was a non-cash interim dividend of €4,496,356 (2024: €Nil).

AUDIT COMMITTEE

Shop Direct Ireland Limited has established an Audit Committee which accords with Section 167 of the Companies Act 2014.

DIRECTORS AND SECRETARY

The directors, who served at any time during the financial year except as noted, were as follows:

Directors:

R. Butler
J. Goodwin
T. Franklin

Secretary:

John Goodwin

DIRECTORS' AND SECRETARY'S INTERESTS IN SHARES

The directors and secretary of the company who held office at 28 June 2025 had no interest in the shares of the company or of any company within the ultimate group, Shop Direct Holdings Limited during the year.

DIRECTORS COMPLIANCE STATEMENT

As required by Section 225 of the Companies Act 2014 ("the Act"), we, the directors of Shop Direct Ireland Limited, acknowledge our responsibility for securing compliance with the relevant obligations of Shop Direct Ireland Limited as defined by Section 225 of the Act. We have documented and approved a compliance policy which, in our opinion, is appropriate to Shop Direct Ireland Limited with respect to our compliance with relevant obligations as set-out in the Act.

We have put in place arrangements and structures that are, in the opinion of the directors of Shop Direct Ireland Limited, sufficient to secure material compliance with the relevant obligations of Shop Direct Ireland Limited.

During the financial year ended 28 June 2025, management conducted a review of the arrangements and structures which we have put in place to secure material compliance with the relevant obligations of Shop Direct Ireland Limited. We acknowledge that the arrangements and structures, which the directors of Shop Direct Ireland Limited have put in place, can only provide reasonable assurance of compliance in all material respects with those obligations. The review conducted by management did not identify any material matters of non-compliance.

ACCOUNTING RECORDS

The measures that the directors have taken to secure compliance with the requirements of sections 281 to 285 of the Companies Act 2014 with regard to the keeping of accounting records, are the employment of appropriately qualified accounting personnel and the maintenance of computerised accounting systems. The company's accounting records are maintained at the company's registered office at Cape House, Westend Office Park, Blanchardstown, Dublin 15.

SHOP DIRECT IRELAND LIMITED

DIRECTORS' REPORT (CONTINUED)

STATEMENT OF RELEVANT AUDIT INFORMATION

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

AUDITORS

The auditors, Baker Tilly, Chartered Accountants and Statutory Audit Firm, continue in office in accordance with Section 383(2) of the Companies Act 2014.

Approved by the Board and signed on its behalf by:



.....
John Goodwin
Chief Financial Officer

Rossa Butler

.....
Rossa Butler
Chief Executive Officer

Date: 10 October 2025

SHOP DIRECT IRELAND LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the directors' report and the financial statements in accordance with the Companies Act 2014.

Irish company law requires the directors to prepare financial statements for each financial year. Under the law, the directors have elected to prepare the financial statements in accordance with FRS 101 *Reduced Disclosure Framework issued by the Financial Reporting Council* ("relevant financial reporting framework"). Under company law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the assets, liabilities and financial position of the company as at the financial year end date and of the profit or loss of the company for the financial year and otherwise comply with the Companies Act 2014.

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

- select suitable accounting policies for the Company Financial Statements and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with the applicable accounting standards, identify those standards, and note the effect and the reasons for any material departure from those standards; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for ensuring that the company keeps or causes to be kept adequate accounting records which correctly explain and record the transactions of the company, enable at any time the assets, liabilities, financial position and profit or loss of the company to be determined with reasonable accuracy, enable them to ensure that the financial statements and directors' report comply with the Companies Act 2014 and enable the financial statements to be audited. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.



Opinion

We have audited the financial statements of Shop Direct Ireland Limited ('the company') for the financial period ended 28th June 2025 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, Statement of Changes in Equity and the related notes to the financial statements, including the summary of material accounting policies.

The financial reporting framework that has been applied in their preparation is Irish Law and Financial Reporting Standard 101 'Reduced Disclosure Framework ("FRS 101")'.

In our opinion the financial statements:

- give a true and fair view of the assets, liabilities and financial position of the company as at 28th June 2025 and of its profit for the financial period then ended;
- have been properly prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework ("FRS 101")'; and
- have been properly prepared in accordance with the requirements of the Companies Act 2014.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) (ISAs (Ireland)) and applicable law. Our responsibilities under those standards are described below in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of financial statements in Ireland, including the Ethical Standard for Auditors (Ireland) issued by the Irish Auditing and Accounting Supervisory Authority (IAASA), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions Relating to Going Concern

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

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from the date when the financial statements are authorised for issue.

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

Other Information

The directors are responsible for the other information. The other information comprises the information included in the annual report other than the financial statements and our Auditor's Report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF SHOP DIRECT IRELAND LIMITED



Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements 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 in this regard.

Opinions on Other Matters Prescribed by the Companies Act 2014

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

- the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

We have obtained all the information and explanations which, to the best of our knowledge and belief, are necessary for the purposes of our audit. In our opinion, the accounting records of the company were sufficient to permit the financial statements to be readily and properly audited and the financial statements are in agreement with the accounting records.

Matters on Which We Are Required to Report By Exception

Based on the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the directors' report.

The Companies Act 2014 requires us to report to you if, in our opinion, the requirements of any of sections 305 to 312 of the Act, which relate to disclosures of directors' remuneration and transactions, are not complied with by the company. We have nothing to report in this regard.

Respective Responsibilities

Responsibilities of Directors for the Financial Statements

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements in accordance with the applicable financial reporting framework that give a true and fair view, and 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 company's ability to continue as a going concern, disclosing, if applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operation, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (Ireland) 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.



Respective Responsibilities - continued

Auditor's Responsibilities for the Audit of the Financial Statements - continued

A further description of our responsibilities for the audit of the financial statements is contained in the appendix to this report, which is to be read as an integral part of our report.

The Purpose of our Audit Work and to Whom We Owe Our Responsibilities

Our report is made solely to the company's shareholders, as a body, in accordance with section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the company's shareholders those matters we are required to state to them in an Auditor's Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume any responsibility to anyone other than the company and the company's shareholders, as a body, for our audit work, for this report, or for the opinions we have formed.

.....

Brendan Kean

For and on behalf of

Baker Tilly Ireland Audit Limited

Chartered Certified Accountants and Statutory Auditors

9 Exchange Place

International Financial Services Centre

Dublin 1

Ireland

Date: 10 October 2025

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF SHOP DIRECT IRELAND LIMITED



Further information regarding the scope of our responsibilities as auditor

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

SHOP DIRECT IRELAND LIMITED**STATEMENT OF COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 28 JUNE 2025**

	<i>Notes</i>	2025 €'000	2024 €'000
TURNOVER	3	76,301	76,331
Cost of sales		(44,715)	(44,926)
GROSS PROFIT		31,586	31,405
Distribution costs		(16,283)	(16,433)
Administrative expenses		(11,688)	(7,866)
OPERATING PROFIT	4	3,615	7,106
Other costs	5	(18)	(26)
Finance income	5	1,641	1,807
Interest payable and other similar expenses	5	(2,002)	(2,843)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		3,236	6,044
Taxation	8	(576)	(928)
PROFIT FOR THE FINANCIAL YEAR		2,660	5,116

The results derive solely from continuing operations. All recognised gains and losses for both the current financial year and the previous financial year are included in the Statement of Comprehensive Income. The notes on pages 15-25 are an integral part of these financial statements.


SHOP DIRECT IRELAND LIMITED

**STATEMENT OF FINANCIAL POSITION
AS AT 28 JUNE 2025**

	<i>Notes</i>	2025 €'000	2024 €'000
Fixed assets			
Tangible assets	<i>10</i>	136	270
Intangible assets	<i>11</i>	2,193	3,104
		<u>2,329</u>	<u>3,374</u>
Current assets			
Debtors due within one year	<i>12</i>	37,637	36,882
Debtors due after one year	<i>12</i>	20,000	20,000
Cash at bank and in hand		6,243	2,861
		<u>63,880</u>	<u>59,743</u>
Creditors: Amounts falling due within one year	<i>13</i>	(9,898)	(4,408)
Net current assets		<u>53,982</u>	<u>55,335</u>
Creditors: Amounts falling due after one year	<i>14</i>	(23,749)	(24,311)
NET ASSETS		<u>32,562</u>	<u>34,398</u>
Capital and reserves			
Called up share capital presented as equity	<i>15</i>	36	36
Share premium account		19,691	19,691
Profit and loss account		12,835	14,671
SHAREHOLDER'S FUNDS		<u>32,562</u>	<u>34,398</u>

The notes on pages 15 – 25 are an integral part of these financial statements.

The financial statements were approved and authorised for issue by the Board of Directors on 10 October 2025 and signed on its behalf by:



John Goodwin
Chief Financial Officer

Rossa Butler

Rossa Butler
Chief Executive Officer

SHOP DIRECT IRELAND LIMITED**STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 28 JUNE 2025**

	<i>Note</i>	Share Capital €'000	Share Premium €'000	Profit and Loss €'000	Total €'000
At 1 July 2023		36	19,691	9,555	29,282
Profit for the financial year & adjustment		-	-	5,116	5,116
At 29 June 2024		36	19,691	14,671	34,398
Profit for the financial year & adjustment		-	-	2,660	2,660
Dividend		-	-	(4,496)	(4,496)
At 28 June 2025	9	36	19,691	12,835	32,562

1. ACCOUNTING POLICIES

Basis of Preparation

Shop Direct Ireland Limited is a company incorporated in Ireland under the Companies Act 2014. The address of the registered office is given on page 2. The nature of the company's operations and its principal activities are set out in the directors' report on pages 3 to 6.

The financial statements are prepared under FRS 101 and as permitted by FRS 101, the company has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments disclosures, presentation of a cash-flow statement, standards not yet effective, impairment of assets, leases, related party transactions and Pillar Two related disclosures.

Where relevant, equivalent disclosures have been given in the group accounts of The Very Group Limited. The group accounts of The Very Group Limited are available to the public and can be obtained at First Floor, Skyways House, Speke Road, Speke, Liverpool, L70 1AB.

In adopting the going concern basis for preparing the financial statements, the directors have considered the business outlook as well as the Company's principal risks and uncertainties as set out in the Directors' report. Based on the cash flow forecasts and projections, the directors are satisfied that the Company will be able to operate for the foreseeable future.

A summary of the Company's accounting policies is given below:

Accounting Convention

The financial statements are prepared under the historical cost convention.

Reporting Currency

The financial statements are presented in Euro, denoted by the symbol "€".

Tangible Assets

Tangible assets are stated at cost, less accumulated depreciation. The charge for depreciation is calculated to write off the cost less estimated residual value, of each asset, on a straight-line basis over its expected useful life, as follows:

Computer equipment	33 - 50% per annum
Leasehold improvements	10 - 25% per annum
Office equipment	20% per annum
Right of Use assets	over the life of the underlying lease agreement

Gains and losses on disposal are determined by comparing proceeds with carrying amounts. These are included in the Statement of Comprehensive Income.

Intangible Assets

Intangible assets are stated at cost less accumulated amortisation and any recognised impairment loss. Amortisation is provided to write off the cost of the intangible assets by equal instalments over a useful economic life of 5 years for software and 10 years for other intangible assets.

Impairment of Assets

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in the Statement of Comprehensive Income.

1. ACCOUNTING POLICIES (CONTINUED)

Receivables Financing Programme

Receivables Financing Programme is measured at amortised cost using the effective interest rate method. Appropriate allowances for estimated irrecoverable amounts are recognised in the income statement when there is evidence that the asset is impaired. The allowance recognised is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

Turnover

Sale of goods are recognised when the company despatches a product to a customer. It is the company's policy to sell its products to the customer with a right of return. Accumulated experience is used to estimate and provide for such returns at the time of sale. Turnover comprises the fair value of the consideration received or receivable for the sale of goods in the ordinary course of the company's activities. Turnover is shown net of value added tax and estimated returns.

There is also turnover related to interest on customer balances outstanding. Interest is recognised by reference to the principal outstanding and the applicable effective interest rate which is the rate that exactly discounts estimated future cash receipts through the expected life of the assets to the assets net carrying amount.

Foreign Currencies

Foreign currency transactions are translated into Euro at the rate of exchange ruling on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Euro at the rates of exchange ruling at the balance sheet date and exchange differences arising are dealt with through the Statement of Comprehensive Income.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of temporary timing differences between the treatment of certain items for taxation and accounting purposes.

Current tax is provided on the company's taxable profits at amounts expected to be paid using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the year when the liability is settled, or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is charged or credited in the Statement of Comprehensive Income, except when it relates to items charged or credited in other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

1. ACCOUNTING POLICIES (CONTINUED)

Taxation (Continued)

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the company expects, at the end of the reporting year, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Retirement Benefits

The company operates a defined contribution scheme. The charge recognised is equal to the contributions payable to the scheme for the financial year.

Dividends

The Directors may from time to time declare an Interim dividend from the profits of the company available for distribution to the registered shareholders. Under Irish GAAP, such dividends are recognised when paid or approved as a final dividend at a general meeting of the members.

Royalty Expense

The company and Shop Direct Home Shopping Limited (SDHS) are both subsidiaries of the same parent company. SDHS owns the registered trademarks and right to operate and trade as "Very" in the Republic of Ireland. Commencing 29 June 2024, SDHS has granted the company the use of these rights. The royalty is calculated as a percentage of Net Sales generated by the company and charged monthly in arrears. The percentage is reviewed annually in line with available third-party benchmarking. The rate for 2025 is 5%.

2. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the company's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that financial year or in the financial year of the revision and future years if the revision affects both current and future years.

The following are the critical judgements and estimates that the directors have made in the process of applying the company's accounting policies and that have the most significant effect on the amounts recognised in financial statements.

Key source of estimation uncertainty – Bad Debt Provision

In assessing the recoverability of debtors, amounts falling due within one year, the directors have made the assumption that any impairment resulting from the non-recoverability of the debtors owed to the company will not be in excess of the bad debt provision that has been put in place.

In accordance with IFRS 9, debtors are assessed for impairment using the expected credit losses model which requires the company to project future accounts going bad, based on probability and retrospective review. In doing so, the company is required to make an additional provision on balances for which signs of distress have yet to be identified.

SHOP DIRECT IRELAND LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE FINANCIAL YEAR ENDED 28 JUNE 2025**

2. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key source of estimation uncertainty – Sales Returns Provision

In assessing the impact of sales returns, the directors have made the assumption that any level of sales returns will not be in excess of the sales returns provision that has been put in place. The directors believe that the sales returns provision represents an appropriate estimate and as a result no further provisioning is required. The provision is based on reviews of historic trends and the level of returns experienced.

3. TURNOVER	2025	2024
	€'000	€'000
Analysis of the Company's turnover - geographical market. Ireland	76,301	76,331
	<hr/> <hr/>	<hr/> <hr/>
4. OPERATING PROFIT	2025	2024
	€'000	€'000
Operating profit after exceptional item is stated after (crediting)/charging:		
Depreciation of tangible fixed assets	90	86
Depreciation of right to use assets	86	89
Amortisation of intangible assets	912	780
Net foreign exchange loss	10	6
	<hr/> <hr/>	<hr/> <hr/>
Auditor's remuneration:		
Audit of individual financial statements	62	59
	<hr/> <hr/>	<hr/> <hr/>
5. FINANCE INCOME AND COSTS	2025	2024
	€'000	€'000
Other costs		
Lease interest	(18)	(26)
	<hr/> <hr/>	<hr/> <hr/>
Finance income		
Interest on parent loans	1,641	1,807
	<hr/> <hr/>	<hr/> <hr/>
Interest payable and similar expense		
Interest on receivables financing programme	(1,372)	(1,660)
Interest on bank overdrafts	(346)	(894)
Receivables financing programme costs	(284)	(289)
	<hr/> <hr/>	<hr/> <hr/>
	(2,002)	(2,843)
	<hr/> <hr/>	<hr/> <hr/>

SHOP DIRECT IRELAND LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE FINANCIAL YEAR ENDED 28 JUNE 2025**

6. EMPLOYEES

	2025	2024
The average number of employees during the financial year was as follows:		
Administration and distribution	36	37
	2025	2024
	€'000	€'000
Wages and salaries	2,793	2,403
Social welfare	311	265
Other retirement benefit costs (Note 18)	116	107
	3,220	2,775

No staff costs were capitalised in the current financial year or prior financial year.

7. DIRECTORS' REMUNERATION AND TRANSACTIONS

	2025	2024
	€'000	€'000
Aggregate emoluments paid or receivable by directors in respect of qualifying services	632	545

	2025	2025	2024	2024
	Number of	€'000	Number of	€'000
	directors		directors	
Aggregate contributions paid, treated as paid or payable during the financial period to a retirement benefit scheme in respect of qualifying services of directors.				
- Defined Contribution Scheme	3	37	3	35

The other disclosures as required by section 305 of Companies Act are nil in current financial year and prior financial year.

SHOP DIRECT IRELAND LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE FINANCIAL YEAR ENDED 28 JUNE 2025****8. TAXATION**

	2025 €'000	2024 €'000
Tax on profit on ordinary activities:		
Current tax:		
Irish corporation tax on profit for the financial year	616	950
Over provision for corporation tax in prior financial year	-	(21)
	<u>616</u>	<u>929</u>
Current tax charge for the financial year	616	929
Over provision for corporation tax in prior financial year	-	21
Deferred tax movement	(40)	(22)
	<u>576</u>	<u>928</u>

The current tax charge for the financial year is higher than the charge that would result from applying the standard rate of Irish corporation tax to profit on ordinary activities.

	2025 €'000	2024 €'000
Profit on ordinary activities before tax	3,236	6,044
	<u>3,236</u>	<u>6,044</u>
Corporation tax at standard rate - 12.5% (2024: 12.5%)	404	756
Effects of:		
Disallowable expenses	2	1
Interest income taxed at higher rate	162	163
Other timing differences	8	8
	<u>576</u>	<u>928</u>

9. DIVIDENDS

	2025 €'000	2024 €'000
Interim non-cash dividend of €125.91 (2024: €Nil) per share amounting to €4,496,356 (2024: €Nil)	4,496	-
	<u>4,496</u>	<u>-</u>

The directors have not proposed a final dividend for year ended 28 June 2025: €Nil (2024: €Nil).

SHOP DIRECT IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE FINANCIAL YEAR ENDED 28 JUNE 2025

10. TANGIBLE ASSETS

	Right of Use Asset €'000	Leasehold Improvements €'000	Computer Equipment €'000	Office Equipment €'000	Total €'000
Cost:					
At 29 June 2024	615	799	311	430	2,155
Additions	-	-	42	-	42
At 28 June 2025	615	799	353	430	2,197
Depreciation:					
At 29 June 2024	477	696	284	428	1,885
Charge for the financial year	86	65	24	1	176
At 28 June 2025	563	761	308	429	2,061
Net book value: At 28 June 2025	52	38	45	1	136
Net book value: At 29 June 2024	138	103	27	2	270

11. INTANGIBLE ASSETS

	Website €'000
Cost:	
At 29 June 2024	4,957
Additions	-
At 28 June 2025	4,957
Amortisation:	
At 29 June 2024	1,852
Charge for the financial year	912
At 28 June 2025	2,764
Net book value: At 28 June 2025	2,193
At 29 June 2024	3,104

SHOP DIRECT IRELAND LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE FINANCIAL YEAR ENDED 28 JUNE 2025**

12. DEBTORS: Amounts falling due within one year	2025	2024
	€'000	€'000
Advances to customers*	23,749	24,267
Trade debtors - instalment debtors	2,891	2,164
Prepayments	8,098	8,135
Other debtors	2,436	2,269
Corporation tax	377	-
Deferred tax asset	86	47
	37,637	36,882

*Advances to customers have been presented separately from trade receivables to comply with requirements of IFRS 9, the prior year comparative has been represented.

	2025	2024
	€'000	€'000
<i>Amounts falling due after one year</i>		
Amounts owed by parent company**	20,000	20,000

**The interest rate is 2.50% plus EURIBOR (where EURIBOR is positive). The loan is repayable on demand.

13. CREDITORS: Amounts falling due within one year	2025	2024
	€'000	€'000
Trade creditors	675	2,060
VAT	28	89
Accruals	2,524	1,716
Amounts due to fellow group undertakings	6,536	337
Corporation tax	-	108
Other creditors	135	98
	9,898	4,408

The amounts owed to fellow group undertakings are unsecured and repayable on demand. The bank overdraft is unsecured, and the weighted average interest rate is 8.22% (2024: 8.52%).

SHOP DIRECT IRELAND LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE FINANCIAL YEAR ENDED 28 JUNE 2025**

14. CREDITORS: Amounts falling due after more than one year

	2025	2024
	€'000	€'000
Right of use liability	-	45
Receivables financing programme	23,749	24,266
	23,749	24,311

The amount falling due after more than one year is repayable as follows:

	2025	2024
	€'000	€'000
Within one year	-	45
In the second year	-	-
In the third to fifth year	-	-
Over five years	23,749	24,266
Amount due for settlement after 12 months	23,749	24,311

The principal features of the company's borrowings are as follows:

The company has a receivables financing programme of €23.7m (2024: €24.3m) secured by a charge over certain eligible trade debtors of the company and is without recourse to any of the other assets. The receivables financing programme is repayable in July 2032.

The weighted average interest rates paid were as follows:

	2025	2024
	%	%
Receivables financing programme	5.43	6.66

15. CALLED UP SHARE CAPITAL PRESENTED AS EQUITY

	2025	2024
	€'000	€'000
Allotted, called up and fully paid:		
35,711 ordinary shares of €1 each	36	36
Presented as follows:		
Called up share capital presented as equity	36	36

The Company has one class of ordinary shares which carry the right to vote but no right to fixed income.

SHOP DIRECT IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE FINANCIAL YEAR ENDED 28 JUNE 2025

16. Leases

Right-of-use assets

	Cost €'000	Accumulated Depreciation €'000	Total €'000
At 29 June 2024 (Note 10)	615	(477)	138
Depreciation	-	(86)	(86)
At 28 June 2025	615	(563)	52

Lease Liability

	Total €'000
At 29 June 2024	133
Interest	18
Payments	(118)
At 28 June 2025	33

The right-of-use liability was due as follows at 28 June 2025;

	€'000
Due within 1 year	33
Due 2-5 years (Note 14)	-
Total	33

17. PARENT UNDERTAKINGS AND RELATED PARTY TRANSACTIONS

The immediate parent company is The Very Group Limited, a company registered in England and Wales. The smallest group into which the results of the company are consolidated is the financial statements of The Very Group Limited. The ultimate parent company and largest UK group into which the results of the company are consolidated is the report and financial statements of Shop Direct Holdings Limited which the directors regard as being controlled by the Sir David Barclay and Sir Frederick Barclay Family Settlements.

Under an exemption granted by IAS 24 "Related Party Disclosures", the company, as a wholly owned subsidiary of a group which publishes consolidated financial statements in which the company is included, is not required to and does not disclose transactions with fellow wholly owned subsidiary companies.

The Directors of the company have made retail purchases throughout the financial year and have a combined amount outstanding at 28 June 2025 of €1,051. (2024: €1,269).

18. RETIREMENT BENEFITS

The company operates a defined contribution pension scheme. The pension charge for the financial year was €116,263 (2024: €106,592) of which €Nil (2024: €Nil) was payable at the financial year end.

SHOP DIRECT IRELAND LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE FINANCIAL YEAR ENDED 28 JUNE 2025**

19. Subsequent events

The Company evaluated all events and transactions that occurred after 28th June 2025, through the date the financial statements were available to be issued. There are no events that require adjustments to these financial statements.

20. Approval of financial statements

The financial statements were approved by the Board of Directors on 10 October 2025 for the year ended 28th June 2025.