

Vila Clothes Limited

Abridged Financial Statements

For the Year Ended 31 July 2025
(As modified by Sections 352 and 353
of the Companies Act 2014)

Vila Clothes Limited

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Vila Clothes Limited

Directors' Responsibilities Statement
For the Year Ended 31 July 2025

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with Irish law and regulations.

Irish company law requires the directors to prepare the financial statements for each financial year. Under the law, the directors have elected to prepare the financial statements in accordance with the Companies Act 2014 and Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', applying Section 1A of that Standard.

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, of the profit or loss for that financial year and otherwise comply with the Companies Act 2014.

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

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in Republic of Ireland governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

On behalf of the board

DocuSigned by:

40888D5BC9D44AA...
Anders Holch Povlsen
Director

Signed by:

C9AD98F36FAD481...
Lars Erik Pedersen
Director

Date: 29 January 2026



Independent Auditors' Special Report to the Directors of Vila Clothes Limited Pursuant to Section 356 of the Companies Act 2014

We have examined:

- (i) the abridged financial statements for the year ended 31 July 2025 on pages 6 to 14 which the directors of Vila Clothes Limited propose to annex to the Annual Return of the Company; and
- (ii) the financial statements to be laid before the Annual General Meeting which form the basis for those abridged financial statements.

Respective responsibilities of Directors and Auditors

It is your responsibility to prepare the abridged financial statements which comply with the Companies Act 2014. It is our responsibility to form an independent opinion that the directors are entitled under Section 352 of the Companies Act 2014 to annex abridged financial statements to the annual return of the Company and that those abridged financial statements have been properly prepared pursuant to Section 353 of that Act (exemptions available for small companies) and to report our opinion to you.

This report is made solely to the directors in accordance with Section 356 of the Companies Act 2014. Our work was undertaken so that we might state to the directors those matters we are required to state to them in our report under Section 356 of the Companies Act 2014 and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the directors for our work, for this report, or for the opinions we have formed.

Basis of opinion

We have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the Company is entitled to annex abridged financial statements to the Annual Return of the Company and that the abridged financial statements are properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the full financial statements.

Opinion on financial statements

In our opinion the directors are entitled under Section 352 of the Companies Act 2014 to annex to the Annual Return of the Company the abridged financial statements and those abridged financial statements have been properly prepared pursuant to the provisions of Section 353 of that Act (exemptions available for small sized companies).

Other information

On 3 February 2026 we reported as auditors of Vila Clothes Limited to the members on the Company's financial statements for the year ended 31 July 2025 to be laid before its Annual General Meeting and our report was as follows:



Independent Auditors' Report to the Directors of Vila Clothes Limited Pursuant to Section 356 of the Companies Act 2014 (continued)

"We have audited the financial statements of Vila Clothes Limited (the 'Company') for the year ended 31 July 2025, which comprise the Statement of Financial Position, the Statement of Changes in Equity and the notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is Irish law and Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', applying Section 1A of that Standard.

In our opinion, the accompanying financial statements:

- give a true and fair view of the assets, liabilities and financial position of the Company as at 31 July 2025 and of its profit for the year then ended;
- have been properly prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' applying Section 1A of that Standard;
- 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 further described in the Auditors' 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 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 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.



**Independent Auditors' Report to the Directors of Vila Clothes Limited
Pursuant to Section 356 of the Companies Act 2014 (continued)**

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 Auditors' 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.

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 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.

Opinion on other matters prescribed by the Companies Act 2014

Based solely on the work undertaken in the course of the audit, we report that:

- in our opinion, the information given in the Directors' Report is consistent with the financial statements; and
- in our opinion, the Directors' Report has been prepared in accordance with applicable legal requirements.

We have obtained all the information and explanations which we consider 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 disclosures of directors' remuneration and transactions required by sections 305 to 312 of the Act are not made. We have nothing to report in this regard.



**Independent Auditors' Report to the Directors of Vila Clothes Limited
Pursuant to Section 356 of the Companies Act 2014 (continued)**

Respective responsibilities and restrictions on use

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement out on page 4 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the 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 management either intends to liquidate the Company or to cease operations, or has 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 (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.

A further description of our responsibilities for the audit of the financial statements is located on the IAASA's website at: https://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description_of_auditors_responsibilities_for_audit.pdf. This description forms part of our Auditors' Report.

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the Company's members, 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 members those matters we are required to state to them in an Auditors' Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

**Emer O'Riordan
for and on behalf of
Forvis Mazars
Chartered Accountants & Statutory Audit Firm
Harcourt Centre
Block 3
Harcourt Road
Dublin 2**

A handwritten signature in black ink that reads "Emer O'Riordan".

3 February 2026

Vila Clothes Limited

Abridged Statement of Financial Position
As at 31 July 2025


	Note	2025 €	2024 €
Current assets			
Debtors: amounts falling due within one year	5	1,442,939	1,192,347
Cash and cash equivalents	6	-	134,596
		<u>1,442,939</u>	<u>1,326,943</u>
Creditors: amounts falling due within one year	7	(272,732)	(222,244)
Net current assets		<u>1,170,207</u>	<u>1,104,699</u>
Total assets less current liabilities		<u>1,170,207</u>	<u>1,104,699</u>
Net assets		<u><u>1,170,207</u></u>	<u><u>1,104,699</u></u>
Capital and reserves			
Called up share capital presented as equity	8	165,066	165,066
Profit and loss account		<u>1,005,141</u>	<u>939,633</u>
Shareholders' funds		<u><u>1,170,207</u></u>	<u><u>1,104,699</u></u>

These financial statements have been prepared in accordance with the small companies regime.

We, as directors of Vila Clothes Limited, state that:

The Company has relied on the specific exemptions contained in section 352 of the Companies Act 2014; the Company has done so on the grounds that it is entitled to the benefit of that exemption as a small Company and the abridged financial statements have been properly prepared in accordance with section 353 of the Companies Act 2014.

The financial statements were approved and authorised for issue by the board:

DocuSigned by:

 40888D5BC9D44AA...
Anders Holch Povlsen
Director

Signed by:

 C9AD98F36FAD481...
Lars Erik Pedersen
Director

Date: 29 January 2026

The notes on pages 8 to 14 form part of these financial statements.

Vila Clothes Limited

Abridged Statement of Changes in Equity
For the Year Ended 31 July 2025

	Called up share capital	Profit and loss account	Total equity
	€	€	€
At 31 July 2023	165,066	924,245	1,089,311
Profit for the year	-	15,388	15,388
Total comprehensive income for the year	-	15,388	15,388
At 31 July 2024	165,066	939,633	1,104,699
Profit for the year	-	65,508	65,508
Total comprehensive income for the year	-	65,508	65,508
At 31 July 2025	165,066	1,005,141	1,170,207

The notes on pages 8 to 14 form part of these financial statements.

Vila Clothes Limited

Notes to the Abridged Financial Statements
For the Year Ended 31 July 2025

1. General information

Vila Clothes Limited (the "Company") is a limited liability company and is incorporated and domiciled in Ireland with its principal place and business. The company has a registered office at Unit 14, The Westway Centre, Ballymount Avenue, Dublin 12. The principal activity of the company continues to be the wholesale of ladies wear to Irish retail outlets.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2014.

The following principal accounting policies have been applied:

2.2 Going concern

The directors have an expectation that the Company has adequate resources together with the wider support of the group to continue in operational existence for a period of more than 12 months from the date of approval of the financial statements. The group has confirmed its intention and ability to support the company for at least 12 months from the approval of the financial statements. Accordingly, they continue to adopt the going concern basis in preparing the report and financial statements.

Vila Clothes Limited

Notes to the Abridged Financial Statements
For the Year Ended 31 July 2025

2. Accounting policies (continued)

2.3 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is Euros.

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 profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses are presented in the Statement of Comprehensive Income.

2.4 Turnover

Turnover represents the total invoice value, excluding value added tax, of products sold during the year. The company recognises revenue when the amount of turnover can be reliably measured and it is probable that the future economic benefits will flow to the entity. This is considered to occur when the goods have been delivered to the customer.

Vila Clothes Limited

Notes to the Abridged Financial Statements
For the Year Ended 31 July 2025

2. Accounting policies (continued)

2.5 Taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the reporting 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.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

Pillar Two Income Taxes

The company recognises any Pillar Two - related tax liabilities as current tax liabilities when incurred. Current tax liabilities related to Pillar Two are measured based on the projected effective tax rate applicable in the jurisdictions where the company operates .

2.6 Debtors

Trade debtors, which generally have 30-90 day terms, are recognised and carried at the lower of their original invoiced value and recoverable amount. Where the time value of money is material, receivables are carried at amortised cost. Provision is made when there is objective evidence that the company will not be able to recover balances in full. Balances are written off when the probability of recovery is assessed as being remote.

2.7 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.

2.8 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.

Vila Clothes Limited

Notes to the Abridged Financial Statements
For the Year Ended 31 July 2025

2. Accounting policies (continued)

2.9 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in 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. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

Investments in non-derivative instruments that are equity to the issuer are measured:

- at fair value with changes recognised in the Statement of Comprehensive Income if the shares are publicly traded or their fair value can otherwise be measured reliably;
- at cost less impairment for all other investments.

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 Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

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 of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position 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.

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or income as appropriate. The company does not currently apply hedge accounting for interest rate and foreign exchange derivatives.

Vila Clothes Limited

Notes to the Abridged Financial Statements
For the Year Ended 31 July 2025

3. Judgments in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the statement of financial position date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Bad debt provision

The company provides for known bad debts and other accounts over 60 days old in line with group policy. Management judgement is required when determining the level of debt provision required.

4. Employees

The average monthly number of employees, including the directors, during the year was 3 (2024: 6).

The remuneration of directors was borne by other group companies for both years and is disclosed within its financial statements. It is not practicable to allocate such remuneration between services to this company.

5. Debtors

	2025 €	2024 €
Trade debtors	398,422	802,750
Amounts due from group undertakings (Note 9)	1,044,517	158,749
VAT receivable	-	230,848
	<u>1,442,939</u>	<u>1,192,347</u>

6. Cash and cash equivalents

	2025 €	2024 €
Cash at bank and in hand	-	134,596
Less: bank overdrafts	(11,994)	-
	<u>(11,994)</u>	<u>134,596</u>

The cash and cash equivalents noted above are held in a group in house bank.

Vila Clothes Limited

Notes to the Abridged Financial Statements
For the Year Ended 31 July 2025

7. Creditors: Amounts falling due within one year

	2025	2024
	€	€
Overdrafts owed to in house bank (Note 6)	11,994	-
Amounts owed to group undertakings (Note 9)	145,849	170,690
Amounts owed to related parties (Note 9)	-	4,557
Corporation tax	20,559	9,130
VAT	25,229	-
PAYE/PRSI	778	4,391
Accruals	68,323	33,476
	<u>272,732</u>	<u>222,244</u>

8. Share capital

	2025	2024
	€	€
Allotted, called up and fully paid		
130,000 (2024 - 130,000) Ordinary shares of €1.269738 each	165,066	165,066
	<u>165,066</u>	<u>165,066</u>

9. Related party transactions*Transactions with group companies*

In accordance with FRS102 Section 33 Related Party Transactions, the company avails of the exemption whereby subsidiaries, 100 per cent of whose voting rights are controlled within a group, do not have to disclose transactions with other group companies.

Transactions under common control

In normal course of business, the company undertakes transactions with United Broker A/S, a company related by virtue of commonality of directors and ultimate shareholders. At the year end, the company owed an amount of €Nil (2024: €4,557) to United Broker A/S relating to transport and logistics services.

Transactions with key management personnel

Compensation entitlements are identified in Directors' Emoluments, in Note 4 to the financial statements. There were no other transactions involving key management personnel other than those disclosed in Note 4.

10. Events since year end

There have been no significant events affecting the company since the year end.

Vila Clothes Limited

Notes to the Abridged Financial Statements
For the Year Ended 31 July 2025

11. Controlling party

The company's immediate parent undertaking is Vila Clothes A/S. The intermediate parent company is Bestseller A/S and the ultimate parent company is Heartland A/S. Each of these companies are incorporated in Denmark and prepare consolidated financial statements incorporating the financial statements of Vila Clothes Limited.

The ultimate parent company Heartland A/S is owned and controlled by Anders Holch Povlsen and his family.

12. Approval of financial statements

The board of directors approved these financial statements for issue on 29 January 2026.