

BORTEX GROUP HOLDINGS COMPANY LIMITED

Annual Report and Consolidated and Separate
Financial Statements
31 October 2024

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DIRECTORS, OFFICERS AND OTHER INFORMATION

Directors

Ms Karen Borg
Mr Peter Paul Borg
Ms Alexandra Borg
Mr Samuel Borg
Mr David Debono (resigned on 27 December 2024)
Ms Christine Demicoli

Company Secretary

Ms Christine Demicoli

Registered Office

St. Therese
Hughes Hallet Street
Sliema SLM 3142
Malta

Country of Incorporation

Malta

Auditors

Ernst & Young Malta Limited
Regional Business Centre
Archille Ferris Street
Msida MSD 1751
Malta

Principal bankers

Bank of Valletta p.l.c.
Corporate Finance
BOV Centre
Triq il-Kanun
Santa Venera SVR 9030
Malta

HSBC Bank Malta p.l.c.
116, Archbishop Street
Valletta VLT 1444
Malta

BNF Bank p.l.c.
Level 2, 203
Rue D'Argens
Gzira
Malta

APS Bank p.l.c.
APS Centre, Tower Street
Birkirkara BKR 4012
Malta

DIRECTORS' REPORT

The Directors present their annual report and the audited financial statements of Bortex Group Holdings Company Limited ('the Company') and its subsidiaries ('the Group') for the year ended 31 October 2024.

Principal activities

The Group's principal activities, which are unchanged since last year, are mainly the manufacture, sale and retailing of quality menswear and ladies wear, the operations of Hotel 1926 in Sliema and Palazzo Jean Parisot Boutique Suites in Valletta, real estate development and management. The Company's principal activity, which is unchanged since last year, is to act as a holding entity.

Results and dividends

The statements of profit or loss and the statements of comprehensive income are set out on pages 12 and 13, respectively. During the financial year ended 31 October 2024, the Group and the Company declared a dividend amounting to €518,000 (2023: €739,208).

Performance review of the Group

The Group reported a turnover of €23.9 million, with an EBITDA of €5.2 million and a profit before tax of €2.1 million, as detailed in the table below.

	Manufacturing, Retail & Property Management	Hospitality	Total
	€	€	€
Turnover	15,872,897	7,993,064	23,865,961
EBITDA	2,317,060	2,922,399	5,239,459
Profit before tax	1,014,122	1,120,007	2,134,129

DIRECTORS' REPORT – continued

Performance review of the Group - continued

Manufacturing, Retail and Property Management

During the financial year ended 31 October 2024, manufacturing, retail and property management operations registered a positive Adjusted EBITDA (adjusted earnings before interest, taxation, depreciation and amortization, gain from fair value of investment property and provision for impairment on inventory) of €2.3 million (2023: €2 million).

Calculation of Adjusted EBITDA for Manufacturing, Retail and Property Management segment	Reference	31 October 2024 €	31 October 2023 €
Operating profit	Note 26	1,556,435	1,102,561
Depreciation of property, plant and equipment, intangible asset and right-of-use asset	Note 26	1,026,617	969,242
Gain from fair value of investment property	Note 10	-	(565,123)
(Reversal)/Provision for impairment on inventory	Note 27	(265,992)	729,766
Reversal of provisions for stock write-off	Note 27	-	(149,493)
Reversal of provision for bad debts	Note 27	-	(142,087)
Adjusted EBITDA		2,317,060	1,944,866

Throughout this financial year, the Group has remained committed to optimizing its retail operations both in Malta and overseas. Efforts to strengthen the Gagliardi own-label proposition, alongside growth in private label, corporate, and school wear manufacturing divisions, have delivered strong results. While sales increased across most divisions, private label sales experienced a slight decline, reinforcing the resilience of the Group's diversified business model.

Retail performance saw notable improvement over the previous year. This growth was driven in part by the successful launch of a new store at The Shoreline Mall in March and the optimization of operations at Barlowes Department Store in Mercury Towers, both of which contributed positively to overall sales and profits. The remaining stores in the local portfolio also reported like-for-like sales growth.

Additionally, the Mosta project was fully completed during the year. The Bortex retail outlet there continued to register sales growth, the Gagliardi Gran Gusto coffee shop was leased to a third-party operator, and all eleven apartments were successfully rented out at rates exceeding budget projections.

Despite some variations across individual segments, overall contributions remained aligned with budget targets and prior-year figures. This demonstrates the Group's ability to adapt to shifting market conditions while maintaining operational efficiency and profitability.

Hospitality

This financial year saw the temporary closure of most of the inventory of 1926 Le Soliel, the group's largest hotel. This was due to construction works within the hotel which saw the addition of a heated rooftop pool and deck as well as state of the art fine dining restaurant. The closure was also due to the construction of the groups third hotel in a building opposite which caused some disruption to the operation. Nevertheless the hospitality sector maintained its momentum in achieving consistent revenue levels and strong operational performance across its two hotels.

DIRECTORS' REPORT – continued

Performance review of the Group - continued

Hospitality - continued

Total rooms revenue (net of commission) from 1926 Le Soleil amounted to €6.1 million, in line with the previous year's figure (2023: €6 million). However, the hotel's average occupancy stood at 80%, down from 88% in 2023, reflecting the temporary reduction in available room inventory. On a positive note, the average daily rate (ADR) increased to €139.26, compared to €126.06 in the prior year, demonstrating a stronger yield per room.

Meanwhile, 1926 Le Parisot continued to show steady growth, generating total rooms revenue (net of commission) of €0.4 million, an increase of 15% over last year. The property maintained a strong occupancy rate of 84% (2023: 87%), while its ADR saw a notable increase, reaching €216.96 compared to €185.87 in the previous year.

ADR - annualised	31 October 2024			31 October 2023		
	1926 Le Soleil	1926 Le Parisot	31 October 2024 €	1926 Le Soleil	1926 Le Parisot	31 October 2023 €
Available rooms (A)	62,220	2,562		62,050	2,555	
Occupied rooms (B)	49,743	2,147		54,894	2,213	
Occupancy % (B)/(A)	79.95%	83.8%		88.47%	86.61%	
	€	€		€	€	
Rooms Revenue (C)	6,927,389	465,823	7,393,212	6,920,046	411,326	7,331,372
Commissions	(857,560)	(54,518)	(912,078)	(905,263)	(53,101)	(958,364)
Net Rooms revenue	6,069,829	411,305	6,481,134	6,014,783	358,225	6,373,008
ADR (C)/(B)	139.26	216.96		126.06	185.87	

The hospitality segment delivered an EBITDA of €2.9 million, surpassing budget expectations by 14%. However, this result reflects a decrease from the €3.6 million recorded in the previous year. The decline in EBITDA, despite maintaining stable revenue levels, was a direct result of the inventory closure and project works over the winter months. Primarily the closure disrupted EBITDA ratios due to fixed costs carried during the same period. The Projects within the building caused an increase in maintenance costs as well as additional personnel to run the operation under difficult circumstances. Finally, the sector also felt the impact of general cost inflation across key operational areas. Looking ahead, management remains focused primarily on the continued quality enhancement across its hotels whilst optimizing cost structures and enhancing operational efficiencies to sustain profitability.

Calculation of Adjusted EBITDA for Hospitality segment	Reference	31 October 2024 €	31 October 2023 €
Operating profit	Note 26	1,922,248	2,842,933
Gain from sale of property		-	(408)
Gain from fair value of investment property	Note 10	-	(177,592)
Depreciation of property, plant and equipment and intangible asset	Note 26	1,000,151	890,983
Adjusted EBITDA		2,922,399	3,555,916

DIRECTORS' REPORT – continued

Outlook for financial year ending 2025

Manufacturing, Retail and Property Management

The Group will continue prioritizing sales growth, margin improvement, and operational efficiency to enhance profitability within the retail division. In parallel, the manufacturing segment will focus on selective, sustainable expansion, ensuring growth aligns with market demand and operational capacity.

A significant milestone will be the opening of a larger-format Bortex multi-brand store in Valletta, following the acquisition of new freehold premises. This move will free up the existing location, which will be converted into the Group's second Ralph Lauren store on the island.

Additionally, the Group remains committed to expanding and optimizing its retail portfolio both locally and internationally. This will be achieved through strategic partnerships, new store openings, and data-driven optimization of existing locations to maximize value and performance.

Looking ahead, management is dedicated to strengthening brand positioning, refining product offerings, and driving long-term growth across all divisions. By leveraging its market presence and operational expertise, the Group aims to maintain a competitive edge while adapting to evolving industry trends and consumer preferences.

Hospitality

The upcoming financial year will see the sector adding two new hotels to the 1926 collection. The spring season will welcome 1926 La Galerie, a boutique hotel in Valletta, also featuring an art gallery. This art gallery hotel will offer the same 1926 standards of quality and focus on the cultural tourism.

The summer will see the opening of 1926 Les Bains. This luxury 5 star product will offer 32 spa suites each including private in room spas, outdoor private pools or in room saunas. The hotel's Ancient Bathing spa is a first of its kind in Malta featuring various pools at different temperatures taking customers through an ancient Roman ritual.

Management is confident the addition of the two new properties, together with the recently achieved Michelin Star for its fine dining restaurant, will continue to position the 1926 collection in a unique segment in the market. It will continue to selectively seek opportunities for growth to enrich the portfolio.

Directors

During the year ended 31 October 2024, the Directors were as listed on page 1. In accordance with the Company's Articles of Association, the listed Directors presently remain in office.

Financial risk management

There are a number of financial risks that could potentially impact the activities of the Group and Company and include, but not solely, the following: credit risk, liquidity risk, and currency risk. The Group and the Company's objective in managing such risks is the creation and protection of shareholder's value. In order to manage and mitigate such risks, the Group and Company employs a number of risk management tools in its day-to-day operation. Further detail can be found under Note 5 of the financial statements.

Events after the reporting period

Dividend declaration and performance bonus approvals

On 28 February 2025, the shareholders of the Company had approved to pay the executive directors of the Group a performance bonus amounting to €128,048. On the same day, the Directors approved an interim dividend amounting to €490,850.

Outlets

Subsequent to the year-end, the Group opened a new retail outlet and acquired a new shop that is currently being renovated, within which the Group will open another retail outlet.

DIRECTORS' REPORT – continued

Statement of directors' responsibilities

The Directors are required by the Companies Act (Cap. 386 of the Laws of Malta) to prepare financial statements in accordance with International Financial Reporting Standards as adopted by the EU, which give a true and fair view of the state of affairs of the Group and Company at the end of each financial year and of the profit or loss of the Group and Company for the year then ended. In preparing the financial statements, the Directors should:

- Select suitable accounting policies and apply them consistently;
- Make judgements and estimates that are reasonable;
- Prepare the financial statements on a going concern basis, unless it is inappropriate to presume that the Group and the Company will continue in business as a going concern;
- Account for income and charges relating to the accounting period on the accruals basis;
- Value separately the components of asset and liability items; and
- Report comparative figures corresponding to those of the preceding accounting period.

The Directors are responsible for ensuring that proper accounting records are kept which disclose with reasonable accuracy at any time the financial position of the Group and Company and which enable the Directors to ensure that the financial statements comply with the Companies Act (Cap. 386 of the Laws of Malta). This responsibility includes designing, implementing and maintaining 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. The Directors are also 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.

Auditors

Ernst & Young Malta Limited have expressed their willingness to continue in office and a resolution for their re-appointment will be proposed at the Annual General Meeting.

Approved by the Board of Directors and signed on 28 February 2025 by:



MS KAREN BORG
Chairperson



MR PETER PAUL BORG
Director

INDEPENDENT AUDITOR'S REPORT

to the Shareholders of Bortex Group Holdings Company Limited

Report on the audit of the separate and consolidated financial statements

Opinion

We have audited the separate and consolidated financial statements of Bortex Group Holdings Company Limited (the "Company" and its subsidiaries the "Group"), set on pages 10 to 86, which comprise the separate and consolidated statements of financial position as at 31 October 2024, and the separate and consolidated statements of comprehensive income, the separate and consolidated statements of changes in equity and the separate and consolidated statements of cash flows for the year then ended, and notes to the separate and consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying separate and consolidated financial statements give a true and fair view of the financial position of the Company and the Group as at 31 October 2024, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU ("IFRS") and the Companies Act, Cap. 386 of the Laws of Malta (the "Companies Act").

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company and the Group in accordance with the *International Code of Ethics for Professional Accountants (including International Independence Standards)* as issued by the *International Ethics Standards Board of Accountants (IESBA Code)* together with the ethical requirements that are relevant to our audit of the financial statements in accordance with the *Accountancy Profession (Code of Ethics for Warrant Holders) Directive issued in terms of the Accountancy Profession Act, Cap. 281 of the Laws of Malta*, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the separate and consolidated financial statements and our auditor's report thereon.

Our opinion on the separate and consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon other than our reporting on other legal and regulatory requirements.

In connection with our audit of the separate and consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the separate and consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT

to the Shareholders of Bortex Group Holdings Company Limited - continued

Responsibilities of the directors for the separate and consolidated financial statements

The directors are responsible for the preparation and fair presentation of the separate and consolidated financial statements in accordance with IFRS and the requirements of the Companies Act, and for such internal control as the directors determine is necessary to enable the preparation of the separate and consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the separate and consolidated financial statements, the directors are responsible for assessing the Company's and the Group'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 Company and the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the separate and consolidated financial statements

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

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

- identify and assess the risks of material misstatement of the separate and consolidated 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 and the Group'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 and the Group'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 separate and consolidated 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 and the Group to cease to continue as a going concern.

INDEPENDENT AUDITOR'S REPORT

to the Shareholders of Bortex Group Holdings Company Limited – continued

Auditor's responsibilities for the audit of the separate and consolidated financial statements – continued

- evaluate the overall presentation, structure and content of the separate and consolidated financial statements, including the disclosures, and whether the separate and consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the separate and consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

Report on other legal and regulatory requirements

Matters on which we are required to report by the Companies Act

We are required to express an opinion as to whether the directors' report has been prepared in accordance with the applicable legal requirements. In our opinion the directors' report has been prepared in accordance with the Companies Act.

In addition, in the light of the knowledge and understanding of the Company, the Group and their environment obtained in the course of the audit, we are required to report if we have identified material misstatements in the directors' report. We have nothing to report in this regard.

We also have responsibilities under the Companies Act to report to you if in our opinion:

- proper accounting records have not been kept;
- proper returns adequate for our audit have not been received from branches not visited by us;
- the financial statements are not in agreement with the accounting records and returns;
- we have not received all the information and explanations we require for our audit.

We have nothing to report to you in respect of these responsibilities.



The partner in charge of the audit resulting in this independent auditor's report is Christopher Portelli for and on behalf of

Ernst & Young Malta Limited
Certified Public Accountants

28 February 2025

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

STATEMENTS OF FINANCIAL POSITION

As at 31 October

	Notes	Group		Company	
		2024	2023	2024	2023
		€	€	€	€
ASSETS					
Non-current assets					
Property, plant and equipment	7	49,612,606	45,929,472	-	-
Intangible assets	8	507,077	521,021	-	-
Right-of-use assets	9	6,707,212	7,343,270	-	-
Investment properties	10	6,520,338	6,044,014	-	-
Investment in subsidiaries	11	-	-	3,603,285	3,601,316
Investment in associates	12	159,582	162,614	-	-
Investment in joint venture	13	569,534	491,746	-	-
Non-current financial assets	14	257,185	191,162	6,766	6,766
Deferred tax asset	23	4,770,610	-	-	-
Total non-current assets		69,104,144	60,683,299	3,610,051	3,608,082
Current assets					
Inventories	16	12,615,358	11,820,515	-	-
Contract assets		149,521	169,605	-	-
Trade and other receivables	15	4,668,583	4,506,170	485,372	485,372
Current tax assets		2,295	1,834	4,621	4,620
Cash and cash equivalents	17	2,506,862	3,535,244	6,223	9,466
Total current assets		19,942,619	20,033,368	496,216	499,458
Total assets		89,046,763	80,716,667	4,106,267	4,107,540

STATEMENTS OF FINANCIAL POSITION – continued

		As at 31 October			
		Group		Company	
Notes	2024	2023	2024	2023	
	€	€	€	€	
EQUITY AND LIABILITIES					
Capital and reserves					
Share capital	18	46,587	46,587	46,587	46,587
Revaluation reserves	19	17,687,051	17,621,028	2,902	2,902
Other reserves	20	704,101	704,101	58,234	58,234
Retained earnings		29,737,251	23,439,924	1,759,393	1,776,287
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Capital and reserves attributable to owners of the parent		48,174,990	41,811,640	1,867,116	1,884,010
Non-controlling interests	21	36,950	22,845	-	-
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Total equity		48,211,940	41,834,485	1,867,116	1,884,010
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Non-current liabilities					
Interest-bearing loans and borrowings	22	22,741,958	20,723,318	-	-
Deferred tax liabilities	23	3,798,258	3,739,888	-	-
Other non-current liabilities		78,128	71,928	-	-
Lease liabilities	9	6,903,801	7,326,544	-	-
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Total non-current liabilities		33,522,145	31,861,678	-	-
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Current liabilities					
Trade and other payables	24	4,655,030	3,692,813	2,239,042	2,223,421
Current tax liabilities		19,547	136,104	109	109
Interest-bearing loans and borrowings	22	2,529,741	3,097,419	-	-
Lease liabilities	9	108,360	94,168	-	-
<hr/>					
Total current liabilities		7,312,678	7,020,504	2,239,151	2,223,530
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Total liabilities		40,834,823	38,882,182	2,239,151	2,223,530
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Total equity and liabilities		89,046,763	80,716,667	4,106,267	4,107,540

The notes on pages 18 to 86 are an integral part of these financial statements.

The financial statements on pages 10 to 86 were authorised for issue by the Board on 28 February 2025 and were signed on its behalf by:


MS KAREN BORG
Chairperson


MR PETER PAUL BORG
Director

STATEMENTS OF PROFIT OR LOSS

Year ended 31 October

	Notes	Group		Company	
		2024	2023	2024	2023
		€	€	€	€
Revenue	25	23,865,961	22,731,958	-	-
Cost of sales	27	(12,995,954)	(12,571,102)	-	-
Gross profit		10,870,007	10,160,856	-	-
Selling expenses and other direct expenses	27	(5,212,457)	(4,943,120)	-	-
Administrative expenses	27	(2,879,002)	(2,632,025)	(16,894)	(19,291)
Other operating income	30	559,300	1,113,853	-	-
Share of results of profit of associate and joint venture	12, 13	74,756	9,416	-	-
		(7,457,403)	(6,451,876)	(16,894)	(19,291)
Operating profit/(loss)		3,412,604	3,708,980	(16,894)	(19,291)
Investment Income	31	16,222	-	-	-
Finance loss		-	(20,648)	-	-
Finance income	32	15,586	13,236	518,000	1,137,243
Finance costs	33	(1,310,284)	(1,297,539)	-	-
Profit before income tax		2,134,128	2,404,029	501,106	1,117,952
Income tax credit/(expense)	34	4,695,399	(367,038)	-	(398,035)
Profit for the year		6,829,527	2,036,991	501,106	719,917
<i>Attributable to:</i>					
Equity holders of the company		6,816,101	2,033,178	501,106	719,917
Non-controlling interest		13,426	3,813	-	-
		6,829,527	2,036,991	501,106	719,917

The notes on pages 18 to 86 are an integral part of these financial statements.

STATEMENTS OF COMPREHENSIVE INCOME

	Notes	Year ended 31 October			
		Group		Company	
		2024	2023	2024	2023
		€	€	€	€
Profit for the year		6,829,527	2,036,991	501,106	719,917
Other comprehensive income					
<i>Items that will not be reclassified to profit or loss</i>					
Gains from changes in revaluation of land and buildings	19	-	6,396,722	-	-
Movements in deferred tax liability on revalued land and buildings	19	-	(481,255)	-	-
Net gain/(loss) on equity instruments designated at fair value through other comprehensive income	19	66,023	45,805	-	(2,256)
<i>Items that may be reclassified to profit or loss</i>					
Recycling of accumulated loss on FV OCI debt instruments to profit or loss	19	-	39,796	-	-
Exchange differences on translation of foreign operations		(95)	(844)	-	-
Total comprehensive income for the year		6,895,455	8,037,215	501,106	717,661
<i>Attributable to:</i>					
Owners of the parent		6,890,920	8,032,680	501,106	717,661
Non-controlling interests		4,535	4,535	-	-
		6,895,455	8,037,215	501,106	717,661

The notes on pages 18 to 86 are an integral part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY

Group

	Notes	Attributable to owners of the parent				Non-	Total
		Share capital	Revaluation reserves	Other reserves	Retained earnings	controlling Interests	
		€	€	€	€	€	€
Balance at 1 November 2022		46,587	11,619,960	704,101	22,142,038	18,540	34,531,226
Comprehensive income							
Profit for the year		-	-	-	2,033,178	3,813	2,036,991
Other comprehensive income:							
Gains from changes in fair value							
On revalued land and buildings		-	5,915,467	-	-	-	5,915,467
Assets at FVOCI		-	90,853	-	-	-	90,853
Transfer of FV reserve of equity instruments designated at FVOCI		-	(5,252)	-	5,252	-	-
Exchange differences on translation of foreign operations		-	-	-	(1,336)	492	(844)
Total other comprehensive income		-	6,001,068	-	3,916	492	6,005,476
Total comprehensive income for the year		46,587	17,621,028	704,101	24,179,132	22,845	42,573,693
Dividend declared	38	-	-	-	(739,208)	-	(739,208)
Balance at 31 October 2023		46,587	17,621,028	704,101	23,439,924	22,845	41,834,485
Balance at 1 November 2023		46,587	17,621,028	704,101	23,439,924	22,845	41,834,485
Comprehensive income							
Profit for the year					6,816,101	13,426	6,829,527
Other comprehensive income:							
Assets at FVOCI		-	66,023	-	-	-	66,023
Exchange differences on translation of foreign operations		-	-	-	(774)	679	(95)
Total other comprehensive income		-	66,023	-	(774)	679	65,928
Total comprehensive income for the year		46,587	17,687,051	704,101	30,255,251	36,950	48,729,940
Dividend declared	38	-	-	-	(518,000)	-	(518,000)
Balance at 31 October 2024		46,587	17,687,051	704,101	29,737,251	36,950	48,211,940

STATEMENTS OF CHANGES IN EQUITY - continued

Company	Notes	Share capital €	Revaluation reserve €	Other Reserves €	Retained earnings €	Total €
Balance at 1 November 2022		46,587	5,158	58,234	1,795,578	1,905,557
Comprehensive income						
Profit for the year		-	-	-	719,917	719,917
Other comprehensive income						
Loss from changes in fair value of financial assets at FVOCI		-	(2,256)	-	-	(2,256)
Total other comprehensive income		-	(2,256)	-	-	(2,256)
Total comprehensive income for the year		46,587	2,902	58,234	2,515,495	2,623,218
Dividend declared	38	-	-	-	(739,208)	(739,208)
Balance at 31 October 2023		46,587	2,902	58,234	1,776,287	1,884,010
Balance at 1 November 2023		46,587	2,902	58,234	1,776,287	1,884,010
Comprehensive income						
Profit for the year		-	-	-	501,106	501,106
Other comprehensive income						
		-	-	-	-	-
Total comprehensive income for the year		46,587	2,902	58,234	2,277,393	2,385,116
Dividend declared	38	-	-	-	(518,000)	(518,000)
Balance at 31 October 2024		46,587	2,902	58,234	1,759,393	1,867,116

The notes on pages 18 to 86 are an integral part of these financial statements.

STATEMENTS OF CASH FLOWS

		Year ended 31 October			
		Group		Company	
Notes	2024	2023	2024	2023	
	€	€	€	€	
Cash flows from operating activities					
Profit before tax	2,134,128	2,404,030	501,106	1,117,952	
<i>Adjustments to reconcile profit before tax to net cash flows:</i>					
Depreciation of property, plant and equipment, intangible assets and right-of-use assets	2,029,664	1,860,225	-	-	
Net movement in provisions	(265,992)	438,186	-	-	
Share in profits of associates and joint venture	(74,757)	(9,416)	-	-	
Finance income and investment income	(31,808)	(13,236)	-	-	
Dividend income	-	-	(518,000)	(1,137,243)	
Finance costs	1,310,284	1,297,539	-	-	
Loss on disposal of property, plant and equipment	27,673	-	-	-	
Loss on sale of investments	-	20,648	-	-	
Gain on revaluation of investment properties	-	(742,715)	-	-	
Operating profit/(loss) before working capital	5,129,192	5,255,261	(16,894)	(19,291)	
Movement in inventories	(528,851)	(1,411,489)	-	-	
Movement in trade and other receivables	(142,329)	372,538	-	-	
Movement in trade and other payables	1,113,038	(228,046)	15,620	17,768	
Cash flows from operating activities	5,571,050	3,988,264	(1,274)	(1,523)	
Interest received	31,808	13,236	-	-	
Dividends received	-	-	518,000	405,000	
Taxation received/(paid)	(133,858)	5,803	-	-	
Net cash flows from operating activities	5,469,000	4,007,303	516,726	403,477	
Cash flows used in investing activities					
Purchase of property, plant and equipment and intangible	(5,069,860)	(4,395,593)	-	-	
Purchase of investment properties	(771,947)	(1,140,295)	-	-	
Additional investments in joint venture	-	(459,009)	-	-	
Proceeds from sale of investment	-	799,026	-	-	
Additional investments in subsidiary	-	-	(1,969)	-	
Net cash flows used in investing activities	(5,841,807)	(5,195,871)	(1,969)	-	
Cash flows from financing activities					
Movement in bank borrowings	1,900,022	1,755,175	-	-	
Payments of lease liabilities	(133,536)	(167,023)	-	-	
Dividends paid	(518,000)	(405,000)	(518,000)	(405,000)	
Interest paid	(1,455,000)	(1,312,184)	-	-	
Net cash flows used in financing activities	(206,514)	(129,032)	(518,000)	(405,000)	
Net movement in cash and cash equivalents	(579,321)	(1,317,600)	(3,243)	(1,523)	

STATEMENTS OF CASH FLOWS – continued

		Year ended 31 October			
		Group		Company	
Notes	2024	2023	2024	2023	
	€	€	€	€	
Net movement in cash and cash equivalents	(579,321)	(1,317,600)	(3,243)	(1,523)	
Cash and cash equivalents at beginning of year	1,255,079	2,572,679	9,466	10,989	
Cash and cash equivalents at end of year	17	675,758	1,255,079	6,223	9,466

The Group and the Company engaged in the following non-cash investing and financing activities during the year:

		Year ended 31 October			
		Group		Company	
Notes	2024	2023	2024	2023	
	€	€	€	€	
Non-cash financing activities					
Dividend paid	38	-	334,208	-	334,208

The notes on pages 18 to 86 are an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

The consolidated financial statements of Bortex Group Holdings Company Limited ('the Company') and its subsidiaries (collectively, 'the Group') for the year ended 31 October 2024 were authorised for issue in accordance with a resolution of the Directors on 28 February 2025. The Company is a limited company incorporated and domiciled in Malta with its registered office is located at St. Therese, Hughes Hallet Street, Sliema in Malta.

The Group is principally engaged in the garment manufacturing, retailing and franchising industries as well as the hospitality and luxury real estate markets. Information on the Group's structure is provided in Note 2. One of the Company's subsidiary, Bortex Group Finance plc ('the Issuer') has issued public bond in December 2017, following which the proceeds were advanced to other companies within the Group to finance mainly the refurbishment and extension of Hotel 1926 and the beach club development project in Sliema, redevelopment of the Group's existing retail outlet in Mosta, the development of a plot of land in Mriehel into a mixed-use complex, part fund of opening Gagliardi retail outlets in a number of overseas territories and refinancing part of the Group's existing bank facilities.

2. BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union ('EU') and the requirements of the Companies Act (Cap. 386 of the Laws of Malta). These financial statements have been prepared on a historical cost basis, except for investment properties, land and buildings and equity financial assets through other comprehensive income (OCI) which are stated at fair value.

The preparation of financial statements in conformity with IFRSs as adopted by the EU requires the use of certain accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's and Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated and separate financial statements are disclosed in Note 6 - Critical accounting estimates and judgments.

2.1 Going concern

As at 31 October 2024, the Company's current liabilities exceeded its current assets by €1,742,936 (2023: €1,724,072). In this respect, subsidiaries have undertaken not to request repayment of amounts due to them until cash is available. Furthermore, the Company's shareholders have confirmed in writing their commitment to continue to provide financial support to the Company for the foreseeable future so as to ensure that the Company continues as going concern.

Bortex Group (comprising of the Company as the Guarantor (the 'Guarantor') and the companies listed in Note 2.2) has prepared projections for the coming 16-month period ending 28 February 2026, based on forecasts which factor in the current macro-economic environment resulting from a combination of inflation and increase in importation costs, uncertainties regarding future developments and those inherent to the specific industry in which these companies operate. These forecasts project positive cash flows for the Group throughout. At the end of the current financial year, the Group has a cash reserve of €0.675 million, together with unutilised overdraft banking facilities of around €3 million, and forecasts a cash reserve of around €2.3 million by 28 February 2026. The Directors of the Group have concluded that Bortex Group should be able to ensure that it does meet its commitments both financial and otherwise, and hence, the Group's obligations to bondholders and third parties should be met in full. In this respect, the Directors of the Group have assessed that the Group is expected to have the necessary funds to finance the payment of bond interest falling due in December 2024 (which has been already settled by the date these financial statements have been authorised for issue), in 2025 and going forward. On this basis, the Board continues to adopt the going concern basis in preparing the Group's and the Company's financial statements and considers that there are no material uncertainties which may cast doubt about the ability of the Group and the Company to continue operating as a going concern.

NOTES TO THE FINANCIAL STATEMENTS - continued

2. BASIS OF PREPARATION - continued

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 October 2024. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement(s) with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of OCI are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

These consolidated financial statements comprise the Company and its subsidiaries, namely:

	Place of business	Percentage of shares held and voting rights	
		2024 %	2023 %
Bortex Clothing Industry Company Limited	Malta	100	100
Bortex Group Finance p.l.c.	Malta	100	100
Roosendaal Hotels Limited	Malta	100	100
Roosendaal Trading Limited	Malta	100	100
1926 Gourmet Limited	Malta	100	-
Bortex Group Licensing Company Limited	Malta	100	-
Gagliardi Polska Sp. z.o.o.	Poland	75	75

During the financial year, the Group incorporated two new entities being 1926 Gourmet Limited which manages the Le GV restaurant and Bortex Group Licensing Company Limited, which owns the Bortex Fine Tailoring, Gagliardi Satoria Dal 1964, and 1926 Collection Brands.

NOTES TO THE FINANCIAL STATEMENTS - continued

3. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

3.1 Standards, interpretations and amendments to published standards endorsed by the European Union effective in the current year

The accounting policies adopted are consistent with those of the previous financial year, except for the following amendments to IFRS effective during the year:

- Amendments to IFRS 17 *Insurance Contracts*: Initial Application of IFRS 17 and IFRS 9 – Comparative Information (issued on 9 December 2021) (effective for financial year beginning on or after 1 January 2023)
- Amendments to IAS 12 *Income Taxes*: Deferred Tax related to Assets and Liabilities arising from a Single Transaction (issued on 7 May 2021) (effective for financial year beginning on or after 1 January 2023)
- Amendments to IAS 1 *Presentation of Financial Statements* and IFRS Practice Statement 2: Disclosure of Accounting policies (issued on 12 February 2021) (effective for financial year beginning on or after 1 January 2023)
- Amendments to IAS 8 Accounting policies, Changes in *Accounting Estimates and Errors*: Definition of Accounting Estimates (issued on 12 February 2021) (effective for financial year beginning on or after 1 January 2023)
- Amendments to IFRS 17 *Insurance Contracts* (issued on 18 May 2017); including Amendments to IFRS 17 (issued on 25 June 2020) (effective for financial year beginning on or after 1 January 2023)
- Amendments to IAS 12 *Income Taxes*: International Tax Reform – Pillar Two Model Rules (issued on 23 May 2023) (effective for financial year beginning on or after 1 January 2023)

Apart from the below, the changes resulting from the above standards, interpretations and amendments will not have a material effect on the financial statements of the Group and the Company.

Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting Policies

The amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgements provide guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting disclosures. The amendments impacted the Group's disclosures of accounting policies, but not the measurement, recognition or presentation of any items in the Group's financial statements.

NOTES TO THE FINANCIAL STATEMENTS - continued

3. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES – continued

3.1 Standards, interpretations and amendments to published standards endorsed by the European Union effective in the current year - continued

Amendments to IAS 12: Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendments to IAS 12 *Income Tax* narrow the scope of the initial recognition exception, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases and decommissioning liabilities.

The amendments had no impact on the Group's consolidated financial statements.

International Tax Reform – Pillar two Model Rules – Amendments to IAS 12

The amendments to IAS 12 have been introduced in response to the OECD's BEPS Pillar Two rules and include:

- A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and
- Disclosure requirements for affected entities to help users of the financial statements better understand and entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

The mandatory temporary exception – the use of which is required to be disclosed – applies immediately. The remaining disclosure requirements apply for annual reporting periods beginning on or after 1 January 2023, but not for any interim periods ending on or before 31 December 2023.

The amendments are not in scope for the Group and the Company as the Group is mainly incorporated and domiciled in Malta, thus the Group is not in scope of the Pillar Two model rules.

3.2 Standards, interpretations and amendments to published standards as adopted by the EU which are not yet effective

Up to date of approval of these financial statements, certain new standards, amendments and interpretations to existing standards have been published but which are not yet effective for the current reporting year and which the Company has not early adopted but plans to adopt upon their effective date. The new and amended standards follow:

- Amendments to IAS 7 *Statement of Cash Flows* and IFRS 7 *Financial Instruments: Disclosures: Supplier Finance Arrangements* (issued on 25 May 2023) (effective for financial year beginning on or after 1 January 2024)
- Amendments to IFRS 16 *Leases: Lease Liability in a Sale and Leaseback* (issued on 22 September 2022) (effective for financial year beginning on or after 1 January 2024)
- Amendments to IAS 21 *The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability* (issued on 15 August 2023) (effective for financial year beginning on or after 1 January 2025)
- Amendments to IAS 1 *Presentation of Financial Statements:*
 - Classification of Liabilities as Current or Non-current (issued on 23 January 2020)
 - Classification of Liabilities as Current or Non-current - Deferral of Effective Date (issued on 15 July 2020); and
 - Non-current Liabilities with Covenants (issued on 31 October 2022) (effective for financial year beginning on or after 1 January 2024)

The changes resulting from these standards, interpretations, and amendments are not expected to have a material effect on the financial statements of the Group and the Company.

NOTES TO THE FINANCIAL STATEMENTS - continued

3. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES – continued

3.3 Standards, interpretations and amendments that are not yet endorsed by the European Union

These are as follows:

- IFRS 19 *Subsidiaries without Public Accountability: Disclosures* (issued on 9 May 2024) (effective for financial year beginning on or after 1 January 2027)
- IFRS 18 *Presentation and Disclosure in Financial Statements* (issued on 9 April 2024) (effective for financial year beginning on or after 1 January 2027)
- Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7 *Contracts Referencing Nature-dependent Electricity* (issued on 18 December 2024) (effective for financial year beginning on or after 1 January 2026)
- Annual Improvements Volume 11 (issued on 18 July 2024) (effective for financial year beginning on or after 1 January 2026)
- Amendments to Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7 *Classification and Measurement of Financial Instruments* (issued on 30 May 2024) (effective for financial year beginning on or after 1 January 2026)

The Group and the Company are still assessing the impact that these new standards will have on the financial statements.

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES

4.1 Foreign currency translation

(a) Functional and presentation currency

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

(b) Transactions and balances

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

(c) Group companies

The results and financial position of all the Group entities (none of which have the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the end of each reporting period;
- (ii) income and expenses for the statement of profit or loss are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognised directly in other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS - continued

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES - continued

4.2 Property, Plant and Equipment

Construction in progress is stated at cost, net of accumulated impairment loss. All property, plant and equipment is initially recorded at cost. Land and buildings are subsequently measured at fair value, based on valuations by external independent valuers, less subsequent depreciation for buildings. Valuations are performed with sufficient regularity to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset, and the net amount is restated to the revalued amount of the asset. All other property, plant and equipment is stated at historical cost less depreciation and impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the items. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset.

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

Increases in the carrying amount arising on revaluation of land and buildings are credited to other comprehensive income and presented as revaluation reserves in shareholders' equity. Decreases that offset previous increases of the same asset are charged in other comprehensive income and debited against revaluation reserves directly in equity; all other decreases are charged to the profit or loss.

Depreciation is calculated using the straight-line method to allocate their cost or revalued amounts to their residual values over their estimated useful lives, as follows:

	%
Buildings	1 - 16.67
Leasehold improvements	2 - 33.33
Plant and equipment	7 - 33.33
Furniture, fixtures, fittings and soft furnishings	5 - 25
Motor vehicles	13 - 20

Freehold land is not depreciated as it is deemed to have an indefinite life. Assets in the course of construction are not depreciated.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

NOTES TO THE FINANCIAL STATEMENTS - continued

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES - continued

4.3 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

The Group assess the useful lives of intangible assets as finite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit or loss in the expense category that is consistent with the function of the intangible assets.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss.

A summary of the policies applied to the Group's intangible assets is as follows:

	Software
Useful lives	10 years
Amortisation method used	Amortised on a straight-line basis
Internally generated or acquired	Acquired

4.4 Investment properties

Investment property comprises completed property to earn rentals or for capital appreciation or both.

Investment properties, principally comprising freehold office buildings and retail outlets, are held for long-term rental yields or for capital appreciation or both and are not occupied by the Group.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the reporting date. Gain or losses arising from changes in the fair values of investment properties are included in profit or loss in the period in which they arise, including the corresponding tax effect. Fair values are determined based on valuation performed by an accredited external independent valuer applying a valuation model recommended by the International Valuation Standards Committee.

Transfers are made to (or from) investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

NOTES TO THE FINANCIAL STATEMENTS - continued

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES - continued

4.5 Investments in subsidiaries

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

Company

Investments in subsidiaries are initially recognised at cost, being the fair value of the consideration given, including transaction costs associated with the investment. These are subsequently carried at cost less accumulated impairment.

4.6 Investment in associate and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The considerations made in determining significant influence or joint control are similar to those necessary to determine control over subsidiaries. The Group's investment in its associate and joint venture are accounted for using the equity method.

Under the equity method, the investment in an associate or a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is not tested for impairment separately. Distributions received from an investee reduce the carrying amount of the investment.

The statement of profit or loss reflects the Group's share of the results of operations of the associate or joint venture. Unrealised gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

The aggregate of the Group's share of profit or loss of an associate and a joint venture is presented on the face of the statement of profit or loss within operating profit and represents profit or loss after tax and non-controlling interests in the subsidiaries of the associate or joint venture. The financial statements of the associate and joint venture are not prepared for the same reporting period as the Group. In fact, these are drawn up for the year ended 31 December 2024 in line with the statutory requirement of that associate and joint venture. However, the effect on the Group's profit or loss is not deemed to be material. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

NOTES TO THE FINANCIAL STATEMENTS - continued

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES - continued

4.6 Investment in associates and joint venture- continued

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, and then recognises the loss within 'Share of profit of an associate' in the statement of profit or loss.

4.7 Impairment of non-financial assets including goodwill

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Goodwill is tested for impairment annually as at 31 October and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Other assets are tested for impairment whenever there is an indication that an asset may be impacted. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

4.8 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, and subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's and Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group and Company has applied the practical expedient, the Group and Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Practical expedient for short-term advances received from customers, is the promised amount of consideration is not adjusted for the effects of a significant financing component if the period between the transfer of the promised goods or service and the payment is one year or less.

NOTES TO THE FINANCIAL STATEMENTS - continued

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES - continued

4.8 Financial instruments - continued

i. Financial assets - continued

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI (debt instruments), it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refer to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- i. Financial assets at amortised cost (debt instruments)
- ii. Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- iii. Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- iv. Financial assets at fair value through profit or loss

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost (debt instruments) are the most relevant to the Group and the Company. The Group and the Company measure financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. Interest income from debt instruments is included under finance income in the statement of profit or loss.

The Group's and the Company's debt instruments at amortised cost include loans to related parties, trade and other receivables, cash and cash equivalents and term placements with banks which are classified under this category.

NOTES TO THE FINANCIAL STATEMENTS - continued

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES - continued

4.8 Financial instruments - continued

Financial assets at fair value through OCI (equity instruments)

Upon initial recognition, the Group and Company can elect to classify irrevocably its investment in equity instruments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized as finance income in the statement of profit or loss when the right of payment has been established, except when the Group and Company benefit from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment. The Group and Company hold listed equities as disclosed in Note 14.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Group and Company have transferred its rights to receive cash flows from the asset or have assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group and Company have transferred substantially all the risks and rewards of the asset, or (b) the Group and Company has neither transferred nor retained substantially all the risks and rewards of the asset but have transferred control of the asset.

When the Group and Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group and Company continues to recognise the transferred asset to the extent of its continuing involvement.

ii. Impairment

The Group and the Company recognise an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group and the Company expect to receive, discounted at an approximation of the original effective interest rate.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

NOTES TO THE FINANCIAL STATEMENTS – continued

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES – continued

4.8 Financial instruments – continued

ii. *Impairment* - continued

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

iii. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's and Company's financial liabilities include interest-bearing loans and borrowings, debt securities in issue and trade and other payables.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

The only relevant category for the Group and the Company is financial liabilities at amortised cost.

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

This category generally applies to interest-bearing loans and borrowings, debt securities in issue and trade and other payables.

NOTES TO THE FINANCIAL STATEMENTS - continued

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES - continued

4.8 Financial instruments - continued

Financial liabilities at amortised cost (loans and borrowings) - continued

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

4.9 Fair value measurement

The Group measures financial instrument such as equity financial assets and non-financial assets such as land and buildings and investment properties, at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

NOTES TO THE FINANCIAL STATEMENTS - continued

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES - continued

4.9 Fair value measurement - continued

For assets and liabilities that are recognised in the financial statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as investment properties and land and building. Involvement of external valuers is determined annually by the Group's management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

4.10 Inventories

(a) Goods held in relation to hotel operations and for resale

Inventories are stated at the lower of cost and net realisable value (NRV). The cost of inventories is determined by the weighted average cost method. The cost of inventories comprises the invoiced value of finished goods bought from third parties which includes transport and handling costs. Whilst the costs of goods manufactured comprises the cost of the raw materials used and the cost invoiced by the sub-contractors for manufacturing the garments which includes labour costs and overhead. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses. Provision is made where necessary for obsolete, slow-moving and defective stock.

(b) Property held for development and resale

Property acquired or being constructed for sale in the ordinary course of business, rather than to be held for rental or capital appreciation, is held as inventory property and is measured at the lower of cost and NRV.

Principally, this is residential property that the Group develops and intends to sell on completion of development. Cost incurred in bringing each property to its present location and conditions includes:

- Freehold and leasehold rights for land;
- Amounts paid to contractors for development; and
- Planning and design costs, costs of site preparation, professional fees for legal services, property transfer taxes, development overheads and other related costs.

NRV is the estimated selling price in the ordinary course of the business, based on market prices at the reporting date, less estimated costs of completion and the estimated costs necessary to make the sale. When an inventory property is sold, the carrying amount of the property is recognised as an expense in the period in which the related revenue is recognised. The carrying amount of inventory property recognised in profit or loss is determined with reference to the directly attributable costs incurred on the property sold and an allocation of any other related costs based on the relative size of the property sold.

4.11 Cash and cash equivalents

Cash and cash equivalents are carried in the statement of financial position at cost. In the statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks, and net of outstanding bank overdrafts, as they are considered an integral part of the Group's cash management. Bank overdrafts are presented within borrowings in current liabilities.

4.12 Share capital

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

NOTES TO THE FINANCIAL STATEMENTS - continued

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES - continued

4.13 Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. In assessing the recoverability of deferred tax assets, the Group relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

NOTES TO THE FINANCIAL STATEMENTS - continued

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES - continued

4.13 Taxes - continued

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognised in profit or loss.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Sales tax

Expenses and assets are recognised net of the amount of sales tax, except:

- When the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of sales tax included.

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

4.14 Revenue recognition

The Group is in the business of manufacturing and selling garments and other related items and providing services within the hospitality industry, including sale of properties.

Revenue from contracts with customers is recognised when control of the goods or services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods and services. The Group has concluded that it is the principal in its revenue arrangements because it controls the goods or services before transferring them to the customer. Revenue is recorded net of value-added tax and discounts to customers are recognised as a reduction in revenue.

The Group measures revenue on a basis that reflects the amount of consideration that it expects to be entitled to; this measurement of revenue is however limited to amounts to which the Group has enforceable rights, and it excludes amounts collected on behalf of third parties.

Revenue is recognised when the Group satisfies a performance obligation, which occurs when it transfers control of a promised good or service to a customer. Control of a promised good or service is transferred to a customer when the customer is able to direct the use of the promised good or service. A performance obligation is satisfied at a point in time unless it meets certain criteria that indicate that it is satisfied over time.

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale, the Group considers the effects of variable consideration, the existence of financing components, non-cash consideration and consideration payable to the customer (if any).

NOTES TO THE FINANCIAL STATEMENTS - continued

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES - continued

4.14 Revenue recognition - continued

The main performance obligation is to provide hospitality and leisure services as and when customers make use of the services and buy goods. The transaction price follows a fee structure which is known at the date of booking or consumption of service or at the date of the sale and thus no significant estimates are required in this respect.

Management has determined that none of the Group's contracts with customers contain a significant financing component as the period between the recognition of revenue and the payment due date is of less than one year. Consequently, the Group applies the practical expedient for short-term advances received from customers. That is, the promised amount of consideration is not adjusted for the effects of a significant financing component if the period between the transfer of the promised good or service and the payment is one year or less.

Revenue mainly represents income earned from accommodation, catering, sale of goods and property. Revenue from accommodation is recognized over time whereas revenue from retail sales is recognized at a point in time.

Sales of goods - retail

The Group sells goods on a retail basis relating to clothing and other related items from the Group's owned or leased outlets. Sales of goods are recognised when the Group has delivered products to the customer and there are no unfulfilled obligations that could affect the customer's acceptance of the products. Delivery does not occur until the risks of obsolescence and loss have been transferred to the customer and the customer has accepted the products.

The goods are a distinct performance obligation and the charged amounts to customers represented the goods' stand-alone selling prices. These obligations are fulfilled at a point in time when they are provided to the customers.

It is the Group's policy to sell its products to the retail customer with a right to return within 30 days from the date of purchase. Deferring income in relation to gift card redemptions is estimated on the basis of historical redemption rates.

Sale of Goods – customer loyalty programme

The Group operates a loyalty programme where retail customers accumulate points for purchases made which entitles them to discount on future purchases. The loyalty points give rise to a separate performance obligation as they provide a material right to the customer.

A portion of the transaction price is allocated to the loyalty points awarded to customers based on relative stand-alone selling price and recognised as a contract liability until the points are redeemed. Revenue is recognised upon redemption of products by the customer.

When estimating the stand-alone selling price of the loyalty points, the Group considers the likelihood that the customer will redeem the points. The Group update its estimates of the points that will be redeemed on an annual basis and any adjustments to the contract liability are charged against revenue.

Sales of goods and services

Accommodation and catering revenue correspond to all the revenues received from guests by owned hotels. The services rendered (including room rentals and other ancillary services) are distinct performance obligation, for which prices of invoices to the guest are representative of their stand-alone selling prices. These obligations are fulfilled over time when they relate to room rentals, along the stay in the hotel, and at a point in time for other goods or services, when they have been delivered or rendered.

NOTES TO THE FINANCIAL STATEMENTS - continued

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES - continued

4.14 Revenue recognition – continued

Property for development and resale

The Group enters into contracts with customers to sell property that are completed. The sale of completed property constitutes a single performance obligation and the Group has determined that this is satisfied at the point in time when control transfers. For unconditional exchange of contracts, this generally occurs when legal title transfers to the customers. For conditional exchanges, this generally occurs when all significant conditions are satisfied. Payments are received when legal title transfers which is usually upon the date when the contracts are signed.

For some contracts involving the sale of property, the Group is entitled to receive an initial deposit. This is not considered a significant financing component because it is for reasons other than the provision of financing to the Group. The initial deposits are used to protect the Group from the other party failing to adequately complete some or all of its obligations under the contract. Such amounts are accounted as contract liabilities in the statement of financial position. The Group has determined that contracts including the sale of completed property do not contain significant financing components. In addition, there is no non-cash consideration or consideration payable to customers.

Customer contract assets and liabilities

The timing of revenue recognition may differ from customer invoicing. Trade receivables presented in the statement of financial position represent an unconditional right to receive consideration (primarily cash), i.e. the services and goods promised to the customer have been transferred.

By contrast, contract assets mainly refer to amounts allocated per IFRS 15, Revenue from contracts with customers, as compensation for goods or services provided to customers for which the right to collect payment is subject to providing other services or goods under that same contract. Contract assets, like trade receivables, are subject to impairment for credit risk in line with the expected credit loss model. The recoverability of contract assets is also verified, especially to cover the risk of impairment should the contract be interrupted. Contract liabilities represent amounts paid by customers before receiving the goods and/or services promised in the contract. This is typically the case for advances received from customers or amounts invoiced and paid for goods or services not transferred yet.

Principal versus agent considerations

When more than one party is involved in providing goods or services to a customer, the standard requests the Group to determine whether it is a principal or an agent in these transactions by evaluating the nature of its promise to the customer. The Group is a principal (and, therefore records revenue on a gross basis) if it controls a promised good or service before transferring that good or service to the customer. The Group is an agent (and, therefore records as revenue the net amount that it retains for its agency services) if its role is to arrange for another entity to provide the goods or services.

After the Group determine whether it is the principal or the agent and the amount of gross or net revenue that would be recognised, the Group recognises revenue when or as it satisfies its performance obligation. The Group satisfies its performance obligation by transferring control of the specified good or service underlying the performance obligation, either at a point in time or over time. This means that the principal would recognise revenue when (or as) it transfers the specified good or service to the customer. An agent would recognise revenue when its performance obligation to arrange for the specified good or service is complete.

NOTES TO THE FINANCIAL STATEMENTS - continued

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES - continued

4.14 Revenue recognition – continued

Dividend income

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

Other operating income

Other operating income is recognised on an accrual basis unless collectability is in doubt.

Interest income

Interest income is recognised for all interest-bearing instruments on a time-proportion basis using the effective interest method.

4.15 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. Depreciation charged varies from 10 to 65 years.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment.

NOTES TO THE FINANCIAL STATEMENTS - continued

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES - continued

4.15 Leases – continued

ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset).

If the modification decreases the scope of the lease, such as a change that reduces the total leased space or shortens the lease term, the lessee remeasures the lease liability and reduces the right-of-use asset to reflect the partial or full termination of the lease. Any difference between those two adjustments is recognised in profit or loss at the effective date of the modification.

For all other modifications, the lessee recognises the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset, without affecting profit or loss.

The Group's lease liabilities are included in Note 9, Leases.

iii) Short-term leases

The Group applied the short-term lease recognition exemption to its short-term leases (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

Group as a lessor

Lessors shall classify each lease as an operating lease or a finance lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Otherwise, a lease is classified as an operating lease. The Group does not have any finance lease (Note 9). Under an operating lease, rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

NOTES TO THE FINANCIAL STATEMENTS - continued

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES - continued

4.16 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received, and the Group will comply with all attached conditions. Government grants related to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs they are intended to compensate. Government grants related to assets, i.e., in respect of the purchase of property, plant and equipment, are included in liabilities as deferred government grants, and are credited to profit or loss on a straight-line basis over the expected lives of the related assets, presented within 'Other operating income'. Grants related to income are presented as a deduction in reporting the related expense.

4.17 Provisions

Provisions are recognised when the Group and the Company have a present obligation as a result of a past event, and a reliable estimate can be made of the amount of the obligation. Provisions are measured at management's best estimate of the expenditure required to settle the present obligation at the financial reporting date and are discounted to present value when the effect is material. Provisions are reviewed each financial reporting date and adjusted to reflect the current best estimate.

4.18 Related parties

A related party is defined as a person or an entity that is related to the entity that is preparing its financial statements. Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control, and common significant influence and related parties may be individuals or corporate entities. Related party loan and other receivables are carried at cost, net of any impairment charge whereas liabilities due to related parties are initially at fair value and subsequently at amortised cost.

4.19 Employee benefits

The Group contributes towards the state pension in accordance with local legislation. The only obligation of the Group is to make the required contributions. Costs are expensed in the period in which they are incurred.

4.20 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

NOTES TO THE FINANCIAL STATEMENTS - continued

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES - continued

4.21 Financial Guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

If not measured as a financial liability at FVTPL and if not arising from a transfer of a financial asset, financial guarantee contracts issued by the Group and the Company are subsequently measured at the higher of the following:

- a) the amount of the loss allowance determined in accordance with IFRS 9; and
- b) the amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with the revenue recognition policies. In the case of financial guarantee contracts, the maximum exposure to credit risk is the maximum amount the entity could have to pay if the guarantee is called on.

5. FINANCIAL RISK MANAGEMENT

5.1 Financial risk factors

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

(a) *Market risk*

(i) *Foreign exchange risk*

Currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency). The Group is also exposed on the carrying amount of payables, and receivables denominated in foreign currencies at the end of the reporting period. The main currency giving rise to this risk is the Great British Pound (GBP).

The risk arising from foreign currency transactions is managed by regular monitoring of the relevant exchange rates and management's reaction to material movements thereto.

NOTES TO THE FINANCIAL STATEMENTS - continued

5. FINANCIAL RISK MANAGEMENT - continued

5.1 Financial risk factors – continued

(a) *Market risk - continued*

(i) *Foreign exchange risk - continued*

Foreign currency sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in Great British Pound, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities. An increase of 5% means that the foreign currency appreciates over Euro.

	Change in GBP	Effect on profit before tax €
2024	+/- 5 %	+/- 173
2023	+/- 5%	+/- 3,641

(ii) *Price risk*

The Group's and the Company's listed equity investments are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Group manages the equity price risk through diversification and by placing limits on individual and total equity instruments and business sectors of investees. The Group's and the Company's equity investments are all listed on a regulated market.

At reporting date, the exposure to equity investments at fair value was €257,185 (2023: €191,162). If market prices had been 5% higher/lower with all other variables held constant, the increase/decrease in the Group's equity for the year would have been +/- €12,859 (2023: +/- €9,558). In practise, the actual trading results may differ from the sensitivity analysis and the difference could be material.

(iii) *Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank borrowing with floating interest rates.

The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate borrowings. The interest rates on the borrowings are disclosed in Note 22 to these financial statements.

NOTES TO THE FINANCIAL STATEMENTS - continued

5. FINANCIAL RISK MANAGEMENT - continued

5.1 Financial risk factors - continued

(a) Market risk – continued

(iii) Interest rate risk – continued

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected, with all other variables held constant, of the Group's profit before tax.

	Increase/decrease in basis points	Effect on profit before tax €
2024	+/- 100	+/- 103,657
2023	+/- 250	+/- 211,516

(b) Credit risk

Credit risk arises from loans receivable to related parties, cash and cash equivalents, as well as credit exposures to customers, including outstanding receivables and committed transactions. The Group's exposures to credit risk are analysed as follows:

	Group		Company	
	2024	2023	2024	2023
	€	€	€	€
Financial assets measured at amortised cost:				
Trade and other receivables (Note 15)	3,443,209	3,091,413	485,372	485,372
Loan receivable from joint venture (Note 15)	300,000	250,000	-	-
Contract assets	149,521	169,605	-	-
Cash and cash equivalents (Note 17)	2,506,862	3,535,244	6,223	9,466
	6,399,592	7,046,262	491,595	494,838
<i>Undrawn commitments</i>				
	2024	2023	2024	2023
	€	€	€	€
Loans to joint venture (Note 15)	200,000	250,000	-	-

The maximum exposure to credit risk at the end of reporting period in respect of the financial assets mentioned above is equivalent to their carrying amount as disclosed in the respective notes to the financial statements. The Group does not hold any significant collateral as security in this respect which are secured by properties. The figures disclosed in the table above in respect of trade and other receivables exclude prepayments and indirect taxation.

NOTES TO THE FINANCIAL STATEMENTS - continued

5. FINANCIAL RISK MANAGEMENT - continued

5.1 Financial risk factors - continued

(b) Credit risk - continued

Cash and cash equivalents and term deposits with financial institutions

Credit risk with respect to the cash at bank is limited due to the fact that the Group banks only with local financial institutions with high quality standing. In fact, the majority of the cash is held with a bank having a BBB- (2023: BBB-) short term credit rating.

Loans receivables to associate and joint venture

The Group's loans receivable included loans granted to associates and joint venture (Note 15). The Group monitors credit exposures with the associate and joint venture at an individual entity level on a regular basis and ensures timely performance of these assets in the context of overall Group liquidity management. The Group assesses the credit quality of the associate and joint venture taking into account financial position, performance and other factors. The Group takes cognisance of the relationship with the associate and joint venture and management determined that ECL is not material and are in stage 1 i.e., there has not been a significant increase in credit risk since initial recognition.

The Group's credit risk arising from these receivables is considered limited as there are no other indications that the related parties are unable to meet their obligation.

Trade receivables and contract assets

The Group assesses the credit quality of its customers taking into account financial position, past experience and other factors such as forward looking, including forecasted economic conditions (such as GDP, inflation, increase in importation cost) information specific to the debtors and the economic environment. It has policies in place to ensure that sales of products and services are affected to customers with an appropriate credit history in the case of credit sales. Sales to retail customers are affected in cash.

Standard credit terms are in place for individual clients, however, wherever possible, new corporate customers are analysed individually for creditworthiness before the Group's standard payment and service delivery terms and conditions are offered.

In view of nature of the Group's activities and the market in which it operates, a limited number of customers account for a certain percentage of the Group's trade receivables which as at year end it represented 2.0% (2023: 1.4%) of the Group's total assets. Whilst no individual customer or group of dependent customers is considered by management as a significant concentration of credit risk with respect to trade receivables, these exposures are monitored and reported more frequently and rigorously. These customers trade frequently with the Group and are deemed by management to have positive credit standing, usually taking cognisance of the performance history without defaults.

The Group manages credit limits and exposures actively in a practicable manner such that past due amounts receivable from customers are within contractual terms. The Group's trade and other receivables, which are not impaired financial assets, are principally debts in respect of transactions with customers for whom there is not recent history of default.

NOTES TO THE FINANCIAL STATEMENTS - continued

5. FINANCIAL RISK MANAGEMENT - continued

5.1 Financial risk factors - continued

(b) Credit risk - continued

Impairment of trade receivables and contract assets

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

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. Contract assets have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for contract assets.

The expected loss rates are based on the payment profiles of sales over a period of time before the reporting date and the corresponding historical credit losses experienced within this period. Credit loss allowances also include specific provisions against credit impaired individual exposures with the amount of the provisions being equivalent to the balances attributable to credit impaired receivables.

The expected loss allowance as at 31 October 2024 and 2023 for trade receivables was determined to be around 1% of the credit sales generated from the wholesale revenue (Note 25) for the respective financial year.

The expected loss rates also reflect the fact that a 100% loss rate is triggered for receivables which are past due by 365 days or more.

The Group established an allowance for impairment that represented its estimate of expected credit losses in respect of trade receivables. The individually credit impaired trade receivables mainly relate to a number of independent customers which are in unexpectedly difficult economic situations and which are accordingly not meeting repayment obligations. Hence, credit loss allowances in respect of credit impaired balances with corporate trade customers relate to entities which are in adverse trading and operational circumstances. Reversals of credit loss allowances of credit impaired receivables arise in those situations where customers recover from unfavourable circumstances and accordingly start meeting repayment obligations. The Group does not hold any collateral as security in respect of the credit impaired assets.

Trade receivables and contract assets are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than a year past due.

Credit losses on trade receivables and contract assets are presented as net expected credit losses and other impairment charges which are presented in the statement of profit or loss within the administration expenses. Subsequent recoveries of amounts written off are credited against the same line item.

NOTES TO THE FINANCIAL STATEMENTS - continued

5. FINANCIAL RISK MANAGEMENT – continued

5.1 Financial risk factors – continued

(b) Credit risk - continued

Ageing analysis of trade receivables

As at 31 October 2024, trade receivables of €842,477 (2023: €441,223) were past due but not credit impaired. Such past due debtors comprise mainly debts which were still due past the respective credit terms, together with those debts allocated to the over 90 days past due category where no repayment terms have been formalised with the debtors. These past due debtors mainly relate to a number of independent customers for whom there is no recent history of default. Whilst a limited number of customers account for a certain percentage of the Group's past due debts, management has not identified any major concerns with respect to concentration of credit risk.

Categorisation of receivables as past due is determined by the Group on the basis of the nature of the credit terms in place and credit arrangements actually utilised in managing exposures with customers. At 31 October 2024 and 2023, the Group's past due but not impaired receivables and the carrying amount of trade receivables that would otherwise be past due or credit impaired whose terms have been renegotiated, did not result in material amounts and the Group did not recognise any additional impairment on trade receivables during financial year 2024 and 2023.

Set out below is the information about the credit risk exposure on the Group's trade receivables and contract assets using a provision matrix:

31 October 2024		Trade receivables					
		Days past due					
Contract assets	Current	<30 days	30–60 days	61–90 days	>91 days	Total	
€	€	€	€	€	€	€	
Estimated total gross carrying amount	149,521	276,770	198,272	194,601	328,266	121,338	1,119,247
31 October 2023		Trade receivables					
		Days past due					
Contract assets	Current	<30 days	30–60 days	61–90 days	>91 days	Total	
€	€	€	€	€	€	€	
Estimated total gross carrying amount	169,605	405,332	118,995	55,499	59,098	207,631	846,555

Financial Guarantee

As disclosed in Note 22, the Company has provided a corporate guarantee in favour of the bondholders for the repayment of the bonds and interest thereon, pursuant to and subject to the terms and conditions in the prospectus. As disclosed in Note 2, management has carried out an assessment on the loans receivable provided by the Issuer to other related parties which has been quantified as immaterial. Therefore, the financial guarantee in the Company is deemed not to be material.

NOTES TO THE FINANCIAL STATEMENTS - continued

5. FINANCIAL RISK MANAGEMENT – continued

5.1 Financial risk factors – continued

(c) Liquidity risk

The Group is exposed to liquidity risk in relation to meeting future obligations associated with its financial liabilities, which comprise borrowings (Note 22) and trade and other payables (Note 24). Prudent liquidity risk management includes maintaining sufficient cash and committed credit lines to ensure the availability of an adequate amount of funding to meet the Group's obligations.

Management monitors liquidity risk by reviewing expected cash flows and ensures that no additional financing facilities are expected to be required over the coming year. The Group's liquidity risk is actively managed taking cognisance of the matching of cash inflows and outflows arising from expected maturities of financial instruments, together with the Group's committed bank borrowing facilities and other related party financing that it can access to meet liquidity needs. As disclosed in Note 22, the Group had an unutilised banking facility amounting to €10 million (2023: €9 million).

In this respect management does not consider liquidity risk to the Group as significant taking into account the liquidity management process referred to above.

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

Group	Less than 1 year €	Between 1 and 2 years €	Between 2 and 5 years €	Over 5 years €	Total €
At 31 October 2024					
Lease liabilities	443,638	456,995	1,408,059	11,541,596	13,850,288
Bank borrowings	992,978	1,312,549	3,923,074	6,038,008	12,266,609
Debt securities in issue	478,125	478,125	13,228,125	-	14,184,375
Borrowings from related parties	31,667	31,667	95,001	253,331	411,666
Trade and other payables	4,655,030	-	-	-	4,655,030
	6,601,438	2,279,336	18,654,259	17,832,935	45,367,968

NOTES TO THE FINANCIAL STATEMENTS - continued

5. FINANCIAL RISK MANAGEMENT – continued

5.1 Financial risk factors – continued

(c) Liquidity risk – continued

Group	Less than 1 year €	Between 1 and 2 years €	Between 2 and 5 years €	Over 5 years €	Total €
At 31 October 2023					
Lease liabilities	441,990	458,307	1,436,822	12,245,203	14,582,322
Bank borrowings	1,069,159	1,069,281	2,618,334	3,492,493	8,249,267
Debt securities in issue	478,125	478,125	13,706,250	-	14,662,500
Borrowings from related parties	31,667	31,667	95,001	285,003	443,338
Trade and other payables	3,743,490	-	-	-	3,743,490
	5,764,431	2,037,380	17,856,407	16,022,699	41,680,917

The Group's and the Company's trade and other payables are entirely repayable within one year from the end of the reporting date.

5.2 Capital risk management

For the purpose of the Group's capital management, capital includes issued capital, and all other equity reserves attributable to the equity holders of the parent. The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure the Group and the Company may adjust the number of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

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

The aggregated figures in respect of the Group's equity and borrowings are reflected below:

	2024 €	2023 €
Total borrowings	25,271,700	23,820,737
Less: cash and cash equivalents	(2,506,862)	(3,535,244)
Net debt	22,764,838	20,285,493
Total equity	48,211,940	41,834,485
Total capital	70,976,778	62,119,978
Net debt/total capital	32%	33%

NOTES TO THE FINANCIAL STATEMENTS - continued

5. FINANCIAL RISK MANAGEMENT – continued

5.2 Capital risk management – continued

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

5.3 Fair values of financial instruments

The Group is required to disclose for financial instruments that are measured in the statement of financial position at fair value, fair value measurements by level of the following fair value measurement hierarchy:

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

The fair value of the Group's and the Company's financial assets at FVOCI as at 31 October 2024 and 2023, pertains to equity securities at fair value through OCI traded in active markets, is based on quoted market prices at the end of the reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer or broker and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group and the Company is the current bid price. The Group's and the Company's financial instruments disclosed in the table below are categorised as Level 1 instruments since they are listed in an active market.

	Level 1 Group		Level 1 Company	
	2024	2023	2024	2023
	€	€	€	€
Equity instrument designated at FVOCI – (Note 14)	257,185	191,162	6,766	6,766

5.3.1 Financial instruments not carried at fair value

As 31 October 2024 and 2023, the carrying amounts of the Group's and the Company's cash at bank, receivables, payables, accrued expenses and short-term borrowings reflected in the financial statements are reasonable estimates of fair value in view of the nature of these instruments or the relatively short period of time between the origination of the instruments and their expected realisation.

The fair value of non-current financial instruments for disclosure purposes are estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

NOTES TO THE FINANCIAL STATEMENTS - continued

5. FINANCIAL RISK MANAGEMENT – continued

5.3 Fair values of financial instruments – continued

5.3.1 Financial instruments not carried at fair value – continued

The fair value of the Group's non-current floating interest rate bank borrowings and the debt securities in issue at the end of the reporting period is not significantly different from the carrying amounts. The carrying amounts of the other financial liabilities as at 31 October 2024, are reasonable estimates of their fair value as there have not been significant changes in the Group's internal borrowing rate since the date of transition to IFRS 16. The current market interest rates utilised for discounting purposes, which were almost equivalent to the respective instruments' contractual interest rates, are deemed observable and accordingly these fair value estimates have been categorised as Level 2 within the fair value measurement hierarchy required by IFRS 13 Fair Value Measurement.

6. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the Group's and the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements.

Determining the lease term of contracts with termination options – Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

In assessing lease contracts, where termination options exist for both the lessor and the lessee, the Group takes into consideration whether all contractual or economic termination penalties are insignificant. Such assessment is based on all relevant facts and circumstances that create an economic incentive for the Group to exercise or not to. In cases, where termination option is available without significant penalties, then the lease is limited to the non-cancellable part.

The Group has several lease contracts that include termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to termination.

Property lease classification – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all of the fair value of the commercial property, that it retains substantially all the risk and rewards incidental to ownership of these properties and accounts for the contracts as operating leases.

NOTES TO THE FINANCIAL STATEMENTS - continued

6. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS - continued

Principal agent considerations

During the financial year ended 31 October 2022, the Group has entered into agreements with third parties to operate a combined retail shop where goods and services of the Group and of the third parties are sold. Under these agreements, the Group provides the third parties the right to operate within designated area of the retail outlet. Through the same agreement the Group will maintain records, track sales and collect money. All revenue generated from this outlet is accounted by the Group. On a monthly basis the other parties will invoice the Group for their revenue.

Management have concluded that the Group is acting as an agent in the arrangements and recognised revenue at the net amount considering that the Group does not bear the inventory risk before or after the transfer to customer and does not set up the prices of the goods and services sold by the other operators.

During the financial year ended 31 October 2024, the Group has entered into agreement with one of its joint ventures to sell its goods through the retail outlet leased by the joint venture. On a monthly basis, the Group invoices the joint venture the total sales amount, while the joint venture retains a percentage as commission.

Management has concluded that the Group is the principal in the arrangements and recognises revenue at gross amount considering that the Group bears the inventory risk and set up the prices of the goods sold through the joint venture retail outlet.

Classification of Milti Company D.O.O. as an associate

As disclosed in Note 12, during financial year 2020, the Group acquired 50% of the issued share capital in Milti Company D.O.O, whose primary activity is the retail of fashion wear from specialised stores in Serbia. Based on the assessment carried out by the Group, the investment is classified as investment in associate due to the fact that the other 50% is held by other three shareholders holding 24%, 19% and 7% respectively. Based on this, management concluded that it is an associate.

Classification of Notos Malta Ltd and Scale Operations Ltd. as a joint venture

As disclosed in Note 13, during financial year ended 31 October 2023, the Group acquired 50% of the issued share capital in Notos Malta Ltd. and Scale Operations Ltd, whose primary activities are the retail of fashion wear. Based on the assessment carried out by the Group, the investment is classified as investment in joint venture since both shareholders have joint control over the entities' operations, activities, and decision-making. Based on this, management concluded that it is a joint venture.

Climate-related considerations

For investment properties measured at fair value and land and buildings at revalued amount, the Group considers the effect of physical and transition climate-related risks and whether these could impact the value of the Group's properties. Management has evaluated potential climate-related risks that could impact the value of the Group's land and buildings and investment properties, and these considerations have been included within the valuation process. These include possible physical risks from climate-change such as potential damage from extreme weather events, or transitional risks such as changes in property attractiveness due to shifting climate conditions and increasing requirement for energy efficiency of buildings.

Management has concluded that, based on the information currently available as factored in the cashflow forecasts, these potential climate-related risks are not expected to have a material impact on the value of the Group's land and buildings and investment properties. The Group remains vigilant and committed to continuously monitoring these climate-related considerations and will adjust our land and buildings and investment property valuations as necessary to reflect any significant changes in these risks or in their potential impact on our business.

NOTES TO THE FINANCIAL STATEMENTS - continued

6. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS - continued

Estimates

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Fair value of land and building and investment property

The Group uses the services of professional valuers to revalue the land and buildings and investment property. The professional valuers take into account market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The highest and best use of a non-financial asset takes into account the use of the asset that is physically possible, legally permissible and financially feasible, as follows:

- A use that is physically possible, takes into account the physical characteristics of the asset that market participants would take into account when pricing the asset (e.g. the location or size of a property).
- A use that is legally permissible takes into account any legal restrictions on the use of the asset that market participants would take into account when pricing the asset (e.g. the zoning regulations applicable to a property).
- A use that is financially feasible takes into account whether a use of the asset that is physically possible and legally permissible generates adequate income or cash flows (taking into account the costs of converting the asset to that use) to produce an investment return that market participants would require from an investment in that asset put to that use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimising the use of unobservable inputs. As described in Note 7 and Note 10, the Group uses valuation techniques that include inputs that are not always based on observable market data in order to estimate the fair value of land and building and investment property. Notes 7 and 10 provide detailed information regarding these valuation methods and the key assumptions used in performing such valuations.

Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimates when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable input such as the debt securities in issue and the bank borrowings (Note 22).

NOTES TO THE FINANCIAL STATEMENTS - continued

6. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS - continued

Estimates – continued

Provision for expected credit losses of trade receivables

The Group applies the simplified model of recognising lifetime expected credit losses for all trade receivables as these items do not have a significant financing component. In measuring the expected credit losses, the trade receivables have been assessed on a collective basis as they possess shared credit risk characteristics. They have been grouped based on the days past due. The Group calibrates this data by adjusting the historical credit loss experience with forward-looking information such as forecast economic conditions.

No provision for expected credit losses of trade receivables was recorded during the year ended 31 October 2024 (2023: nil).

Net realisable value of inventories

The selling prices of inventory are estimated to determine the NRV of inventory. Historical patterns and post year-end trading performance are used to determine these. A provision is made to write down slow-moving inventory to net realisable value. Following an assessment carried out by management, the total provision amounted to €613,774 (2023: €879,766).

NOTES TO THE FINANCIAL STATEMENTS - continued

7. PROPERTY, PLANT AND EQUIPMENT

Group

	Land and buildings €	Plant and equipment €	Furniture, fixtures, fittings and soft furnishings €	Motor vehicles €	Assets in course of construction and advance payments €	Total €
Year ended 31 October 2024						
Opening net book amount	34,109,168	2,502,566	5,523,407	1,396	3,792,934	45,929,471
Additions	939,199	888,147	1,332,641	22,300	1,799,827	4,982,114
Disposals	-	-	(30,913)	-	-	(30,913)
Transfer to investment property	(97,197)	-	(137,181)	-	-	(234,378)
Transfer from investment property	530,000	-	-	-	-	530,000
Transfer of completed project	38,081	-	302,298	-	(340,379)	-
Depreciation charge	(401,293)	(305,355)	(851,474)	(5,566)	-	(1,563,688)
Closing net book amount	<u>35,117,958</u>	<u>3,085,358</u>	<u>6,138,778</u>	<u>18,130</u>	<u>5,252,382</u>	<u>49,612,606</u>
At 31 October 2024						
Cost or valuation	36,340,132	5,055,410	13,651,916	262,751	5,252,382	60,562,591
Accumulated depreciation	(1,222,174)	(1,970,052)	(7,513,138)	(244,621)	-	(10,949,985)
Net book amount	<u>35,117,958</u>	<u>3,085,358</u>	<u>6,138,778</u>	<u>18,130</u>	<u>5,252,382</u>	<u>49,612,606</u>

NOTES TO THE FINANCIAL STATEMENTS - continued

7. PROPERTY, PLANT AND EQUIPMENT - continued

Group	Land and buildings €	Plant and equipment €	Furniture, fixtures, fittings and soft furnishings €	Motor vehicles €	Assets in course of construction and advance payments €	Total €
Year ended 31 October 2023						
Opening net book amount	26,157,232	2,590,942	6,011,479	4,938	2,687,694	37,452,285
Additions	298,222	188,650	271,445	-	4,443,458	5,201,775
Transfer to investment property	-	-	-	-	(1,744,014)	(1,744,014)
Transfer of completed project	1,112,855	250,725	230,623	-	(1,594,203)	-
Disposal	6,396,721	-	-	-	-	6,396,721
Depreciation charge	(337,210)	(277,026)	(759,517)	(3,542)	-	(1,377,295)
Closing net book amount	33,627,820	2,753,291	5,754,030	1,396	3,792,935	45,929,472
At 31 October 2023						
Cost or valuation	34,930,050	4,167,866	12,185,071	240,451	3,792,935	55,316,373
Accumulated depreciation	(820,882)	(1,665,300)	(6,661,664)	(239,055)	-	(9,386,901)
Net book amount	34,109,168	2,502,566	5,523,407	1,396	3,792,935	45,929,472

NOTES TO THE FINANCIAL STATEMENTS - continued

7. PROPERTY, PLANT AND EQUIPMENT - continued

The Group is currently undertaking the following projects:

Location of property	Expected date of completion	Carrying amount €
Valletta	April 2025	1,252,012
Sliema	July 2025	4,000,370
Total		5,252,382

The Group capitalised costs, as asset under construction, include the acquisition of two properties amounting to €3 million. One of these properties was acquired from the Group's ultimate beneficial owner and another related party during financial year ended 31 October 2022 for a total consideration of €950,000 of which €475,000 will be paid over 15 years (Note 22). It is the Group's intention to develop the acquired property, and it is expected to be completed by April 2025.

In 2023, the Group was in the process of opening two new outlets which will be leased from third parties. Such properties were still under construction as at 31 October 2023, however, the Group acquired the furniture and fixture to furnish the outlets before 31 October 2023. Consequently, these were presented as part of asset under construction amounting to €302,298. During financial year 2024, the outlets were opened, consequently, these furniture and fixture were transferred to property, plant and equipment a part of furniture and fixture, fittings and soft furnishing.

During financial year 2022, the Group acquired another property amounting to €405,000 which is adjacent to an existing owner-occupied property. During the same year, the Group commenced construction works to develop these properties.

During the financial year ended 31 October 2023, the Group completed the first phase of the aforementioned project by completing the retail outlet. In this respect an amount of €1,594,203 was transferred to the Land and Buildings.

Concurrently, the Group decided that the property being developed adjacent to the retail outlet will be leased upon completion. Accordingly, the owner-occupied property met the definition of investment property. Consequently, an amount of €1,744,014 was transferred from Asset under course of construction to investment property under development.

As of May 2024, the Group decided to lease under operating lease the cafeteria, being part of the new development. Consequently, the Group transferred €234,378 from property, plant and equipment to investment property.

The Group continued to develop and constructing a hotel in Sliema, which is expected to be completed in Summer of 2025.

Capitalised borrowing costs

The Group started the construction of a new project in 2022. This project is expected to be fully completed in 2025. The carrying amount of the property as at 31 October 2024 was €3,338,217. The project is financed by a third party in a common arrangement.

The amount of borrowing costs capitalised during the year ended 31 October 2024 was €82,284 (2023: €18,644).

As at 31 October 2024, the costs of fully depreciated property, plant and equipment still in use amounted to €1,673,930 (2023: €1,430,975).

NOTES TO THE FINANCIAL STATEMENTS - continued

7. PROPERTY, PLANT AND EQUIPMENT - continued

During the financial year ended 31 October 2024, the Group did not engage a third-party valuer to carry a valuation exercise on the properties owned by the Group. An assessment was made by management to assess whether the inputs and assumptions used by the valuer are still appropriate. Management considers that the fair value of the property is not materially different from the current value.

Fair valuation of property

The principal element of the Group's land and buildings, within property, plant and equipment, comprising the hotels which were revalued by an independent professionally qualified valuer. The book value of this property was adjusted to the revaluation and the resultant surplus, net of applicable deferred income taxes, was credited to their valuation reserve in shareholders' equity (Note 19). The valuation was made on the basis of open market value taking cognisance of the specific location of the property, the size of the site together with its potential development, the availability of similar properties in the area, and whenever possible, having regard to recent market transactions for similar properties in the same location.

The Group is required to analyse non-financial assets carried at fair value by level of the fair value hierarchy within which the non-recurring fair value measurements are categorised in their entirety (Level 1, 2 or 3). The different levels of the fair value hierarchy have been defined as fair value measurements using:

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

Type of property	Level 3 €	Total €	Date of valuation
Commercial Property	30,500,000	30,500,000	31 July 2023
Commercial Property	2,480,000	2,480,000	31 July 2023
Offices	1,548,000	1,548,000	31 July 2023
Commercial Property	260,000	260,000	31 July 2023
Commercial Property	2,000,000	2,000,000	31 July 2023
Commercial Property	1,594,203	1,594,203	31 October 2023

The Group's policy is to recognise transfers into and out of fair value hierarchy levels as of the beginning of the reporting period. There were no transfers between different levels of the fair value hierarchy during the current and preceding financial years.

Valuation processes

The valuation of the revalued property is performed regularly, usually every two years or when there are indications that fair value might differ from carrying value. Valuation reports are prepared by third party qualified valuers. These reports are based on both:

- information provided by the Group which is derived from the respective company's financial systems and is subject to the Group's overall control environment; and
- assumptions and valuation models used by the valuers; with assumptions being typically market related and based on professional judgement and market observation.

The information provided to the valuers, together with the assumptions and the valuation models used by the valuers, are reviewed by designated officers within the Group. When the designated officers consider that the valuation report is appropriate, the valuation report is recommended to the respective company's Board of Directors.

NOTES TO THE FINANCIAL STATEMENTS – continued

7. PROPERTY, PLANT AND EQUIPMENT – continued

Fair valuation of property - continued

In the years where a valuation is not obtained, management verifies all major input to the independent valuation report, assesses any property valuation movement when compared to the prior year valuation report and holds discussions with the independent valuer, as necessary.

For all properties, their current use equates to the highest and best use.

Type of property	Fair Value €	Valuation Technique	Inputs	Sensitivity
Commercial Property	30,500,000	Weighted average of market approach, income capitalisation approach and replacement cost approach	Market approach: EBIDTA of €2.8 million applying a multiplier of 11x. Income capitalization approach: EBIDTA €2.8 million, using an average growth of 2.5%, land appreciation of 2.5% per annum and discount rate of future income of 12.59%. Replacement cost approach: This method takes into account the actual physical building fabric constituting the facility, together with an estimated land value. The valuation relies on estimated going rates of the various components of the existing building.	The higher the EBIDTA and multiplier, the higher the fair value. The higher the EBIDTA and growth rate, the higher the fair value. The higher the discount rate the lower the fair value. The higher the rates for construction, finishings, services and fittings, the higher the fair value.
Commercial Property	2,480,000	Weighted average of market approach and income capitalisation approach	Market approach: EBIDTA of €0.24 million applying a multiplier of 11x. EBIDTA €0.24 million, using an average growth of 2.5%, discount rate of future income of 12.93% and a 7% discount rate applied to the terminal value.	The higher the EBIDTA and multiplier, the higher the fair value. The higher the EBIDTA and growth rate, the higher the fair value. The higher the discount rate the lower the fair value.
Offices	1,128,000	Income capitalisation approach	The main inputs used are a rental income of €230 per m ² per year and a capitalisation rate of 5.75%	The higher the rental income the higher the fair value. The higher the capitalisation rate, the lower the fair value.

NOTES TO THE FINANCIAL STATEMENTS – continued

7. PROPERTY, PLANT AND EQUIPMENT – continued

Fair valuation of property - continued

Type of property	Fair Value €	Valuation Technique	Inputs	Sensitivity
Offices	420,000	Market approach	Based on prices of similar property.	The higher the market rates, the higher the fair value.
Commercial Property	260,000	Income capitalisation approach	The main inputs used are a rental income of €20 - €120 per m ² per year and a capitalisation rate of 6%	The higher the capitalisation rate, the lower the fair value. The higher the rental income the higher the fair value.
Commercial Property	2,000,000	Market approach	The value of the property is based on the selling price of a similar commercial property	The higher the market rate, the higher the fair value.
Commercial Property	1,359,825	Market and replacement cost approach	This method takes into account the actual physical building fabric constituting the facility, together with an estimated land value. The valuation relies on estimated going rates of the various component of the existing building	The higher the rates for construction, finishing services and fittings the higher the fair value.
Commercial properties	530,000	Market approach	Market transaction	The higher the rates, the higher the value.

If the revalued portion of the land and buildings was stated on the historical cost basis, the amounts would be as follows:

	2024	2023
	€	€
Cost	18,571,392	17,172,930
Accumulated depreciation	(1,246,260)	(882,651)
Net book amount	17,325,132	16,290,279

As disclosed in Note 22, the Group's bank borrowings are secured by general hypothecs on the assets of the principal operating entities with the Group, supported by special hypothecs over assets and properties, held together with special privileges on the Group's property.

NOTES TO THE FINANCIAL STATEMENTS – continued

8. INTANGIBLE ASSETS

Group

	Software	Total
	€	€
As at 31 October 2022	276,697	276,697
Additions	334,114	334,114
Amortisation	(89,790)	(89,790)
As at 31 October 2023	521,021	521,021
Additions	90,991	90,991
Amortisation	(104,935)	(104,935)
As at 31 October 2024	507,077	507,077

The Group's intangible assets pertain to computer software which the Group acquired. Such computer software does not form part of an integral part of a related hardware, consequently it is presented as an intangible asset.

Group

	2024	2023
	€	€
Cost	815,750	724,759
Accumulated amortisation	(308,673)	(203,738)
Net book amount	507,077	521,021

NOTES TO THE FINANCIAL STATEMENTS – continued

9. LEASES

The Group has lease contracts for various outlets used in its operations which generally have lease terms between 10-65 years. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

The statement of financial position reflects the following assets relating to leases:

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

Group	Properties	Total
	€	€
As at 31 October 2022	6,504,067	6,504,067
Additions	1,232,343	1,232,343
Depreciation expense	(393,140)	(393,140)
As at 31 October 2023	7,343,270	7,343,270
Adjustment to the right-of-use assets	(275,017)	(275,017)
Depreciation expense	(361,041)	(361,041)
As at 31 October 2024	6,707,212	6,707,212

Set out below are the carrying amounts of lease liabilities and the movements during the period:

Group	Properties	Total
	€	€
As at 31 October 2022	6,355,390	6,355,390
Additions	1,232,343	1,232,343
Accretion of interest	254,126	254,126
Payments	(421,147)	(421,147)
As at 31 October 2023	7,420,712	7,420,712
Adjustment to the lease liability	(275,017)	(275,017)
Accretion of interest	300,833	300,833
Payments	(434,367)	(434,367)
As at 31 October 2024	7,012,161	7,012,161
Current	108,360	108,360
Non-current	6,903,801	6,903,801

During financial year ended 31 October 2023, the Group entered into a new lease for 5 years and extended another lease for a further of 10 years. Consequently, the IBR of the existing extended lease was remeasured resulting in an increase of €1,190,541 in the lease liabilities with a corresponding adjustment to the right-of-use assets.

During financial year 2024, the Group modified the terms of an existing lease agreement which resulted to a reduction in rental expense which led to a modification of lease. The modification resulted in an adjustment to right-of-use assets of €275,017, with an equivalent amount in the lease liabilities.

NOTES TO THE FINANCIAL STATEMENTS - continued

9. LEASES – continued

The following are the amounts recognised in profit or loss:

	2024	2023
	€	€
Depreciation expense of right-of-use assets	(361,042)	(393,142)
Interest expense on lease liabilities	(300,833)	(254,126)
Variable lease payments (included in selling and direct and other expense)	(999,016)	(1,079,232)
Expenses relating to short-term leases (included in selling and direct and other expense)	(48,059)	(51,243)
Income from sub-letting of right-of-use asset (included within the other operating income)	72,403	70,294

The Group has lease contracts for properties that contains both fixed and variable payments based on the sales generated by the Group in the respective lease property. The following provides information on the Group's variable lease payments, including the magnitude in relation to fixed.

	Fixed payments	Variable payments	Total
	€	€	€
2024			
Fixed rent	434,367	-	434,367
Variable rent only	-	999,016	999,016
	<u>434,367</u>	<u>999,016</u>	<u>1,433,383</u>
2023			
Fixed rent	472,390	-	472,390
Variable rent only	-	1,079,232	1,079,232
	<u>472,390</u>	<u>1,079,232</u>	<u>1,551,622</u>

The Group has several lease contracts that include termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group's business needs. Management exercises significant judgement in determining whether these termination options are reasonably certain to be exercised. In assessing lease contracts, where termination options exist for both the lessor and the lessee, the Group takes into consideration whether all contractual or financial termination penalties are insignificant. Such assessment is based on all relevant facts and circumstances that create an economic incentive for the Group to exercise or not to. In cases, where termination option is available without significant penalties then the lease is limited to the non-cancellable part. Management has assessed that the termination options will not be exercised and thus the lease term includes the period with termination options.

Group as a lessor

The Group has entered into operating leases on its investment property portfolio consisting of certain offices and retail properties. These leases have terms from five to ten years. Rental income recognised by the Group during the year is €247,333 (2023: €214,320). Future minimum rental receivable under non-cancellable operating leases as at 31 October are as follows:

	2024	2023
	€	€
Within one year	321,266	131,092
After one year but not more than five years	400,381	131,636
More than five years	188,547	-
	<u>910,194</u>	<u>262,728</u>

NOTES TO THE FINANCIAL STATEMENTS - continued

10. INVESTMENT PROPERTY

Group	Land and buildings €
Year ended 31 October 2023	
Opening balance	3,557,285
Gain in fair value of property	742,715
Closing balance	4,300,000
Year ended 31 October 2024	
Opening balance	4,300,000
Transfer to property, plant and equipment	(530,000)
Transfer from property, plant and equipment	234,378
Transfer from property under development	2,515,960
Closing balance	6,520,338

During the financial year ended 31 October 2024, two properties owned by the Group for a value of €530,000 were transferred to property, plant and equipment, given that management changed their use to owner-occupied property.

As disclosed in Note 7 on May 2024, the Group decided to lease under operating lease the cafeteria, being part of the new development. Consequently, the Group transferred €234,378 from property, plant and equipment to investment property.

10.1 Investment property under development

Group	Land and buildings €
Year ended 31 October 2023	
Opening balance	-
Transfer from property, plant and equipment (Note 7)	1,744,014
Closing balance	1,744,014
Year ended 31 October 2024	
Opening balance	1,744,014
Additions	771,946
Transfer to completed investment property	(2,515,960)
Closing balance	-

During the financial year ended 31 October 2022, the Group decided that the property being developed adjacent to the retail outlet will be leased upon completion. Accordingly, the owner-occupied property met the definition of investment property. Consequently, an amount of €1,744,014 was transferred from asset under course of construction (Note 7) to investment property under development.

During the financial year ended 31 October 2024, the project was completed and consequently the total cost was transferred to investment property.

NOTES TO THE FINANCIAL STATEMENTS - continued

10. INVESTMENT PROPERTY - continued

The Group's land and buildings are classified as either property, plant and equipment or investment property depending on their intended use. The Group's investment properties consist of commercial properties. Land and buildings are revalued by professionally independent qualified architects or surveyors on the basis of assessments of the fair value of the property in accordance with international valuations standards and professional practice.

In the years where an external valuation is not obtained, management verifies all major inputs to the independent valuation report, assesses any property valuation movements when compared to the prior year valuation report and holds discussions with the independent valuer, as necessary.

As at 31 October 2023, the fair value of the properties is based on valuation performed by an accredited independent architect. A valuation model in accordance with that recommended by the International Valuation Standards Committee has been applied.

	31 October 2024	31 October 2023
	€	€
Rental income derived from investment properties	440,195	321,362
Direct operating expenses (including repairs and maintenance) generating rental income	(21,457)	(15,127)
	418,738	306,235

The Group has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance, and enhancements.

The fair value of the Group's investment property has been determined to fall within Level 3 of the fair valuation hierarchy. The different levels in the fair value hierarchy are defined in Note 5.3.

The Group's policy is to recognise transfers into and out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer. There were no transfers between levels during the year.

NOTES TO THE FINANCIAL STATEMENTS - continued

10. INVESTMENT PROPERTY - continued

Description of valuation techniques used and key inputs to valuation of investment properties

The valuation was determined based on the assets-based approach with reference to market prices based on database of valuations and sales of properties in the relevant area, as applicable.

Type of property	Fair Value as at 31 October 2024 €	Valuation Technique	Inputs	Sensitivity
Offices	3,770,000 (2023: 3,770,000)	Average of income capitalisation approach and market approach.	The inputs used to calculate the total value of the property are the existing rental rates at a discount rate in the range of 2.5% to 11%. Market approach: The value of the property is based on comparable rental rates for similar properties in comparable localities.	The higher the rent rates, the higher the fair value. The higher the discount rate, the lower the fair value. The higher the rates, the higher the value.
Residential	2,750,388 (2023: 1,744,014)	Market approach	Market transaction	The higher the rates, the higher the value.

NOTES TO THE FINANCIAL STATEMENTS - continued

11. INVESTMENTS IN SUBSIDIARIES

Company

	31 October	
	2024	2023
	€	€
At 31 October		
Opening and closing cost and carrying amount	3,603,285	3,601,316

The subsidiaries at 31 October 2024, whose results and financial position affected the figures of the Group, are presented below:

(a) Held directly by Bortex Group Holdings Company Limited

	Registered office	Class of shares held	Percentage of shares held and voting rights	
			2024	2023
			%	%
Bortex Clothing Industry Company Limited	A11 Industrial Estate Marsa Malta	Ordinary "A" shares	100	100
		Ordinary "B" shares	100	100
Bortex Group Finance p.l.c.	32, Hughes Hallet Street Sliema Malta	Ordinary shares	100	100
Roosendaal Hotels Limited	"St. Therese" Hughes Hallet Street Sliema Malta	Ordinary shares	100	100
Roosendaal Trading Limited	A12 Industrial Estate Marsa, Malta	Ordinary shares	100	100
1926 Gourmet Limited	Ten Apartments Ground Floor Triq Hughes Hallet Street Sliema, Malta	Ordinary shares	100	-
Bortex Group Licensing Company Limited	Ten Apartments Ground Floor Triq Hughes Hallet Street Sliema, Malta	Ordinary shares	100	-

NOTES TO THE FINANCIAL STATEMENTS - continued

12. INVESTMENT IN ASSOCIATE

	Group		Company	
	As at 31 October		As at 31 October	
Years ended 31 October	2024	2023	2024	2023
	€	€	€	€
Opening carrying amount	162,614	180,935	-	-
Share of results	(3,032)	(18,321)	-	-
Closing carrying amount	159,582	162,614	-	-

The associates as at 31 October whose results and financial position affected the figures of the group are presented below:

	Registered Office	Class of shares held	Percentage of shares held	
			2024	2023
			%	%
Milti Company D.O.O	Luke Vojvodica 29 11000 Belgrade Serbia	Ordinary shares	50	50

The Group's share of profit from associates, disclosed in the tables above and in profit or loss, is after tax.

During financial year 2020, the Group acquired 50% of Milti Company D.O.O., who's primary activity is the retail of fashion wear from specialised stores in Serbia. The consideration for this acquisition amounted to €250,000. The shareholding in Milti Company D.O.O. is held through Bortex Clothing Industry Company Limited, a subsidiary of the Group.

The results of the associates and their assets and liabilities are as follows:

	Assets	Liabilities	Revenues	Loss
	€	€	€	€
2024				
Milti Company D.O.O	683,663	430,192	680,674	(6,063)
2023				
Milti Company D.O.O	686,204	426,670	738,222	(36,642)

NOTES TO THE FINANCIAL STATEMENTS - continued

13. INTEREST IN JOINT VENTURES

	Group		Company	
	As at 31 October		As at 31 October	
	2024	2023	2024	2023
	€	€	€	€
Opening carrying amount	491,746	5,000	-	-
Additions	-	459,009	-	-
Share in results	77,788	27,737	-	-
Closing carrying amount	569,534	491,746	-	-

	Registered Office	Class of shares held	Percentage of shares held	
			2024	2023
			%	%
Scale Operations Limited	A11 Industry Estate Marsa MRS 3000 Malta	Ordinary shares	50	50
Notos Malta Ltd.	A11 Industry Estate Marsa MRS 3000 Malta	Ordinary shares	50	50

On 25 October 2022, the Group incorporated Scale Operations Limited, a company registered and domiciled in Malta whose primary activity is the retail of fashion wear. The Company owns 50% of the issued share capital. The joint venture began trading during financial year ended 31 October 2024.

On 16 January 2023, the Group entered into a shareholder agreement with Notos Cyprus Ltd. to acquired 50% of the issued share capital in Notos Malta Ltd., a company registered in Malta whose primary activity is the retail of fashion wear.

NOTES TO THE FINANCIAL STATEMENTS - continued

13. INVESTMENT IN JOINT VENTURES - continued

The summarised financial position of Notos Malta Ltd. is provided below. This information is based on amounts before inter-company eliminations.

Summarised statement of financial position as at 31 December:

	2024	2023
	€	€
Non-current assets	106,756	92,864
Current assets, including cash and cash equivalents	268,915	394,590
Current liabilities, including tax payable	(28,009)	(107,513)
Equity	347,662	379,941
Group's share in equity 50%	173,831	189,971
Goodwill	296,775	296,775
Group's carrying amount of investment	498,617	486,746

Summarised statement of profit or loss as at 31 December:

	2024	2023
	€	€
Revenue from contracts with customers	649,166	743,139
Cost of sales	(392,120)	(406,514)
Administrative expenses, including depreciation	(233,305)	(266,002)
Profit before tax	23,741	70,623
Income tax expense	-	(15,149)
Profit for the year	23,741	55,474
Group's share of profits - 50%	11,871	27,737

The joint venture had no other contingent liabilities or commitment as at 31 December 2024 and 2023.

The summarised financial position of Scale Operation Limited is provided below. This information is based on amounts before inter-company eliminations.

Summarised statement of financial position as at 31 October:

	2024
	€
Non-current assets	797,990
Current assets, including cash and cash equivalents	236,918
Current liabilities, including tax payable	(293,074)
Non-current liabilities, including deferred tax liabilities	(600,000)
Equity	141,834
Group's share in equity 50%	70,917
Group's carrying amount of investment	70,917

Summarised statement of profit or loss as at 31 October:

	2024
	€
Revenue from contracts with customers	2,351,173
Cost of sales	(1,716,015)
Administrative expenses, including depreciation	(503,324)
Profit before tax	131,834
Income tax expense	-
Profit for the year	131,834
Group's share of profits - 50%	65,917

NOTES TO THE FINANCIAL STATEMENTS - continued

14. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	Group		Company	
	As at 31 October		As at 31 October	
	2024	2023	2024	2023
	€	€	€	€
Year ended 31 October				
Opening carrying amount	191,162	759,648	6,766	9,022
Disposals	-	(600,273)	-	-
Net gain/(loss) from changes in fair value (Note 19)	66,023	31,787	-	(2,256)
Closing carrying amount	257,185	191,162	6,766	6,766

	Group		Company	
	As at 31 October		As at 31 October	
	2024	2023	2024	2023
	€	€	€	€
Cost	85,724	85,724	3,864	3,864
Cumulative fair value gains	171,461	105,438	2,902	2,902
Closing carrying amount	257,185	191,162	6,766	6,766

The carrying amount of investments at FVOCI as at 31 October comprise the following individual investments:

Equity instruments designated at fair value through OCI

	Group		Company	
	As at 31 October		As at 31 October	
	2024	2023	2024	2023
	€	€	€	€
Bank of Valletta p.l.c.	210,143	156,112	-	-
Mapfre Middlesea p.l.c.	47,042	35,050	6,766	6,766
	257,185	191,162	6,766	6,766

Equity instruments designated at fair value through OCI include investments in equity shares of listed companies. These investments were irrevocably designated at fair value through OCI.

All instruments are fair valued annually and the fair value is determined by reference to quoted market prices, being Level 1 in IFRS 13: Fair Value Measurement hierarchy.

NOTES TO THE FINANCIAL STATEMENTS - continued

15. TRADE AND OTHER RECEIVABLES

	Group		Company	
	As 31 October		As 31 October	
	2024	2023	2024	2023
	€	€	€	€
Trade receivables	1,119,488	846,555	-	-
Indirect taxation	60,318	-	-	-
Amounts owed by subsidiaries	-	-	485,372	485,372
Amounts owed by other related parties	1,686,577	1,694,775	-	-
Amounts owed by associate	345,919	332,837	-	-
Amounts owed by shareholders	286,289	211,628	-	-
Amounts owed by joint venture	304,935	255,617	-	-
Other receivables	275,965	291,289	-	-
Advance payments to suppliers	205,615	532,682	-	-
Other prepayments	383,477	340,787	-	-
Total trade and other receivables	4,668,583	4,506,170	485,372	485,372

Trade receivables as at 31 October 2024 are disclosed net of credit loss allowances amounting to €68,395 (2023: €68,395). During the current year, the Group did not write-off any amounts with respect to trade customers.

An amount of €50,776 (2023: €50,776) included in other prepayments for the year ended 31 October 2024 pertains to a garnishee order in relation to an open court case where one of the subsidiaries of the Group is the plaintiff (Note 35). The garnishee order amounting to €334,214 was released during 2023.

As disclosed in Note 33, an amount of €246,800 (2023: €246,800) included in other receivables for the year ended 31 October 2024 and 2023 pertains to a receivable from the Malta Enterprise in relation to a cash grant.

During financial year ended 31 October 2023, the Group provided a facility amounting to €500,000 to a joint venture, out of which €300,000 (2023: €250,000) were withdrawn. The loan is interest free and repayable on demand.

Amounts owed from subsidiaries, other related parties, associate, shareholders and joint venture are interest free and repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS - continued

16. INVENTORIES

Property held for development with a view to sale

	Group	
	As at 31 October	
	2024	2023
	€	€
At 1 November	534,537	569,466
Transfers to cost of sales	-	(34,929)
At 31 October	534,537	534,537

Goods held for resale

	Group	
	As at 31 October	
	2024	2023
	€	€
Inventories held for resale	11,162,303	9,879,190
Finished goods	3,888	109,654
Raw materials and consumables	553,517	974,651
Work in progress	37,559	85,706
Inventories held in relation to hotel operations	323,554	236,777
	12,080,821	11,285,978
Total inventories	12,615,358	11,820,515

No car spaces were sold during the financial year (2023: one unit was sold and €34,924 was recognised within cost of sales in profit or loss).

The cost of inventories recognised as expense relating to hotel and fashion operations is also appropriately disclosed in Note 27 to the financial statements. Finished goods are presented net of provision amounting to €613,774 (2023: €879,766).

NOTES TO THE FINANCIAL STATEMENTS - continued

17. CASH AND CASH EQUIVALENTS

For the purposes of the cash flow statement, the year-end cash and cash equivalents comprise the following:

	Group		Company	
	As at 31 October		As at 31 October	
	2024	2023	2024	2023
	€	€	€	€
Cash at bank and in hand	2,506,862	3,535,244	6,223	9,466
Overdrawn bank balances (Note 22)	(1,831,104)	(2,280,165)	-	-
Total	675,758	1,255,079	6,223	9,466

18. SHARE CAPITAL

	Group and Company	
	As at 31 October	
	2024	2023
	€	€
Authorised, issued and fully paid 20,000 Ordinary shares of €2.329373 each	46,587	46,587

19. REVALUATION RESERVES

	Group		Company	
	As at 31 October		As at 31 October	
	2024	2023	2024	2023
	€	€	€	€
Surplus arising on fair valuation of:				
Equity instruments designated at FVOCI	171,461	105,438	2,902	2,902
Land and buildings	17,515,590	17,515,590	-	-
Total	17,687,051	17,621,028	2,902	2,902

The movements in each category are analysed as follows:

	Group		Company	
	2024	2023	2024	2023
	€	€	€	€
Financial assets at FVOCI				
At beginning of year	105,438	19,837	2,902	5,158
Net gains/(losses) from changes in fair value (Note 14)	66,023	31,787	-	(2,256)
Accumulated loss on FVOCI equity instrument	-	14,018	-	-
Recycling of accumulated loss on FVOCI debt instruments to profit or loss	-	39,796	-	-
At end of year	171,461	105,438	2,902	2,902

NOTES TO THE FINANCIAL STATEMENTS – continued

19. REVALUATION RESERVES – continued

Gains and losses arising from changes in fair value of financial assets at FVOCI, are recognised directly in equity in other comprehensive income through the revaluation reserve in accordance with the Group's accounting policy. When the equity investments are disposed of, the cumulative gain or loss recognised in OCI remains in equity.

	Group	
	As at 31 October	
	2024	2023
	€	€
Revaluation reserve on land and buildings		
At beginning of year	17,515,590	11,600,123
Revaluation of land and buildings	-	5,915,467
	17,515,590	17,515,590

The tax impact included in the revaluation reserves relates to deferred taxation arising on the surplus on fair valuation of land and buildings for an amount of €3,539,510 (2023: €3,593,510). The movements in the tax impact relating to this component of other comprehensive income during the current and the preceding financial year is presented in the respective table above. The revaluation reserves are non-distributable.

20. OTHER RESERVES

The balance of other reserves at year-end is analysed as follows:

	Group		Company	
	As at 31 October		As at 31 October	
	2024	2023	2024	2023
	€	€	€	€
Capital reserve	58,234	58,234	58,234	58,234
Incentives and benefits reserve	645,867	645,867	-	-
	704,101	704,101	58,234	58,234

The incentives and benefits reserve has been created in accordance with Section 36 of the Business Promotion Act (Cap. 325 of the Laws of Malta) whereby a group undertaking maintains an 'Incentives and Benefits' reserve representing the value of government training grants from which the entity has benefited. The incentives and benefits reserve are a non-distributable reserve. In accordance with the provisions of the aforementioned Act, the incentives and benefits reserve can only be distributed by means of a bonus issue.

NOTES TO THE FINANCIAL STATEMENTS - continued

21. NON-CONTROLLING INTERESTS

	Group	
	As at 31 October	
	2024	2023
	€	€
Year ended 31 October		
At beginning of year	22,845	18,540
Share of the result of subsidiary	13,426	3,813
Share of the currency translation reserve	679	492
	36,950	22,845

22. INTEREST-BEARING LOANS AND BORROWINGS

	Group	
	As at 31 October	
	2024	2023
	€	€
Current		
Bank overdrafts (Note 17)	1,831,104	2,280,165
Bank loans	666,970	785,587
Related party loan	31,667	31,667
	2,529,741	3,097,419
Non-current		
Debt securities in issue	12,663,277	12,636,583
Bank loans	9,698,682	7,675,069
Related party loan	379,999	411,666
	22,741,958	20,723,318
Total borrowings	25,271,699	23,820,737

Debt securities in issue

By virtue of a prospectus dated 30 October 2017, Bortex Group Finance plc (the 'Issuer') issued €12,750,000 bonds with a face value of €100 each. The bonds have a coupon interest of 3.75% which is payable annually in arrears on 1 December of each year. The bonds are redeemable at par and are due for redemption on 1 December 2027, unless they are previously re-purchased and cancelled.

The bonds are guaranteed by the Company as Guarantor, which has bound itself jointly and severally liable with the Issuer, as issuer of the bonds, for the repayment of the bonds and interest thereon, pursuant to and subject to the terms and conditions in the prospectus.

The bonds were admitted on the Official List of the Malta Stock Exchange on 4 December 2017. The quoted market price as at 31 October 2024 for the bonds was €100 (2023: €97), which in the opinion of the Directors fairly represents the fair value of these financial liabilities.

At the end of the reporting period, bonds having a face value of €314,144 (2023: €334,000) were held by Group Directors.

NOTES TO THE FINANCIAL STATEMENTS - continued

22. INTEREST-BEARING LOANS AND BORROWINGS – continued

Debt securities in issue - continued

In accordance with the provisions of the prospectus, the proceeds from the bond issue have been advanced by the Issuer to related parties (Note 1). The bonds are measured at the amount of the net proceeds adjusted for the amortisation of the difference between the net proceeds and the redemption value of such bonds, using the effective interest rate as follows:

	As at 31 October	
	2024	2023
	€	€
Original face value of bonds issued	12,750,000	12,750,000
Bond issue costs	253,373	253,373
Accumulated amortisation	(166,650)	(139,956)
Unamortised bond issue costs	86,723	113,417
Amortised cost and closing carrying amount of the bonds	12,663,277	12,636,583

Bank loans

The Group's banking facilities as at 31 October 2024 amounted to €10,365,652 (2023: €8,460,656). These facilities are mainly secured by:

(a) general hypothecs on the assets of the principal operating entities within the Group, supported by special hypothecs over assets and properties held, together with special privileges on property; and

(b) pledges over insurance policies covering hypothecated property.

The Group's bank borrowings are all subject to floating rates of interest. The weighted average effective interest rates for bank borrowings as at the end of the reporting period are as follows:

	Group	
	As at 31 October	
	2024	2023
	%	%
Bank overdrafts	3.6	3.6
Bank loans	5.6	6.5

Maturity of bank borrowings:

	Group	
	As at 31 October	
	2024	2023
	€	€
Less than 1 year	678,140	785,587
Between 1 and 2 years	997,381	827,494
Between 2 and 5 years	3,180,042	3,853,848
Over 5 years	5,510,089	2,993,727
	10,365,652	8,460,656

NOTES TO THE FINANCIAL STATEMENTS - continued

22. INTEREST-BEARING LOANS AND BORROWINGS – continued

During the financial year ended 31 October 2023, the Group withdrew a loan amounting to €1,000,000. The bank granted an 18-month moratorium on the principal repayment. During the financial year ended 31 October 2024, the Group withdrew a loan amounting to €2,200,000. The bank granted an 18-month moratorium on the principal repayment.

During the financial year ended 31 October 2024, one of the banks consolidated the loans borrowed by the Group into one loan.

Undrawn facility

During the year, the Group had an unutilised overdraft facility amounting to €3,869,197 (2023: €3,019,835) and unutilised loan facility amounting to €5,707,587 (2023: €9,040,000).

Related party loan

During the financial year ended 31 October 2022, the Group acquired a property from its ultimate beneficial owner and a related party amounting to €950,000 (Note 7). Such acquisition was partly financed through a loan granted by the same related party amounting to €475,000. This loan is unsecured, bearing interest at 2.5% with an annual repayment of €31,667 and repayable by August 2037.

23. DEFERRED TAXATION

Deferred income taxes are calculated on temporary differences under the liability method and are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates (and tax laws) that have been enacted or substantially enacted by the end of the reporting period. The principal tax rate used is 35% (2023: 35%), with the exception of deferred taxation on the fair valuation of property which is computed on the basis applicable to disposals of immovable property i.e. tax effect of 8% - 10% depending when the immovable property was acquired.

Reconciliation of deferred tax asset/(liability), net:

	As at 31 October	
	2024	2023
	€	€
At beginning of year	(3,739,888)	(3,025,516)
Tax expense/(credit) during the year recognised in statement of profit or loss (Note 33)	4,712,238	(233,117)
Tax expense during the year recognised in OCI (Note 19)	-	(481,255)
	972,350	(3,739,888)

Deferred tax related to items recognised in OCI during the year:

	As at 31 October	
	2024	2023
	€	€
Movement in deferred tax liability on revaluated land and buildings	-	(481,255)

NOTES TO THE FINANCIAL STATEMENTS - continued

23. DEFERRED TAXATION – continued

Deferred tax related to items recognised in statement of profit or loss during the year:

	As at 31 October	
	2024	2023
	€	€
Movement in deferred tax liability on fair value of investment property	-	(87,610)
Movement in deferred tax liability on property sold during the year	-	871
Movement in deferred tax liability relating to temporary differences	(58,372)	(146,378)
Movement in deferred tax asset relating to group restructuring	4,770,610	-
	4,712,238	(233,117)

The balance at 31 October represents:

	As at 31 October	
	2024	2023
	€	€
Temporary differences arising on fair valuation of property	(3,593,510)	(3,593,510)

The recognised deferred tax liabilities are expected to be settled principally after more than twelve months from the end of the reporting period.

	As at 31 October	
	2024	2023
	€	€
Net deferred tax asset/(liability)	972,350	(3,739,888)
Reflected in the statement of financial position as follows:		
Deferred tax asset	4,770,610	-
Deferred tax liability	(3,798,258)	(3,739,888)
Deferred tax asset/(liability), net	972,352	(3,739,888)

24. TRADE AND OTHER PAYABLES

	Group		Company	
	As at 31 October		As at 31 October	
	2024	2023	2024	2023
	€	€	€	€
Current				
Trade payables	2,601,860	2,023,673	-	-
Amounts owed to subsidiary	-	-	1,717,123	1,701,502
Amounts owed to related parties	22,781	22,781	22,781	22,781
Other payables	352,620	313,652	465,561	465,561
Indirect taxation and social security	409,717	96,545	-	-
Accruals	1,268,052	1,236,162	33,577	33,577
	4,655,030	3,692,813	2,239,042	2,223,421

Amounts owed to subsidiary are unsecured, interest free and repayable on demand when cash is available. Amounts owed to related parties are unsecured, interest free and repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS - continued

25. REVENUE

The Group's revenue consists of income from retail fashion, accommodation, catering and sale of property development.

Revenue by geographical region:

	Group	
	2024	2023
	€	€
Malta	22,490,562	20,349,435
Sweden	233,683	-
Spain	-	166,504
UK	111,105	464,976
Dubai	134,342	490,683
Others	896,269	1,260,360
	23,865,961	22,731,958

Revenue by category:

	Group	
	2024	2023
	€	€
Retail	14,856,094	12,304,665
Wholesale	1,016,803	2,553,182
Accommodation	7,433,332	7,331,372
Sale of property developed	-	36,000
Others	559,731	506,739
	23,865,961	22,731,958

NOTES TO THE FINANCIAL STATEMENTS - continued

26. SEGMENT INFORMATION – continued

For management purpose, the Group is organised into business units based on its products and services and has three reportable segments, as follows:

Clothing

The clothing operating segment carries out the design and manufacturing of a vast range of formal tailoring, outerwear casual clothing, footwear and accessories. It also manufactures its own brand Gagliardi as well as for other private labels.

Within this operating segment the Group is involved in the sale and distribution of such clothing through the operation of a number of retail outlets located around the Maltese Islands.

Revenue from clothing operating segment is a distinct performance obligation and the charged amounts to customers represented the good's stand-alone selling prices. These obligations are fulfilled at a point in time when they are provided to the customers.

Hospitality

This hospitality segment operates a portfolio of hotel properties located in Valletta and Sliema. Revenue generated by the hospitality operating segment includes revenue from accommodation, food and beverage services, and other ancillary services. Each of the service rendered is recognised at a point in time when transferring control of the contracted service to the customer.

Finance and Investments

The finance and investment segment comprises of two entities whose principal activity is that of either holding investments or acting as a financing arm for the Group.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements.

Year ended 31 October 2024	Clothing	Hospitality	Finance & Investment s	Total segments	Adjustments and eliminations	Consolidated
	€	€	€	€	€	€
Revenue from external customers	15,872,897	7,993,064	-	23,865,961	-	23,865,961
Revenue with other operating segments	3,271,884	-	-	3,271,884	(3,271,884)	-
Cost of sales	(11,347,536)	(3,864,853)	-	(15,212,389)	3,214,320	(11,998,069)
	7,797,245	4,128,211	-	11,925,456	(57,564)	11,867,892
Gross profit/(loss)						
Selling expenses	(5,581,847)	-	-	(5,581,847)	1,206,294	(4,375,553)
Administration expense	(208,577)	(1,245,286)	(83,268)	(1,537,131)	(1,149,889)	(2,687,020)
Depreciation & amortisation	(1,026,617)	(1,000,151)	-	(2,026,768)	-	(2,026,768)
Other operating expense	576,231	39,474	-	615,705	(56,405)	559,300
Net share income of associate and joint venture	-	-	-	-	74,756	74,756
	(6,240,810)	(2,205,963)	(83,268)	(8,530,041)	74,192	(8,455,285)
Operating profit/(loss)	1,556,435	1,922,248	(83,268)	3,395,415	17,192	3,412,607
Gain from group restructuring	9,567,450	6,000,000	-	15,567,450	(15,567,450)	-
Investment income	16,222	-	-	16,222	-	16,222
Finance income	15,310	-	587,341	602,651	(587,065)	15,586
Finance cost	(620,269)	(771,783)	(505,299)	(1,897,351)	587,065	(1,310,286)
Dividend income	-	-	518,000	518,000	(518,000)	-
Segment profit before tax	10,535,148	7,150,465	516,774	18,185,547	(16,068,258)	2,134,129
Income tax	(6,028)	(10,812)	-	(16,840)	4,712,238	4,695,398
Profit/(loss)	10,529,120	7,139,653	516,774	18,185,547	(11,356,020)	6,829,527
Total assets	85,417,507	50,605,426	17,519,734	153,542,667	(64,495,909)	89,046,758
Total liabilities	53,844,573	21,200,831	15,366,438	90,411,841	(49,577,028)	40,834,814

NOTES TO THE FINANCIAL STATEMENTS - continued

26. SEGMENT INFORMATION – continued

Year ended 31 October 2023	Clothing	Hospitality	Finance & Investments	Total segments	Adjustments and eliminations	Consolidated
	€	€	€	€	€	€
Revenue from external customers	14,857,847	7,874,111	-	22,731,958	-	22,731,958
Revenue with other operating segments	2,228,865	-	-	2,228,865	(2,228,865)	-
Cost of sales	(10,521,687)	(3,356,069)	-	(13,877,756)	2,210,922	(11,666,834)
Gross profit/(loss)	6,565,025	4,518,042	-	11,083,067	(17,943)	11,065,124
Selling expenses	(5,462,515)	-	-	(5,462,515)	1,288,784	(4,173,731)
Administration expense	(11,107)	(961,718)	(77,091)	(1,049,916)	(1,395,543)	(2,445,459)
Depreciation & amortisation	(969,242)	(890,983)	-	(1,860,225)	-	(1,860,225)
Other operating income	980,400	177,592	-	1,157,992	(44,137)	1,113,855
Share loss of associate	-	-	-	-	9,416	9,416
	(5,462,464)	(1,675,109)	(77,091)	(7,214,664)	(141,480)	(7,356,144)
Operating profit/(loss)	1,102,561	2,842,933	(77,091)	3,868,403	(159,423)	3,708,980
Investment income	(20,648)	-	-	(20,648)	-	(20,648)
Finance income	13,236	-	562,348	575,584	(562,348)	13,236
Finance cost	(540,380)	(815,490)	(504,018)	(1,859,888)	562,349	(1,297,539)
	-	-	739,208	739,208	(739,208)	-
Segment profit before tax	554,769	2,027,443	720,447	3,302,659	(898,630)	2,404,029
Income tax	(45,225)	(47,926)	(186)	(93,337)	(273,701)	(367,038)
Profit/(loss)	509,544	1,979,517	720,261	3,209,322	(1,172,331)	2,036,991
Total assets	53,810,973	41,863,477	17,489,356	113,163,806	(32,447,139)	80,716,667
Total liabilities	32,599,897	19,227,200	15,317,211	67,144,308	(28,262,126)	38,882,182

The revenue information presented below is based on the location of the customers.

Year ended 31 October 2024	Clothing	Hospitality	Finance & Investments	Total segments	Adjustments and eliminations	Consolidated
	€	€	€	€	€	€
Malta	17,769,382	7,993,064	-	25,762,446	(3,271,884)	22,490,562
Sweden	233,683	-	-	233,683	-	233,683
UK	111,105	-	-	111,105	-	111,105
Dubai	134,342	-	-	134,342	-	134,342
Other	896,269	-	-	896,269	-	896,269
	19,144,781	7,993,064	-	27,137,845	(3,271,884)	23,865,961

Year ended 31 October 2023	Clothing	Hospitality	Finance & Investments	Total segments	Adjustments and eliminations	Consolidated
	€	€	€	€	€	€
Malta	14,704,189	7,874,111	-	22,578,300	(2,228,864)	20,349,436
Spain	166,504	-	-	166,504	-	166,504
UK	464,976	-	-	464,976	-	464,976
Dubai	490,683	-	-	490,683	-	490,683
Other	1,260,359	-	-	1,260,359	-	1,260,359
	17,086,711	7,874,111	-	24,960,822	(2,228,864)	22,731,958

NOTES TO THE FINANCIAL STATEMENTS - continued

27. EXPENSES BY FUNCTION AND NATURE

Group	2024	2023
	€	€
Cost of sales		
Cost of goods sold	3,635,806	3,550,786
Cost of garments sold	4,664,999	4,031,103
Cost of property developed (including commissions)	-	35,592
Depreciation	997,822	904,268
Employees benefits (Note 28)	1,247,093	967,255
Hotel operating suppliers	1,105,139	910,515
Laundering and cleaning	600,028	538,343
Provision on inventories (Note 16)	(265,992)	729,766
Reversal of provision for stock write-off	-	(149,493)
Commissions on hotel bookings	984,586	958,364
Transport and other costs	26,473	94,603
	12,995,954	12,571,102
Selling and distribution		
Employee benefits (Note 28)	1,977,332	1,617,030
Depreciation and amortisation	836,904	769,389
Rent	1,051,788	1,130,475
Advertising	138,086	225,035
Commissions	24,858	42,242
Office expenses	80,624	51,543
Bank charges	75,524	84,564
Maintenance and other fees	1,006,154	1,002,922
Professional fees	21,187	19,920
	5,212,457	4,943,120
Administrative expenses		
Employees benefits (Note 28)	1,697,189	1,645,277
Maintenance costs	118,237	148,212
Depreciation	194,938	186,568
Audit fees	93,898	83,026
Professional fees	162,221	139,597
Directors' fees	124,248	91,620
Reversal of provision for expected credit losses	-	(142,087)
Loss on disposal of property, plant and equipment	27,673	-
Other expenses	460,598	479,812
	2,879,002	2,632,025

Auditor's fees

Fees charged by the auditor for services rendered during the financial periods ended 31 October 2024 and 2023 relate to the following:

	Group	
	2024	2023
	€	€
Annual statutory audit		
- Parent company auditors	81,898	71,026
Other assurance services	4,000	4,000
Tax compliance and advisory services	8,000	8,000
	93,898	83,026

The auditors' remuneration for the Company attributable to the year ended 31 October 2024 amounted to € 1,000 (2023: €1,000).

NOTES TO THE FINANCIAL STATEMENTS - continued

28. EMPLOYEE BENEFIT COSTS

	Group	
	2024	2023
	€	€
Wages and salaries	4,567,187	3,908,738
Social security costs	354,427	320,824
	4,921,614	4,229,562

Average number of persons employed during the year:

	Group	
	2024	2023
By class of business		
Clothing	109	105
Hotel operations	54	50
	163	155
By category		
Direct	47	47
Selling and distribution	78	75
Administration	38	33
	163	155

29. DIRECTORS' EMOLUMENTS

	Group	
	2024	2023
	€	€
Salaries and other emoluments	476,846	501,941

30. OTHER OPERATING INCOME

	Group	
	2024	2023
	€	€
Property operating lease rental income	496,600	365,500
Foreign exchange differences	1,790	(941)
Other Income	60,910	6,579
Gain from fair value of investment property (Note 10)	-	742,715
	559,300	1,113,853

NOTES TO THE FINANCIAL STATEMENTS - continued

31. INVESTMENT INCOME

	Group		Company	
	2024	2023	2024	2023
	€	€	€	€
Dividend income from financial assets	16,222	-	-	-
	16,222	-	-	-

32. FINANCE INCOME

	Group		Company	
	2024	2023	2024	2023
	€	€	€	€
Investment income	15,310	13,236	-	-
Interest income from related parties	276	-	-	-
Dividend income	-	-	518,000	1,137,243
	15,586	13,236	518,000	1,137,243

33. FINANCE COSTS

	Group		Company	
	2024	2023	2024	2023
	€	€	€	€
Bank interest and charges	504,632	539,620	-	-
Bond interest expense	504,819	503,793	-	-
Interest charges on lease liabilities	300,833	254,126	-	-
	1,310,284	1,297,539	-	-

34. INCOME TAX (CREDIT)/EXPENSE

	Group		Company	
	2024	2023	2024	2023
	€	€	€	€
Current taxation:				
Current tax expense	16,839	133,921	-	398,035
Deferred taxation (Note 23)	(4,712,238)	233,117	-	-
	(4,695,399)	367,038	-	398,035

NOTES TO THE FINANCIAL STATEMENTS - continued

34. INCOME TAX EXPENSE - continued

The tax on the profit/(loss) before tax differs from the theoretical amount that would arise using the applicable tax rate as follows:

	Group		Company	
	2024	2023	2024	2023
	€	€	€	€
Profit/(loss) before tax	2,134,128	2,404,030	501,106	1,117,952
Tax thereon at 35%	746,945	841,411	175,387	391,283
<i>Tax effect of:</i>				
Income not subject to tax and/or charged at reduced rates	(41,207)	(261,745)	(181,300)	-
Expenses not deductible for tax purposes	118,672	156,122	5,913	6,752
Movement in unrecognised temporary difference	(93,548)	(368,750)	-	-
Group restructuring	(5,448,608)	-	-	-
Adjustment in respect current income tax of previous year	10,812	-	-	-
Other	11,444	-	-	-
	(4,695,490)	367,038	-	398,035

As at the reporting date the Group had an unrecognised deferred tax asset of €300,056 (2023: €707,823) arising on temporary differences arising predominantly from unabsorbed capital allowances, impairment of inventory and unabsorbed tax losses. The net deferred tax asset has not been recognised in these financial statements due to the uncertainty of the realisation of the tax benefit through future taxable profits. Deferred tax assets are recognised only to the extent that sufficient future profits will be available such that realisation of the tax benefits is probable. Trading losses and unabsorbed capital allowances held by the Group are available indefinitely for offsetting against future taxable profits for the Companies in which the losses arose.

Under the Business Promotion Regulations 2001, a Group undertaking is entitled to investment tax credits on its "qualifying" capital expenditure, the full amount of which would be available for set-off against the undertaking's tax liability. During the financial year ended 31 October 2019, the Group has benefitted from a conversion into cash of unutilised investment tax credits that were awarded to the Group in prior years through the provisions of the Business Promotion Regulation 2001. Accordingly, in accordance with the certificate issued by Malta Enterprise, the Group is entitled to receive an amount of €370,200 in cash in 3 equal instalments. As of 31 October 2024, an amount of €246,800 (2023: €246,800) is still due and will be received over the coming months.

Furthermore, the Group has unutilised investment tax credits amounting to €554,795 (2023: €547,458) that can be deducted from the tax due in a particular year. Any credits that are not utilised in any particular year are carried forward the future years.

NOTES TO THE FINANCIAL STATEMENTS - continued

35. COMMITMENTS

Capital commitments

Commitments for capital expenditure in relation to property development not provided for in these financial statements:

	Group	
	2024	2023
	€	€
Authorized but not contracted	1,053,023	8,583,475
Authorized but contracted	7,062,850	1,248,609
	8,115,873	9,832,084

36. CONTINGENCIES

The Group had the following contingencies as at the end of the reporting period:

- (a) At 31 October 2024, subsidiaries had paid cash guarantees amounting to €90,234 (2023: €90,234) in favour of third parties in the ordinary course of business.
- (b) At 31 October 2024, subsidiaries had paid cash guarantees in favour of various third parties in respect of building and development or properties amounting to €127,967 (2023: €31,087).
- (c) Furthermore, as at 31 October 2024 subsidiaries had committed an amount of €580,546 (2023: €243,188) in relation to a letter of credit.
- (d) At 31 October 2024, subsidiaries had filed objections with the Commissioner of Inland Revenue relating to years of assessment 1979 to 1988 concerning disputed income tax amounting to €45,278 (2023: €45,278), in respect of which no provision has been made in these accounts
- (e) The Group is involved in the below legal cases:
 - i. As at October 2024, a vendor had an open litigation with one of the Group's subsidiary. The vendor has commenced litigation against one of the Group' subsidiaries as a counteraction to an existing court case that the subsidiary initiated against the vendor. Given that the court case is still ongoing and on its initial phase, no reliable estimate of the amount of the obligation can be made. Accordingly, no provision for any liability has been made in these financial statements. During prior financial year ended 31 October 2023, the garnishee order amounting to €334,714 held by the Courts of Malta was released. Concurrently, a garnishee order for the same amount was issued against one of the Group's owned properties.
 - ii. In a separate court case, one of the subsidiaries opened a court case against a supplier. The same supplier filed a counter claim requesting the Court to condemn the Company to pay him. An amount of €50,776 was held as garnishee order in relation to this case. Given that the court case is still at initial phase, amount cannot be reliably measured and accordingly, no provision for any liability has been made by management.
 - iii. A subsidiary of the Group is involved in another legal case which is at initial phase, thus amount cannot be reliably measured and accordingly, no provision for any liability has been made by management.
 - iv. During financial year 2023, the Group won a court case against a vendor. As a counter action, the vendor opened a court case before the Courts of Malta to nullify the decision.

NOTES TO THE FINANCIAL STATEMENTS - continued

37. RELATED PARTY TRANSACTIONS

Bortex Group Holdings Company Limited and its subsidiaries (Note 2) constitute the Bortex Group. The entities constituting the Bortex Group are ultimately fully owned by Mr Peter Paul Borg and Ms Karen Borg. Accordingly, companies which are ultimately owned and controlled by these individuals are considered to be related parties to the Bortex Group. The Group's and the Company's related parties include the ultimate beneficial owners, the Group's subsidiaries and all other parties forming part of the Group of which the Company is the parent and key management personnel. Transactions between the Company and its subsidiaries have been eliminated on consolidation. Details of transactions between the Group and its other related parties are disclosed below. Trading transactions with these companies would typically include interest charges, management fees, service charges and other such items which are normally encountered in a group context.

Group

During the year ended 31 October 2024, the Group entered into the following transactions with non-consolidated related parties.

	2024	2023
	€	€
Transactions with associates		
Sales of garments	192,666	265,437

Transactions with key management personnel

During the financial year ended 31 October 2024, the Group made transactions with key management personnel as disclosed below.

	2024	2023
	€	€
Directors' fees	18,000	16,500
Directors' remuneration	476,846	501,941

During the financial year ended 31 October 2024, a contractual compensation was paid to the Directors of the Group in relation to the Group's performance amounted to €136,000 (2023: €115,388).

As at 31 October 2024, securities debt in issue having a face value of €314,144 (2023: €334,000) were held by the Group's Directors.

Company

During the year ended 31 October 2024, the Company did not enter into transactions with related parties.

Related party balances

As at 31 October 2024, the Group had outstanding balances with the shareholders and other related parties. The amounts due to these specific categories of related parties and shareholders at year end and in prior year are disclosed in Notes 15, 22 and 24 to these financial statements. The terms and conditions in respect of these balances are disclosed in respective notes.

NOTES TO THE FINANCIAL STATEMENTS - continued

38. DIVIDENDS PAID

	2024 €	2023 €
Gross dividend	518,000	1,137,243
Tax at source	-	(398,035)
	<hr/>	<hr/>
Net dividend – €25.9 (2023: €37) per share	518,000	739,208
	<hr/>	<hr/>

39. SUBSEQUENT EVENTS

Dividend declaration and performance bonus approvals

On 27 February 2025, the shareholders of the Company had approved to pay the executive directors of the Group a performance bonus amounting to €128,048. On the same day, the Directors approved an interim dividend amounting to €490,850.

Outlets

Subsequent to the year-end, the Group opened a new retail outlet and acquired a new shop that is currently being renovated, from which the Group will open another retail outlet.