FRASERS GROUP PLC

ANNUAL REPORT & ACCOUNTS 2024.

FRASERS GROUP

ABOUT FRASERS GROUP

FRASERS GROUP STARTED AS A SMALL STORE IN MAIDENHEAD IN 1982 AND FROM THERE, GREW TO BECOME AN INTERNATIONAL POWERHOUSE. AS THE BUSINESS EVOLVED, 2019 SAW THE REBRAND OF SPORTS DIRECT INTERNATIONAL TO FRASERS GROUP PLC; A REFLECTION OF THE GROUP'S GROWTH AND CHANGE IN MARKET IDENTITY.

Led by Chief Executive Michael Murray, the business is set on a formidable upward trajectory as it continues to expand with its pioneering approach to retail. Frasers Group provides consumers with access to the world's best sports, premium and luxury brands with a vision to build the planet's most admired and compelling brand ecosystem. With over 32,000 employees, Frasers Group's workforce is incredibly motivated and inspired to drive the success of the Group.

As a leader in the industry, Frasers Group is committed to rethinking retail by driving digital innovation and providing unique store experiences to its consumers globally.

Mission Statement

We are building the planet's most admired and compelling brand ecosystem.

Business Ethos

We do not run the business for the short term but work to ensure we deliver shareholder value over the medium to long term, whilst adopting accounting principles that are conservative, consistent and simple.

OUR IMPACT SINCE 2007

We became a listed public company in 2007. In the years since we floated, the Group has greatly contributed to the British economy. This includes:

£250M

Approx. £250m paid in colleague share bonuses

32,000

Have approx. 32,000 colleagues worldwide, approx. 21,000 of whom are in the UK

£925M

Contributed approx. £925m in UK Corporation Tax

£2,600M

Contributed approx. £2,600m in VAT and Duty

£259M

Contributed approx. £259m in NI employer contributions

OUTLOOK

Our successful Elevation Strategy is powering our strong financial performance, with strategic brand relationships giving us better access to product across the Frasers Group. As we move into FY25 and the summer of sport, we remain confident that our strategy will drive continued strong performance, and we expect significant synergies from both our automation programme and the integration of acquisitions. We continue to build a diverse business within retail, both in the UK and internationally, and also within financial services and property, that can deliver sustainable multi-year profitable growth. For FY25, we expect to achieve another strong increase in APBT in the range £575m-£625m.

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GROUP AT A GLANCE

CHANGE TO OPERATING SEGMENTS

Following a review of the Group's operating segments at the start of the 2023/24 financial year, a decision was taken to change the Group's segmental reporting to more accurately reflect the impact of recent acquisitions and strategy changes on how management views the business and makes decisions, and to allow a more granular analysis of the Group's operating base.

As a result, the Group will now present the following five operating segments:

- UK Sports
- Premium Lifestyle
- International
- Property
- Financial Services

Prior period results have been restated to show the results of each operating segment on an equivalent basis.

UK SPORTS

This segment now includes the results of the Group's core sports retail store operations in the UK, plus all the Group's sports retail online business, other UK-based sports retail and wholesale operations, GAME UK stores and online operations, retail store operations in Northern Ireland, Frasers Fitness, and the Group's central operating functions (including the Shirebrook campus).

51.7%

UK Sports accounts for 51.7% (FY23: 53.0%) of the Group's revenue.

£2,860.8m

3.3% ↓

PREMIUM LIFESTYLE

This segment includes the results of the Group's premium and luxury retail businesses FLANNELS, Cruise, Van Mildert, Jack Wills, House of Fraser, Gieves and Hawkes, and Sofa.com along with the related websites, the businesses acquired from JD Sports in FY23, as well as the results from the I Saw it First website and the Missguided website until the disposal of the Missguided intellectual property in October 2023.

21.7%

Premium Lifestyle accounts for 21.7% (FY23: 21.8%) of the Group's revenue

£1,204.0m

1.2% ↓

23.3%

International accounts for 23.3% (FY23: 22.3%) of the Group's revenue.

£1,289.2M

3.3% ↑

INTERNATIONAL RETAIL

This segment includes the results all of the Group's sports retail stores, management and operating functions in Europe, Asia and the rest of the world, including the Group's European Distribution Centres in Belgium and Austria, GAME Spain stores and e-commerce offering, the Baltics & Asia e-commerce offerings, the MySale business in Australia, the Group's US retail operations until they were disposed of in May 2022, and all non-UK based wholesale and licensing activities (relating to brands such as Everlast, Karrimor and Slazenger).

PROPERTY

This segment includes the results from the Group's freehold property owning and long leasehold holding property companies that generate third party rental and other property related income (e.g., car parking, conference and events income). The results of the Coventry Arena are reported in this segment.

1.3%

Property accounts for 1.3% (FY23: 0.6%) of the Group's revenue.

£72.7M

101.4% ↑

2.0%

Financial Services accounts for 2.0% (FY23: 2.2%) of the Group's revenue.

£111.0M

11.2% ↑

FINANCIAL SERVICES

This segment includes the results of Frasers Group Financial Services. This includes interest charged on amounts advanced to consumer credit customers, along with the associated impairment and operating costs.

HEADLINES

CONTINUED STRATEGIC PROGRESS AGAINST KEY PRIORITIES:

1. PROFITABLE GROWTH

£544.8M

APBT[1] of £544.8m (+13.1%), at the top end of our guidance range (£500-£550m).

+33.6%

Adjusted EPS[1] of 95.8p (+33.6%).

£575M-£625

Continued strong profitable growth – FY25 APBT expected to be £575m-£625m.

2. ELEVATION STRATEGY AND BRANDS

Continued successful execution of Elevation Strategy and strengthened brand partnerships, including onboarding new brands such as The North Face, On and Columbia. This contributed to a strong trading performance especially from Sports Direct, which delivered continuing year-on-year revenue and gross profit growth.

The continued strength of third-party brand relationships and Sports Direct's positioning are unlocking further international expansion opportunities: growing our presence in the Nordics, a joint venture in Southeast Asia, and currently acquiring a leading sports retailer in the Netherlands.

3. INTEGRATIONS AND SYNERGIES

8.2%

Virtual completion of warehouse automation project increased the efficiency of our warehouse and inventory handling processes resulting in a £138.2m (8.2%) reduction in gross stock holding year-on-year.

14.7%

This represents a £266.7m (14.7%) reduction compared to October 2023 and marks significant progress in reducing the like-for-like gross inventory balance by 5-15% by the end of the calendar year.

Successful integration of acquisitions which will improve efficiency and profitability in coming years.

Rolling out a new group-wide digital platform, streamlining and enhancing retail operations and improving consumer experiences across all digital brand channels.

4. FRASERS PLUS

Very encouraging early performance of Frasers Plus. We see a great deal of potential for Frasers Plus as a new revenue stream and a key pillar of our brand ecosystem. We have a long-term ambition of £1bn+ in sales, £600m in balances delivering a greater than 15% yield with over 2 million active Frasers Plus customers – this is excluding any third-party partnerships.

Agreed strategic partnership with THG plc ("THG"), post year-end. The partnership includes the integration of Frasers Plus into THG's Ingenuity platform, benefiting customers across THG's retail sites. This marks the first Frasers Plus partnership with an external partner.

FRASERSPLUS

5. STRONG BALANCE SHEET AND CASH FLOW

£1,873.0M

The Group's strategy is underpinned by a strong balance sheet with net assets increasing to £1,873.0m even after a £126.4m share buyback programme in the year.

£834.6M

Cash inflow from operating activities before working capital movements of £834.6m, largely driven by strong trading performance particularly at Sports Direct, down 4.7% year-on-year reflecting the non-repeat of the £95.0m reversal of legal and regulatory provisions in the prior year.

SUMMARY OF FINANCIAL PERFORMANCE

Reported PBT of £507.0m, a decrease of 20.5%. The Group's trading performance has been offset by a decrease in foreign exchange gains, non-cash fair value movements on equity derivatives (which have moved from a £41.1m gain in FY23 to a loss of £68.9m in FY24 and account for a significant portion of the year-on-year decline in statutory PBT) and the non-repeat of exceptional gains (primarily related to the gain made on businesses acquired from JD Sports Fashion plc).

APBT [(1)] increased by 13.1% to £544.8m despite lower profits from the disposal of properties and subsidiaries (£28.5m in the current period vs. £113.0m in prior year) and a £12.5m loss in respect of the Group's acquisition of Matches Fashion (vs. a £26.3m gain on disposal of Bob's in prior year). Property and acquisition related impairments returned to more normalised levels in the current year as a result of the strong trading performance combined with the rationalisation of loss-making stores, and future forecasts outweighing our downside impairment assumptions (a net impairment charge of £21.4m in the current period vs. £239.7m charge in the prior year).

Retail profit from trading of £738.9m, down 0.9%. A strong trading performance from Sports Direct reflecting the continuing success of the Elevation Strategy and strengthening brand relationships, was broadly offset by expected declines in GAME UK and Studio Retail, planned House of Fraser store closures, and a softer luxury market. The previous year's result also included the benefit of a 53rd week of trading.

Basic EPS of 86.8p, a decrease of 20.1p year-on-year. Adjusted EPS[(1)] of 95.8p, an increase of 24.1p (33.6%) due to increased underlying profitability, the impact of share buy-backs and a lower effective tax rate.

Net assets have increased to £1,873.0m from £1,668.2m at 30 April 2023, due to the profitability of the Group offset by share buybacks.

Cash inflow from operating activities before working capital movements of £834.6m, largely driven by strong trading performance particularly in Sports Direct, down 4.7% year-on-year reflecting the non-repeat of the £95.0m reversal of legal and regulatory provisions in the prior year.

Acquisitions and Investments

We expect to complete on the purchase of Netherlands retailer, Twinsport post year-end further supporting our growth ambitions in Europe.

Launched new joint venture in Indonesia to support our expansion plans in Southeast Asia.

Made further strategic investments as the Group continues to explore opportunities to expand commercial relationships and further develop the Group's ecosystem.

Strategic disposal of several non-core properties and lesser-performing brands, optimising the Group's portfolio and allowing us to focus on high-growth areas.

(1) This is an Alternative Performance Measure. APBT is reconciled to the equivalent GAAP measure in note 4 to the consolidated financial statements. Adjusted EPS is discussed in note 15 to the consolidated financial statements.

Reported PBT of
£507M

APBT [(1)] increased to
£544.8M

Basic EPS of
86.8p

Cash inflow from operating activities before working capital movements
£834.6M

Net assets have increased to
£1,873M


FRASERS
FRASERS
MID SEASON SALE

CHAIR'S STATEMENT

Introduction

We are pleased to report a strong set of results for FY24, in line with guidance we set at the start of the year. Consumer demand continues to be strong across our Sport division with great momentum as we head into the highly anticipated summer of sport, reinforcing our ambition to be the number one sporting goods retailer in EMEA.

Michael Murray has completed his second year as Chief Executive Officer and continues to execute the Group's Elevation Strategy with an impressive leadership team around him, exemplified by strong business performance and a clear strategy. Together with this experienced team in place, Michael continues to elevate brand relationships across Frasers Group.

Our continued tenure as a FTSE 100 company demonstrates the strength of our Elevation Strategy and the positive progress we are making. Additionally, the meaningful in-person collaboration between Michael, the board and I creates an environment primed to continue to build momentum and strengthen Frasers Group's unique proposition.

Elevation and Investment

Our results demonstrate that the Elevation Strategy is working. We continue to invest in opening new, elevated stores, doubling down on physical retail by refurbishing existing stores and strengthening brand partnerships to deliver the best consumer experience. With over 350 elevated stores across the business, we are particularly proud of the first-of-its-kind Everlast Gyms concept in Gateshead, Newcastle and our fourth Sports Direct flagship store in Cardiff which unveiled our new Rugby category, Evans Go and Outdoor concept. We continue to see property as a key principle of the Elevation Strategy with plans to open further experiential stores and acquire property assets in strategic retail locations.

We continue to strengthen relationships with our strategic brand partners, culminating in our Frasers Festival in May. With over 20 brand activations and an impressive panel of industry titans including leaders from Nike, adidas, Under Armour, On, Hugo Boss, The North Face and more, the Festival speaks for itself.

The Group has a clear and disciplined M&A strategy and the strategic investments the Group makes in the ordinary course of business are important to growing the Frasers ecosystem, including increased strategic investment in Hugo Boss, AO World, ASOS and Boohoo.

We continue to make meaningful progress with our ambition to become the number one sporting goods retailer in EMEA and beyond through the acquisition of the intellectual property of sporting goods retailers Perry Sport, and Atkiesport, as well as cycling e-commerce platforms, Wiggle and Chain Reaction, and WIT Fitness. We also strengthened ties through our strategic investment into Norwegian sports retailer, XXL. Sports Direct's growing presence in Indonesia and Malaysia through our joint venture with local retail giant PT MAP Active continues to reaffirm our commitment to the Group's international expansion strategy.

Across the Frasers Group portfolio, we have virtually completed our warehouse automation programme which is expected to notably further increase optimisation and we are investing significantly to elevate the Group's digital infrastructure. Ten of our European territories, including Sports Direct Germany, France and Spain, have migrated onto the new infrastructure, with more to come in FY25.

Finally, the introduction of 'Frasers Plus' – our FCA regulated credit payment account and rewards product – across the Group has seen promising early uptake with an increase in Average Order Values and cross-fascia shopping, providing invaluable insight into our customer's shopping habits and needs.

Our People

Our aim remains steadfast in creating a diverse and inclusive working environment at Frasers Group with our people at the centre of this goal. Our new strategic mindset across the Group – simplify, optimise and minimise – serves to further our vision across all facets of the Group, whether on the shop floor, in our warehouse or at head office.

Michael Murray has strengthened and redefined our leadership team, with the introduction of new and talented individuals who align with this strategic mindset and bring the Elevation Strategy to life through new energy and expertise.

Employee wellbeing is a top priority, and we continue to invest into the Frasers Fit app, the wellbeing initiative that provides useful resources and encourages physical, financial and mental health. We continue to recognise and reward our highest performing colleagues through our monthly awards, Frasers Champions, the Fearless 1000 bonus scheme and our second and biggest ever Frasers Festival which sought to motivate and inspire.

Attracting the best talent is also integral to the business. Our Graduate Scheme programme, the Frasers Elevation Programme, is now in its fifth year with over 100 talented people during this time, and we will look to recruit a new intake in September 2024. This focuses on developing talent in key areas for the Group, such as management and leadership, retail capability, and commercial expertise.

Environmental, Social and Governance

Led by our Chief Financial Officer, Chris Wootton, and our Sustainability team, our ESG strategy focuses on People, Products and Channels, allowing us to effectively implement our responsibilities into the Group and drive change to future-proof the business.

We've made considerable progress against our ESG framework, acknowledging there is always room to grow. We are in the midst of completing our global carbon footprint audit for FY24 and continue to embrace environmental stewardship through collaborative initiatives with brand partners to increase efficiency and optimise supply chains. The implementation of energy-saving initiatives, including voltage optimisation projects and LED installations, has led to a noteworthy reduction in energy consumption while we continue to improve cotton farming practices globally through our involvement in the Better Cotton initiative.

Outlook

Michael Murray continues to execute his clearly defined strategy for the business with conviction across all divisions. As we look forward to the next year, we have many growth opportunities for our diversified portfolio, our strategic brand partners are even stronger, and we are looking forward to continuing our success in the years ahead. We are grateful for the support we receive from our employees, banks, our investment partners and all our stakeholders.

Our successful Elevation Strategy is powering our strong financial performance, with strategic brand relationships giving us better access to product across the Frasers Group. As we move into FY25 and the summer of sport we remain confident that our strategy will drive continued strong performance, and we expect significant synergies from both our automation programme and the integration of acquisitions. We continue to build a diverse business within retail, both in the UK and internationally, and also within financial services and property, that can deliver sustainable multi-year profitable growth. For FY25, we expect to achieve another strong increase in APBT in the range £575m-£625m.

Dividend and Share Buybacks

The Board has again decided not to pay a final dividend in relation to FY24. We currently believe this is in the best interests of the Group, preserving financial flexibility and enabling reinvestment back into the growth opportunities for the business. However, we will keep this consistently under review.

Our share buyback programme has continued during the year which is a demonstration of our commitment to shareholder returns, our confidence in our strategy and our potential for future growth.

David Daly

Non-Executive Chair of the Board

17 July 2024

FOUNDED AS A SINGLE STORE IN MAIDENHEAD IN 1982, FRASERS GROUP PLC TODAY OPERATES A DIVERSIFIED PORTFOLIO OF SPORTS, FITNESS, PREMIUM LIFESTYLE AND LUXURY STORE FASCIAS.

The Group's colleagues work together with our suppliers and our third-party brand partners to serve customers in over 20 countries and to deliver the Group's strategy. The Group's governance structures provide guidance to colleagues in delivering this strategy. The Group aspires to be an international leader in sports, lifestyle and luxury retail. The Board is committed to treating all people with dignity and respect. We value our people, our customers and our shareholders and we strive to adopt good practices in our corporate dealings. We aim to deliver shareholder value over the medium to long term, whilst adopting accounting principles that are conservative, consistent and simple. Our strategy is set out in the 'Our Strategy – To build the Planet's most admired and compelling brand ecosystem' section of this report.

Our business model is to provide consumers with access to the World's best sports, premium and luxury brands by building the planet's most admired and compelling brand ecosystem.

The Group's business model is explained in greater detail below. This includes an outline of our fascias and retail channels, management of our property portfolio, our people, our third-party brand partners, our Group brands and our centralised support functions.

Multi-Channel Elevation Strategy

Our Elevation Strategy continues to work towards improving our offering to customers across all our channels, including marketing, social media, product, digital and in-store. This aims to enable the Group, along with our third-party brand partners, to connect with customers via a consistent voice across multiple platforms, including online, mobile and on the high street. This strategy enables our stores and our online operations to complement each other.

The websites for each of our core fascias in the UK, including SPORTSDIRECT.com, USC.co.uk, FLANNELS.com, Houseoffraser.co.uk and GAME.co.uk, have undergone significant enhancements to facilitate optimum appeal to consumers. Our product offering across these core fascias, both in-store and online, aims to create a compelling shopping experience in key categories that include, amongst others, football, women's, kids, running, cycling, lifestyle, fashion, luxury and gaming.

We offer product across a range of price points, including good, better and best. This enables us to offer more premium products, which is net-new to the business. This gives consumers a greater range of choices for those who wish to shop for premium products, whilst still retaining our original entry-level and continuity product offerings.

SPORTS DIRECT USC FLANNELS HOUSE OF FRASER SINCE 1849 GAME

OUR VALUES

OWN IT	THINK WITHOUT LIMITS	BE RELEVANT
Own the basics	Think	Relevant to people
Own the role	Think fast	Relevant to partners
Own the result	Think fearlessly	Relevant to the planet

Our People

The Group's policy is to treat all our people with dignity and respect. Frasers Group colleagues work together across all areas of the business and we are proud that Frasers Group plc is one of the first public companies in the UK to make an elected Workers' Representative a board member. We welcome all new colleagues into the Group following the acquisitions in the year and post period end and those who joined us through the Frasers Group Elevation Programmes as well as all other new recruits.

Remuneration and Rewards

Our policy is to foster a reward-based culture that enables our colleagues to share in the success of the Group. It is Company policy to pay above the statutory National Minimum Wage, including rates that are above the statutory National Living Wage for those over 21 years of age in the UK. In addition to this, in the current period the Group paid awards and incentives of approx. £23m, from which both permanent and casual colleagues benefitted.

Our Fearless 1000 share scheme will result in 1,000 of our Fearless colleagues, who live and breathe our values, being eligible to receive share bonuses ranging from £50k right up to £1m, if the share price is at £10 (for at least 30 consecutive trading days) at the vesting dates. See note 25 for further details.

Workers' Representative

The Frasers Group Workers' Representative is Cally Price, a territory manager. The Workers' Representative has a unique insight into the Group and will speak on behalf of the Group's workforce at all scheduled meetings of the Board, in order to facilitate a healthy and constructive dialogue.

Colleague Engagement

In addition to the Workers' Representative, the Company has an ongoing dialogue with colleagues via the 'Ask Cally' app. The app allows any employee to submit a question or raise an issue directly with the Non-executive Workforce Director, Cally Price, and receive a personal response. If required, this feedback is passed to senior management for review and appropriate action.

Our Global Third-Party Brand Partners

We work with our leading third-party global brand partners and provide significant prominence for them with our customers across all our platforms.

Our third-party and group brands are managed by central brand and marketing teams. This centralised structure significantly benefits the Group by enabling the individual brands to participate in group buying and sourcing; aggregated supplier relationships and enhanced supply chain disciplines; group inventory monitoring and replenishment; and more inspired and harmonious visual merchandising in-store.

OUR STRATEGY

Frasers Group believes in the power of brands. We serve them, nurture them, and invent them. Today more than ever, the world looks to brands for ideas, inspiration, and meaningful change, creating value for people and elevating the everyday. Our strategy is aligned to this purpose and is based on three interconnected focus pillars – the brands we sell, our digital offering and our physical stores. These are supported by a set of enablers, focused on our people, systems, automation, and data. By continuing to elevate our performance across all areas of our strategy, we will achieve our vision: to build the planet's most admired and compelling brand ecosystem.

TO BUILD THE WORLD'S MOST COMPELLING BRAND ECOSYSTEM


FOOTBALL
FOOTBALL MCR

Strategy	Key Achievements In FY24	Priorities for FY25
Brands Our consumers look to brands to elevate their everyday. They want to have the choice of the world's best brands across sports, premium and luxury. Accessibility is essential for our success. To achieve our vision, we focus on building excellent relationships with our brand partners, unlocking the best products and experiences. Our powerful brand offering is supported by our complementary range of own-brands, where we aim to offer unrivalled choice and value, and drive growth through meaningful partnerships and brand collaborations. We will continue to consider strategic acquisitions that bring attractive brands into the Group and sit within our sector-leading ecosystem. Our ecosystem provides us with strong foundations to drive the Group forward and support our future growth across retail, real estate, and financial services.	During FY24, our achievements included: • Developed our relationships with key brand partners, such as Nike, Adidas, Under Armour, and Hugo Boss, exemplified by their participation at the second Frasers Festival. • Established new, innovative relationships with brand partners such as The North Face, On and Columbia. • Acquired strategic brands to enable our strategy and further grow our ecosystem, through the acquisitions of intellectual property for Wiggle, Chain Reaction and Matches. • Disposed of non-core brand Missguided, enabling us to rationalise the number of brands within the Premium Lifestyle segment. • Strategically invested in businesses that complement our existing brands or helped us to build and further utilise our sector-leading ecosystem, such as Boohoo, Currys, ASOS and AO World. • Completed the roll out of our Frasers Plus platform, a Financial Conduct Authority approved and regulated credit facility across the Group's retail fascias. • Agreed strategic partnership with THG plc ("THG"). The partnership includes the integration of Frasers Plus into THG's Ingenuity platform, benefiting customers across THG's retail sites. This marks the first Frasers Plus partnership with an external partner.	During FY25, our priorities are to: • Continue strengthening our relationships with strategic brand partners and improve our access to their best product across our key pillars of Sports, Premium, and Luxury. • Further grow our Frasers Plus business including exploring further strategic partnerships with third parties. • Invest in and grow our own-brand portfolio to ensure it remains relevant to consumers and complements our ecosystem. • Identify and grow new brand opportunities that unlock diversified customer interest. • Continue to unlock synergies with strategic investments and partnerships, growing our ecosystem.
Digital We are building a sector-leading digital ecosystem where we create consumer value through seamless and innovative experiences of the world's best brands. We continue to invest in unique multi-channel experiences and enhance our digital design to elevate the consumer shopping experience. Our digital investment has and will further build our technologies across e-commerce, data platforms and marketing tech to facilitate the next stage of our growth. We work alongside a strong network of industry leading technology providers and agencies to ensure our digital business is forward thinking and delivers strong growth.	During FY24: • First significant roll out of new commerce tools-based MACH architecture with 10 EU markets now live. Focus now shifts to rolling out this architecture across the UK estate. • Invested in and launched key new capabilities across the Group: Amplience CMS, Optimizely, and Algolia DRR and Neural Search. • Elevated the customer experience across the digital estate, with significant UX improvements across the estate. Sports Direct launched a new white label app with strong initial results. Focus now shifts to rolling this out across the rest of the estate. • Completed the roll out of Frasers Plus across all the Group's platforms. • Made strategic investment into XCM Horizon to amplify our first party data activation capabilities and form basis of new marketing tech stack to give competitive advantage in a tough market.	During FY25, our priorities are to: • Roll out of new fit for future ecommerce platform across the portfolio, delivering the benefits of MACH architecture across the Group. • Roll out group-wide membership programme, creating value exchange to enhance first party data capture and build personalised experiences • Continued investment in elevating our experiences, including full new app ecosystem. Premium and luxury will be a particular focus, where we will create stronger visual identities, personal shopping and AI-driven outfitting. • Build enhanced marketing tech stack that gives capability to deliver a retail media proposition, highly personalised activations across the consumer journey, and effective utilisation of first party data to deliver efficient marketing.

Strategy	Key Achievements In FY24	Priorities for FY25

Physical
The elevation and expansion of our physical store portfolio is a fundamental part of our Group-wide strategy and legacy.
Across our three pillars of Sports, Premium and Luxury, we will continue to:
• Invest in new strategic locations and acquisitions.
• Expand and identify opportunities internationally for Sports Direct.
• Elevate and improve our current estate, particularly for Sports Direct.
• Give consumers access to unrivalled luxury and premium destinations across our FLANNELS and Frasers business.
• Identify strategic real estate investments to support the business' long-term strategy.
• Provide consumers in regions underserved by the luxury market with the world's best brands.
	During FY24, our achievements included:
	• Continued investment in opening new, elevated stores, doubling down on physical retail by refurbishing existing stores and strengthening brand partnerships to deliver the best consumer experience:
	  • Sports Direct opened its fourth flagship in Cardiff, which unveiled our new Rugby category, Evans Go and Outdoor concept.
	  • Our fifth FLANNELS flagship opened in Gateshead, unveiling our new Home concept that offers consumers access to a unique collection of contemporary and luxury homeware brands
	  • Opened the first-of-its-kind Everlast Gyms concept in Gateshead directly connected to a 50,000 sq. ft. Sports Direct store, offering consumers a well-rounded sports experience. Continued opening new locations across the UK and Europe.
	• Continued opening new locations across the UK and internationally.
	• Acquired a number of retail sites including the Junction 32 retail outlet in Castleford, Yorkshire to further demonstrate our belief in the future of physical retail.
	• Launched new joint venture in Indonesia to support our international expansion.
		During FY25, our priorities are to:
		• Further grow our presence internationally.
		• Continue the Elevation Strategy by opening new stores and refurbishing existing ones.
		• Invest in experiences and retail collaborations across new categories, with a focus on home, beauty, and lifestyle.
		• Develop and improve operational excellence across our retail portfolio, gradually introducing technology partners to enhance our in-store offering and continue to meet the ever-evolving demands of the consumer.
		• Continue to roll out the opening of Everlast Gyms, offering ground-breaking fitness clubs across the UK.
		• Continue to identify strategic opportunities and acquisitions to support our international expansion.

Enablers We aim to have the best team to enable us to deliver our strategy. To attract new talent, we continue to develop our employer brand and act on our values, whilst further improving communication to drive engagement with existing colleagues. We have a rewards-based culture and we continue to introduce new ways of empowering and motivating our workforce to support the delivery of our strategy. We continue to invest in automation and to integrate acquired businesses to enhance Group efficiencies.	During FY24, our achievements included: • Continuation of regular and direct interaction with our CEO and the leadership team at quarterly "CEO sessions". • Further communicated the Fearless 1000 bonus scheme, whereby 1,000 staff split £100m giving our people the opportunity to win life changing sums of money if the share price hits £10 (for 30 days). • Successful integration of acquisitions such as Studio Retail and Sportmaster. • Virtual completion of automation project leaving us with one of the largest Autostores in Europe. • Future-proofed the business with planned key operational sites in Coventry and Germany. The planning application for the Coventry site was submitted during FY24.	During FY25, our priorities are to: • Continue to drive a high-performance culture through regular employee updates and increased employee engagement. • Continue to future-proof the business by developing automation plans across the UK and Europe, ensuring successful delivery of our strategy. • Focus on cost control and maximising synergistic benefits arising from integrations of acquisitions.

KEY PERFORMANCE INDICATORS

The Board manages the Group's performance by reviewing a number of key performance indicators (KPIs). The KPIs are discussed in this Chief Executive's Report and Business Review, the Financial Review, the Environment section and the 'Our People' section. The table below summarises the Group's KPIs.

	52 weeks ended 28 April 2024	53 weeks ended 30 April 2023[1]
Group revenue	£5,537.7m	£5,586.0m
Reported PBT	£507.0m	£638.0m
Adjusted PBT[2]	£544.8m	£481.8m
Cash inflow from operating activities before working capital	£834.6m	£875.6m
Net assets	£1,873.0m	£1,668.2m
Non-Financial KPIs		
Number of retail stores	1,551	1,630
Workforce turnover	31.0%	32%*
Electricity consumption on like-for-like stores improvement vs FY20	24.8%	15.9%

(1) Restated to reflect the Group's revised segmental reporting, the reclassification of rental income and the change in accounting policy regarding the valuation of investment property. Please refer to note 1 of the consolidated financial statements for details.

(2) This is an Alternative Performance Measure. APBT is reconciled to the equivalent GAAP measure in note 4 to the consolidated financial statements.

The Directors have adopted Alternative Performance Measures (APMs). APMs should be considered in addition to UK-adopted International Accounting Standards ("UK IAS") measures. The Directors believe that adjusted profit before tax ("APBT") provides further useful information for shareholders on the underlying performance of the Group in addition to the reported numbers, and is consistent with how business performance is measured internally. They are not recognised profit measures under UK IAS and may not be directly comparable with 'adjusted' or 'alternative' profit measures used by other companies.

Adjusted PBT is profit before tax excluding the effects of exceptional items, realised foreign exchange, fair value adjustments to derivative financial instruments included within finance income/costs, fair value gains/losses and profit on disposal of equity derivatives, and share schemes. This measure has been reviewed by the Audit Committee which has appropriately challenged management on the presentation and the adjusting items included in this APM.

Group Revenue

The Board considers that this measurement is a key indicator of the Group's growth.

Reported Profit Before Tax

Reported PBT shows both the Group's trading and operational efficiency, as well as the effects on the Group of external factors as shown in the fair value movements in strategic investments and FX.

Adjusted Profit Before Tax

Adjusted PBT shows how well the Group is managing its ongoing trading performance and controllable costs and therefore the overall performance of the Group.

Cash Inflow from Operating Activities Before Working Capital

Cash inflow from operating activities before working capital is considered an important indicator for the Group of the cash generated and available for investment in the Elevation Strategy.

Net Assets

The Board considers that this measurement is a key indicator of the Group's financial position and health.

Number of Retail Stores

The Board considers that this measure is an indicator of the Group's growth. The Group's Elevation Strategy is replacing older stores and often this can result in the closure of two or three stores, to be replaced by one larger new generation store.

Workforce Turnover

The Board considers that this measure is a key indicator of the contentment of our people.
For more details refer to the retention section of the 'Our People' section of this report. We have adjusted the measure this year to report only non-redundancy related staff turnover in order to drive a focus on the parts of our business that have a higher attrition. *The prior period figure has been restated on an equivalent basis (FY23: reported figure 44.5%).

Like-for-Like Electricity Consumption

This measure links to our targets in the TCFD report around the installation of LED lighting, building management services, and voltage optimisation. This measure allows the board to determine the effectiveness of these projects in reducing the Group's energy consumption. Like-for-like stores includes stores in Great Britain, above a de minimis consumption, and that were open from 2019 onwards.

CHIEF EXECUTIVE'S REPORT AND BUSINESS REVIEW

STRATEGIC AND OPERATIONAL HIGHLIGHTS

Introduction

Reflecting on this past year, I am proud of the strides we have made at Frasers Group and the disciplined execution of our Elevation Strategy, which is bringing the business closer to where we want to be for our consumers, people, brand partners, and shareholders. Despite macro-economic challenges, we continue to remain focused on delivering our Elevation Strategy and further building our brand ecosystem across attractive segments. Given the scale of growth the Frasers Group has experienced in recent years, it is more important than ever to ensure we keep our business simple. With this in mind, from FY24, we have clearly defined our segments as UK Sports Retail, Premium Lifestyle, International Retail, Property and Financial Services to best illustrate our focus areas. FY24 has been an exceptional year. We have delivered a strong financial performance thanks in part to the breadth of our business across these segments, and affirming the Frasers equity story: best brands, diverse growth, and cash compounder.

Best Brands

Our brand relationships are stronger than they have ever been, unlocking selectively distributed products from the world's best brands.

Continued commitment to the Elevation Strategy reaffirms our new positioning, creating more opportunities and securing the Group in markets with high barriers to entry.

The strength of our ecosystem positions us as a key strategic wholesale partner for the world's best brands, giving them access to new consumers, an elevated omni-channel experience, and an aligned wholesale strategy.

Diverse Growth

While Sport has always and continues to be a core tenet of the business, we have exciting profitable growth opportunities across a diverse range of segments including differentiated Retail and International opportunities and, most recently, Property and Financial Services.

A focus on leveraging these new revenue streams for the Group whilst fixating on profitable growth.

Cash Compounder

Frasers Group is highly cash generative and a cash compounder, consistently generating new and diverse profit growth opportunities.

The business has delivered £3.7bn in operating cash over the last 9 years which has been reinvested, funding the Elevation Strategy which started in 2016, and delivered great value for all stakeholders whilst maintaining consistently low leverage.

This impressive cash compounder model is supported by conservative, consistent and simple accounting principles.

Financials

We have seen strong trading momentum across much of our diversified portfolio, especially in Sports Direct, underscoring the resilience of our operations and the strength of our business. We continue our practice of adopting conservative, consistent, and simple accounting principles. This disciplined approach to our balance sheet ensures that stakeholders have a transparent view of the value creation within the business.

Our financial performance has been robust, with our cash compounder model driving significant returns. We maintained strong financials across our diverse growth sectors, including Retail across multiple sectors, international markets, Property, and Financial Services. Our commitment to a strong balance sheet provides a solid foundation for future growth and stability, positioning us well to capitalise on emerging opportunities.

Key financial metrics include:

- UK Sports segment gross margin increased 250bps to 45.5% demonstrating the strength of our proposition and brand relationships, and improving product access.
- Adjusted PBT[1] increased to £544.8m (13.1%) driven particularly by Sports Direct, and more normalised impairment levels as results and forecasts outperform downside assumption scenarios.

- Reported PBT of £507.0m, a decrease of 20.5%. The Group's trading performance has been offset by a decrease in foreign exchange gains, non-cash fair value movements on equity derivatives and the non-repeat of exceptional gains (primarily related to the gain made on businesses acquired from JD Sports Fashion plc).
- Adjusted EPS[1] up 33.6% to 95.8p due to improved profitability supported by the significant share buy-back programme in the year and lower effective tax rate.
- Net assets have increased 12.3% to £1.9bn.
- £126.4m of capital returned to shareholders by way of share buy-backs in the year.
- Very strong cash inflow from operating activities before working capital movements of £834.6m versus the prior year of £875.6m, which included £95.0m of legal and regulatory provision reversals not repeated in the current year.
- Continued self-funded growth of the Group and investment in the Elevation Strategy with leverage remaining consistently low.

Retail

Our mission at Frasers Group is to build the planet's most admired and compelling brand ecosystem. We obsess over our relationships with the best brands across Sport, Premium and Luxury. Part of the strength of our ecosystem is its diversity: no single brand supplier represents more than 15% of our total Group sales. Our brand portfolio is strengthened by an ever-evolving roster of new brands, such as The North Face, On, Salomon, Columbia and Alo Yoga, which we have onboarded this year. Importantly, this is underpinned by Frasers' owned brands, which generate higher gross margin for the Group. This brand mix not only provides consumers with a wide selection of products across sectors but also provides varied price points to serve different consumer groups. As brands continue to evaluate their direct-to-consumer model, wholesale partners are becoming increasingly imperative. Our Elevation Strategy has enabled clear alignment with the world's best brands making us a key strategic partner and presenting us with greater opportunities.

The mutual value of our brand relationships came to life at the Frasers Festival held in May, where over 40 of our strategic brand partners joined us for two days to celebrate and foster collaboration. We had founders and CEOs join us from the world's biggest brands, such as Kevin Plank, Founder and CEO of Under Armour, Bjørn Gulden, CEO of adidas, Daniel Grieder, CEO of Hugo Boss, Marc Maurer, Co-CEO of On, and more. It was fantastic to celebrate our achievements together and their endorsement of Frasers Festival 2024 truly demonstrated their trust in the repositioning of our business and their alignment to our vision.

Sports Direct continues to reinforce its position as an undisputed leader in Sport. The Sport industry is not slowing down; high consumer demand, coupled with our unique proposition continues to drive profitable growth for the division. In FY24, we have built on our strong foundations with the successful roll out of new elevated stores, experiential-led flagship store openings and best-in-class category concepts. We will continue to invest significantly in our store estate over the coming years, always ensuring our robust payback model for store investment is adhered to. In line with our international expansion ambition, we have made meaningful progress with acquiring the intellectual property of sporting goods retailers Perry Sport, and Atkiesport, and contracted to acquire Twinsport post year-end - which now makes us the #1 top Sport retailer in Benelux. We have increased our equity investment in Norwegian sports retailer, XXL and remain close to agreeing a strategic partnership to further develop our presence across the Nordics. We are also excited about our joint venture with international retail giant, PT MAP Active, having already opened 3 stores in Indonesia. We will be further growing our presence across Southeast Asia and are very excited about the opportunities that arise from this partnership.

While Sport moves from strength-to-strength, our Premium and Luxury division experienced the softening of the global luxury market felt by most high-end retailers and brands. We made the difficult but necessary decision to put Matches into administration once it became clear that too much further investment would be required to sustain the business. Following an extensive process by the Joint Administrators, we reached an agreement to acquire certain intellectual property assets. We remain committed to the luxury market and, whilst the environment is likely to remain challenging for the medium-term, we are confident in our well-invested and differentiated proposition with FLANNELS; we have strong relationships with key brand partners and remain well-placed to capitalise on longer-term opportunities. In our Premium division, we have made good progress on consolidating the House of Fraser store estate and introduced other Frasers Group fascias to make the retail space more productive whilst increasing the product offering for the consumer. This new retail model with more of our concepts under one roof is proving hugely attractive and is a commercial way to incorporate multiple fascias together.

Over the last 12 months, we have made excellent progress on our warehouse automation programme across our supply chain, which is set to transform our Group-wide retail operations. The project is now 99% complete and already enabling further Group efficiencies and synergies, and we have already made significant headway rationalising our stock holding by £138.2m year-on-year.

This improvement in our operations enables us to accelerate the integrations of acquisitions, unlocking potential for the years ahead by reducing warehouse locations, systems and infrastructure costs and, ultimately, increasing profitability. Finally, we are nearing completion of the integration of several acquisitions, including Studio Retail, Sportmaster and GAME which we expect to produce further efficiency and profitability improvements once completed.

Our strong infrastructure has been a key enabler for the elevation of our digital platform. Earlier this year, we started the overhaul of our digital offering with the creation of a cutting-edge platform that is transforming the consumer e-commerce experience through personalisation and better product discoverability, building on our operational efficiencies and improvements. To complement our international expansion, we launched 10 new localised Sports Direct websites this year, which allows us to unlock the strong demand across Europe, and we are looking forward to scaling this further.

Strategic Investments

Building a compelling brand ecosystem requires a dynamic M&A strategy which is central to the Group's DNA. Starting with one store in 1982, the Group has grown to over £5 billion in sales across a number of diverse sectors and countries, nearly all of which have been acquired as part of our ongoing M&A strategy. We regularly review our investment portfolio to ensure it is diverse and resilient, but also conducive to synergies and future growth as demonstrated by our recently increased investment in Hugo Boss. We are and always have been incredibly supportive of Hugo Boss' strategy and work closely with the management team to bring synergies for both businesses. It is our intention to remain a long-term and supportive shareholder.

Property

Frasers Group occupies over 20 million square feet of stores, warehouses, and office space. Actively managing this vast estate is essential, and our presence in large towns and cities often exceeds 150,000 square feet. Our unique advantage lies in our deep understanding of trading data, enabling us to effectively underwrite our occupational demand, giving us an edge over other investors. This insight has unlocked numerous opportunities to acquire property assets at attractive prices.

By leveraging these acquisitions, we not only fulfil our retail representation requirements but also drive additional footfall, enhance the tenant mix, and ultimately increase the value of our assets. When market conditions are favourable, we maintain the flexibility to sell these assets, capturing the value created and redeploying the proceeds across the Group. In FY24, we successfully executed property acquisitions totalling £91.0m and completed £12.1m of disposals. As we move forward, we remain vigilant in monitoring further opportunities to expand and optimise our portfolio.

Financial Services

We are incredibly optimistic about our Financial Services proposition, further expanding our diverse ecosystem. The platform evolves our capability, allowing us to better understand our consumers cross-fascia, streamline the consumer experience with a one-click checkout, and reward our most loyal consumers.

Our improved capabilities support the continued success of Frasers Plus - our FCA-regulated credit payment account and rewards product - which is changing how consumers shop across the Group's brands and third-party platforms. The early performance of Frasers Plus has been very encouraging, as it is an attractive product for consumers, and has driven a rise in spending across categories and segments, and Average Order Value above where we initially forecasted.

After a promising early uptake from our consumers within Frasers Group, which generated invaluable consumer insights and data that will help us better serve our consumers, we entered our first external Frasers Plus partnership with THG. Frasers Plus will be integrated into THG's Ingenuity platform, benefiting consumers across THG retail sites and unlocking new growth opportunities for the business by recruiting new consumers and offering existing Frasers Plus members exciting new products.

We see a great deal of potential for Frasers Plus as a new revenue stream and a key pillar of our compelling brand ecosystem. We are excited to grow our new Financial Services division with a long-term ambition of £1bn+ in sales, £600m in balances delivering a greater than 15% yield with over 2 million active Frasers Plus customers – this is excluding any third-party partnerships.

Our Teams

Our people are our best and most important asset – whether on the shop floor, in our warehouse, or at head office – and we're always looking for new ways to inspire and drive them. That's why we hosted our second Frasers Festival in May, which brought together over 1,500 of our top-performing colleagues from across the world. The day aimed to inspire, connect and motivate our teams through fitness challenges, brand activations and panel talks from global brand leaders. Feedback from employees has been overwhelmingly positive as we head into a busy summer period. We strongly believe that rewarding colleagues for their contribution is crucial, which is why our Fearless 1000 bonus scheme recognises and rewards the Group's top 1,000 performers. We also introduced 'Retail Reconnect' for Head Office staff whereby they spend two days a year in either a Retail or Warehouse environment. The experience drives collaboration and a better understanding of the demands facing our Retail and Warehouse teams, as well as an understanding of our consumers. We're already reaping the benefits of this initiative and seeing greater cohesion among our people.

Continued Focus on Environmental, Social, and Governance

This year, we introduced Frasers Group's global Sustainability framework against which we benchmark and measure our ESG progress and impact. We have made significant strides against our ESG framework, underpinning our dedication to environmental stewardship and social responsibility. While we have made progress we can be proud of, we recognise that meaningful change will take time and that we are at the beginning of a long journey.

We're in the process of completing our global carbon footprint audit for FY24, which demonstrates our commitment to transparency and continuous improvement. Our collaborative efforts with brand partners have optimised shipping, significantly increased efficiency and reduced our carbon footprint. We have also focused on reducing our reliance on single-use plastics, as well as saving over 2 million hangers from disposal to keep them in circulation for longer. We have implemented energy-saving initiatives, including voltage optimisation projects and LED installations, which led to a noteworthy reduction in energy consumption.

Outlook

As I mark two years as Chief Executive at Frasers Group, I want to extend my gratitude and thanks to every member of the Frasers Group team, our Board of Directors, investors, and partners. Your ongoing commitment and support drive us forward every day, and here's to continuing our shared success in the years to come.

Looking ahead to FY25, we are confident that our strategy will continue to drive strong trading, bolstered by a summer of sport, the integration of recent acquisitions and synergies from our automation programme. We also expect to reduce the like-for-like gross inventory balance by 5% to 15% by the end of the calendar year, and have already made significant progress. We're continuing to build a diversified and global retail business for sustained multi-year growth and expect to achieve another significant increase in FY25 APBT[1] in the range £575m-£625m.

(1) This is an Alternative Performance Measure. APBT is reconciled to the equivalent GAAP measure in note 4 to the consolidated financial statements. Adjusted EPS is discussed in note 15 to the consolidated financial statements.

Michael Murray

Chief Executive Officer

17 July 2024

SUMMARY OF RESULTS

	52 weeks ended 28 April 2024	53 weeks ended 30 April 2023[1]
Retail revenue	£5,354.0m	£5,424.9m
Total revenue	£5,537.7m	£5,586.0m
Retail gross profit	£2,239.9m	£2,252.0m
Group gross profit	£2,395.2m	£2,395.0m
Retail gross margin	41.8%	41.5%
Group gross margin	43.3%	42.9%
Retail profit from trading	**£738.9m**	**£745.3m**
Group profit from trading	**£835.6m**	**£908.4m**
Reported profit before tax ("PBT") from continuing operations	**£507.0m**	**£638.0m**
Adjusted profit before tax ("APBT")[2]	**£544.8m**	**£481.8m**
Reported basic earnings per share ("EPS")	86.8p	106.9p
Adjusted basic EPS[2]	95.8p	71.7p
Net assets	£1,873.0m	£1,668.2m
Cash inflow from operating activities before working capital	£834.6m	£875.6m

(1) Restated to reflect the Group's revised segmental reporting, the reclassification of rental income and the change in accounting policy regarding the valuation of investment property. Please refer to note 1 of the consolidated financial statements for details.

(2) This is an Alternative Performance Measure. APBT is reconciled to the equivalent GAAP measure in note 4 to the consolidated financial statements. Adjusted EPS is discussed in note 15 to the consolidated financial statements.

The Directors have adopted Alternative Performance Measures (APM's). APM's should be considered in addition to UK-Adopted International Accounting Standards ("UK IAS") measures. The Directors believe that Adjusted profit before tax ("APBT") and Adjusted basic EPS provide further useful information for shareholders on the underlying performance of the Group in addition to the reported numbers and are consistent with how business performance is measured internally. They are not recognised profit measures under UK IAS and may not be directly comparable with "adjusted" or "alternative" profit measures used by other companies.

Performance Overview

Retail revenue decreased by 1.3%. A strong trading performance from the core Sports Direct business has offset the majority of the planned sales declines in GAME UK and Studio Retail, as well as the impact of House of Fraser store closures and a softer luxury market in Premium Lifestyle. Excluding the impact of the 53rd week from prior year, retail revenue increased by 0.6%. Total group revenue decreased by 0.9% with growth in the property segment partially mitigating declines in Retail and Financial Services. Excluding the impact of the 53rd week from prior year, total revenue increased by 1.0%.

Group gross margin % increased to 43.3% from 42.9%, driven by an increase in retail gross margin reflecting improvements in Sports Direct's product mix as a result of strengthening brand relationships mitigated by the softer luxury market. Retail profit from trading of £738.9m, down 0.9%. A strong trading performance from Sports Direct reflecting the continuing success of the Elevation Strategy and strengthening brand relationships, was broadly offset by expected declines in GAME UK and Studio Retail, planned House of Fraser store closures, and a softer luxury market. The previous year's result also included the benefit of a 53rd week of trading.

APBT[2] increased by 13.1% to £544.8m despite lower profits from the disposal of properties and subsidiaries (£28.5m in the current period vs. £113.0m in prior year) and a £12.5m loss in respect of the Group's acquisition of Matches Fashion (vs. a £26.3m gain on disposal of Bob's in prior year). Property and acquisition related impairments returned to more normalised levels in the current year as a result of the strong trading performance combined with the rationalisation of loss-making stores, and future forecasts outweighing our downside impairment assumptions (a net impairment charge of £21.4m in the current period vs. £239.7m charge in the prior year).

Reported PBT of £507.0m, a decrease of 20.5%. The Group's trading performance has been offset by a decrease in foreign exchange gains, non-cash fair value movements on equity derivatives (which have moved from a £41.1m gain in FY23 to a loss of £68.9m in FY24 and account for a significant portion of the year-on-year decline in statutory PBT) and the non-repeat of exceptional gains (primarily related to the gain made on businesses acquired from JD Sports Fashion plc).

Basic EPS of 86.8p, a decrease of 20.1p year-on-year. Adjusted EPS[2] of 95.8p, an increase of 24.1p (33.6%) due to increased underlying profitability, the impact of share buy-backs and a lower effective tax rate.

Net assets have increased to £1,873.0m from £1,668.2m at 30 April 2023, due to the profitability of the Group offset by share buybacks.

Cash inflow from operating activities before working capital movements of £834.6m, largely driven by strong trading performance particularly in Sports Direct, down 4.7% year-on-year reflecting the non-repeat of the £95.0m reversal of legal and regulatory provisions in the prior year.

REVIEW BY BUSINESS SEGMENT

UK Sports

This segment now includes the results of the Group's core sports retail store operations in the UK, plus all the Group's sports retail online business, other UK-based sports retail and wholesale operations, GAME UK stores and online operations, retail store operations in Northern Ireland, Frasers Fitness, and the Group's central operating functions (including the Shirebrook campus).

UK Sports accounts for 51.7% (FY23: 53.0%) of the Group's revenue.

	52 weeks ended 28 April 2024 (£'m)	53 weeks ended 30 April 2023[1] (£'m)	Pro forma 52 weeks ended April 2023 (£'m)
Revenue	2,860.8	2,959.1	2,903.3
Cost of Sales	(1,558.5)	(1,685.7)	(1,653.9)
Gross Profit	1,302.3	1,273.4	1,249.4
Gross Margin %	45.5	43.0	43.0
Trading result	**468.4**	**454.7**	**446.1**
Operating profit	**353.1**	**328.3**	**322.1**
Store numbers	797	812	

(1) Restated to reflect the Group's revised segmental reporting, the reclassification of rental income and the change in accounting policy regarding the valuation of investment property. Please refer to note 1 of the consolidated financial statements for details.

Revenue decreased by 3.3% with Sports Direct largely mitigating planned declines in GAME UK and Studio Retail. Excluding the impact of the 53rd week from prior year, revenue decreased by 1.5%.

Gross profit increased by £28.9m and gross margin increased by +250 bps to 45.5% reflecting an improved product mix at Sports Direct due to strengthening brand relationships, as well as reduced lower margin sales from GAME UK and Studio Retail. This contributed to a £13.7m (3.0%) increase in the segment's profit from trading.

UK Sports' operating profit result of £353.1m (FY23: £328.3m) includes impairment reversals of £8.4m (FY23: impairments of £25.1m), a result of the strong trading performance, and future forecasts outweighing our downside impairment assumptions, and foreign exchange gains of £9.2m (FY23: £35.8m).

Store numbers decreased from 812 to 797 mainly driven by the replacement of standalone GAME stores with GAME concessions situated inside larger Sports Direct stores.

Premium Lifestyle

This segment includes the results of the Group's premium and luxury retail businesses FLANNELS, Cruise, Van Mildert, Jack Wills, House of Fraser, Gieves and Hawkes, and Sofa.com along with the related websites, the businesses acquired from JD Sports in FY23, as well as the results from the I Saw it First website and the Missguided website until the disposal of the Missguided intellectual property in October 2023.

Premium Lifestyle accounts for 21.7% (FY23: 21.8%) of the Group's revenue.

	52 weeks ended 28 April 2024 (£'m)	53 weeks ended 30 April 2023[1] (£'m)	Pro forma 52 weeks ended April 2023 (£'m)
Revenue	1,204.0	1,218.1	1,195.1
Cost of Sales	(773.2)	(741.0)	(727.0)
Gross Profit	430.8	477.1	468.1
Gross Margin %	35.8	39.2	39.2
Trading result	**137.2**	**134.0**	**131.5**
Operating profit	**98.6**	**91.0**	**89.3**
Store numbers	181	221	

(1) Restated to reflect the Group's revised segmental reporting, the reclassification of rental income and the change in accounting policy regarding the valuation of investment property. Please refer to note 1 of the consolidated financial statements for details.

Revenue decreased by 1.2%, as the impact of planned House of Fraser store closures and a softer luxury market were partially offset by sales from the businesses acquired from JD Sports Fashion plc in H2 of FY23. Excluding the impact of the 53rd week from prior year, revenue increased by 0.7%.

Segment profit from trading was broadly flat at £137.2m with the planned clearance of surplus inventory from businesses acquired from JD Sports Fashion plc and the impact of continuing closures of legacy House of Fraser stores leading to a 340bps reduction in gross margin to 35.8%. This was offset by overheads savings arising from the closure of House of Fraser stores and acquired businesses being integrated into the Group.

Premium Lifestyle's operating profit result of £98.6m (FY23: £91.0m) includes impairments of £2.5m (FY23: impairments of £56.9m including £20.5m in respect of writing down intangibles recognised on the acquisition of Missguided and I Saw it First).

We have invested in a unique proposition in our luxury business and are well positioned for the future. Our long-term ambitions for this business remain unchanged, although it is likely that progress will remain subdued for the short to medium term in the face of a softer market. However, we view this as an opportunity for continued consolidation in order to further strengthen our position.

Store numbers decreased from 221 to 181 as we continued to rationalise the House of Frasers store estate and close unprofitable stores in the businesses acquired from JD Sports Fashion plc in H2 of FY23.

International Retail

This segment includes the results all of the Group's sports retail stores, management and operating functions in Europe, Asia and the rest of the world, including the Group's European Distribution Centres in Belgium and Austria, GAME Spain stores and e-commerce offering, the Baltics & Asia e-commerce offerings, the MySale business in Australia, the Group's US retail operations until they were disposed of in 2022, and all non-UK based wholesale and licensing activities (relating to brands such as Everlast, Karrimor and Slazenger).

International accounts for 23.3% (FY23: 22.3%) of the Group's revenue.

	52 weeks ended 28 April 2024	53 weeks ended 30 April 2023[1]	Pro forma 52 weeks ended April 2023
	(£'m)	(£'m)	(£'m)
Revenue	1,289.2	1,247.7	1,224.2
Cost of Sales	(782.4)	(746.2)	(732.1)
Gross Profit	506.8	501.5	492.1
Gross Margin %	39.3	40.2	40.2
Trading result	**133.3**	**156.6**	**153.6**
Operating profit/(loss)	**44.1**	**(11.3)**	**(11.1)**
Store numbers	575	597	

(1) Restated to reflect the Group's revised segmental reporting, the reclassification of rental income and the change in accounting policy regarding the valuation of investment property. Please refer to note 1 of the consolidated financial statements for details.

Revenue increased by 3.3% due to growth from the Sports Direct International business, as well as the acquisition of the MySale business in Australia in mid FY23. Excluding the impact of the 53rd week from prior year, revenue increased by 5.3%.

Segment profit from trading decreased by £23.3m (14.9%) year on year as gross profit growth (achieved at a lower margin % due to GAME Spain (console sales) and MySale) was more than offset by the one-off costs associated with integrating acquired businesses (such as Sportmaster in Denmark), and inflation linked operating cost increases.

International's operating profit result of £44.1m (FY23: loss of £11.3m) includes impairments of £12.5m (FY23: impairments of £133.8m, including £87.9m in respect of intangible assets allocated to the Everlast CGU) and foreign exchange gains of £0.3m (FY23: losses of £4.7m).

We continue to explore opportunities for growth having invested in our Indonesian joint venture and expect to complete on the purchase of Netherlands retailer, Twinsport post year-end.

Store numbers decreased from 597 to 575 as we continued to evaluate our stores at lease expiries and breaks, to rationalise the store international store portfolio.

Property

This segment includes the results from the Group's freehold property owning and long leasehold holding property companies that generate third party rental and other property related income (e.g., car parking, conference and events income). The results of the Coventry Arena are reported in this segment.

Property accounts for 1.3% (FY23: 0.6%) of the Group's revenue.

	52 weeks ended 28 April 2024 (£'m)	53 weeks ended 30 April 2023[1] (£'m)	Pro forma 52 weeks ended April 2023 (£'m)
Revenue	72.7	36.1	35.4
Cost of Sales	(7.8)	(2.6)	(2.6)
Gross Profit	64.9	33.5	32.8
Gross Margin %	89.3	92.8	92.7
Trading result	**39.1**	**97.3**	**95.5**
Operating profit/(loss)	**(31.3)**	**37.4**	**36.7**

(1) Pro forma 52 weeks results have been given in order to provide a comparative to FY22, due to FY23 being a 53 week period.

Revenue increased by 101.4%, largely due to the annualisation of the prior year acquisitions of Luton, Dundee and Coventry Arena, as well as the impact of current year acquisitions such as the Castleford retail park.

Segment profit from trading declined by £58.2m, with the equivalent result in FY23 including a £95.4m gain on disposal of properties.

Property's operating loss of £31.3m (FY23: profit of £37.4m) includes a net impairment charge of £14.8m (FY23: impairments of £23.9m), fair value gains on investment property £11.5m (FY23: fair value loss of £6.5m) and depreciation of £60.2m (FY23: £36.0m).

Property investment remains a key focus for the Group, unlocking occupational demand for our retail business whilst delivering strong property returns that can be recycled at the appropriate time.

Financial Services

This segment includes the results of Frasers Group Financial Services. This includes interest charged on amounts advanced to consumer credit customers, along with the associated impairment and operating costs.

Financial Services accounts for 2.0% (FY23: 2.2%) of the Group's revenue.

	52 weeks ended 28 April 2024 (£'m)	53 weeks ended 30 April 2023[1] (£'m)	Pro forma 52 weeks ended April 2023 (£'m)
Revenue	111.0	125.0	122.6
Impairment losses on credit receivables	(20.6)	(15.5)	(15.2)
Gross Profit	90.4	109.5	107.4
Gross Margin %	81.4	87.6	87.6
Trading result	**57.6**	**65.8**	**64.6**
Operating profit	**56.1**	**89.9**	**88.2**

(1) Restated to reflect the Group's revised segmental reporting, the reclassification of rental income and the change in accounting policy regarding the valuation of investment property. Please refer to note 1 of the consolidated financial statements for details.

Our focus is to prioritise the growth of our new Frasers Plus credit offering and reduce the Studio Retail book. As a result of this, and the planned reduction in sales as Studio Retail was integrated into the Group's warehouse and ecommerce infrastructure, revenue decreased 11.2%.

Segment profit from trading decreased £8.2m (12.5%) year-on-year with the impairment charge returning to normalised levels (following a release of impairment provision in the prior year as a result of the cost-of-living crisis being less severe than anticipated) and an increase in overhead costs arising from the implementation of Frasers Plus.

We see a great deal of potential for Frasers Plus as a new revenue stream and a key pillar of our compelling brand ecosystem. We are excited to grow our new Financial Services division with a long-term ambition of £1bn+ in sales, £600m in balances delivering a greater than 15% yield with over 2 million active Frasers Plus customers – this is excluding any third-party partnerships.

Post year-end, we agreed a strategic partnership with THG plc ("THG"). The partnership includes the integration of Frasers Plus into THG's Ingenuity platform, benefiting customers across THG's retail sites. This marks the first Frasers Plus partnership with an external partner.

Discontinued operation

	52 weeks ended 28 April 2024 (£'m)	53 weeks ended 30 April 2023[1] (£'m)
Result from discontinued operation (net of tax)	(12.5)	26.3

(1) Restated to reflect the Group's revised segmental reporting, the reclassification of rental income and the change in accounting policy regarding the valuation of investment property. Please refer to note 1 of the consolidated financial statements for details.

On 20 December 2023, the Group acquired the Matches business ("Matches") from MF Intermediate Limited, by way of the purchase of 100% of the shares of a group of 6 companies (of which MatchesFashion Limited was the main trading subsidiary) and the acquisition of the senior and junior debt owed by those companies. The consideration payable was £51.9m.

Following the acquisition, the Group provided significant funding to Matches but the business continued to generate material trading losses. As a result of this, management concluded that the funding requirements of the business would be far in excess of amounts that the Group considers to be viable and on 8 March 2024 administrators were appointed. Since the Group lost control of Matches upon the administrators' appointment, its net assets (including the associated goodwill) were derecognised and the loans due to the Group from Matches were recognised at this point, net of a provision for expected credit loss.

The £12.5m loss from discontinued operation reflects a trading loss of £8.4m for the period during which Matches was a subsidiary of the Group and £4.1m loss on disposal, reflecting the difference between the carrying value of the net assets at the point the Group ceased to control Matches and the recoveries expected from the administration.

In the period between the administrators' appointment and 28 April 2024, the Group purchased the brand names and intellectual property of Matches for £20.0m, with the consideration payable being treated as a reduction in the amounts owed to the Group by Matches.

In the prior period, the Group disposed of its US retail businesses trading as Bobs Stores and Eastern Mountain Sports for net cash consideration of approximately £43.6m. The £26.3m profit from discontinued operation reflects a break even trading performance (after tax) for the period during which these businesses were subsidiaries of the Group and a £26.3m gain on disposal.

FINANCIAL REVIEW

The consolidated financial statements for the 52 weeks ended 28 April 2024 are presented in accordance with UK-adopted International Accounting Standards (UK IAS).

Summary of Results

	52 weeks ended 28 April 2024	53 weeks ended 30 April 2023[1]
Revenue	£5,537.7m	£5,586.0m
Reported profit before tax	£507.0m	£638.0m
Adjusted PBT [2]	£544.8m	£481.8m
Reported basic EPS	86.8p	106.9p
Adjusted basic EPS[2]	95.8p	71.7p

(1) Restated to reflect the Group's revised segmental reporting, the reclassification of rental income and the change in accounting policy regarding the valuation of investment property. Please refer to note 1 of the consolidated financial statements for details.

(2) This is an Alternative Performance Measure. APBT is reconciled to the equivalent GAAP measure in note 4 to the consolidated financial statements. Adjusted EPS is discussed in note 15 to the consolidated financial statements.

Foreign Exchange and Treasury

The Group reports its results in GBP but trades internationally and is therefore exposed to currency fluctuations on currency cash flows in various ways. These include purchasing inventory from overseas suppliers, making sales in currencies other than GBP and holding overseas assets in other currencies. The Board mitigates the cash flow risks associated with these fluctuations with the careful use of currency hedging using forward contracts and other derivative financial instruments.

The Group uses forward contracts that qualify for hedge accounting in two main ways – to hedge highly probable EUR sales income and USD inventory purchases. This introduces a level of certainty into the Group's planning and forecasting process. Management has reviewed detailed forecasts and the growth assumptions within them and is satisfied that the forecasts meet the criteria for being highly probable forecast transactions.

As at 28 April 2024 and as detailed in note 30c, the Group had the following forward contracts and bought options that qualified for hedge accounting under IFRS 9 *Financial Instruments* ("IFRS 9"), meaning that fluctuations in the value of the contracts before maturity are recognised in the Hedging Reserve through Other Comprehensive Income. After maturity, the sales and purchases are then valued at the hedge rate.

Currency	Expected use	Currency value	Timing	Rates
USD / GBP	USD inventory purchases	USD 275m	FY25	1.31
EUR / GBP	Euro sales	EUR 456m	FY25-FY26	0.98-1.08

The Group also uses currency options, swaps and spots for more flexibility against cash flows that are less than highly probable and therefore do not qualify for hedge accounting under IFRS 9. The fair value movements before maturity are recognised in the Income Statement.

The Group has the following sold currency options and unhedged forwards:

Currency	Expected use	Currency value	Timing	Rates
USD / GBP	USD inventory purchases	USD 240m	FY25	1.26 - 1.31
USD / EUR	USD inventory purchases	USD 95m	FY25	1.04 - 1.31
EUR / GBP	Euro sales	EUR 1,056m	FY25 – FY27	0.98 - 1.15

The Group is proactive in managing its currency requirements. The Treasury team works closely with senior management to understand the Group's plans and forecasts and discusses and understands appropriate financial products with various financial institutions, including those within the Group Financing Facility. This information is then used to implement suitable currency products to align with the Group's strategy.

Regular reviews of the hedging performance are performed by the Treasury team alongside senior management to ensure the continued appropriateness of the currency hedging in place and, where suitable, to implement additional strategies and or restructure existing approaches, in conjunction with our financial institution partners.

Given the potential impact of commodity prices on raw material costs, the Group may hedge certain input costs, including cotton, crude oil and electricity.

Earnings

Basic earnings per share (EPS) is calculated by dividing the earnings attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the financial period. Shares held in Treasury and the Employee Benefit Trust are excluded from this figure.

	53 weeks ended 28 April 2024	52 weeks ended 30 April 2023[1]
	Pence Per Share	Pence Per Share
Reported EPS (Basic)	86.8p	106.9p
Adjusted EPS (Basic)[2]	95.8p	71.7p
Weighted average number of shares (actual)	438,504,703	459,911,330

(1) Restated to reflect the Group's revised segmental reporting, the reclassification of rental income and the change in accounting policy regarding the valuation of investment property. Please refer to note 1 of the consolidated financial statements for details.

(2) This is an Alternative Performance Measure. Adjusted EPS is discussed in note 15 to the consolidated financial statements.

Basic EPS of 86.8p, a decrease of 20.1p year-on-year. Adjusted EPS (2) of 95.8p, an increase of 24.1p (33.6%) due to increased underlying profitability, the impact of share buy-backs and a lower effective tax rate.

Dividends & Share Buybacks

The Board has decided not to pay a final dividend in relation to FY24 (FY23: £nil). The Board remains of the opinion that it is in the best interests of the Group and its shareholders to preserve financial flexibility and facilitate future investments and other growth opportunities. The payment of dividends remains under review.

The Group's share buyback programme has continued during the year which is a demonstration of our commitment to shareholder returns, our confidence in our strategy and our potential for future growth. Share buy-backs totalled £126.4m (FY23: £155.3m).

Capital Expenditure

During the period, gross capital expenditure (excluding IFRS 16) amounted to £267.2m (FY23: £468.4m – this figure was inflated as a result of the sale and leaseback transaction entered into in the prior year).

Strategic Investments

The Group continues to hold various strategic investments as detailed in note 21. In addition, the Group also holds indirect strategic investments within contracts for difference and options.

On initial application of IFRS 9 the Group made the irrevocable election to account for long term financial assets (i.e., strategic investments) at fair value through other comprehensive income (FVOCI) given these are not held for trading purposes. The election is made on an instrument-by-instrument basis, only qualifying dividend income is recognised in profit and loss, changes in fair value are recognised within OCI and never reclassified to profit and loss, even if the asset is impaired, sold or otherwise derecognised.

The fair values of the contracts for difference and options are recognised in Derivative Financial Assets or Liabilities on the Group's Balance Sheet, with the movement in fair value recorded in the Income Statement.

The Frasers Group's strategic investment strategy is a key enabler in the growth and success of the Group and is in the ordinary course of business.

Acquisitions

The Group acquired a number of businesses during the period, further details of these acquisitions can be found within note 32.

Related Parties

Details regarding related parties are disclosed in note 34.

Relationship Between Frasers Group plc and Mike Ashley

Mike Ashley opened his first sports shop in 1982 and built the Frasers Group into a multi-billion-pound retailer over the next forty years. The Group was initially floated on the London Stock Exchange in 2007 and following continued growth Mike stepped down as CEO in 2022. He also stepped down from the Board of Directors in 2022 and has no day-to-day involvement or responsibility for the strategic direction of the Group or any Board matters.

However, given his extensive involvement in leading the business for over forty years, the Board has an agreement with Mr Ashley, through his own company MASH Holdings Limited, which provides for management to seek his expertise in discrete areas where he has specific knowledge, for example in warehousing, logistics or strategic relationships with the supply chain. He does not receive any remuneration for providing this advice to management and has no decision-making powers.

Taxation

Total tax contribution

The effective tax rate on profit before tax in FY24 was 21.8% (FY23 restated: 24.0%). The Group has contributed approximately £500m (FY23: £469m) in taxes paid and collected during the year. Taxes paid by the Group of approximately £220m (FY23: £204m) are primarily business rates, corporation tax and employer's national insurance contributions. Taxes collected by the Group of approximately £280m (FY23: £265m) are primarily net VAT, PAYE and employee's national insurance contributions.

The Group's Tax Strategy is published at: *https://frasers-cms.netlify.app//assets//files/financials/fy24-tax-strategy.pdf*

Taxes paid by country

The Group generates 92.6% of its profits in companies that are resident in the UK and pays 88.3% of its corporation tax liabilities to HMRC in the UK.

Plastic Packaging Taxes

During FY24 the Group has paid approx. £0.1m in respect of the new UK Plastics Packaging Tax.

Cash Flow and Net Debt

Net debt (note 27) increased by £30.8m from £416.8m at 30 April 2023 to £447.6m at 28 April 2024. Net debt includes £126.8m of borrowings relating to the Frasers Group Financial Services Limited securitisation facility (30 April 2023: £161.6m). Net interest on bank loans and overdrafts increased to £51.4m in the year (FY23: £37.2m) largely due to increased interest rates and increased usage of the Revolving Credit Facility ("RCF") in the period.

Analysis of Net Debt:

	28 April 2024	30 April 2023
Cash and cash equivalents	£358.6m	£332.9m
Borrowings	(£806.2m)	(£749.7m)
Net debt	**(£447.6m)**	**(£416.8m)**
Securitisation (disclosed within borrowings)	**(£126.8m)**	**(£161.6m)**
Net debt excluding securitisation	**(£320.8m)**	**(£255.2m)**

The Group enacted the second one-year extension to its Group facility and currently has access to a combined term loan and RCF with total commitments of £1,432.5m until November 2025. This reduces to £1,372.5m from December 2025 until maturity in November 2026.

The Group continues to operate comfortably within its banking facilities and covenants and the Board remains comfortable with the Group's available headroom.

Summary of Cash Flow

	28 April 2024	30 April 2023[1]
Operating cash inflow before changes in working capital	**£834.6m**	**£875.6m**
(Increase)/decrease in receivables	(£47.4m)	£95.8m
Decrease/(increase) in inventories	£114.1m	(£71.6m)
Decrease in payables	(£42.6m)	(£132.4m)
Decrease in provisions	(£47.5m)	(£132.5m)
Cash inflows from operating activities	**£811.2m**	**£634.9m**
Income taxes paid	(£129.0m)	(£93.2m)
Net cash inflows from operating activities	**£682.2m**	**£541.7m**
Lease payments	(£162.8m)	(£140.7m)
Net finance costs paid	(£35.6m)	(£30.4m)
Net capital expenditure (including sale & leasebacks)	(£211.3m)	(£214.5m)
Net proceeds from acquisition and disposal of subsidiary undertakings	(£35.9m)	£18.5m
Purchase of listed investments, net of disposal proceeds	(£249.3m)	(£70.9m)
Proceeds in relation to equity derivatives	£58.0m	£66.2m
Decrease in deposits relating to equity derivatives	£51.1m	£53.8m
Investment income	£2.3m	£3.0m
Exchange movement on cash balances	(£3.1m)	£3.6m
Purchase of own shares	(£126.4m)	(£155.3m)
Dividends paid to non-controlling interests	-	(£0.7m)
Movement in net debt	**(£30.8m)**	**£74.3m**

(1) Restated to reflect the change in accounting policy regarding the valuation of investment property. Please refer to note 1 of the consolidated financial statements for details

Summary of Consolidated Balance Sheet

	28 April 2024	30 April 2023[1]
Property, plant & equipment	£962.6m	£1,132.0m
Investment properties	£350.5m	£160.0m
Long-term financial assets	£495.4m	£289.6m
Intangible assets	£42.2m	£24.1m
Inventories	£1,355.3m	£1,464.9m
Trade & other receivables	£674.9m	£720.1m
Trade & other payables	(£683.9m)	(£711.9m)
Provisions	(£259.0m)	(£306.5m)
Net debt (excluding securitisation borrowings)	(£320.8m)	(£255.2m)
Securitisation borrowings	(£126.8m)	(£161.6m)
Lease liabilities	(£646.3m)	(£679.9m)
Other	£28.9m	(£7.4m)
Net assets	**£1,873.0m**	**£1,668.2m**

(1) Restated to reflect the change in accounting policy regarding the valuation of investment property. Please refer to note 1 of the consolidated financial statements for details

The decrease within property, plant and equipment from 30 April 2023 is largely due to net additions offset by depreciation and the transfer of three properties with a net book value of approximately £79.4m to investment property following a change of use in the period. The increase in investment property reflects this transfer, acquisitions in the year (including the Junction 32 retail park in Castleford, Yorkshire) and fair value gains of £11.5m.

The year-on-year increase within intangible assets primarily reflects the purchase of the Matches intellectual property and brand names for £20m offset by the amortisation of brands allocated to the Everlast cash generating unit ("CGU").

Long-term financial assets have increased since 30 April 2023 due to the business making significant strategic investments including in AO World plc, ASOS plc and Boohoo plc during the period.

Gross inventory has reduced by £138.2m (8.2%) year-on-year. This reflects the increased the efficiency of our warehouse and inventory handling processes following the virtual completion of the automation project, as well as the rationalisation of inventory from the businesses acquired from JD sports fashion plc in the second half of FY23.

Trade and other receivables include £139.0m relating to deposits in respect of derivative financial instruments (30 April 2023: £190.1m) and the Frasers Group Financial Services consumer credit receivables portfolio with a carrying value of £206.2m (30 April 2023: £225.9m).

Trade and other payables have reduced by £28.0m from £711.9m to £683.9m reflecting the timing of supplier payments around the prior year end due to the 53rd week.

Provisions have reduced by £47.5m from £306.5m to £259.0m reflecting the utilisation and partial release of property related provisions due to the Group's strong trading performance, combined with the rationalisation of loss-making stores and future forecasts outweighing our downside assumptions.

Included within other, the closing corporation tax creditor at 28 April 2024 is approximately £94.4m (FY23: £102.6m) and net deferred tax assets of £82.1m (FY23: £66.4m) have been recognised.

Summary of Company Balance Sheet (Extract)

	28 April 2024	30 April 2023
Investments	£1,712.5m	£1,440.4m
Debtors: amounts falling due within one year	£235.7m	£365.3m
Creditors: amounts falling due within one year	(£775.1m)	(£883.2m)

Investments relate to investments in subsidiaries and long-term financial assets. The increase is largely due to strategic investments acquired in the period.

The majority of the movement in debtors relates to a decrease in collateral to cover margin requirements for derivative transactions held with counterparties. The remaining balance relates to amounts owed by group undertakings.

Creditors largely relates to amounts owed to group undertakings.

Chris Wootton

Chief Financial Officer

17 July 2024

NON-FINANCIAL AND SUSTAINABILITY INFORMATION

The table below sets out where the information required by sections 414CA and 414CB of the Companies Act 2006 can be found in this Annual Report.

Requirement	Location	Relevant Policies
Environmental Matters	TCFD REPORT – pages 57 to 64	Environmental policy
Climate related financial disclosures	TCFD REPORT – pages 57 to 64	
Employees	ESG REPORT – pages 37 to 56	Staff Handbook Employee Data Privacy Statement Acceptable Use Policy
Community issues	ESG REPORT – pages 37 to 56	
Social Matters*	ESG REPORT – pages 37 to 56	
Human Rights	ESG REPORT – pages 37 to 56	Anti-Slavery and Human Trafficking Policy
Anti-Bribery & Corruption policy	ESG REPORT – pages 37 to 56	Staff Handbook Anti-Bribery & Corruption policy Whistleblowing Policy Code of Conduct/Supply Policy

*We continually work to ensure that we improve in this sector. Our policy is not sufficiently formalised although evidence of what we do can be located on pages 37 to 56.


NIKE
SKETBALL
NIKE

WORKERS' REPRESENTATIVE REPORT

I have now been the Workers' Representative and Workforce Director for five years, a role that I feel privileged to hold. As my tenure continues, my relationship with both the Executive and Non-Executive teams continues to strengthen and my relationship with Frasers Group colleagues is open and transparent.

I maintain full control and ownership of the colleague welfare portal, where every colleague has the opportunity to raise concerns or queries directly to me. I operate with complete transparency and any findings from these platforms are shared with the rest of the Board or, if appropriate, in accordance with our whistleblowing policy.

This past year, as with every year, my focuses remain on colleague welfare, wellbeing initiatives and ensuring that Frasers Group places its people at the heart of all decision making. We have launched 'Frasers Fit' which aims to educate our colleagues around the importance of being financially, mentally and physically fit, an initiative which has proved popular amongst our organisation.

I continue to facilitate regular retail focus groups where colleagues are given opportunities to raise potential concerns, ideas and viewpoints. Each focus group is then followed up with meaningful change implemented by our senior leaders.

Moreover, I am proud to have helped our Executive team launch 'Retail Reconnect', an initiative whereby our head office colleagues, including our Executive team must spend two consecutive days working in our retail space or our warehouse. This initiative further highlights how committed we are to ensuring our front-line colleagues have access to all levels of the business and each head office colleague, regardless of seniority gets first-hand experience to understand how our retail and warehouse teams operate.

Furthermore, after the successful feedback from our Employee Engagement Survey, we are committed to conducting another survey this year to reinforce our commitment of making Frasers Group a world class place to work. Once the survey is complete, I will then liaise with senior management to discuss areas of improvement.

This year, in line with our remuneration strategy, we are implementing pay reviews for my retail colleagues ensuring that we remain competitive and are supporting our people through the current economic challenges.

Frasers Group continues to place its people at the core of its business with recognition initiatives such as our Fearless 1000 scheme, Frasers Champions and we have proudly hosted our second Frasers Festival to celebrate our top performers.

I continue to meet regularly with all key stakeholders offering colleague insight into how we can consistently elevate the welfare of everyone at Frasers Group.

I am looking forward to the year ahead and working alongside our Executive and Non-Executive teams. Our recent additions to the Board highlight our commitment to ensuring we have the best talent and leadership in place to create the best environment for our people to thrive in.

ESG REPORT

SMALL CHANGES CAN MAKE A BIG DIFFERENCE. BIG CHANGES CAN RESHAPE AN ENTIRE INDUSTRY.

Environmental, Social and Governance (ESG) continues to be a core area of focus for Frasers Group.

We are committed to embracing and integrating ESG; embedding it into the fabric of our operations. It allows us to further reinforce our purpose and vision: To elevate the lives of the many by building the planet's most admired and compelling brand ecosystem.

It's our commitment to understand and reduce our environmental impact, to nurture social wellbeing, and to incorporate robust governance through our well-established structures and processes. We're on a mission to continue to elevate our retail offering, our people, and the experiences we provide. Identifying environmental and social challenges and building strategies to future-proof against them is crucial to our future.

Last year, we defined our Products, People and Channels (PPC) framework, giving us a set of measurable focuses where we can have the biggest impact, guiding our priorities and initiatives for our ESG commitment. This framework is key to our ESG success and continues to build upon the progress we have already made in several key areas.

We are shaping a future where Frasers Group cannot only thrive financially but also contribute meaningfully to the wellbeing of our planet and our people. We are not just envisioning a more responsible future, we are making it happen.

FY24 Progress at a Glance

PRODUCTS

- Developed new systems and processes to collect better product data.
- Improved engagement with our supply chain to learn about their processes and capabilities.

PEOPLE

- Rolled out our Frasers fit app, and evolved our Wellbeing initiatives.
- Reinforced our commitment to providing customers with access to the best brands and experiences.

CHANNELS

- Continued to further invest in energy efficiency initiatives.
- Implemented new methods and processes for waste management and recycling.

CHRIS WOOTTON – CFO AND ESG EXECUTIVE SPONSOR

As we reflect on Frasers Group's journey, we recognise the progress the business has made to become a powerhouse in the retail industry today. Driven by our unwavering commitment to provide consumers with access to the world's best sports, premium, and luxury brands, we've always believed in pushing boundaries and challenging the status quo.

We understand the importance of embracing sustainability, through Environmental, Social, and Governance (ESG) principles, and our own Products, People and Channels framework. Sustainability is a fundamental responsibility that we must uphold for our planet and communities, and making changes that have a positive impact must become a major part of our DNA.

At the heart of everything we do, we live and breathe the Group's values – 'Think Without Limits', 'Own It' and 'Be Relevant' – as we navigate our ESG journey. We know the importance of thinking fast, taking risks, and empowering our team to do the same, and although we still have a way to go, this has helped us make good progress in our ESG journey to date. We're committed to holding ourselves to the highest standards, always.

Looking ahead, we see game-changing opportunities to help drive positive change and shape a more sustainable business model, for a better future. Every pillar within our ESG framework – Products, People, and Channels – plays a vital role in achieving this, while also unlocking opportunities for growth, innovation, and value creation for all stakeholders. Driven by our Sustainability team, our progress within these pillars will underscore our journey towards a future where success is measured not only by our financial improvement but also by our impact on society and the planet. We are well-positioned to define the next chapter of our journey, characterised by purpose, resilience, and lasting impact, and we couldn't be more excited to embark on this adventure together.

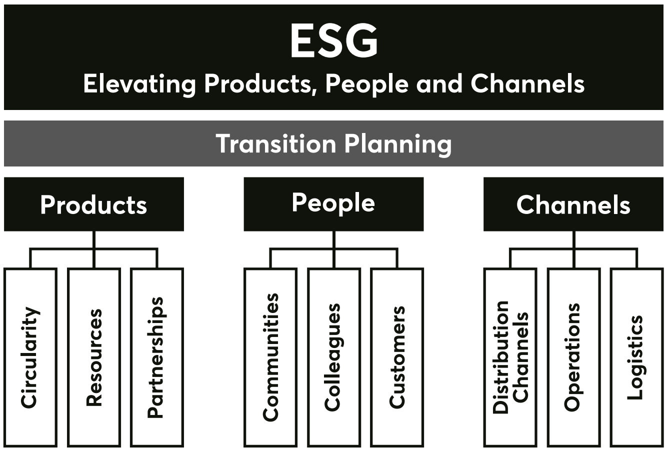
CHRIS WOOTTON

Chief Financial Officer

Governance of ESG and the Framework

Continuing with our established direction for our ESG commitment, our PPC framework is central to our ESG strategy. Developed by our sustainability team, our consultants and our executive sponsor for sustainability, CFO Chris Wootton, the team continue to work with various stakeholders across the group, establishing progression and how we can further implement it into our group strategy.

The framework is simple, and can be easily communicated throughout the group, to our partners and other key stakeholders. Within the Products, People and Channels pillars are three focus areas:



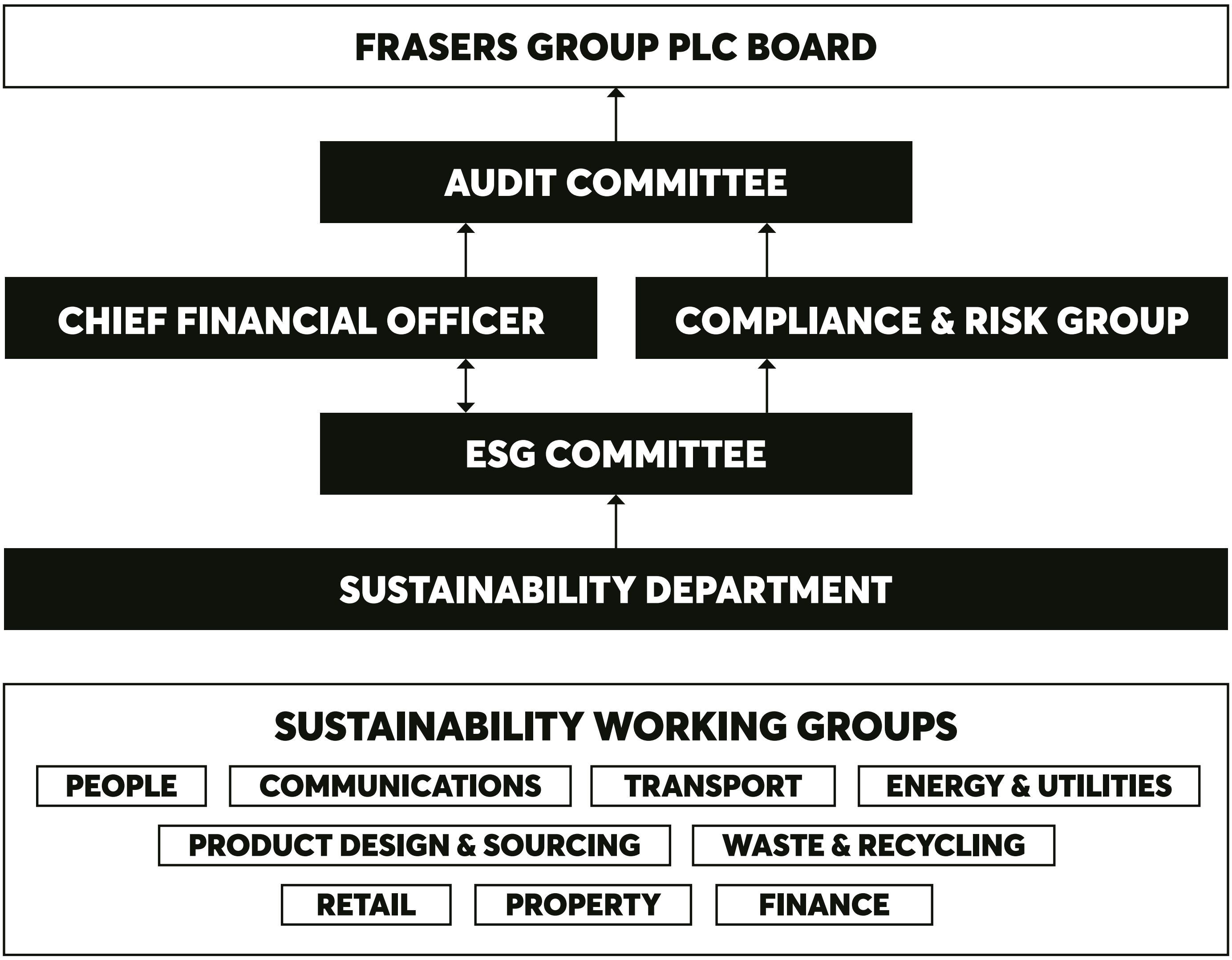
ESG Governance Structure

We have Board level engagement on ESG, and an Executive sponsor of ESG, our CFO. Our growing Sustainability department is headed up by our Head of Sustainability.

Our Head of Sustainability reports into our quarterly Compliance and Risk Group and the Audit Committee when required, more information on our risk management framework can be found on pages 68 to 69.

With the introduction of TCFD reporting, our Head of Sustainability also heads up the Climate Risk Steering Group which meets twice a year to manage current or upcoming identified risks relating to climate.

In April 2024 we held our first ESG committee meeting, with following meetings set to be held quarterly.



Our stakeholder engagement can be found on pages 90 to 91.

Greenhouse Gas Emissions and Energy Consumption

Reporting period	1 May 2023 to 30 April 2024
Baseline year	FY20
Consolidation approach	Financial control
Boundary summary	All entities and facilities globally, either owned or under financial control, were included. Emissions from air conditioning and refrigeration units are excluded due to the cost of data collection. These are expected to be a negligible percentage of scope 1 emissions.
Consistency with financial statements	Organisations are encouraged to align information to financial years, to aid comparability and consistency of information with financial performance. SECR reporting has been prepared on an annual basis to 30 April 2024, which is aligned with the financial year of Frasers Group. FY23 figures have been restated following the conclusion of the Group's ISO 14064 Part 1 2018 mandatory audit in June 2024.
Emission factor data source	DEFRA (BEIS) 2023 has been used for all emissions sources.
Assessment methodology	The footprint is calculated in accordance with the Greenhouse Gas (GHG) Protocol and Environmental Reporting Guidelines: Including streamlined energy and carbon reporting guidance. Scope 2 reporting uses the market-based calculation approach.
Estimations	8% of the energy data (kWh) and 7% of the emissions data (FY20: 10.3% of the energy data (kWh) and 7.6% of the emissions data) used to prepare these results is based on estimations or extrapolations, as calculated by a third-party provider.
Intensity ratio	Emissions per £m of revenue

The Group has engaged a third-party provider to assess emissions and energy consumption for the periods reported in these results.

Scope 1 emissions comprise the emissions associated with the combustion of fuels by the Group, as well as additional emissions sources such as transport fuel. Scope 2 emissions comprise the emissions associated with electricity consumption by the Group, as well as emissions from any generated electricity. Scope 3 emissions are other indirect emissions occurring as a consequence of the activities from sources not owned or controlled by the Group, including indirect transport from travel in employee-owned cars and lease/hire cars not owned by the Company, transmission and distribution losses and well to tank losses. The non-UK emission factors are those published by IEA and specific to each country.

CO_2 equivalent factors are used, which ensures we have reported on all of the emission sources required under the Companies Act 2006 Regulations. Consumption considers all Group companies and no adjustments have been made to comparatives for prior periods for subsidiaries newly acquired in the period.

The Group's CO_2 emissions and supporting metrics are detailed in the following table:

Year	FY24	FY23	FY20 Baseline
Scope 1 CO_2 emissions (tonnes)	41,693	49,081	20,987
Scope 2 CO_2 emissions (market based) (tonnes)	39,163	58,755	68,162
Scope 3 CO_2 emissions (tonnes)	15,457	15,436	7,550
Total Scope 1, 2 and 3 emissions (tonnes)	96,313	123,272	96,699
CO_2 emissions (tonnes) / £m turnover	17.4	22.1	24.4
CO_2 emissions vs turnover Index (2020 = 100)	71.3	90.6	100

76.7% (FY23: 49.7%) of Scope 1 and 2 emissions (market based) relate to the UK and UK offshore areas.

The table below shows the Group's energy consumption. Scope 1 consumption relates to the consumption of fuel and consumption from facilities operated by the Group. Scope 2 consumption is based on the amounts of electricity purchased through the period, as well as heat and steam the Group generates for its own use.

Year	FY24	FY23	FY20 Baseline
Scope 1 consumption (kWh)	193,722,629	241,298,000	101,337,897
Scope 2 consumption (kWh)	273,131,263	314,001,683	276,618,984
Total Scope 1 and 2 consumptions (kWh)	466,853,892	555,299,683	377,956,881

The majority of the increase vs baseline is due to the later part of FY20 being impacted by the Covid-19 pandemic and acquisitions.

The table below shows energy consumption for the UK and UK offshore areas only:

Year	FY23	FY22	FY20 Baseline
Scope 1 consumption (kWh)	170,287,792	217,309,425	80,667,717
Scope 2 consumption (kWh)	189,959,148	232,519,354	195,475,533
Total Scope 1 and 2 consumptions (kWh)	360,246,940	449,828,779	276,143,250

OUR SUSTAINABILITY STRATEGY

We're committed to keep evolving. Our sustainability and PPC strategy allow us to make real progress. This isn't just about us; it's about our partners and everyone we work with. We want to be clear about what we're doing, so our strategy is straightforward, measurable, and easy for everyone to understand. It's not just a checklist, it's how we do business.

Our progress so far has set us up to achieve key milestones over the next few years, here's an overview of what we've achieved this year and how we've done it.

What we're doing

PRODUCTS – RESOURCES

Raw Materials Sourcing
Sourcing raw materials with a lower impact as part of our preferred materials strategy

Supply Chain Engagement
Understanding the capabilities and facilities of our supply partners

PRODUCTS – PARTNERSHIPS

Textiles 2030 Membership
Helping us to transition to more sustainable and circular practices

Better Cotton
Helping cotton communities survive and thrive, while protecting and restoring the environment

Monster Kickabout
Encouraging more kids to take up football

PRODUCTS – CIRCULARITY

Rental
Encouraging circularity and providing customers the option to wear luxury items at affordable prices

Packaging
Reducing and developing better packaging for own brand product

End of Life Products
Utilising various channels to sell imperfect products

PEOPLE – COMMUNITIES

Investing in the High Street
Our commitment to physical retail

Charity Sponsorships
Giving back and getting involved in our communities

Supply Chain
Building strong relationships with our supply partners

PEOPLE – COLLEAGUES

Culture and Values
Clearly defining our purpose, vision and mission

Attraction, Retention & Development
Hiring top talent and encouraging growth

Wellbeing
Nurturing a healthier and happier workforce

PEOPLE – CUSTOMERS

Customers
Elevating the customer experience

Customer Services
Providing fast, efficient customer services

Elevated Store Experiences
Across Sport, Premium and Luxury

Frasers Plus
Offering flexible ways to pay

CHANNELS – DISTRIBUTION CHANNELS

Being Resource Smart
Reducing, optimising, and using renewables where possible

Energy and Gas Reduction Strategies
Implementing upgrades and standardised processes

CHANNELS – OPERATIONS

Waste and Recycling
Minimising, reusing and repurposing waste.

Frasers Group x NCM
Repurposing or selling items which are no longer of use

Automation
Streamlining our operations for maximum efficiency

CHANNELS – LOGISTICS

Transport Strategy
Investing in the future of our transport fleet

Container Delivery Efficiencies
Optimising space to ensure the highest reasonable capacity

PRODUCTS

Through our own-brand offering, we boast a vast variety of product lines spanning fashion to fitness, encompassing apparel, accessories, and footwear. The Sports Direct brand portfolio includes long-standing brands such as Lonsdale and Karrimor, and elevated brands like USA PRO and Jack Wills, which enrich the customer experience and offer a wide choice on a diverse selection of goods.

In collaboration with supplier partners, we've cultivated strong working relationships and devised a product strategy dedicated to sourcing responsibly, improving production methods, and ultimately delivering better, elevated, and durable products to our customers. Below, you'll find our focus areas and commitment highlights, detailing the progress we're making in achieving these objectives.

RESOURCES – OPTIMISING OUR BEST ASSETS

What it Means

The raw materials, energy, and natural elements used in our product manufacturing. This encompasses our suppliers and factories, their capabilities and processes. Our focus is on optimising resource use, reducing waste, and adopting more sustainable practices throughout our supply chain.

Why it Matters

Efficient resource management provides cost effectiveness, operational resilience, and brand reputation. Efficient resourcing enhances product quality, promoting durability, performance, and customer satisfaction.

Raw Materials Sourcing

Being smarter with resources means sourcing raw materials with a lower impact. For our own-brand product materials, we have continued with our 'Preferred Materials' strategy, understanding where our materials come from, and the impact that they have. We began further data collection methods as part of our design, sourcing and buying processes, enabling us to challenge the ways our products are made and identifying areas where changes to those products and their materials can be made more effectively. This has been made possible through closer collaboration with our supplier partners, who have been invaluable through their engagement, providing us with data on their capabilities and environmental impact.

By collaborating closely with our partners and reviewing their capabilities, we're committed to achieving better traceability for the materials we use. This includes our commitment to a future without fur – making sure that our own brand products are fur-free, as well as communicating to our third-party brands that the Group will no longer buy products containing real fur.

Within our own brand, Jack Wills, we're moving towards integrating recycled content into all of our Jack Wills swimwear. Our core ranges of Jack Wills sweats and jersey are transitioning to use Better Cotton (in a Polyester/Cotton blend) and the majority of Jack Wills outerwear and ski ranges will soon feature materials such as SOFEELATE®, REPREVE®, and THERMOLITE® filling.

Looking ahead, we will continue with our Better Cotton integration and identify opportunities within our product ranges which could incorporate recycled synthetics.

Supply Chain Engagement

This year we have gained further understanding of the capabilities and facilities in the factories of our supply partners, so that we can understand where we can work together to adjust processes or materials to reduce the amount of resources we are relying on to produce our products. This involved gathering information about factory types and practices for all tier 1 factories.

In FY25, we will continue to prioritise building and maintaining relationships with our supply chain. Additionally, we aim to enhance the transparency of our data collection processes to gain better insights into our supply chain operations.

Elevation Effect

Our commitment to elevating product standards requires the use of better materials which come at a higher cost. Consequently, the volume of units produced, shipped, transferred, and sold, naturally decreases each year, without compromising our profitability as a business.

We acknowledge that with the potential impact of our continued merger and acquisition strategy, the overall number of units we produce and sell may increase, however we remain vigilant in aligning new acquisitions with our operational and sourcing processes.

PARTNERSHIPS – BUILDING STRONG ALLIANCES

What it Means

Collaborations between businesses, services and initiatives which combine resources and expertise to achieve common goals are essential to achieving progress. This can involve sharing knowledge, data, learning, marketing, or even physical space.

Why it Matters

Partnerships unlock opportunities for growth by leveraging each other's strengths. They can expand our reach, both globally and in our communities, increase sales, improve efficiency, and bring innovation to businesses and the customer experience. For everyone in our brand ecosystem to thrive, we need to work with and learn from our commercial partners and other industry initiatives.

Textiles 2030

In 2021 Frasers Group became one of the founding signatory members of Wrap's Textiles 2030 initiative. The voluntary agreement aims to engage the majority of UK fashion and textiles organisations in collaborative climate action by setting targets to reduce carbon and water consumption in textiles and move to a more circular system.

This year we began our 'Design for Recyclability' journey across the group in partnership with Textiles 2030. 'Design for Recyclability' refers to the intentional design of products and packaging in a way that maximises their potential for recycling at the end of their lifecycle. It involves consideration of material selection, product structure, and ease of disassembly, to make sure that items can be efficiently recycled and reused, therefore contributing to a more sustainable and circular economy.

WRAP X LITAC – Durability Focus Group

Through our membership with Textiles 2030, we've engaged in various events, with a notable highlight being our collaboration with Wrap and the University of Leeds LITAC (Leeds Institute of Textiles and Colour) on durability initiatives. This project brings together industry leaders to shape durability testing standards, an essential step in enhancing product longevity.

As part of this initiative, Frasers Group is actively participating in further rigorous durability testing on selected products. By contributing data to Wrap's research, we aim to improve our understanding of product performance and identify opportunities to enhance durability, anticipating insights that will inform strategies to elevate our products' performance and extend their lifecycle.

Better Cotton

Having joined Better Cotton last year as one of the first steps in our Preferred Materials and Sourcing Strategy, Frasers Group has continued in membership with the organisation. Better Cotton's mission is to support cotton communities whilst protecting and restoring the environment through more sustainable farming practices. By training farmers to cultivate cotton more sustainably, Better Cotton promotes environmental conservation and community wellbeing.

Monster Kickabout

In July 2022 we partnered with Nike for our Monster Kickabout, a nationwide Primary School football initiative designed to bring access to football for all children, especially girls and those not currently engaged, with free resources and football equipment provided to help teachers host a week of football fun.

This is the third year MKA has run, and it was this time extended to a five-week activation, engaging 4,000 primary schools and just over 4,000 teachers, reaching over 838,000 students. We provided 2,500 free football equipment packs worth £410,000, alongside football tickets, player visits to schools, events, and football shirts.

CIRCULARITY – DRIVING CIRCULAR SOLUTIONS

What it Means

Circularity is the concept of creating a continuous loop where products and materials are reused, recycled and repurposed. By moving away from the traditional 'take-make-dispose' linear model, towards a circular model where resources are kept in use for as long as possible, we can minimise waste and maximise the lifespan of products and materials.

Why it Matters

Circularity is fundamental to driving positive change. Adopting circular practices not only reduces environmental impact but also encourages innovation, creating new economic opportunities, and building resilience against resource scarcity.

Rental

This year, Flannels continued its innovative partnership with rental platform HURR, expanding our luxury rental offering. We curated a rental collection featuring selections from our top luxury brand partners. The collection, available for rental durations ranging from 4 to 20 days, provides customers with access to timeless classics and statement pieces alike.

To enhance accessibility, our rental stock is now listed on HURR.com. Additionally, we launched Flannelsrental.com, offering a seamless rental experience to our customers. As part of our commitment to customer engagement, we hosted pop-up events in London and Liverpool, featuring collections curated by celebrity stylist Leah Abbot, and as part of our activewear event in FlannelsX, showcasing Ski product for rental. As part of our strategy, we aim to increase visibility and familiarity of fashion rental in the retail market, particularly in regional markets such as Liverpool.

Pre-loved

Within our Liverpool flagship Flannels and Glasgow Cruise stores, we successfully launched concessions for Sellier, renowned for its pre-loved luxury goods, in November 2023. The remarkable success of these locations has enabled us to expand to a third concession within Belfast Flannels in June 2024.

Similarly, Kettle Kids, one of the UK's leading luxury watch resellers, made its Flannels concession debut within Liverpool Flannels in December 2023. The fantastic response to this venture has paved the way for the opportunity for a new location within Glasgow Cruise in early FY25.

The success of both Sellier and Kettle Kids has been a significant push towards more circular initiatives, extending the lifecycle of these products and reducing waste. It has been encouraging to see the enthusiasm towards pre-loved items which, along with our rental platform, offers customers more choice and brand accessibility when purchasing luxury items.

Packaging

Over the past year, we have made adjustments to packaging on a number of our own-brand products, with a focus on reduction and reusability.

Focusing on the top performing lines which contribute the most plastic waste, we looked at ways that we could have the biggest impact through smaller changes. This included the removal of plastic bags from items such as umbrellas and footballs, previously only used to cover the items whilst in transit.

Further to this, as well as packaging being switched from plastic to card where possible, packaging dimensions on certain items were reduced, which has the added benefit of being able to fit more within a cardboard box for shipping, which has provided further benefits in container optimisation and shipments.

Overall, through our focus on reducing or eliminating single-use plastics in our own-brand packaging, within FY25 we will have affected over three million shipped units annually*. Looking ahead, we will continue to work closely with our supply partners to achieve further reductions in materials used, as well as collecting better data on the types of materials and options available to allow us to make even more impactful decisions.

*Based on number of units predicted to be bought annually.

End of Life

Through our factory outlets, one in the UK and one in Europe, we sell products which may have unnecessarily gone to landfill. This includes reasonably faulty products and customer returns. Through our auctions channel, we sell ex-display items, and items which may have accidental damage during shipping or delivery. Within our warehouse, items which may have been previously discarded as waste are now repurposed or repackaged and are sold through these channels.


DIOR
SAUVAGE
DIOR
FOREVER
FOREVER
ZARA

PEOPLE

At the heart of the Group are the ideas of access and aspiration. A belief that everyone should aspire to, and be able to access, the best brands and experiences on the planet.

This is not just for our customers. It's for all the people in our ecosystem. From those at the edge of our supply chain, to colleagues on the shop floor. Whether it's wellbeing, hiring, keeping and developing the best people, diversity, charity sponsorship and more, it's vital that we use our scale and influence to elevate everyone we impact.

COMMUNITIES – EMPOWERING GROWTH EVERYWHERE

What it Means

Communities are all the areas we touch as part of our operations, the areas which surround our stores, and our online presence. It encompasses both local and global interactions with people, businesses, charities and organisations which form the social fabric of these areas.

Why it Matters

Active engagement with local and global communities means we have a responsibility to build trust, drive economic growth and ensure the longevity of our business. By investing in our communities, we can improve our brand reputation, stimulate economic development, and build lasting relationships.

Elevating our Communities

From our supply chain through to the high street, and with our charity sponsorships too, we're active in all our communities.

Investing in the High Street

The Group has been vocal about its commitment to physical retail and has demonstrated this with consistent new store openings over multiple financial years.

The nature of new store openings as part of the Group's elevation strategy are providing wider benefits to local communities; not just via the job creation associated with the store itself, but the wider impact on the area as a footfall generator. With the Group's various brands and concepts, we have become a significant 'anchor' tenant in many schemes and are underpinning a number of retailing locations which have experienced the well documented challenges facing physical retail.

The ability for the Group to take on such anchor stores is helping to regenerate and increase the confidence of other retailers and businesses to continue to trade in such locations. We believe this is having a meaningful socio-economic impact in many retailing locations that would have otherwise faced the burden of large vacant units being difficult to repurpose.

The acquisition of the Junction 32 outlet in late 2023 was a significant step forwards in our commitment to physical retail. We are looking forward to unlocking the full potential of the site as we roll out the elevation strategy, and the site is well located for future growth. This acquisition expands Frasers' presence across the North of England, enabling us to continue providing elevated retail experiences to regional consumers.

More recently, the Group has acquired Compton House, a Grade II listed department store building on Church Street, Liverpool. This is a significant property in the heart of the retailing district in Liverpool which will be extensively refurbished and brought back to life as a flagship Sports Direct.

Further new store openings include the Group's 60,000 sq. ft. Sports Direct in Cardiff, our fourth flagship, which includes the unveiling of our new outdoor concept, as well as the latest expression of key brand partners' activations and identity, combined with new and updated customer experiences such as 'Pass Zone'.

Additionally, a new, elevated Sports Direct store was opened in Reading, a significant upsize from the previous town centre site. We remain dedicated to investing in locations where we can elevate not only our stores but also the local community, reinforcing our commitment to the high street. Our goal is to create true destinations for our consumers, which in addition will uplift and enhance the surrounding area.

Charity Sponsorships

Sports Slam Summer 2023 (Sports Direct x Youth Sport Trust)

Sports Slam returned in June 2023 supported by Nike, Puma, Adidas, Under Armour and Everlast. The goal of the week-long event was to encourage young people to get active for a minimum 60 minutes a day with the tagline "Play for fun, play for 60". Through Sports Slam, we were able to register 3,284 schools, reaching over 600,000 students. We also gave away 2,800 free sports equipment packs to schools worth just under £950,000.

Sports Directory – Our Sports Directory subsidiary has been a specialist supplier of sports equipment to the education sector for over 30 years, and part of the Frasers Group since 2016. Sports Directory plays a key role in giving back to schools in the UK and helping to keep our young people fit and healthy. Through its 'My School' scheme, schools purchase sports equipment from Sports Directory and the business gives them the opportunity to claim a voucher for every purchase. To date, Sports Directory has issued over 107,000 vouchers to UK schools, which equates to more than £6.3 million worth of free sports equipment.

For more information on Sports Directory visit: www.sportsdirectory.com

At our Shirebrook and Sheffield sites, we have supported local community initiatives through various on-site activities. In 2023, we continued our charity bike ride, cycling from Shirebrook to Krakow to Bucharest and back to raise money for King's Mill Hospitals Children's Ward.

We continued to support Rhubarb Farm, which offers work placements and volunteering opportunities to people facing long-term challenges. We also supported the Freedom Project, providing a local food hub and various support services. Our Warehouse team assisted 'The Brook' in Shirebrook by renovating a house for homeless females and donating furniture from our Brand Max store. We ended the year with our Christmas Giving campaign, donating presents to local elderly residents, children's hospital wards, and food banks.

We have also continued our relationship with the Shirebrook Rangers football team with kit sponsorship, match day and end of season trophies and medals alongside training and match day footballs being provided for the team. Jarrod Smith from the club said: "I tell everyone up and down the country at away days that we have the best grass root sponsor in the country, without Frasers Group's unending support we simply wouldn't exist!"

Supply Chain

The Group utilises two leading supply chain partners to procure much of its own-brand products.

Working together with our partners, we continue to rationalise our factory base, enabling cooperation and understanding between the Group and our supply partners. We have built strong relationships with our suppliers during our many years of partnership, and this is something that we will continue to build on.

This year we worked with our leading footwear supplier to share with them the results of our climate scenario analysis as part of our reporting with the TCFD initiative. We used the analysis to explore the potential futures we could expect together and discussed how we could work together to protect our business from the effects of climate change and continue our partnership for the long term.

We continue to map our supply chain, working directly with our supply partners and their factories to understand the capabilities and operations of their facilities, which helps give us better visibility of factories which align with our values and objectives. This includes collaborating with factories who uphold our standards, while also looking for opportunities to support and guide those which may require assistance in meeting these expectations. Our aim is to encourage a mutually beneficial relationship with all of our partners, promoting transparency, responsibility, and continuous improvement.

COLLEAGUES – THE KEY TO OUR SUCCESS

What it Means

Our colleagues are central to everything we do – making the Group better and building a strong working culture. Together, we collaborate to deliver the fantastic results seen across Frasers Group, always pushing forwards, and never slowing down.

Why it Matters

Our people are important to us because they not only enable collaboration and opportunities to build relationships, but they also bring diverse perspectives and skills to the table. Additionally, our people contribute to a sense of belonging and community within the business, which can improve morale and retention rates. By investing in the development and wellbeing of our people, we can create a more resilient and adaptable workforce, capable of tackling challenges and driving innovation.

Elevating Our People

The efforts of our people and our culture are central not just to our ESG efforts, but our elevation overall. This year, we introduced the 'Retail Reconnect' initiative, which requires head office staff to work in retail or warehouse roles for two days each year, connecting the work of our central teams to those working on the front line of our business and our customers, by ensuring everyone understands the current retailing environment.

Recognition initiatives such as the 'Fearless 1000' scheme and 'Frasers Champions' continue to reinforce the Group's commitment to connecting high performance to increased rewards and recognition. Our Frasers Festival ran again in May 2024, recognising our top performers from this year in true Frasers Group style.

Culture and Values

Fully aligned to our purpose, vision and mission, our values have continued to underpin what we do and make sure our behaviours are aligned to our culture:

OWN IT

THINK WITHOUT LIMITS

BE RELEVANT

All of our processes, tools and programmes across recruitment, recognition, performance, learning and leadership are aligned to our values to make sure that they are completely ingrained in what we do and how we operate. We have continued to drive forward employee initiatives and understanding across the business.

Our Strategic Mindsets provide guidance to all Frasers Group colleagues on the focus and mindset that will support both their own and the wider Group's success. This year, we have honed these to help our colleagues easily understand them and apply them every day.

These are:

Simplify – the work we do. Make it easy to understand, scalable and can be delivered quickly.

Optimise – how we operate to ensure that we are focussing our time, people and resources on those things that will make the biggest impact on our performance and goals.

Minimise – wasted time and resources on things that are not focussed on our goals.

We have continued to level up our communication across the business, sharing information and updates with our teams across a variety of channels to make our updates accessible and visible to as many of our colleagues as possible. Our leadership team continue to communicate with the business regularly via our newsletters and through biannual webinars.

Attraction

In our ongoing efforts to build the best team on the planet, we remain committed to attracting top talent across all disciplines within our organisation. Our ability to recruit and retain the best individuals is key to our strategic objectives and overall success. Despite the continued challenges of a competitive talent market, our Employer Brand strength and resilient performance in a challenging retail landscape have seen several improvements across various recruitment metrics. Most notably, we saw a significant reduction in our time to hire for Head Office roles, reducing the average number of days from first application to job offer by 23%.

Our Retail attraction has proven to be a continued strength, due to being able to recruit new and exciting talent into our Retail teams quickly and effectively. Our Christmas peak recruitment period resulted in approximately 3,300 hires being swiftly and seamlessly onboarded and ready to support our customers.

Retention

Alongside hiring the best people, we aim to retain their knowledge, skills and commitment within the Group.

Retention of talent continues to be a key focus and challenge in the ongoing uncertain economic climate, therefore we are pleased to have again broadly maintained an annual turnover rate of 31% across our UK salaried workforce. For our Store Manager population within Sports Direct, we are very pleased that we were able to increase our stability in this important group of colleagues, with retention increasing to 91% (FY23: 88%). Our Assistant Manager stability also increased to 87% (FY23: 82%) whilst our Footwear Manager stability decreased to 85% (FY23: 92%).

Development

We have continued to invest in the development of our talent across the Group. Our focus has remained on leadership development, retail & commercial capability, whilst layering on enhanced digital content, made accessible through an improved e-learning platform, launched in FY24. We've also increased activity in our Early Careers Graduate Programmes.

In its second year, our Frasers Group Leadership Academy offering has grown, allowing us to equip more of our managers with the skills and knowledge to succeed. We've seen over 50% of all people managers across the Group engage with its content or courses, as well as ready hundreds of aspirational managers with the tools they need to take their first step into leadership.

Our Retail Team Leader programmes saw another 64 participants graduate, underpinned by a Level 3 or 4 ILM qualification. We also kicked off a senior retail designate programme which provides a framework for our top store managers to get ready for their next step into an area management role.

We also supported 36 talented individuals kick off their Frasers Group careers across five different programmes across our head office teams, more of which is detailed below.

Diversity and Inclusion

Frasers Group continues to be marked by growth, ambition, elevation, determination, and a global community of diverse and talented people. We embrace and celebrate uniqueness, valuing each colleague's contribution as the key to their progress. By upholding our core values, we empower individuality, promoting diversity and inclusion across our sports, fashion, and lifestyle brands. As we progress together, we recognise that our business success relies on the success of our colleagues. Our aim is to create an environment where everyone can reach their full potential daily. For us, diversity and inclusion mean becoming the Group our people aspire to be part of.

We have zero tolerance for discrimination based on gender identity, sexual orientation, race, nationality, religion, age, disability, or any other grounds.

Our Management Without Limits programme includes a module focused on promoting diversity within our workforce. This module educates our managers on the significance and advantages of diversity and inclusion, as well as concepts like conscious and unconscious bias.

We endeavour to meet our responsibilities to train and employ disabled individuals, ensuring fair and thorough consideration of their applications for all vacancies, and assessing them in accordance with their skills and abilities. People who have a first language other than English are important to our business, and we continue our activities to create an environment which enables them to be effective and fully included within all of our workplaces.

The table below shows the gender diversity of our workforce at the period end. This year we increased the number of Directors in our business with new appointments to the Board and with this, we increased the percentage of female Directors in the business to 33% (FY23: 29%). This year, we have introduced a new reporting category to help us better illustrate our management population. For FY24, 32% of our Senior Managers and 36% of our Manager population were female with other employees being 53% female (FY23: 54%). We continue to aim to ensure that both male and female candidates are provided with equal opportunities to apply for and work in all positions across the Group.

	Female	Male
Directors	33%	67%
Senior Managers	32%	68%
Managers	36%	64%
Other employees	53%	47%

UNDERSTANDING THE GENDER PAY GAP

Our UK Gender Pay Gap Report 2023 provides an overall business summary for all UK employees and engaged workers in the Frasers Group, including the eleven entities within the Group which employ more than 250 people. Frasers Group had a Gender Pay Gap of 3% in 2023, compared to 2.6% in 2022. This marginal change reflects the increasing proportion of female colleagues operating in hourly paid roles across the Group year on year, and remains significantly below the UK average of 9.1%.

Frasers Group places a significant emphasis on equality and fairness when it comes to earnings across the Group. We continue to work vigorously on aligning roles and putting transparent structures in place across all areas of the business. When it comes to rewards, we have been a lifelong champion of growth in earnings through performance related bonuses – we encourage all our people to reach their maximum potential and reward the achievement of appropriate targets set within the respective discipline of the business. This is reflected in the high percentage of males and females earning a bonus, which are all gender neutral by design, and continues to reflect the equality which we strive to achieve across our business. This year, the proportion of females receiving a bonus was again greater than the proportion of males, and the median bonus gap also reduced again, year on year.

We recognise there is a difference in total earnings between female and male employees. Frasers Group continues to explore and implement methods that will establish enhanced processes and training tools for our employees and engaged workers to achieve maximum earning potential through our various bonus and commission schemes.

Talent and Capability Development

Identifying and developing our internal talent remains critical to drive high performance across our teams and to enable us to deliver our business goals. To align the work of our teams with our overall Group goals and objectives has been a priority in FY24. To that end, we introduced a new objective setting process called OKRs (Objectives and Key Results) to align each function's focus for the year. This process then feeds our annual individual performance and development review process, the Fearless Focus Review. This cascade of objectives and priorities ensures our performance, and the development of our people are all aligned to the success of Frasers Group. Development conversations as part of this process help us to understand the aspirations of our colleagues and allow us to assist them with development plans to support them in reaching their potential.

To complement the Fearless Focus Review process, we have also this year further embedded a regular cycle of talent reviews. This process enables us to focus leaders and managers across the business on driving performance and retaining key talent, which through FY24, we were successful in retaining 87% of our highest rated colleagues.

Our flagship recruitment Elevation Programmes have continued to thrive, seeing us welcoming another 10 high-potential colleagues into the Commercial programme in September 2024. This year, our commitment to our 2023 cohort has been evident through investments in technical upskilling and training. Through a highly structured and blended development programme, we've witnessed a remarkable improvement in time to competence, increasing confidence among participants and allowing for more focused skill development to realise their full potential.

Our expansion of the Elevation programme in FY24 has been instrumental in future-proofing our digital capabilities through three new functions – Analytics, Digital Marketing, and E-commerce Trading, and we paved the way for the first intakes to commence in September 2023. Joining the Group in September 2024 are 6 colleagues in Analytics, 4 in Digital Marketing, and 4 in E-commerce Trading within these new Elevation programme functions.

This strategic move underscores our commitment to boosting our digital functions with access to high-potential talent, aligning with our future-focused approach in these critical areas.

We are delighted to have achieved a retention rate of 89% from our Class of 2023 intake.

Remuneration and Reward

We continue to foster a reward-based culture that enables our colleagues to share in the Group's success. In the UK, our policy is to pay above the National Minimum Wage, and we have this year simplified our retail pay structures to have two rates of pay for under 21s and 21 years and over. This change will enable us to continue to attract and retain young workers across our business whilst also being competitive for colleagues over 21. These changes, along with our bonus and commissions schemes, which paid out in excess of £23m in FY24, contribute to our ambition to build the best team on the planet.

Casual Workers

We continue to strive to ensure our arrangements for casual staff are fair and equitable. All casual workers are paid the same rates as permanent employees in the same role. We promote stability in working hours, while our casual workers also benefit from the flexibility to decline shifts at any time. This flexibility also benefits the Group, enabling us to adjust staffing levels to cope with peak times and quieter periods.

Casual workers are also included in our commission schemes and in the Fearless 1000 bonus scheme.

Health and Safety

Frasers Group is pleased to report the continued positive evolution of our Health, Safety, and Welfare management programme, which supports our business growth and elevation. We remain committed to improving general measures, raising knowledge and awareness, and enabling continuous improvement plans to advance.

Over the past 12 months, our Health & Safety teams have supported our distribution, office, and warehousing operations together with our retail team, to streamline training, update and simplify policies, and enhance operational procedures and controls.

The addition of resources within Frasers Group Health & Safety team has had a positive impact, promoting a consistent approach and facilitating the sharing of training and information. This has been particularly focused on the EU/Ireland, and in specific areas such as automation and warehouse safety.

Regular update meetings with the Local Authority (North East Derbyshire and Bolsover District Council) resumed in December 2023. During these meetings, we presented our key Health & Safety initiatives for Shirebrook and other Frasers Group training and activities, which were well received. Further meetings are scheduled for FY25.

We have implemented several measures to strengthen our Health, Safety, and Welfare Management programme, focusing on identifying and sharing good practices across the business and, where appropriate, harmonising policies and procedures. Specific initiatives include:

- **Strengthening our Health and Safety Team** We have reorganised our team to provide better support across all areas, including Warehouses, Retail, and European operations. This includes new appointments and additional training to boost our team's expertise.
- **Innovative Facilities Management Programme** We have developed and integrated a bespoke online Facilities Management system (ARMS). This system includes digital Accident and Incident reporting, which enhances our ability to analyse data, learn from incidents, and prevent future accidents.
- **Enhanced Collaboration and Training** To improve alignment and awareness, we have strengthened collaboration between our Health and Safety and retail teams. Additionally, we have implemented eLearning solutions for induction and refresher training for our retail staff. Our regional H&S team has completed specialist training, incorporating the NEBOSH General Certificate in Health, Safety and Welfare, and Level 3 Fire Risk Assessment. We continue to register and align with professional bodies such as the Institute of Fire Engineers.
- **Fire Risk Assessment Upgrades** We have simplified and revised our Fire Risk Assessment programme, including the introduction of digital remote reviews where applicable, to ensure more efficient and effective assessments.
- **Investment in Digital Drug Testing** We have invested in digital drug testing equipment which is already in place within some of our facilities. These portable units improve efficiency, accuracy, and hygiene, and can be used across other Frasers Group locations.
- **Development of a Health and Safety App** We are designing a Health and Safety app for digital safety checks in our Retail, Leisure, and Warehouse facilities. This app will enhance our audit capabilities, reporting, and monitoring of safety standards.

We continue to positively engage with the fire service and local authority enforcement representatives, with Zero Enforcement interventions or prosecutions within the past 12 months.

The Group's Reporting of Injuries, Disease and Dangerous Occurrences (RIDDOR) incidents in the last 12 months mainly involved over seven-day incapacitation. In total 12 incidents were reported in FY24, including 2 from retail stores and 7 from remote warehouses (Sheffield, Studio, Heatons and GAME). This is a slight increase from the 11 incidents reported in FY23.

The accident rate for the distribution, office and store workforce was 3.7 accidents per 100,000 hours worked in FY23, increasing slightly to 4.1 on a rolling 12-month basis for FY24. The addition of recent acquisitions into our reporting structure are contributory factors to this increase. Our improved reporting software and communications has increased reporting awareness, assisting in identifying trends and targeting responses.

In FY23 the number of accidents to the public as a rate per £10m of store turnover, using a 12-month rolling average rate was 6.2. Reducing to 5.3 over the last 12 months for FY24.

During FY25, we will drive our continuous improvement programme to further enhance and sustain effective management of Health, Safety and Welfare across Frasers Group. We have set proactive Key Performance Indicators and Objectives for the year ahead, including further standardisation, simplifying and digitising of our processes.

Wellbeing

Frasers Fit – a comprehensive wellbeing initiative launched in FY24, is our commitment to nurturing a healthier and happier workforce. This three-pillar initiative focuses on physical, mental, and financial wellbeing, offering something for everyone.

- **Physical Wellbeing** Led by our Everlast Gyms Team – the physical pillar offers a range of accessible workouts and resources, catering to both fitness enthusiasts and those starting their journey. Every colleague who works for Frasers Group has access to an industry leading fitness and nutrition platform, via the Frasers Fit app, enabling them to track their progress, take part in fun competitions and ultimately improve their overall health.
- **Mental Wellbeing and Financial Wellbeing** Curated content from our partners at the Retail Trust provides valuable information and support for mental and financial wellbeing. They provide expertise and resources, for all our colleagues and their families, offering guidance and assistance across a wide range of wellbeing initiatives. The number of colleagues using the Retail Trust services has pleasingly increased since launching the Frasers Fit programme.

Keeping Our People Informed and Engaged

We understand the importance of clear communication. Frequent communications highlight different aspects of Frasers Fit, with dedicated monthly themes. For example, January's focus was multi-pillar, emphasising both physical and mental fitness, with Retail Trust's "Ten days to feel better" campaign.

We utilise a multi-channel approach to reach everyone across the business, including email, Microsoft Teams, the Frasers Hub (our head office intranet).

Building a Supportive Culture

Colleague support is at the core of Frasers Fit. We saw a remarkable 50% email engagement rate within just two weeks of launch, demonstrating the program's positive reception. Special efforts were made within our warehouse space to roll out communications, giving all of our people the visibility to be able to join up.

Human Rights and Modern Slavery

We are dedicated to upholding and respecting equal treatment for all individuals. We acknowledge that modern slavery remains a significant issue for organisations, particularly those in the consumer goods sector, and we remain committed to addressing this risk. Ultimately, we strive to ensure that no slavery and human trafficking takes place within our business and supply chain. To this end, we have implemented policies designed to identify and mitigate these risks proactively. These policies aim to send a clear message that we do not tolerate these practices.

We offer a variety of resources, including videos and literature, to educate our colleagues about their rights. We also provide several communication channels, such as an internal telephone hotline and on-site comment boxes for reporting feedback or concerns. Anyone making a report can remain anonymous if they choose. Additionally, we continuously review and develop our colleague training programmes, monitoring processes, and outcome evaluations, and collaborate with employment agencies and relevant bodies, including the Gangmasters and Labour Abuse Authority and the police, to support our training efforts.

If we discover or suspect that any organisations or individuals are involved in modern slavery, we will take immediate action. We have a policy of reporting any suspicious activities to the police, who have historically assisted in securing successful convictions. Our s54 Modern Slavery Act statement is available on our website www.frasers.group.

CUSTOMERS – CREATING MEMORABLE EXPERIENCES

What it Means

Customers play a central role in the success of any retail enterprise, as their purchasing decisions directly impact revenue and profitability.

Why it Matters

World class customer contact and service, and brilliant accessibility for those who need it, is a core part of delivering the best brands and experiences on the planet. Our customers are vital to the sustainability and growth of our business. Their satisfaction and loyalty are key to repeat business and positive word-of mouth, which can significantly impact revenue and brand reputation. Understanding and meeting the needs and expectations of customers is essential for building strong relationships and customer loyalty. Additionally, happy and loyal customers are more likely to provide valuable feedback, enabling businesses to improve their products, services, and overall customer experience, which drives continued success and competitiveness in the market, and helps us to delight customers every time.

Customers

Providing world class Customer Service support and customer experiences which are accessible to everyone, are core parts of delivering the best and most compelling brands and experiences on the planet.

Sport

The latter part of FY24 saw HYROX naming Sports Direct as the official title partner. HYROX shares Frasers Group's ambition to make sports accessible - designed to test your limits while being extremely fun and rewarding. It's a sporting event which anyone can compete in and is a great opportunity to connect with our Sports Direct community, both professional athletes and everyday fitness enthusiasts alike.

Our new Outdoor Concept launched in Cardiff and Oxford Street – featuring a best-in-class consumer concept with a terrain tester, weighted bags, and a lacing and packing guide, enabling customers to discover and test outdoor footwear and equipment. Additionally, this concept launches new brands such as The North Face, Columbia, and Osprey for the first time in Sports Direct. This greatly enhances consumer connectivity, and product information creates an environment that suits beginners, all the way up to outdoor experts.

Luxury and Premium

In FY24, we have continued to enhance our Luxury and Premium offerings to create an unmatched shopping experience for our customers:

- Flannels became the exclusive European home for the Beyoncé x The Renaissance Flagship, unveiled to coincide with the release of 'Renaissance: A Film by Beyoncé'. This retail concept and exhibition, along with exclusive merchandise, presented a never-before-seen celebration of music icon Beyoncé, turning the Renaissance World Tour into a full-throttle experience.
- The launch of Flannels Rental, available online and through pop-up stores in London and Liverpool, has revolutionised how our customers engage with luxury fashion. By offering rental options, we provide a flexible and sustainable way for customers to enjoy premium fashion without the commitment of ownership.
- Our continued expansion in Ireland, highlighted by the opening of the Cork Flannels store in September 2023, ensures that more customers can experience our unique blend of luxury retail. This expansion allows us to better serve the Irish market with an unparalleled selection of high-end brands.
- Sellier concessions in both Liverpool Flannels and Glasgow Cruise, the success of which has led to a third concession in Belfast Flannels, have given our customers a new way to buy luxury pre-loved items. Additionally, the launch of our Kettle Kids concession, one of the UK's leading luxury watch resellers, found similar success in our Liverpool flagship store in December 2023, with a subsequent expansion to Glasgow as a result. Both initiatives give customers the opportunity to own high-end luxury goods, at more accessible prices.
- Our physical Luxury and Premium expansion continues with the opening of a new Frasers store in Meadowhall in September 2024. This expansion aligns with our goal of bringing premium retail experiences to more locations, ensuring that our customers can access the best in luxury fashion and lifestyle products.
- These strategic initiatives reflect our dedication to innovation, sustainability, and exceptional customer service. We remain committed to enhancing the shopping experience for our customers, providing them with multi-channel access to the best Luxury and Premium products and services.

Digital Developments

In the last year we have focused on building the foundations for an elevated omni-channel shopping experience. We've started with technology, and the European launch of our new MACH-based e-commerce platform will give us localised customer experiences and will facilitate faster speed to market to react to our customer's ever-changing needs. We also understand our customers more than ever, launching a fully integrated CDP, and making a strategic investment into data activation platform XCM, to power our future customer-centric strategies.

Customer Services

Investment in our Customer Service Operation continues with focus on ensuring we have the right people at the right time to help our customers. We have increased our available contact channels, providing more real time support via live chat and telephony support whilst providing enhanced self-serve capability in our help centres. Our focus remains on responding to, and resolving customer enquiries as quickly as we can through improvements in our supporting processes.

Frasers Plus

The integration of Frasers Plus has significantly enhanced the customer experience across the Group collective. Customers benefit from increased flexibility and control over their payments, with options to pay in three interest-free instalments or adjust their repayment periods. This flexibility, combined with full transparency on interest rates for extended periods, ensures a seamless and customer-friendly payment experience both online and in-store. In addition to this, the Frasers Plus app allows customers to manage their accounts easily, provides instant access to live chat support, and the ability to earn points and gain rewards.

In FY25, we are excited to expand Frasers Plus to include Evans Cycles and Jack Wills, in addition to our existing fascias. Soon, Frasers Plus members will also be able to enjoy exclusive in-store pricing, similar to the discounts currently available online.

CHANNELS

As the third part of our framework, 'Channels' encompass various strategies aimed at optimising energy usage, reducing waste, and enhancing operational efficiency. This includes initiatives such as upgrading to energy-efficient practices, integrating renewable energy sources, implementing voltage optimisation projects, and incentivising energy conservation efforts. By focusing on distribution channels, operations, and logistics, we aim to cut costs, minimise environmental impact, and drive ongoing enhancements across these areas.

DISTRIBUTION CHANNELS – CRAFTING SMARTER SOLUTIONS

What it Means

Upgrading to more efficient practices, integrating renewable energy sources, and promoting overall energy reductions are all part of our distribution channel's strategies and initiatives.

Why it Matters

Optimising energy usage across our channels is crucial for cutting costs, minimising our environmental footprint, and driving ongoing enhancements. Implementing solutions like LED lighting slashes energy usage and helps us to achieve our environmental impact objectives. Trials for voltage optimisation and incentive programmes further enhance efficiency, leading to substantial long-term reductions in electricity consumption.

Being Resource Smart

We're being even more efficient about our energy consumption across our distribution channels - reducing and optimising by installing more efficient appliances, trying to use renewable sources when we can, and incentivising using less energy overall. Further to this, our Store Development Projects teams have created a standardised fit out template, to ensure that the specification for new stores remains consistent across the portfolio, and in line with the overall retail strategy.

Energy Strategy

Our initiatives in setting out specifications for new store fit outs, as well as upgrades and updates to the existing portfolio, have resulted in a 10% energy reduction for FY24 vs FY23, across like for like stores in the UK and the Republic of Ireland. We managed to achieve this by several measures, outlined below:

LEDs

Over the past few years, we've made significant strides in upgrading old lighting to energy-efficient LED systems. Currently 706 stores, warehouses and offices operate on energy-efficient LED lighting.

A significant LED project for this financial year was to carry out upgrades to our Shirebrook and Accrington Warehouses, as well as the Coventry Building Society Arena, all of which were completed as planned.

Voltage Optimisation Projects

Voltage optimisation controls the voltage delivered to the store, which comes with a reduction of energy consumption. Following the continued success of our LED lighting initiative, we further pushed our investment in voltage optimisation trials to aid in the efficiency of our energy consumption. We successfully implemented voltage optimisation projects across 25 UK sites in FY24. This will continue in FY25, where we will continue to identify sites where we can find a reduction.

Digital Meters

This year, we connected 76 sites in our European portfolio to digital meters, giving us a better overview of energy use in those sites.

Gas Reduction Strategy

We're actively implementing a gas reduction strategy across our stores and other sites within the Group. Further to our energy standardisation efforts for new store fit outs, the removal of gas as an energy source is a requirement for new stores and select refitted stores within our portfolio.

Energy Source

We have continued our commitment towards low-carbon energy usage through our zero-carbon contract in England, Scotland and Wales, where the majority of our operations are based, which we have been a part of since October 2022. A zero-carbon contract is an agreement to ensure that electricity will be backed by a mix of renewable certificates and nuclear energy. This is part of our efforts towards lowering our carbon footprint, combating climate change and transitioning to more sustainable practises.

OPERATIONS – STREAMLINING WINNING STRATEGIES

What it Means

The way various processes are managed to keep the business running smoothly all fall within our 'Operations' channel. This involves implementing processes to minimise the creation of waste, efficiently manage assets throughout their lifecycle, explore opportunities for selling or repurposing assets, and deep integration of automation technologies to streamline operations further.

Why it Matters

Efficient operations in waste and recycling, asset management and automation are critical for us to be able to reduce costs, minimise our environmental impact, optimise resource utilisation, and enhance productivity. By effectively managing these areas, we can boost profitability and stay competitive by levering automation to increase operational efficiency and responsiveness to customer demands.

Wasting Less, Saving More

The less we send to landfill, and the more we recycle, the more energy and money saved across our ecosystem.

Waste and Recycling

Frasers Group commits to recycling as much waste as possible and has continued with a strong emphasis on reuse and repurposing. Over the past few years we have put even more focus onto the waste and recycling operations in our Shirebrook Distribution Centre to identify and manage waste streams from a variety of sources; minimising the volume of store waste, as well as office and supplier waste.

This year, 87% of the waste that went through our Shirebrook distribution centre was sent to our recycling facility partners. This could not have been achieved without an immense amount of effort and dedication from every player through the process – from our store staff, our facilities teams and our dedicated waste and recycling team.

Building on last year's successes, our hanger recycling initiative which sorted and repackaged hangers returned from stores has saved just over 1 million hangers from disposal in FY24, keeping them in circulation. Further to this, the overall hanger shape varieties have reduced from 19+ types to a more streamlined 12 varieties. We also implemented a system to reuse our bicycle shipping boxes, identifying boxes which are still structurally sound and sending them to our Sheffield Warehouse for continued use. From around 10,000 units shipped, roughly 1,000 boxes were repurposed.

We also identified new ways to promote reusability and recyclability within our own processes. This includes repurposing intact cardboard used for storage which would previously have been discarded after one use.

We still have a lot more to do to improve the efficiency in our processes and the amount of waste we produce to achieve the level of excellence we are aspiring to, but through clear communication, we believe we can do it, and we hope to share more in the near future.

Frasers Group X NCM

We are committed to reducing our environmental impact across all aspects of our operations. One key aspect of this commitment is our partnership with NCM, which plays a pivotal role in our sustainability efforts by repurposing surplus assets and minimising waste.

NCM acts as a crucial link in our sustainability chain, taking charge of items that the Group no longer requires due to closures, refits, upgrades, or other reasons. Instead of sending these items to scrap or landfill, NCM maximises their value on behalf of the Group, ensuring that they find a new purpose. From gym equipment and shop unitary to Christmas trees and vehicles, NCM's efforts have diverted a significant amount of waste from landfills.

The future goal for NCM is to change the way auctioneering is viewed, rather than cluttered second-hand goods that very few people really want or the idea that it is a niche way for mainstream businesses to dispose of items they no longer require – NCM hopes it will be seen as both profitable and good for the environment, not only for businesses, but for anyone.

Automation

Since May 2023, all major investments are now live, including the Blackline Autostore and Shuttle solution, which are now fully operational. Additionally, for FY25, we are scheduled to launch an integrated courier sorter. Our primary objective, with these systems fully commissioned, is to maintain our momentum in enhancing efficiencies across the group. We aim to build upon the existing initiatives, collaborating closely with our suppliers, and enhancing the quality and experience for both our stores and customers. Where we have identified areas to optimise and streamline our operations, we have reduced our square footage by approximately 500,000 sq. ft and prioritised distribution through our Shirebrook site.

LOGISTICS – NAVIGATING EFFICIENT PATHWAYS

What it Means

Logistics involves the management of the flow of goods from suppliers to customers, including processes such as inventory management, transportation, warehousing, and order fulfilment.

Why it Matters

Efficient logistics are crucial in order to meet customer demands, minimise costs, optimise inventory levels, ensure timely deliveries, maintain competitiveness in the market, maximise container utilisation, and reduce the number of journeys made by vehicles and couriers. Effective logistics can enhance customer satisfaction, improve operational efficiency, and ultimately drive business success.

Transport Strategy

In 2023, we embarked on a journey to envision the future of our transport fleet. Recognising the importance of transitioning away from fossil fuels, we delved into exploring various solutions to align with our environmental goals.

Throughout FY24, we trialled Hydrotreated Vegetable Oil (HVO) as a fuel for our on-site vehicles and we continue to use this for our tug vehicles. Additionally, at the end of FY23, we welcomed our first on-site electric tug vehicle. Over the past year, we have rigorously assessed its performance, and as we transition into FY25, it has proven to operate reliably and efficiently.

For the long-term future of our transport fleet we are exploring further options to decarbonise, as and when the appropriate technology becomes available.

Container Delivery Efficiencies

We have always endeavoured to fill containers that we ship from our manufacturers to the highest reasonable capacity, maintaining the quality and integrity of our products, whilst minimising unnecessary miles of inefficient half full containers.

In 2019 our own-brand containers were filled to an average 91% fill rate. After assessing the efficiency of how we received containers from our third party partners, we embarked on sharing our best practices with them in an effort to maximise the efficiency of how we work and manoeuvre product around together. We trialled our method of delivery with one of our strategic brand partners and were able to halve their number of deliveries, resulting in savings in carbon emissions, waste and cost for our strategic partner. With the success of this we decided to roll out to more of our brand partners.

As a part of reviewing the delivery efficiency process, we also realised we could improve our own container loading – and so trialled this new method ourselves. This new method now allows us to order to a 95% container fill rate, saving even more on our own deliveries.

Anti-Bribery and Corruption

The Group's Anti-Bribery and Corruption Policy is available on the Company's intranet and sets out our zero-tolerance approach to bribery and corruption at Frasers Group. Our people are encouraged to speak up if they have concerns that bribery or fraud is taking place. Any potential incidents reported are followed up and all investigations are reported to the Audit Committee. No instances of bribery, corruption or fraud have been reported during FY24.

Whistleblowing

The Group has an approved whistleblowing policy and there are processes in place to encourage workers to report concerns or suspicions about any wrongdoing. There is also a dedicated whistleblowing e-mail address which the Company Secretary has access to and is responsible for monitoring. The Whistleblowing policy is available on the Company's intranet.

The Audit Committee Report on pages 121 to 128 contains further information of the Company's whistleblowing procedures and the Audit Committee's oversight.

TASK FORCE ON CLIMATE-RELATED FINANCIAL DISCLOSURES (TCFD)

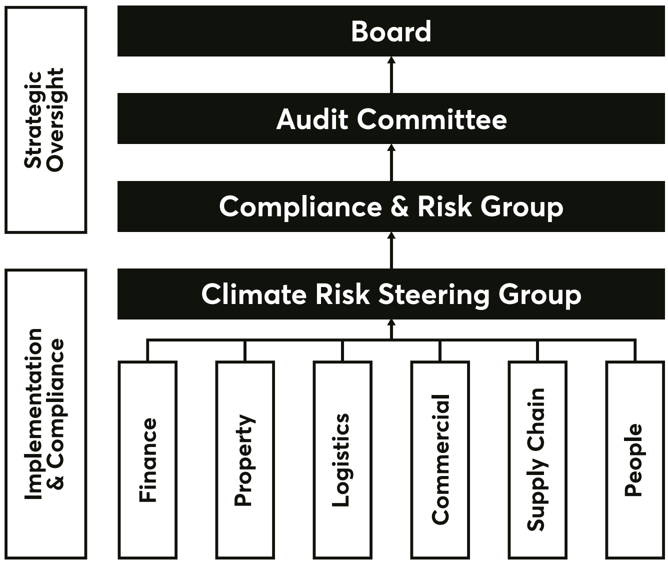
Statement of Compliance

Frasers Group continues to support the aims of the TCFD, which we believe is an important step in tackling climate change. In compliance with the requirements of Listing Rule 9.8.6R and TCFD recommendations and recommended disclosures, below we have provided disclosure on how Frasers Group incorporates climate-related risks and opportunities to inform our future strategy, risk management approach, and the metrics and targets we use to monitor our progress.

1. GOVERNANCE

Disclose the organisation's governance around climate-related risks and opportunities

a) Describe the board's oversight of climate-related risks and opportunities



The Board has ultimate responsibility for ensuring effective risk management and that our strategy takes account of the risks and opportunities we face, including those related to climate change. The Board has delegated its oversight of climate-related risks to the Audit Committee, which reports to the Board on these matters on a quarterly basis, and are tasked with:

- Monitoring progress against climate-related targets.
- Continuous review of the Group's ESG risks and opportunities.
- Keeping under review the materiality of climate-related risk and its impact on financial statements.
- Monitoring adherence to externally applicable sustainability codes and principles.

Wider Governance

In FY23 we established our Climate Risk Steering Group to manage current or upcoming identified risks relating to climate. The Group reviews climate-related risks and opportunities and their relevant metrics and targets twice a year. The main purpose of the Group is to provide direction and input into our targets and goals, ensure the continual evolution of our action plans, and maintain oversight of the delivery of our action plan and improvement roadmap, targets and emerging climate-related risks.

b) Describe management's role in assessing and managing climate-related risks and opportunities

Our Head of Sustainability, who heads up our Climate Risk Steering Group, reports material climate-related risks and opportunities into the quarterly Compliance and Risk Steering Group, as well as the Audit Committee.

Cross functional management monitors climate risk through the functional risk registers owned by the respective business risk owners, such as finance, property, logistics, commercial trading, supply chain and people.

The Chief Executive Officer has overall responsibility for our management of risk, supported by his direct reports, who are accountable to him for managing the risks that fall within their remits. For climate-related issues our executive sponsor for ESG is our Chief Financial Officer.

In addition, the Compliance & Risk Group has a range of important roles in relation to risk management, as described on pages 68 to 69.

More information can be found on our risk management framework on pages 68 to 69 and our approach to sustainability on pages 37 to 56.

2. STRATEGY

Disclose the actual and potential impacts of climate-related risks and opportunities on the organisation's businesses, the strategy and financial planning where such information is material

a) Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term

In FY22 we identified our potential physical risks, transitional risks and opportunities. We compiled the list of outcomes on both a top-down and bottom-up basis, across each of our business areas. We assessed the risks and opportunities across the following definitions of time horizons: Short (less than 5 years), medium (5 to 20 years), and long (more than 20 years). Our external advisers helped refine the list to exclude those where our assessment of their potential likelihood and impact meant the risks were not material*, or to combine certain risks (such as heatwaves and water stress) where they arose from the same cause.

*The materiality of the climate-related risks was assessed by taking into account the probability of failure and productivity loss values over time for each risk and their impact on Frasers Group's locations and operations using a qualitative approach in line with our risk management framework.

Physical Risks

At the start of our work with our external advisors, we identified bottom-up physical risks, transition risks and opportunities for each of our business areas. Once the findings had been discussed and consolidated during workshops, we identified the following potential hazards:

- Riverine flooding;
- Surface water flooding;
- Extreme wind;
- Coastal inundation; and
- Extreme heat.

To understand the potential impact of these hazards, we aggregated our business operations into three areas: sourcing, logistics and retail. Underlying these three areas are 11 sectors of operation covering the breadth of our value chain, as shown in the diagram below. We reviewed these sectors across 11 key countries of operation.

	1. Sourcing		2. Logistics		3. Retail
Value Chain	**Raw Material Sourcing**	**Manufactoring**	**Transportation**	**Warehousing & Utilities**	**Retail / Sales**
Sectors	• Plant Based Fibres • Wool, Silk-Worm Cocoons	Manufacture of: • Textiles • Rubber & Plastic • Wearing Apparel • Leather	• Land Transportation • Water Transportation	• Warehouse Sector • Electricity, transmission & distribution	• Wholesale & Retail Trade

Each hazard was assessed for:

- The annual probability of that hazard causing an asset or sector to stop working, with or without damage;
- The percentage loss of productive availability of an asset due to component failure, damage or repair, and
- The resulting productivity loss for Frasers Group, weighted by the percentage of sales and procurement in each country.

Our analysis demonstrated that the key physical risks for Frasers Group are coastal inundation and extreme heat, and that the potential impact of riverine flooding, surface flooding and extreme wind are not material. From this, there are still no significant changes expected to the Group's business model.

In our assessment for coastal inundation, we used short, medium and long-term horizons, across both the 1.5°C and 4°C scenarios. For extreme heat, we considered the number of median (>35°C) and extremely hot days (>40°C) in the medium and long term, across both temperature-rise scenarios.

Overall, we see these risks as arising in the medium to long term. Without mitigating actions, we are likely to see the impact of these risks on the business in around 20 years.

Transition Risks

Our initial risk identification process highlighted several potential risks related to the transition to a low-carbon economy. These were:

- the cost to transition, as a result of rising energy costs and the switch to renewable energy generation;
- increased costs of raw materials and production;
- carbon taxes and other carbon-pricing mechanisms;
- regulatory changes, reporting obligations and increased stakeholder concerns; and
- shifting consumer preferences and supplier requirements.

We analysed the potential impact of rising costs of energy, raw materials and production, and the introduction of carbon taxes, using our external adviser's specialist modelling tools. We have continued to monitor these potential risks both internally and externally. The effect of regulatory, reporting and stakeholder changes, shifting consumer preferences and supplier requirements were assessed using qualitative reviews, analysis of trends and identification of key drivers. All of these analyses were conducted for both the 1.5°C and 4°C scenarios. This enabled us to project the likely trajectory of costs, taxes and other variables, to give a potential impact for each year over the period from 2020 to 2050. Overall, we see these risks arising in a shorter timeframe, and continue to impact over the medium to long term.

Opportunities

We also identified opportunities in relation to the transition to a low-carbon economy. These have the potential to increase our revenues, enhance our efficiency, optimise costs, and open a broader range of financing sources. The opportunities identified include;

- An increase in consumer expectation for brands to produce less resource intensive products;
- Access to more equity or debt financing opportunities;
- Optimisation potential across the value chain presents an opportunity to reduce costs;
- Voluntarily exceeding reporting/regulation requirements to increase transparency in operations and better prepare data for future mandatory reporting/regulations;
- Exploring renewable energy options to prepare for a transition to low carbon energy.

b) Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy and financial planning

Prioritisation of climate-related risks is assessed in the same way as we determine our principal risks; risks which pose a threat to our business model, future performance, prospects and/or reputation. Additionally for our climate-related risk assessment we prioritised by assessing each risk by likelihood and financial impact.

Please see below tables which identify the material physical risks, transitional risks and opportunities along with the impact these will have on our business and potential actions we could take to mitigate their impact:

Physical Risks

Risk	Scenario	Potential impact	Mitigations available	Development actions
Coastal inundation	In both a 1.5 degree and 4 degree scenario, with a greater impact in a 4 degree scenario	• Sourcing: The annual probability of occurrence of coastal inundation causing closures and disruptions to operations is likely to increase over time. The production of raw materials and manufacturing of garments are sectors that are likely to have high productivity loss. • Logistics: Coastal inundation resulting in coastal flooding could have major consequences on transport infrastructure. Potential productivity loss impact for both land (our own fleet) and water (overseas) transportation is likely to increase.	• Baseline assessment of supply chain climate resilience. • Focus on countries that came out as highest risk in our analysis. • Engage with suppliers, brands or manufacturing units to develop or improve their risk mitigations. • Explore other supplier bases that are more resilient.	• We are working with our top 2 supply partners to explore the risk of coastal inundation and what it would mean to both of our businesses. We have built flood risk adaptation plans which we will use to mitigate the risk of flooding in our supply partners' facilities.
Extreme heat	In both a 1.5 degree and 4 degree scenario, with a greater impact in a 4 degree scenario.	• Sourcing: There is an increase in the likelihood of extreme heat events such as heatwave, drought etc. materialising and leading to closure/stoppage of activities in supply chains. • Logistics: The annual probability of occurrence of an extreme heat event causing disruptions to Frasers Group's operations is likely to increase over time. • Retail: An increase in the productivity loss impact of physical risks could be felt across most retail activities.	• Understand supply chain risks through engagement, including suppliers' business continuity and contingency plans. Working with our suppliers and finding out from them how often they experience extreme heat where they can't function as normal. • Work with suppliers to mitigate factory-level operational risks. • Build an internal data set to track the effects of rising temperatures across locations. • Explore other supplier bases that are more resilient.	• No development actions to note this year in this area.

Transitional Risks

Risk	Scenario	Potential impact	Mitigations available	Development actions
Cost to transition to a low-carbon economy	1.5 degree scenario	• Increased energy costs, as low-carbon energy and technology tends to be more capital intensive. • Increased capital expenditure, for example to implement renewable energy generation on Frasers Group sites	• Business planning to factor in higher energy costs and capital expenditure. • Develop a robust transition plan aligned to the business strategy	• We continue to explore options for lower carbon energy solutions that will benefit the business in the short, medium and long term. • Exploring options to generate renewable energy on Frasers Group sites.
Increased cost of raw materials and production	In both a 1.5 degree and 4 degree scenario, with a greater impact in a 4 degree scenario.	• Increased costs and reduction in profitability if supplier costs are passed through as a result of fluctuating raw material prices, carbon price rises etc.	• Engage with suppliers and gain increased visibility of supply chain operations. • Develop methods to improve agility of the supply chain, to avoid major disruptions.	• Our commercial department reviews common raw material commodity prices regularly to understand and plan changes. • We are mapping capabilities of our supply partners' facilities to understand where there are mutual opportunities.
Carbon tax and other carbon pricing mechanisms	1.5 degree scenario	• Increased cost base as a result of higher carbon prices, felt directly or indirectly across most activities in the sector.	• Measure Scope 3 emissions, to determine materiality of supply chain exposure to carbon prices. • Engage with suppliers, to influence mitigation of supply chain emissions. • Identify products that are less emission intensive.	• This year we have calculated and audited our Scope 1, 2 and 3 carbon emissions with external consultants as part of our commitment to setting targets with the Science Based Target initiative. • We are mapping capabilities of our supply partners' facilities to understand where lower carbon options are readily available.
Regulatory changes, reporting obligations and increased stakeholder concerns	1.5 degree scenario	• Regulations are changing rapidly, adding to existing reporting requirements. • Insufficient transparency in our operations could lead to litigation and reputational risks.	• Set up repeatable climate-related data collection processes. • Engage with stakeholders to enable oversight of new regulatory requirements. • Regular stocktakes and assessment of regulatory compliance measures.	• We regularly engage with external experts on upcoming regulation changes and reporting requirements. • We have set up regular communications with our global teams to understand and discuss regulation changes.
Shifting consumer preferences and supplier requirements	In both a 1.5 degree and 4 degree scenario, with a greater impact in a 1.5 degree scenario.	• Increased consumer demand for highest levels of low-carbon compliance and greater transparency of operations.	• Develop supplier selection criteria to identify leaders in the domain and screen out suppliers who do not meet the criteria. • Working with suppliers that provide more 'sustainable' options.	• This year we have further developed our initial Preferred Materials and Processes* strategy which helps our design, sourcing and commercial departments move to using our identified Preferred Materials and Processes. • We are exploring circular options such as designing for recyclability and care and repair solutions.

*Preferred Materials and Processes are defined by our Product Sustainability Manager as options that reduce the energy consumption, emissions produced, or resources used compared to standard materials or methods.

Opportunities

Transition opportunity	Potential impact	Potential actions	Development actions
Optimisation and efficiency of processes and assets	• There is an opportunity for Frasers Group to reduce costs by upgrading and improving assets and processes across the value chain.	• Improve building and infrastructure efficiency. • Move towards a lower carbon emission vehicle fleet. • Optimise logistics and the supply chain.	• We have trialled HVO fuel and continue to use this for a few of our on-site vehicles. We continue to monitor the price of this fuel as an alternative fuel source. • We have 1 on-site electric tug vehicle. • We continuously explore different methods to improve our logistics.
Financing	• There may be opportunities to raise debt capital to finance climate projects. • A robust approach to managing climate risks and opportunities can help us to attract and retain new shareholders.	• Identify potential opportunities to finance climate projects using debt capital. • Continue to enhance our climate-related reporting and our sustainability reporting more generally.	• This year we have hired a new role of Sustainability Communications and Engagement Lead. This role was created to improve our communications on sustainability and our wider ESG strategy in external reporting, as well as engagement with internal and external stakeholders.
Shifting consumer preferences and supplier requirements	• There may be opportunities to capitalise on the emergence of a new and growing market for more 'sustainable' and 'responsibly sourced' products.	• Engage with suppliers and brands who are leaders in sustainability.	• This year we have further developed our initial Preferred Materials and Processes strategy which helps our design, sourcing and commercial departments move to using our identified Preferred Materials and Processes. Since the first year of the strategy we have succeeded in moving a number of our top selling Group products to use preferred materials. We plan to continue to build on this over the next year.

c) Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario

As part of the TCFD process we engaged external consultants who worked with us to complete a climate scenario analysis which reviewed our potential physical risks, transitional risks and opportunities, against two temperature scenarios, 1.5°C and 4°C above pre-industrial levels, as suggested by TCFD recommendations for the time periods between 2020 and 2050. We use these two pathways as these were identified in our scenario analysis process as the two potential futures ahead of us. A scenario where we actively move towards a lower-carbon economy to keep warming to 1.5°C would introduce more transitional risks to our business. 1.5°C was identified as a best-case scenario of the Paris Agreement at the COP21 summit in 2015, was reiterated at the COP26 summit in November 2021, and also aligns with the objectives of the SBTi. Alternatively, if efforts are not made to limit global warming to the agreed 1.5°C, we could face a worst-case scenario of 4°C warming, which would pose a lot more physical risks such as extreme weather events. Scenarios are hypothetical in nature, describing a path of development leading to a plausible future state.

We anticipate the impact of the identified physical risks arising in the medium to long term (20 years) without mitigating actions, whereas we anticipate the transitional risks arising over a shorter timeframe (<5 years) and continuing to impact over the medium to long term. For this reason we are currently focusing action on our transitional risks, specifically around the reduction in carbon emissions, improving the visibility of our carbon emissions through our supply chain and working towards submitting our target for validation to the Science Based Target initiative as part of our wider group strategy. Frasers Group aim to complete scenario analysis at least every 5 years, as an agreed appropriate timeline for reasonable change to have occurred and a new assessment necessary. The outcomes of the scenario analysis, improvements in our datasets and any interim updates are communicated with senior management and in our compliance and risk steering groups, so that material changes are communicated and embedded into departmental and group-wide strategies.

3. RISK MANAGEMENT

Disclose how the organisation identifies, assesses, and manages climate-related risks

a) Describe the organisation's processes for identifying and assessing climate-related risks

The process through which we have identified and assessed our climate-related risks is detailed in the Strategy section above. Our overall risk-management framework is set out on pages 68 to 69.

We continue to integrate the identification, assessment and management of climate-related risks into our Group-wide ERM. This work is based on the following principles:

- **Disaggregation.** Assessment of climate risks as individual physical and transition risks, across our regions and sites.
- **Cross-cutting.** Integration of climate risks into existing processes, so they can be considered alongside our other operational and business risks, including their interaction with those risks.
- **Appetite.** Set an appropriate risk appetite for each disaggregated risk.
- **Ownership.** Establish clear roles and responsibilities, from the top down.
- **Escalation.** Escalation of risks to senior management, if necessary.
- **Monitoring and evaluation.** Continuous monitoring, evaluating and reporting across the business.

b) Describe the organisation's processes for managing climate-related risks

Climate risk is included within our ESG principal risk and ensures that physical and transitional risks are included in the functional risk registers owned by the respective business risk owners, such as finance, property, logistics, commercial trading, supply chain and people.

We discuss potential actions with each team, based on the principles described above. We have a Climate Risk Group, which drives forward our approach to climate risk management. This includes all risk owners mentioned above with executive sponsorship and Audit Committee oversight, to ensure we remain focused on the risks and opportunities for the Group.

c) Describe how processes for identifying, assessing and managing climate-related risks are integrated into the organisation's overall risk management

The Board has delegated its oversight of climate-related risks to the Audit Committee, which reports to the Board on these matters on a quarterly basis. Our Head of Sustainability, who heads up our Climate Risk Group, reports material climate-related risks into the quarterly Compliance and Risk Steering Group, as well as the Audit Committee.

Climate-related risk is included within our ESG principal risk which can be found on pages 37 to 56.

4. METRICS AND TARGETS

a) Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process

b) Disclose Scope 1, Scope 2 and, if appropriate, scope 3 greenhouse gas (GHG) emissions and the related risks

c) Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets

Information on our greenhouse gas emissions can be found on page 40. Currently we do not have an approved greenhouse gas emissions reduction target as part of our metrics and targets. We have submitted our commitment to the Science Based Targets initiative (SBTi), which has been approved. This year we will submit our target to the SBTi.

The assessment of our carbon footprint and from this, creating the appropriate target was done by our Sustainability team, Senior Management and Frasers Group's Board.

We've worked with our departments within our Climate Risk Group to make progress on our targets set last year – please see below our progress:

Metric Category	Climate-Related Target	Climate-Related Metric	Reasoning	Review
Transition Risk/ Opportunity	Trial a hydro boiler in one of our wet Everlast gyms by the end of FY24	Hydro boiler fitted in 1 wet gym - Y/N	As we continue exploring alternatives for low-carbon energy sources, we aim to trial new solutions throughout our portfolio to review their ability to scale.	We did not install a hydro boiler in a wet gym this year, however we did install them in 2 other sites.
Climate-Related Opportunities	90% of UK stores with a lease of 2 years or more and no planned fixed break to be fitted with LED lighting by the end of FY24	% of UK stores with LED lighting	LED lighting was identified as the greatest energy reduction opportunity within our estate. Since completing our Sports Direct target last year, we have extended our target out to all eligible UK sites.	92% of our UK stores with a lease of 2 years or more and no planned fixed break have now been fitted with LED lighting.
Physical Risks	Ensure top two manufacturers by gross profit have risk mitigation in place in line with 2050 projected floodplain by the end of FY24	Risk mitigation in place Y/N	Following our analysis as part of TCFD we plan to share the projected floodplain information with our manufacturers to help them mitigate their potential physical risks in their locations.	We have now begun creating profiles for the factories of our top 2 supply partners. This includes exploring which factories are most at risk of flooding, what mitigation practices they already have in place and working together to implement any others we both believe necessary.
Transition Risk/ Opportunity	Fit out 50 of our UK stores with voltage optimisation by the end of FY24	Number of stores with voltage optimisation	After LED lighting, voltage optimisation is a great way for us to reduce energy consumption. We plan to trial in 50 stores to assess their performance for scale.	This year we installed 31 of our stores with voltage optimisation, with 1 store having 2 units. Although we haven't yet hit our target of 50 stores, we have learnt a lot about the process and are still surveying sites for installation after a successful first year.
Transition Risk/ Opportunity	At least 50% of European portfolio with a lease of 2 years or more and no planned fixed break will be fitted out with LEDs by the end of FY24	% of European portfolio with LEDs	Following the success of our LED lighting project in the UK, we plan to expand out the same practice to our European stores.	63% of our European portfolio with a lease of 2 years or more and no planned fixed break have now been fitted with LED lighting.

We are currently building our Transition Plan and our Science Based Target is essential for this. Over the past 2 years we have been calculating and auditing our past 2 financial years' carbon footprint to ISO 14064 standard. This has given us a much greater understanding of the Group's carbon emissions and where our focus should be.

Although our target has not yet been approved, we have several areas that we know will be essential to make progress, not only to reduce carbon emissions but also when considering the biodiversity impact of the Group. We look forward to sharing more information on our transition plan in the future, but ahead of that there are some steps that we know we will take, as detailed below;

Metric Category	Climate-Related Target	Climate-Related Metric	Reasoning
Transition Risk/ Opportunity	Report to CDP Climate Questionnaire	Questionnaire Submitted Y/N	Voluntarily disclosing further climate related information will prepare the Group for future mandatory disclosures, and improve visibility of our climate-related impact.
Climate-Related Opportunities	50% of own brand products by weight to be made with 'Preferred Materials'* by [DATE]. (Date TBC from Frasers)	% of own brand products in 'Preferred Materials'* by weight.	Using less resource intensive materials reduces the impact of our products and is increasingly expected by our customers. Increasing use of these materials signals the demand to the market and opens new opportunities in our supply chain.

*Preferred Materials as defined by Frasers Group Preferred Materials Strategy.


FLANNELS
FLANNELS

SECTION 172 STATEMENT

The Board confirms that, during FY24, it has acted in the way it considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, having regard to the stakeholders and matters set out in s.172(1)(a)-(f) of the Companies Act 2006.

This statement sets out the matters considered under each subsection of s.172(1) (a)-(f) and provides cross references to where further information can be found in the Annual Report. The areas the Board focused on during the year and the key decisions made are set out on pages 88 to 95 and our report on stakeholder engagement during the year is on pages 90 to 91.

A. The likely consequences of any decision in the long term

When making key strategic decisions, the Board takes into consideration the strategy, purpose, values and culture of the Group. The Board is focused on the sustainability of the Group and mindful of the impact the decisions may have on this objective. For each matter, it also considers the likely consequences of any decision in the long term, identifying stakeholders who may be affected and carefully considering their interests and any potential impact part of the decision-making process may have. During the year, the Board has made decisions based on board papers, presentations from senior executives, information documents, discussions with external advisors and reports.

Principal Decisions/Steps:

The decision to continue the share buyback programme was also key during the financial year to demonstrate that the Board continues to maintain confidence in the performance of the Group. The Board continued to be acquisitive throughout the year. Acquisitions of the Wiggle and Chain Reaction brands expanded the Group's presence within the cycling industry, as well as WIT Fitness, the leading fitness brand which will be complementary to the Group's sports and gym business. We also acquired premium and luxury retailers Aphrodite, Zee and Co and John Anthony, as the Group increased its presence in these respective markets. In April 2024 the Group signed a binding agreement to acquire 100% of the shareholding of Twin Sport Holding B.V., the Netherlands based Sports Retailer with 17 stores and over 30 years of expertise. The agreement is further progress towards the Group's strategy to become the biggest sports retailer in EMEA.

During the year the Group disposed of Missguided intellectual property. The disposal of this non-core brand allowed an even greater focus on delivering the Elevation Strategy by focusing on store experience, digital and product.

Frasers acquired Matches Fashion for a total consideration of approximately £52m to strengthen the Group's offering within the luxury market. Following the acquisition, the Matches business consistently missed its business plan targets and, notwithstanding support from Frasers Group, continued to make material losses and as a result the Directors of Matches Fashion made the decision to place the business into administration. Frasers Group acquired certain intellectual property assets only of Matches from the administrators.

B. The interests of the Company's employees

Details of the initiatives and engagement with our colleagues is detailed in the Workers' Representative report, the Our People report and the Directors' report.

Principal Decisions/Steps:

The Non-Executive Workforce Director remains the primary method that we use to ensure that colleagues are listened to and responded to by somebody who fully understands their situation. Cally Price remains the Workers' Representative on the Board and retains full control of the colleague welfare portal.

The Group decided to commission another Employee Engagement Survey in order to reinforce our commitment of making Frasers Group a world class place to work.

C. The need to foster the Company's business relationships with suppliers, customers and others

The Group aims to develop and maintain mutually beneficial business relationships with all our suppliers and government agencies and other stakeholders. Details of the Company's business relationships with suppliers, customers, regulators and lenders are set out in the Corporate Governance Report.

Principal Decisions/Steps:

Frasers Plus, the Group's credit payment account and rewards product, was rolled out across the Group during FY24, having been initially launched in our Cruise and House of Frasers fascias in FY23.

We continue to invest in improving our customer service contact channels which include:

- Simplification of customer communications and self-help articles to remove confusion and help customers to find answers more quickly;
- Investment in coaching, supporting and developing our Customer Service teams with additional training on both product and service-based enquiries;
- Additional staffing in our peak trading period to help with customer demands and improve our speed of response across all contact channels.

A decision was taken to accelerate moving all suppliers onto the Group's payment portal, wherever practicable, to enable the swift resolution of queries and to facilitate timely payments.

D. The impact of the Company's operations on the community and the environment

- The ESG report on pages 37 to 56 details the initiatives we have undertaken in sustainability and the community.

Principal Decisions/Steps:

- Energy consumption in each retail site in the UK is monitored to make sure it is operating in an efficient way and to ensure levels of consumption are reducing;
- The upgrade of fluorescent lighting in retail sites continues, with all opportunities during store refits taken.

We also engaged a third-party provider to assess emissions and energy consumption for the reporting period.

E. The desirability of the Company maintaining a reputation for high standards of business conduct

The Board is committed to sustaining high standards of professional conduct across the Group's businesses in accordance with both the Corporate Governance Code and industry best practice.

Principal Decisions/Steps:

Key legislative and regulatory compliance risk areas are prioritised. These include, but are not limited to, FCA regulation, GDPR/data protection, health and safety, IP Rights, Listing Rules and Trading Standards as an ongoing priority. We also have an ongoing programme of continuous review looking at changes to legislation, best practice, and ensuring compliance with the corporate governance landscape.

F. The need to act fairly as between members of the Company

All shareholders of the Company hold ordinary shares which attach the same rights and benefits. We are here to listen to investor views and answer their questions. We do this through the investor relations contact on the Group website, hosting investor roadshows, attending conferences and regularly meeting with our investors. The AGM also gives shareholders an opportunity to ask questions and to discuss issues in more depth.

Principal Decisions/Steps:

The Group recognises that the interests of our institutional investors and other shareholders may not always align with that of our majority shareholder. As a result, certain resolutions at the AGM are required to pass on a majority of independent shareholders vote. The Group invites and analyses feedback from investors in relation to their votes on resolutions put forward at the AGM. This feedback is routinely presented to the Board for consideration during its decision making and long-term planning.

PRINCIPAL RISKS AND UNCERTAINTIES

Our Risk Management Framework

The Board has overall responsibility for the effectiveness of the Group's systems of risk management and internal control. These systems are intended to manage, rather than eliminate, the risk of failing to achieve business objectives, and they provide reasonable but not absolute assurance against the risk of material misstatement or financial loss.

The Audit Committee supports the Board with discharging its responsibilities, under a delegated authority. The Chief Executive Officer has overall accountability for managing risks in the business, and his direct reports are accountable to him for effectively managing those risks within their remits.

The Group's risk management framework comprises a top-down and bottom-up approach to risk identification, evaluation and mitigation. Principal risks are discussed and agreed by executive management through the Compliance & Risk Group and by the Audit Committee on behalf of the Board. The Board and/or its sub-committees discuss each principal risk at least annually and receive presentations and detailed risk reporting from risk owners on a cyclical basis. Risk owners re-evaluate principal risks in advance of each Compliance & Risk Group discussion. Any changes are reported to the Audit Committee, as part of our Group Risks Profile reporting.

The Compliance & Risk Group provides connectivity between executive management's responsibilities for risk management and internal controls and the oversight roles of the Audit Committee and the Board. It facilitates cross-functional discussion and collaboration across principal risk areas and matters of internal control. It also facilitates horizon scanning, emerging risk discussions and challenges the appropriateness of internal controls and their effectiveness. The Compliance & Risk Group's activities are reported formally to the Audit Committee. Our Steering Groups also report formally to the Compliance & Risk Group, completing our governance structure.

Our approach to risk management:

RISK MANAGEMENT FRAMEWORK		
Board | Audit Committee | Sub-committees Compliance & Risk Group Steering Groups		
THREE LINES MODEL		
First line	**Second line**	**Third line**
Management	Compliance & other assurance functions	Internal Audit
RISK	CONTROLS	ASSURANCE

Operational teams and Functional level risks

Risk Identification

We have continued to identify and assess both our principal and functional risks with management which has enabled us to further develop our risk management framework.

Emerging Risks

Our risk review process includes the identification of emerging risks. This is actioned through our Compliance & Risk Group, where risk owners are challenged to consider emerging risks and future regulatory changes to ensure we have potential mitigations in place to enable us to consider these and their potential impacts on the Group.

Risk Controls and Responses

We have continued to enhance clear definitions relating to controls assessment, probability and impact, to ensure our risks are clearly prioritised in line with our defined risk appetite across each of our principal and functional risks.

Governance and Monitoring

The responsibility for identifying, assessing and managing risks resides with management at a functional and executive level. The Compliance and Risk Group provides reports and detailed evaluation of key principal risks to the Audit Committee. The Audit Committee on behalf of the Board, undertakes an annual effectiveness assessment of the risks and internal controls of the Group.

During the period, the Audit Committee, on behalf of the Board, has undertaken a full review of the Group risk register and received risk owner presentations, detailed risk reporting and summary update reporting on the Group's principal risks profile, for further discussion and challenge.

Audit and Assurance

We have a number of assurance functions that provide second line monitoring and controls assessment, e.g. Health & Safety, Digital Risk, Information Security, Loss Prevention and Retail Support.

Our Group Internal Audit function provides independent assurance that controls are working effectively and reports its findings to management and the Audit Committee as per an agreed annual audit plan.

Climate Risk

Climate and sustainability risks have remained an integral part of our commitment to ESG and our business operations, and is included within our ESG principal risk.

We continue to closely monitor the risks and impacts of climate change for the Group and our commitment to achieving our targets, as disclosed within our TCFD report. We have a Climate Risk Steering Group which further drives initiatives and engagement across the wider supply chain and reports to the Board. Further details of our TCFD disclosures are found on pages 57 to 64.

Principal Risks and Uncertainties

These are defined as the most significant risks that could affect our strategic ambitions, future performance, viability and/or reputation. Principal risks are cascaded to operational teams and central functions for discussion and action on risk mitigations, as part of operational risk management activity. Operational risk management facilitates the elevation of risks to the Compliance & Risk Group, for onward reporting to the Audit Committee.

Board Review

The work of the Audit Committee and the Internal Audit & Risk team has been presented to the Board for discussion. The Board is satisfied that the Group's systems of risk management and internal control (including financial, operational and compliance controls) have operated effectively during the financial period, up to and including the date of this report, and no significant failings of internal control were identified during the period. The Group is committed to continuously improving its risk management framework and methodology, in line with regulatory standards and the Group's Elevation Strategy.

Assessment of Principal Risks

We have carried out a robust assessment of our principal and emerging risks in the period and our principal risks profile has been updated to reflect where our risks have changed. The continued war in Ukraine, geo-political risks and the current cost of living crisis in the UK relating to, but not limited to, cost increases, energy prices, supply chain issues and the squeeze on consumer spending power remain a key focus for the business.

Environmental, social and governance (ESG) issues continue to feature more prominently in our disclosures. Climate and sustainability risks have remained an integral part of our commitment to ESG and our business operations.

The following risks and mitigations are an extract from our principal risks profile and are not presented in any order of priority. Principal risks are those which we consider pose a threat to our business model, future performance, prospects and/or reputation.

Reference to Strategy

1	**BRANDS** Building excellent relationships with the World's best brands
2	**DIGITAL** Continual elevation of our digital offering and experience
3	**PHYSICAL** Continual elevation of our physical store estate
4	**ENABLERS** People, training, brand, communication, systems, automation, data

Risk Trends

↑ Increasing

↔ Unchanged

↓ Decreasing

● New

PRINCIPAL RISKS

Strategy

The Group continues to deliver its Elevation Strategy, which focuses on the brands we sell, our digital offering and our physical stores. Our vision is to provide consumers with access to the World's best sports, premium and Luxury brands by providing a World leading retail eco-system.

We continue to deliver well against all aspects of our strategy, and the ongoing support of our key partners and investors to our strategy has enabled this risk to reduce over the past 12 months.

Risk Trend and Links to Strategy	Risk	Controls and Mitigations
↔ 1 2 3 4	We fail to deliver our strategy efficiently, effectively and on a timely basis, or we adopt the wrong strategy, which impacts our long-term growth, performance and ambition.	• The Board and senior management set and agree the Group strategy and undertake both regular and detailed annual reviews. • Our Group is diverse in terms of geography and product and executive management is able to respond to strategic opportunities and challenges with agility, to maximise achievement of our strategic ambitions. • We continue to evaluate strategic brand acquisitions, to provide product and choice in line with our brand strategy and add attractive locations to the store estate. Opportunities are managed through our M&A tracker and appropriate due diligence is carried out either internally or via third-party firms. • Effective management of our property portfolio supports our elevated direction. All property transactions are analysed and signed off by the CFO. • We monitor our performance, markets and competition on an ongoing basis. • Our strong financial controls, reporting and analysis help to optimise resource allocations, maximise profits and cash flow and support efficient and effective strategic delivery. • We perform ongoing research for insights into consumer trends, with the assistance of third parties providing structure to the process. • Ongoing internal and external communication of our strategic direction supports understanding, engagement and effective delivery.

Third-party Brand Relationships, Key Suppliers and Supply Chain Management

Key brands, brand suppliers and major manufacturers are central to our business and Elevation Strategy. Our strategic acquisitions and business model aim to bring attractive brands into the Group, to support customer demand and choice.

Our supply chain is international and is subject to stringent management of supply chain logistics and working capital, to ensure the flow of product remains in line with our strategic ambition.

We continue to strengthen our brand and supplier relationships, demonstrating the strength of our business model and strategic performance. This also supports new product availability, in line with our elevation ambitions.

Risk Trend and Links to Strategy	Risk	Controls and Mitigations
↔ 1 2 3 4	We fail to manage and leverage our supplier and brand partner relationships successfully, to secure the right products for our business at the right price, time and quality, and to meet or exceed our customers' expectations. Failure to mitigate these risks might impact our elevation targets, performance and long-term growth.	• Our Electronic Data Interface (EDI) supplier portal continues to be used across the majority of our suppliers. This has enabled us to build closer business relationships by providing an efficient and effective supplier on-boarding process, leading to improvements for both parties of account management and supply chain controls. • The Group has a policy of forging close long-term commercial relationships which are underpinned by our commitment to product, elevation and customer excellence. • The Elevation Strategy builds stronger relationships with key brand partners, this continues to be an ongoing priority. • We have continued to expand our dedicated relationship partners, procurement and commercial teams to support truly integrated supplier engagement. • The Group utilises two leading supply chain companies to procure much of its own-brand products. • Strong stock level oversight and positive commercial relationships allow us to manage effective supply chain logistics and product availability. • Strong service level agreements are in place, which help to support an effective supply chain network. • Our own-brand investment targets consumer trends and complements third-party brands, supporting consumer choice. • We have continued to build our influencer partnerships and brand collaborations to provide opportunities for own-brand growth.

Global Macro-economic Conditions, Events (Pandemic) or Political Factors

The current geo-political events and the ongoing war in Ukraine are core aspects of this risk in the period under review. We also monitor global and national political change on an ongoing basis, for impacts on our strategy and supplier networks. These are external events and we respond well to those factors we can control. The strength of our business and our performance enables us to generally absorb the broader indirect economic impacts associated with these risks, although we remain cautious at all times.

The current macroeconomic pressures and geo-political events occurring in Eastern Europe ensures we remain cautious around this risk and we continue to monitor these events and the potential impacts to the Group.

Risk Trend and Links to Strategy	Risk	Controls and Mitigations
↔ 1 2 3 4	Failure to anticipate, evaluate or appropriately respond to external events, or broader global/macroeconomic conditions, events (e.g. pandemic) or political factors, may risk the achievement of our performance targets, impact our strategic direction or longer-term viability, or result in lost opportunities for growth.	• We ensure ongoing financial and commercial evaluation of economic and political change, with senior management oversight and Board reporting relating to supply chain and inflationary cost pressures. • The executive-led Compliance & Risk Group holds emerging risks discussions, with oversight reporting to the Audit Committee. • Immediate on-line closure of sanctioned countries for deliveries or trade through our web platforms were actioned during the current conflict. • We monitor UK-EU trade relationship developments and the implementation of the Trade and Co-operation Agreement via discussions at weekly leadership meetings. • Our focus on transport logistics, documentation requirements, and the flow of goods supports product availability, utilising third-party formal processes.

Treasury, Liquidity and Credit Risks

Short, medium and long-term funding arrangements support our business operations and our ability to meet our financial obligations and deliver our strategic ambitions.

Funding availability remains a principal risk, but the overall risk level continues to be managed well, based on our trading performance and the successful refinance of the Group's revolving credit facility to November 2026.

Credit risk primarily arises from amounts advanced to customers by Frasers Group Financial Services to facilitate purchases via the Frasers Plus and Studio Pay consumer credit products. Frasers Group is also exposed to credit risk through our Wholesale and Licensing customers and there is some level of counter-party risk exposure, although we do not consider this to be material. Interest rate risks arise on net borrowings. Foreign exchange risk arises from international trading, future sales and purchases in foreign currency, loans to non-UK subsidiaries and unhedged options to buy or sell foreign currency.

Risk Trend and Links to Strategy	Risk	Controls and Mitigations
↔ 1 2 3 4	Failure to appropriately manage our funding and liquidity positions and secure access to funding markets might impact our plans for growth, the ability to manage our trading requirements, meet longer-term liabilities and the ongoing viability of our business.	• Our Board reporting on debt, covenants, funding and cash flow positions includes stress testing and extensive business risk scenario analysis. • The Group Treasury function manages liquidity, interest rates and foreign exchange risks. • The Group treasury policy, with Board oversight, outlines delegated authorities for operation, monitoring and reporting. • The Group enacted the second one-year extension to its Group facility and currently has access to a combined term loan and RCF with total commitments of £1,432.5m until November 2025. This reduces to £1,372.5m from December 2025 until maturity in November 2026. We continue to foster good relationships with the banks in the syndicate whilst also engaging prospective new lenders ahead of the upcoming refinancing exercise. • Funding of consumer credit receivables is largely funded via a securitisation facility provided by HSBC, under which new drawings can presently be made up until December 2024. We continue to engage with HSBC and prospective new lenders with a view to syndicating the facility and extending the tenor. • Ongoing monitoring and reporting of going concern and viability are part of our standard suite of internal and external reporting. • Our hedging strategy is reviewed and approved annually as part of our treasury governance, with hedging activity reported to Board. • Investments of surplus cash, borrowings and derivative investments are made under pre-approved investment criteria and monitored closely on a monthly basis. • We use forward foreign currency contracts to hedge against highly probable foreign currency trading transactions. • We conduct regular monitoring of customer and counter-party credit risks. • We have hedged our interest rates which has mitigated the increases seen in the last 12 months. This remains in place until 2026. • Rigorous processes are in place with regards to our credit account customers, including the use of external credit reference agencies and applying set risk criteria before acceptance. These procedures are regularly reviewed and updated. • Robust processes monitoring our debtor book and credit customers payment behaviours and credit take-up levels are in place. • The Board and Audit Committee receive regular updates throughout the year regarding customer credit business.

See Note 3 to the Financial Statements for further detail on financial risk management.

Customer

Customer engagement and retention is vital to our Group, whether through our physical stores or online. Continuing to harness customer value and loyalty consistently across the Group is complex as it is underpinned by our product offerings, price and service.

We have continued to enhance our e-commerce offering and our customer experience, as well as our customer service and the underlying platform for our digital business. The continued rollout of our new Frasers Plus payment method allows our customers to control how they spend and repay with an integrated loyalty programme.

We continue to strengthen our elevation through our new concept stores and flagship multi-fascia offerings.

Risk Trend and Links to Strategy	Risk	Controls and Mitigations
↔ 1 2 3 4	Failure to anticipate and respond to customer needs or changes in consumer trends and spending, or to drive and deliver customer service excellence, may impact our growth, value, reputation and strategic ambition.	• Conducting ongoing monitoring of customer insights and competitor and market trends. • Reviewing and updating our customer policies periodically enables us to respond to and drive our customer-led strategy. • Continued investment in our customer service offering, systems and communication enables us to understand and improve our customer experience, working across all channels including social media. • Continued development and investment in our online offering in line with customer demand. • Ongoing enhancement of our ESG agendas supports our strategy, in line with our customer focus. • Continued rollout of Frasers Plus to the Group, allowing customers to select a regulated credit option to enable our customers to have further payment options and control on how they spend and repay with an integrated loyalty point scheme.

Legal and Regulatory Compliance

The legal and regulatory landscape in which we operate is constantly changing. Our commitment to delivering robustly on our obligations is central to our culture and values.

The ongoing focus and improvements of our controls and reporting within this area has enabled us to reduce the risk in the current period.

Risk Trend and Links to Strategy	Risk	Controls and Mitigations
4 ↓	An action or incident may occur which results in a legal or regulatory breach and which impacts our business financially, commercially or reputationally and/or may result in litigation.	• Our experienced and qualified in-house legal team provides core services and advice as well as oversight of new and emerging legislative and regulatory requirements. • External advisors provide additional services and training in specialist areas, as required by the business and legal team. • Key legislative and regulatory compliance risk areas are prioritised. These include, but are not limited to, FCA regulation, GDPR/data protection, health and safety, IP rights and Trading Standards as an ongoing priority. • We have an ongoing programme of continuous review looking at changes to legislation, best practice, and ensuring compliance with the retail environment. • The Legal team is a key contributor and advisor to the Compliance & Risk Group. • The Legal team provides bespoke training to individual departments, tailored for each area where there are key risks as well as providing training across the group utilising the e-learning platform. • The Frasers Group Intranet includes a Legal section providing FAQs on relevant topics which is accessible to all employees.

Technology Capability and Infrastructure Renewal

We operate in a competitive and challenging customer-focused market. Our systems need to be built with customer experience at the forefront, supporting an end-to-end supply chain logistics service. Technology is constantly evolving and managing change and transformation in this environment is a key focus.

We have invested heavily in our automation, enhancement of IT platforms, till EPOS and delivery capabilities, which support a modernised online and in-store customer experience, built on resilient infrastructure. This has enabled the risk to reduce year-on-year.

Risk Trend and Links to Strategy	Risk	Controls and Mitigations
↓ 1 2 3 4	Failure to maximise the use of our existing technology or to renew our infrastructure in a timely and effective way may affect our ability to keep up with the pace of change and deliver our strategic ambition.	• Ongoing development of a Group technology strategy aligned to the business strategy. • Forward programme of infrastructure renewal to operate our business efficiently and support our ability to compete. • Target and accelerate decommissioning of infrastructure, integrating into our business where possible, which has been procured as part of acquisitions. • Investments in our online trading capabilities, warehouse management systems and in-store technology enhance the end-to-end customer experience. • Experienced Technology team, supported by ongoing skills training, helps us to keep abreast of emerging technologies and customer-leading insights. • Development of ongoing cycle of internal training programmes to support effective use of existing and new technologies across our businesses, as they are introduced. • Strengthening our information security capability has enhanced our transformation programme, our strategic technology delivery and the robustness of our second-line oversight.

Cyber Risks, Data Loss And Data Privacy

Attempts to attack or gain unauthorised access to systems and data are becoming increasingly sophisticated and accessible. Our systems are critical to our operations and trading. We have legal and commercial obligations to protect the security and privacy of the data we hold and process.

We combine the continued investment in our digital offering, automation and technological change with the strengthening of our people and in-house capabilities, to deliver on our risk mitigations.

Risk Trend and Links to Strategy	Risk	Controls and Mitigations
↔ 2 3 4	A cyberattack may result in data loss and/or denial of service, impacting our business financially through fines and penalties or lost trade, as well as our reputation and our ability to operate. Failure to adequately protect our processes and the data we hold may result in legal or regulatory breach, loss of trust and financial loss.	• Strategies and policies in place to support IT security posture are reviewed and enhanced on an annual basis. • We continue to work with our trusted partners who provide core services which complements our in-house capabilities. Capability delivery, security and savings are core drivers. • Protection tools, including encryption, and detection tools are in place to support effective monitoring and reporting are assessed, ensuring they are fit for purpose and scalable. • We have enhanced our information security capabilities and strengthened our second-line monitoring to a 24/7 alerting service, using partners where applicable. • We perform annual external assessments against our environment to assess our cyber posture. We also perform penetration testing against any key projects or major changes to our infrastructure across Group. • Strengthening our data protection mandate, enhancing our policies and procedures and ongoing internal training help to mitigate data protection and privacy risks and support delivery of our change and transformation programme. • We have an ongoing programme of security and privacy monitoring across our Group, and invested in tooling to support with breach notifications should they occur. • Our in-house Legal team supports second-line monitoring and reporting of legislative compliance. • We make ongoing investments in data protection training and communications targeted to the business area (and local legislative equivalents in our overseas operations). • We routinely action and retain Data Protection Impact Assessments, and perform Records of Processing activities across all key functions across the Group.

Business Continuity Management and Incident Response

Our Head Office and Distribution Centre at Shirebrook and our e-commerce activity are critical to our business operations. There is an ongoing and increasing reliance on the availability of technology across our Group. We need the ability to respond to incidents effectively and on a timely basis, to ensure continuity of operations and trade.

We have continued to invest within our warehouse automation and develop appropriate documented contingency strategies allowing this risk to remain unchanged vs. the prior period.

Risk Trend and Links to Strategy	Risk	Controls and Mitigations
1 2 3 4	Failure to respond effectively or on a timely basis to operational or IT incidents or events might impact the Group financially through lost revenue or have a reputational impact based on our capability and communications.	• Our Business Continuity plans are fully documented and are scheduled for continual review, revision and testing as required. • Our governance structure supports agile incident response, with clear roles, responsibilities and reporting lines. • Annual external review and challenge of our processes supports our commitment to continuous improvement. • Ongoing training supports good practice and knowledge sharing for continuity. • Internal and external communications, marketing and PR capabilities are integral to our incident response plans. • Recovery prioritisation of IT systems and processes forms part of our business impact analysis review, including a dedicated IT incident response manager working with both internal and external stakeholders with clear escalation and recovery protocols which are under continuous monitoring and review. • We have recovery time targets for both critical and normal service functions. • Critical recovery capabilities align to our appetite and controls supported by appropriate insurance cover.

Group Entities and Extended Enterprise

Our Group is complex and extensive and includes oversight of our third-party and extended enterprise partners and suppliers. We are committed to ensuring we have the right levels of transparency, consistency and monitoring across our Group, to enable effective oversight in line with our values and culture.

We have an appetite for acquisitions as part of our strategic growth agenda. Our integration strategy continues to be developed to support ongoing efficient and effective acquisition engagement and management.

The focus on this area within the internal audit plan in FY24 continues to show controls are working effectively and through our annual review of impact assessment, this allowed this risk to move from "significant" to "moderate", confirming the reduction in this risk from the previous year.

Risk Trend and Links To Strategy	Risk	Controls and Mitigations
↓ 1 2 3 4	Failure to effectively monitor activities across our Group entities, partners and suppliers, who form part of our extended enterprise, may result in financial, reputational or legal compliance issues.	• Transparency across our Group and extended enterprise and its changes is an ongoing priority. It is subject to regular review and discussion and forms part of our risk management framework and reporting. • Oversight roles and responsibilities across our Group structure support risk-based functional monitoring and assurance. • We maintain strength in our supply chain management and supplier and partner relationships. • Risk and controls reporting across the Group is subject to continuous improvement, including self-assessment processes for confirmation of compliance with key policies, controls and other Group requirements. • The Group Internal Audit team is developing third-line monitoring to support the broader internal controls framework across the Group. • Weekly leadership calls are in place with international finance teams and an annual review of all subsidiaries has been established to review financials, provide supports, streamline operations and drive improvements.

People, Talent Management and Succession

Our business benefits from strength and depth of knowledge, talent and experience, which has long been pivotal to its success. Retaining and protecting this talent, providing for succession and an ongoing programme of attracting and developing new talent is core to our people plans and objectives.

We have made significant progress in the period, recognising the investment and changes the Group has made in our people, which has allowed us to reduce the risk in this area, although we continue to remain cautious of the risks in the national labour market and in the retail sector as a whole.

Risk Trend and Links To Strategy	Risk	Controls and Mitigations
↔ 1 2 3 4	Failure to attract, retain or develop talent across our business and implement effective succession planning might impact our ability to achieve business and strategic objectives and the efficiency of our growth transformation.	• Continued development of strong trainee management and apprenticeship programmes supports our future talent pipeline. • We prioritise internal development and promotion wherever possible and actively encourage cross-functional experience. • Our "fearless focus" appraisal system provides expectations for performance and opportunities for development and broader succession planning. • A six pillar People Framework is in place supporting performance and talent recognition across the group. • An internal recruitment mandate operates, with improvements in onboarding and applicant tracking. • We have revisited our core principles and colleague value proposition which share the Group's values and ambitions for our people, with an elevated and re-energised website to attract talent. • We have a recognition and bonus structure in place, recognising and rewarding those who adopt and demonstrate the Group's core principles. • The Workers' Representative is a Board Director who supports communication channels and gives our people a voice at the highest level in our business. • We have a strong strategy for diversity and inclusion and people support. • We have made significant investment into learning and development, supporting internal progression and overall organisational capability. • We plan to continue our people engagement survey to provide insights and drive further improvements across the organisation. • The group intranet supports improved communications and access to company policies to all UK employees raising colleague engagement and providing greater ease of access to shared information. • A succession planning programme is in place to ensure continuity, identify critical positions, understand the organisation's competency levels, recognise the potential and workforce development, and get valuable insights into the workforce and departments to support nurturing talent. • CEO listening sessions with colleagues have been introduced to improve CEO awareness and engagement.

Environmental, Social & Governance (ESG)

Tackling climate change is a global imperative and the resulting increase in regulation is a key focus area for the Group.

Measures which support climate change initiatives and our wider ESG agenda continue to be key components of our strategic direction, supporting sustainability, the broader social agenda and consumer choice.

Risk Trend and Links to Strategy	Risk	Controls and Mitigations
↔ 1 2 3 4	Failure to maximise our position and value relating to ESG factors might impact our ability to achieve our growth, value, reputation and strategic ambitions.	• We have Board-level engagement and an Executive sponsor of our ESG agenda. • We have continued to develop our ESG strategy which formalises our commitment to sustainability and continues to be embedded throughout the business. There are three pillars to our strategy – Products, People and Channels – which we use to ensure focus for the Group. • We have committed to setting targets with the Science-Based Targets Initiative and we are ensuring that our carbon footprint is aligned to ISO14064 standard. • We continue to evaluate the ongoing risks and opportunities around climate change and our commitment to achieving our climate change targets as disclosed in our TCFD reporting. • We have an environmental policy in place, which has been reviewed and approved by the Board. • We have energy efficiency targets, monitoring and measurement, with external specialist support and league tables with reward mechanisms to drive this forward. • Our community initiatives support the provision of vouchers to schools and organisations to allow purchases of discounted sportswear. • Review and ongoing development of our Supplier Code of Conduct supports our values and employee engagement, and includes a standardised framework for supplier onboarding. • We have defined Climate Risk Owners from all areas of the business who confirm and discuss climate-related actions every six months. Any updates are reported to the Compliance and Risk Group, which further drives initiatives and engagement across the wider supply chain.

Property

The retail landscape continues to see significant changes, with a high volume of retail properties predominantly in shopping centres and high streets still vacant. This is due, in all but the top tier schemes and destinations, to the high level of retail insolvencies and retailers moving away from bricks and mortar to e-commerce.

The Group continues to see value within the high street and shopping centres and our continual commercial reviews of our portfolio has enabled the risk to remain unchanged vs. the prior period.

Risk Trend and Links to Strategy	Risk	Controls and Mitigations
↔ 1 3 4	There is a financial risk to the Group if our commitment to a lease or the value of our freehold properties decline where high vacancy rates make the area less attractive for our consumers and drive less footfall to our stores.	• For new store leases, we continue to actively engage and work with our landlords to support rents that are flexible and linked to store turnover providing sensitivity should a store turnover reduce. • We aim to align rent free packages and capital contributions from landlords to reflect the elevated store fit outs to minimise the Group's capital expenditure in bricks and mortar expansion. • As property occupational costs become more affordable, we continue to look to move into more prime locations with more footfall and consumer resilience. • We are actively reviewing our lease portfolio and looking to renegotiate with landlords in relation to underperforming stores. We have a very low average unexpired lease term across our core estate, allowing us to be flexible in our locations and occupation. • The freehold estate is actively managed by the Property team and we will look to dispose of sites which are not aligned with the Group's strategy or where there is a commercial benefit to the wider Group. • All purchases of new freehold property are reviewed and signed off by the CFO.

Mergers and Acquisitions

Mergers and acquisitions are a fundamental part of the Group's Elevation Strategy for growth. Whilst mergers and acquisitions can provide substantial opportunities, they can also present substantial risks.

Due to investments made in our mergers and acquisitions team and the level of review and due diligence, the risk is considered to have reduced vs. the prior year.

Risk Trend and Links to Strategy	Risk	Controls and Mitigations
1 2 3 4	Failure to successfully identify, complete or integrate acquisitions into our existing operations could have an adverse effect on our business and financial results.	• All mergers and acquisitions are reviewed and signed off by the Senior Leadership team and the Board. • We have introduced a dedicated team responsible for managing mergers and acquisitions across the group with agreed formalised processes in place. • The Legal function has robust processes in place for checking and complying with regulatory requirements. • Conservative estimation of synergies allows for any delays in the integration of a business. • Utilisation of both internal and external expertise is used to complete a thorough due diligence process prior to acquisition and following the transaction to ensure a smooth integration. • We leverage opportunities for investment through strong management oversight. • Governance and monitoring are in place for new investments, acquisitions and opportunities.

Governance

The co-sec regulatory landscape in which we operate is constantly changing. Our commitment to delivering robustly on our obligations is central to our culture and values.

Risk Trend and Links to Strategy	Risk	Controls and Mitigations
↔ 1 2 3 4	An action or incident arises which results in a regulatory breach, and which significantly impacts our business financially, commercially, or reputationally, and/or may result in litigation.	• Our experienced and qualified in-house co-sec team provides core services and advice as well as oversight of new and emerging regulatory requirements. • External advisors provide additional services and training in specialist areas as required. • Key legislative and regulatory compliance risk areas are prioritised. These include, but are not limited to, FCA regulation, Listing Rules and Filing and Reporting as an ongoing priority. • Our principles and values support our ethics, behaviours and culture, and our regulatory policies, which include, for example, Anti-Bribery & Corruption, Corporate Gifts & Hospitality, and Conflict of Interest. • We have an ongoing programme of continuous review looking at changes to legislation, best practice, and ensuring compliance with the corporate governance landscape. • We review the approach and content of mandatory induction, policies, and ongoing training across relevant areas for all colleagues. • The Governance team is a key contributor and advisor to the internal Risk and Compliance Steering Group.

The Strategic Report has been approved by the Board and signed on its behalf by:

CHRIS WOOTTON

Chief Financial Officer

26 July 2024

VIABILITY STATEMENT

The 2018 UK Corporate Governance Code requires the Board to express its view of the long-term viability of the Group and assess the Company's prospects, capital management and principal risks.

Accordingly, the Board regularly carries out thorough and robust assessments of the risks, including stress testing the Group's resilience to threats to its business model, strategy, future performance and liquidity and the risks identified in the Principal Risks and Uncertainties section of this Report, together with the steps the Group has taken to mitigate them. In addition, the Board regularly reviews the performance and financing position of the Group and its projected funding position and requirements.

The Group continues to face the challenges that Brexit, supply chain issues and changing consumer behaviour are having on the retail industry.

The Board chose to review these over a three-year period to 30 April 2027. This period is largely covered by the Group's combined term loan and revolving credit facility, both of which expire at the end of November 2026 and it is management's expectation that the RCF facility will be extended by a further year. Management is satisfied that the period is appropriate to review performance, as it best reflects the short-term budgeting and planning process of the Group, the longer-term forecasting and the expected timescales for strategy implementation. The process adopted to prepare the model for assessing the viability of the Group involved input from a number of departments across the business to model a conservative scenario. This model uses the same assumptions used in the Value In Use projections detailed in note 2.

The Board has considered all the risks included within our Principal Risks section as they could all have an impact on performance. However, with regards to viability, we have focused on those which are the greatest risk:

Global Macro-economic Conditions, Events (Pandemic) or Political Factors

We have:

- taken into consideration the impact of the current cost of living crisis, including inflation on:
  - sales and margin in relation to both store and online revenue;
  - overhead costs; and
- reviewed the continuing impact on costs due to Brexit.

Third-party Brand Relationships, Key Suppliers and Supply Chain Management

We have:

- tested the business model's resilience to changes in the retail market and responses to variability in sales and margins;
- taken into account further consumer shift from bricks and mortar to online;
- forecast the impact of key suppliers going direct to consumer;
- reviewed the arrangements with key suppliers; and
- forecast and modelled increased costs associated with supply chain issues.

Treasury, Liquidity and Credit Risks

We have:

- reviewed the Group facility and its suitability for the Group's cash flow cycle and liquidity requirements; and
- reviewed the Group's hedging strategy.

Viability has been assessed by performing sensitivity analysis and stress testing of the Group's forecast for the viability period prepared by management. This comprised a recent review by the Board of a number of scenarios in which the Group's income statement, balance sheet and cash flow forecasts were stress tested to determine how much the Group's trade would need to be affected in order to breach the Group's covenants (being interest cover and net debt to EBITDA ratios). These scenarios, the occurrence of which are deemed to be highly remote, include:

Scenario 1:

The Frasers Group operations as a whole are impacted by a material and unexpected reduction in demand (e.g., future pandemic), we materially fail to manage brand partner relationships resulting in trade being impacted for a period of time (e.g., loss of key suppliers) or there is a significant impact due to the economic downturn globally due to reduced customer confidence resulting in lower spending.

Assumptions:

- assumptions for declines in store revenue for FY25, FY26 and FY27 worsen by 1.5 times more than the base case reduction.
- all online revenue growth assumption has been reduced by 2.5% pa.

Scenario 2:

Our supply chain continues to be affected across the Group by the impact of Brexit, with logistics costs significantly increased for both ourselves and our suppliers who pass on the increased costs impacting our margin or there is a significant impact due to the economic downturn globally due to customers being more price sensitive. Operating costs increase ahead of forecasts due to macro-economic conditions worsening.

Assumptions:

- the gross margin percentage reduces by a multiple of 1.5 times more than the base case reduction across the Group.
- across the Group, operating costs grow by an additional 1.5% pa.

Scenario 3 & 4:

Levels of market uncertainty and factors outside of the Group's control have a significant impact on share prices across the Group's strategic investments.

Assumptions:

- the share price of strategic investments decreases by 33%. This causes our strategic investment options to exercise resulting in additional shares being purchased. In the prior year our strategic investments were more concentrated and the assumption for this scenario has reduced from 50% to 33% in the current year to reflect the more diverse spread of our holdings.
- accelerated payment of provisions to £100m in FY25.

Scenario 5:

- this is a combination of all scenarios above and is viewed as the worst-case scenario, which is not considered plausible.

This scenario testing indicated that the business could withstand the combined effect of the above scenarios and, through the use of mitigating actions described below, remain within its financing facilities and covenants.

On 30 November 2021 the Group refinanced its existing borrowings and entered into a combined term loan and revolving credit facility ("RCF") of £930.0m for a period of three years, with the possibility to extend this by a further two years. The Group recently enacted the second one-year extension to the facility and currently has access to a combined term loan and RCF with total commitments of £1,432.5m (an increase from £1,322.5m as at the reporting date) until November 2025. This reduces to £1,372.5m from December 2025 until maturity in November 2026.

The Group has consistently generated strong operating cash flows from underlying trading and has an appropriate hedging strategy to meet currency risks. We have factored in post balance sheet investments into our cashflow forecasting and modelling with no material risks noted.

The impact on the projected cash flow as a result of the conservative model has been reviewed. If required, management has a number of mitigating actions which could be taken such as putting on hold discretionary spend, liquidating certain assets on the balance sheet, or reducing inventory cover.

Based on its assessment, the Board has a reasonable expectation that the Group will be able to continue operating and be able to meet its liabilities as they fall due for a period of three years to 30 April 2027.

The Viability Statement was approved by the Board on 17 July 2024, and signed on its behalf by:

Chris Wootton

Chief Financial Officer

17 July 2024

GOVERNANCE

CORPORATE GOVERNANCE REPORT

Chair's Introduction

On behalf of the Board, I am pleased to present our Corporate Governance Report for the period ended 28 April 2024. The Board is responsible for considering the opportunities and risks relevant to the success of the overall Group strategy and for setting the tone and approach to corporate governance. As Chair, I am responsible for leading the Board to make decisions that promote the long-term sustainable success of the Group, such that it generates value for shareholders and contributes to wider society.

On 26 February 2024, Helen Wright, Global CEO, Sergio Rossi was appointed as a Non-Executive Director to the Board, bringing with her significant experience at global luxury brands. Helen is joined by Executive Directors David Al-Mudallal, Chief Operating Officer and Ger Wright, Managing Director, Sports who have both been instrumental in driving the execution of our strategy to date.

I am also pleased to be continuing in my role of Chair for a further term of three years, following its renewal by the Board in October 2023.

We have now welcomed Sir Jonathan Thompson, former CEO, Financial Reporting Council as Non-Executive Director to the Board. Jon's expertise in corporate governance and major project management will be fundamental to our future success as we continue to elevate and grow our business.

This year, facilitated by Clare Chalmers of Clare Chalmers Limited, we conducted an external evaluation of the Board and its committees. Clare has no connections with the Company or any individual directors. It was pleasing to receive confirmation that the Board fulfils its roles and responsibilities and continues to operate effectively. Further details can be found on page 93.

As part of our ongoing Elevation Strategy we continue to strengthen our governance and further information regarding our compliance with the Code can be found in our Corporate Governance Statement at page 89.

The Board and its committees continue to monitor developments in governance and, whilst we are not required to report under the 2024 UK Corporate Governance Code (the "2024 Code") until 2025, we have had regard for the 2024 Code and aim to take the changes into consideration wherever possible.

We have continued our efforts to work on improving our environmental impact and sustainability has remained a key focus point for the Group during FY24, and further details on this and the difference we have made in the communities we serve can be found in our ESG report at pages 37 to 56.

The Board and Audit Committee have worked with the sustainability team as well as external advisors in relation to TCFD reporting. The Board and Committees have also worked with the Group to set stretching but achievable targets for the Group during the FY24 financial year. The TCFD report is at pages 57 to 64.

David Daly

Non-Executive Chair of the Board

17 July 2024

CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Report and Statement sets out how the Company has applied the principles in the 2018 UK Corporate Governance Code during its financial period ended 28 April 2024. A copy of the Code is available at www.frc.org.uk.

Disclosures in relation to DTR 7.2.6 (share capital) and DTR 7.2.8 (diversity) are set out in the Directors' Report on pages 129 to 134 and in the Nomination Committee Report on pages 99 to 101.

The Board considers that it complied with the majority of the principles and provisions of the 2018 UK Corporate Governance Code for the period ended 28 April 2024. The Company was not fully compliant with Code Provision 36 which requires that remuneration schemes should promote long-term shareholdings by Executive Directors that support alignment with long-term shareholder interests and that share awards granted for this purpose should be released for sale on a phased basis and be subject to a total vesting and holding period of five years or more. The Executive Share Scheme approved by 86.6% of shareholders' voting at the 2021 AGM has a total five-year vesting period as suggested by the Code but could permit 50% of share awards to vest after four years if our stretching share price targets (a minimum of £15 as relevant maintained for 30 dealing days and achieving an adjusted PBT of at least £500m) are attained within 4 years of the commencement of the plan.

The Company was also not compliant with Code Provision 11 which requires that at least 50% of the Board, excluding the chair, are independent Non-Executive directors. Following the appointment of Ger Wright and David Almudallal as executive directors and Helen Wright as a Non-Executive director on 26 February 2024, this was not the case subsequent to this date. As the Company announced when appointing these additional directors, the intention was to appoint Sir Jon Thompson as soon as his other commitments allowed. Sir Jon was appointed on 3 June 2024, which remedied the breach.

Board Leadership and Company Purpose

The Board

The Board is responsible for considering the opportunities and risks relevant to the success of the overall Group strategy and for setting the tone and approach to corporate governance. The Board does this with the aim of promoting the long-term sustainable success of the Company, such that it generates value for shareholders and contributes to wider society.

The Board's size, composition and skillset is regularly reviewed to ensure that it remains fit for purpose and areas where effective changes can be made are identified.

Our strategy is to provide consumers with access to the World's best sports, premium and luxury brands by building the planet's most admired and compelling brand ecosystem. Aligned with this vision, we have defined the Group's purpose: To elevate the lives of the many by giving them access to the World's best brands and experiences. Further details of the Group's purpose can be found within the Our Strategy section on pages 14 to 17.

Business Model

Further information on the Group's business model and strategy can be found in the Strategic Report from pages 12 to 13

Culture

The Board receives workforce updates at all scheduled Board meetings from Cally Price, the Group's Workforce Non-Executive Director, which ensures that colleagues are listened and responded to facilitating a healthy and constructive dialogue. The Group People Director regularly attends Board and Remuneration Committee meetings to provide updates on employee behaviour, including staff retention rates and claims made against the Group. Disciplinary and grievance procedures are also presented to the Board for review and consideration.

Our culture is defined by our values, Think Without Limits, Own It and Be Relevant which connect our colleagues and push them to achieve more. During FY24, Retail Reconnect was launched enabling our head office teams to spend at least two days a year on the shop floor, listening and learning how we can improve the business.

Our first employee survey in September 2022 provided us with valuable insight into the Group's culture and, as a result of the feedback received, the Company took the decision to include employee engagement as one of its key non-financial KPIs.

Further information on the Group's culture and our approach to investing and rewarding the workforce can be found on pages 46 to 53.

Stakeholder Engagement

Stakeholder engagement is integral to the growth and sustainability of the Group, and we aim to ensure that we capture the views of as many stakeholders as possible when strategic decisions are made. However, whilst we are mindful of each stakeholder group, we are obliged to balance their views against other competing factors and recognise that the result may not be positive for all stakeholder groups. During FY24, the Board made decisions based on board papers, presentations from senior executives and discussions with and reports from external consultants.

The role of the designated workforce Non-Executive Director is to help bring the colleague voice into the boardroom and responsibility for this role lies with Cally Price, a territory manager.

The principal decisions in relation to each of our stakeholders is contained in the s.172 statement on pages 66 to 67.

Employees

Please see the Directors' report for details of employee engagement on pages 129 to 134.

Shareholders

The AGM provides shareholders with an avenue to have direct access to the Board and senior leadership and ask questions at the meeting. The Board Chair is present at our annual and half year results presentations and met with several major shareholders throughout the year. The Chair of the Remuneration Committee has, during the year, met with a number of major shareholders to discuss remuneration matters. There has been no requirement of the chairs of the Audit Committee or Nomination Committee to meet with shareholders.

Comments from our shareholders are passed to the Board and relevant committees for consideration and analysis. The Executive Directors are also available for questions at all of our result presentations and shareholders' opinions are closely monitored through analyst and broker correspondence. Our larger shareholders have regular engagement with senior executives, as well as meetings with the Chair and Senior Independent Non-Executive, and also have access to other key representatives of the Group by using the investor relations contact on the Group's website.

Feedback from shareholders during the year focused on the following key points:

- The importance of the elevation strategy and its role in enhancing relationships with key brand partners.
- The approach to strategic investments.
- The steps being taken to enhance corporate governance processes and Board diversity.

The Chair ensured that these views were shared with the whole of the Board.

Customers

Providing world class Customer Service support, which is accessible to those who need it, is a core part of delivering the best and most compelling brands and experiences on the planet, and investment in our Customer Service Operation continues with focus on ensuring we have the right people at the right time to help our customers. We have increased our available contact channels, providing more real time support via live chat and telephony support whilst providing enhanced self-serve capability in our help centres. Our focus remains on responding to, and resolving customer enquiries as quickly as we can through improvements in our supporting processes.

Suppliers

We have built strong relationships with our suppliers during our many years of partnership, and we have continued to work closely with them during FY24 to transition to more ethical and sustainable practices whilst still providing value for money and high-quality goods and services.

Regulators

The Group is subject to a wide range of legal and regulatory obligations, and we strive to ensure both compliance and a co-operative relationship with the bodies that authorise and regulate our business activities.

Of particular note, following the launch in FY23 of Frasers Plus, an FCA regulated credit payment account and rewards product across our brands and businesses, a dedicated financial regulatory compliance team monitors compliance and any changing requirements, working with external advisers as required.

Lenders

The CFO and Group's Treasury team are responsible for managing relationships with our banks and for managing the Group's cash/debt and financing activities and, with support from the Finance team, the CFO ensures that the Group complies with the terms and conditions in its credit facility agreements. The Board is updated on these activities, the Group's financial headroom, maturity schedules for the Group's credit facilities and future financing plans by the CFO regularly at Board meetings.

The Group recently enacted the second one-year extension to its Group facility and currently has access to a combined term loan and RCF with total commitments of £1,432.5m until November 2025. This reduces to 1,372.5m from December 2025 until maturity in November 2026.

Community

Details of our engagement with the community can be found in our ESG report on pages 37 to 56.

Workforce Concerns

Workforce concerns regarding the business and its operations are taken seriously and there are a few ways that colleagues can voice their issues. Should an issue arise, or if they have concerns around wrongdoing, colleagues are encouraged to speak to their line managers or HR. They can also send an e-mail to the whistleblowing inbox which the Company Secretary has access to and is responsible for monitoring. Whistleblowing is an agenda item at each Board meeting so that any concerns can be raised to the Board. In addition, the Chair has regular meetings with the Company Secretary on an informal basis, where any whistleblowing reports can be discussed, and appropriate follow up action agreed as required.

Alternatively, colleagues can raise an issue directly with the Non-Executive Workforce Director, Cally Price, via the "Ask Cally" app and receive a personal response. Cally Price remains the voice of workers on the Board and works with colleagues across the business to resolve issues. She provides a direct link between the workforce and Board. She regularly updates the Board on the workforce and brings any pertinent issues to their attention.

Colleagues also have access to confidential wellbeing advice and support through the Retail Trust.

Director Concerns

During the year, no concerns were raised by the Board, or any current or former directors, regarding the operation of the Board or the management of the Group.

Conflicts of Interest

Details of procedures regarding Directors' conflicts of interest, including the Relationship Agreement with Mike Ashley as the controlling shareholder, can be found in the Directors' Report.

Corporate Governance Framework

The Group has continued with the elevation of its corporate governance framework. The Board is responsible for keeping the effectiveness of systems for risk management under review. The Group has re-drafted and published numerous policies including our Whistleblowing and Anti-Bribery & Corruption policies to strengthen our current internal controls. This work will continue into the next financial year. The Internal Audit team has drafted an audit timetable for the FY25 financial year, reviewing various different departments to ensure internal controls are appropriate. Further details in relation to internal audit focus are included within the Audit Committee Report on pages 121 to 128.

Division of Responsibilities

Roles

The roles of Chair and Chief Executive are separate with distinct accountabilities formalised in writing and approved by the Board. A summary of these roles is shown below and full role descriptions can be found on our website at frasers.group/financials/corporate-governance.

The Chair is responsible for the leadership and management of the Board, encouraging openness and constructive debate between Board members so that all Directors effectively contribute to the Board's operation. He is also available to provide advice and support to both the Executive and Non-Executive Board members.

The Chair works with the Deputy Company Secretary to ensure that the Directors receive accurate, timely and clear information and that sufficient time is available to discuss agenda items at each Board meeting.

The Chief Executive is responsible for the executive leadership and day-to-day management of the Company and for developing and delivering the Group's strategy.

The Senior Independent Director (SID) acts as a sounding board for the Chair and an intermediary for Directors and shareholders. The SID is available to shareholders should they wish to raise an issue through an alternative channel and the SID's responsibilities are set out in writing and are available on the Company's website.

The Non-Executive Directors led by the SID meet without the Chair present annually to discuss the Chair's performance and any other matters as required.

The Balance of the Board

There are currently five independent Non-Executive Directors, as well as a Non-Executive Chair of the Board, a Non-Executive Workforce Director, and four Executive Directors. All Non-Executive Directors, other than the Non-Executive Workforce Director, were considered independent upon appointment. The Non-Executive Workforce Director is not considered to be independent as she is employed by the Group. For further information, see pages 96 to 98.

Role of the Non-Executive Directors

The Non-Executive Directors have extensive experience from a wide range of sectors. They provide constructive challenge, strategic guidance and appraise Executive Directors' performance against agreed performance targets, including through the work of the Remuneration Committee. The Non-Executive Directors and the Chair meet regularly without the Executive Directors present.

Delegation of Responsibilities

The Board has three sub-committees, the Audit Committee, Remuneration Committee and Nomination Committee. The Committees are governed by their Terms of Reference, which provide details of matters delegated to them. The Terms of Reference are reviewed annually and are available on the Group's website at frasers.group/financials/corporate-governance.

The roles of the Chairman, Chief Executive and Senior Independent Director are clearly defined and set out in writing and are also available on the Group's website.

Remuneration Committee

Remuneration policy

Remuneration schemes

Service contracts for senior executives

Key Board Responsibilities

Approving budgets

Setting the Group's values and standards

Approving strategic aims and objectives

Approving acquisitions and disposals

Approving the appointment or removal of Board members

Approving foreign exchange and commodities transactions above a material level

Approving strategic investments above a material level

Audit Committee

External audit

Financial reporting

Internal audit

Risk management

Compliance and fraud

Compliance and Risk Group

Climate Steering Group

Nomination Committee

Composition of the Board

Succession planning

Board and Committee Performance

The performance and effectiveness of the Board and its Committees are evaluated in accordance with the guidance provided under the UK Corporate Governance Code. With an internal evaluation not having been carried out in each of the last two years, an external evaluation was conducted this year. This was facilitated by Clare Chalmers of Clare Chalmers Limited, a specialist consultancy which undertakes no other business for the Company and with which there are no connections with individual directors.

The evaluation considered the Board's composition, diversity and effectiveness, and each Board committee was reviewed as part of the external evaluation process. Each Director engaged with the process and is committed to taking appropriate action should development needs be identified. Initial feedback and recommendations from the external evaluation were presented to the Board for discussion in July 2024 and it was agreed that actions arising from the evaluation needed further consideration and the process will be built into the annual Board planner to ensure that progress is made during the FY25 period.

Director Commitment

Prior to accepting Board positions, prospective Directors are informed that following induction, they are required to dedicate between 15 and 20 days per annum to fulfil the role of a Non-Executive Director. Non-Executive Directors are aware that scheduled and unscheduled meetings may take place, as well as other events including site visits, shareholder meetings and strategy meetings. The time commitment specified in Non-Executive Directors' letters of appointment has been reviewed by the Nomination Committee and is considered appropriate. Regular training is offered to all Directors, and this is further considered during Director evaluations.

The Directors are expected to attend all scheduled Board meetings and are asked to use best endeavours to attend unscheduled meetings. To assist with managing their commitments, the Non-Executive Directors are given prospective annual Board calendars early in the second half of the preceding year. During the year, there were 6 scheduled and 7 unscheduled Board meetings.

Appointment Documentation

Details of Executive Directors' service contracts, and of the Chair's and the Non-Executive Directors' appointment letters, are given from pages 111 to 112.

Copies of service contracts and appointment letters are available for inspection at the Company's registered office during normal business hours and at the Annual General Meeting. None of the Executive Directors hold a directorship of another FTSE 350 company.

The schedules of responsibilities for the Chair, Chief Executive and the Senior Independent Director are reviewed at least annually and published on our corporate website.

Matters Reserved for the Board

There is a formal schedule of matters reserved for the Board, the structure of which establishes how the Board manages its responsibilities and provides guidance on the Board's activities. The schedule of matters reserved is reviewed and approved by the Board annually and is published on our corporate website.

During FY24, regular items on the agenda for consideration included:

- detailed updates on financial results and performance against related KPIs;
- health and safety;
- progress in the execution of the Group's Elevation Strategy;
- governance matters, which included reviewing the work of the Committees to the Board, the conduct of matters reserved to the Board and consideration of the changes introduced by the 2024 UK Corporate Governance Code and proposed audit reforms.

The Board also receives regular reports from the Non-Executive Workforce Director, Cally Price, who attends all Board meetings.

Board Meeting Attendance

The Board held 13 meetings during FY24, dealing with the annual cycle of activity planned in advance of the year and other matters arising during its course.

The table below shows the attendance at Board and Committee meetings during FY24, and the Board is satisfied that each of the directors is able to allocate sufficient time to the Company to effectively discharge their responsibilities. The Board has the capacity to meet outside of scheduled meetings as and when required. During FY24, the unscheduled meetings called mostly related to proposed strategic investments, acquisitions, and the ongoing share buyback programmes.

	Board Meetings Scheduled	Board Meetings Unscheduled	Audit Committee Meetings	Remuneration Committee Meetings	Nomination Committee Meetings
Michael Murray	6/6	5/7	-	-	-
David Brayshaw	6/6	6/7	3/3	3/3	2/2
David Daly	6/6	5/7	3/3*	3/3	2/2
Nicola Frampton	6/6	4/7	3/3	3/3	-
Richard Bottomley	6/6	6/7	3/3	2/3*	2/2
Cally Price	6/6	7/7	-	3/3*	2/2*
Chris Wootton	6/6	7/7	3/3*	-	-
Helen Wright	2/6 (attended 2/2 meetings during her tenure)	1/7 (attended 1/1 meetings during her tenure)	-	-	-
David Al-Mudallal	2/6 (attended 2/2 meetings during his tenure)	1/7 (attended 1/1 meetings during his tenure)	-	-	1/2*
Ger Wright	2/6 (attended 2/2 meetings during her tenure)	1/7 (attended 1/1 meetings during her tenure)	-	1/3*	-

*Not a committee member but attended meeting.

Company Secretarial Support

All Directors have access to the advice and services of the Company Secretary and may take independent professional advice at the Company's expense, subject to prior notification to the other Non-Executive Directors and the Company Secretary.

The Company Secretary ensures that the Company maintains appropriate insurance cover in respect of its Directors and Officers. He also advises the Board on corporate governance matters.

The Group Position and Prospects

The Board takes responsibility for the preparation of the Annual Report and Accounts for FY24, and is in agreement that taken as a whole, they are fair, balanced and understandable. For the Board's statement on this matter please refer to page 122. We are confident that the Annual Report and Accounts provide sufficient detail and that our shareholders have been provided with the necessary information on the Group's position, performance, business model and strategy. Further details on this can be found in the Strategic Report on from page 10. Detailed information on the financial position and performance can also be located in the Group's consolidated financial statements located on pages 168 to 171.

As a result of its findings, the Board has adopted a going concern statement for FY24, and full details of this can be found in the Directors' Report on pages 129 to 134. The Directors have also assessed the prospects of the Group over a three-year period and the Viability Statement can be found on page 86.

Risk Management

The Board's responsibilities and procedures for managing risk and the supporting systems of internal control are set out in the Principal Risks and Uncertainties section of the Strategic Report. Further information can also be found in the Audit Committee Report.

Controls in respect of financial reporting and the production of the consolidated financial statements are well established. Group accounting policies are consistently applied and review and reconciliation controls operate effectively. Standard reporting packages are used by all Group entities to ensure consistent and standard information is available for the production of the consolidated financial statements.

The Board has carried out a robust assessment of the Groups' emerging and principal risks in the period and further details can be found in the Strategic Report and Principal Risk and Uncertainties section as noted above.

THE BOARD

David Daly

Chair

Key Skills and Experience

David worked for Nike for 30 years in a variety of leadership roles including sales, sports marketing, product development and general management. He spent 18 years living outside the UK in a variety of places including the US, Hong Kong, The Netherlands, and Italy. David has provided a comprehensive understanding and a global perspective on international business.

External Appointments

NED of Fulham Football Club

Trustee of Kent Cricket Community Trust

Member of the Nomination Committee of Kent Cricket

Appointed to the Board

2 October 2017

Committee Membership

Nomination Committee (Chair)

Michael Murray

Chief Executive Officer

Michael Murray initially partnered with the business as a property consultant in 2015, bringing his knowledge and experience to build and execute a new property strategy. In 2019, Michael became Head of Elevation where he initiated the business's Elevation Strategy and led the rebranding from Sports Direct International to Frasers Group plc, reflecting the business' change in market identity. His vision has delivered significant growth and credibility for the Group and in 2022, Michael was appointed Chief Executive Officer of Frasers Group. Michael continues to drive the ongoing Elevation Strategy and through his expertise has diversified the business from Sports retail into Premium and Luxury retail, whilst also creating a property investment and financial services division.

Personal External Appointments

Director of NM Property London Limited

Director of MM Edenthorpe Limited

Director of MM Prop Consultancy Limited

Appointed to the Board

1 May 2022

Chris Wootton

Chief Financial Officer

Key Skills and Experience

Chris is a Chartered Accountant and worked at PwC for the early part of his accounting career in the assurance practice, which included work on large corporates and listed entities. Chris continues to provide key support to the senior executive team and is a key driver of the Group's accounting policies, namely being conservative, consistent and simple. He continues to play a leading role in the banking relationships of the Group with the facility now standing at c.£1.4bn. Chris also has a leading role in the Group's investment and M&A strategy, including recent strategic investments in ASOS, Boohoo, AO World and Hornby. In the last 12 months Chris has driven the improved communications of the Group with the City as the Group significantly elevates its investor relations activity.

Appointed to the Board

12 September 2019

Cally Price

Non-Executive Workforce Director and Workers' Representative

Key Skills and Experience

Cally began her Frasers Group career on the shop floor, joining the business in 2008. By 2015, she was promoted to Store Manager and within a year, won Store of the Season. She has since taken on various key positions within the business, elected as the Workers' Representative in 2018 and then shortly after appointed as Non-Executive Board Member. Cally plays a vital role in ensuring the voice of the workforce is heard and reflected in the decisions of the Board. Influencing the business structure, people and warehouse improvements, Cally is ideally placed to represent the workforce throughout every aspect of the business.

Appointed to the Board

1 January 2019

Richard Bottomley OBE

Senior Independent Non-Executive Director

Key Skills and Experience

Richard has over 25 years' experience working with listed companies during his time as a senior partner at KPMG where his specialism was in dealing with listed entity and public interest audits, corporate finance transactions and internal audit assignments. Richard has been a Non-Executive Director of Newcastle Building Society where he chaired the Audit Committee and has also been the Chair of the Greggs plc final salary scheme.

External Appointments

NED of Jessgrove Limited a manufacturer and wholesaler of textile fabric for the apparel industry.

NED of Eclipse Colours Limited a manufacturer of masterbatch for colouring fibres and plastics.

Director of Castlefield Lane Limited - property development and investment company.

Director in Marsden Packaging Limited which is a contract packing company to the food and pharmaceutical Industries.

Appointed to the Board

1 October 2018

Committee Membership

Audit Committee (Chair)

Nomination Committee

David Brayshaw

Independent Non-Executive Director

Skills and Experience

David is a very experienced senior investment and commercial banker with over 30 years' experience with organisations such as Barclays Capital, HSBC, Citigroup, and Pilkington plc. These roles involved advising FTSE 350 companies on all aspects of corporate, syndicated and capital markets funding, together with interest rate, foreign exchange, and balance sheet hedging. He has funded countless public company acquisitions and remains involved in an advisory role with several corporates and banks in a private capacity.

Appointed to the Board

8 December 2016

Committee Membership

Audit Committee

Remuneration Committee

Nicola Frampton

Independent Non-Executive Director

Skills and Experience

Nicola has extensive experience in risk management, assurance, and corporate governance across a wide range of industries, having specialised in these areas in previous roles at William Hill and Deloitte. Nicola has spent the majority of her career in senior executive management roles with the last three years as Chief Operating Officer at Domino's Pizza Group plc where she has primary responsibility for the group's franchisee relationships, delivery of system wide store operational standards and the brand's customer service and experience.

External Appointments

Chief Operating Officer at Domino's Pizza Group plc

Trustee at the National Horseracing College

Trustee at Changing Stars Malawi

Appointed to the Board

1 October 2016

Committee Membership

Remuneration Committee (Chair)

Audit Committee

Helen Wright

Independent Non-Executive Director

Skills and Experience

Helen has over 25 years' experience as a senior executive in international luxury and lifestyle consumer brands. She is widely credited for leading the turnaround and reinvigoration of the British heritage brand Belstaff during her time as CEO where she set the company's strategic vision and investment agenda and drove its digital transformation. Other leadership roles have included VP of Sales and Merchandising, Europe, at Ralph Lauren, President EMEI for Fendi/LVMH, and CEO at Anya Hindmarch. She is currently Group CEO at Sergio Rossi, the renowned Italian luxury footwear house, based in Milan, Italy.

External Appointments

Group CEO, Sergio Rossi

Appointed to the Board

26 February 2024

Committee Membership

Nomination Committee

Remuneration Committee

Ger Wright

Managing Director, Sports

Skills and Experience

Ger joined the Group in 2022 at a pivotal point of the Elevation Strategy. She is responsible for leading Sports within the Group; working closely with the team in tandem with brand partners to deliver the next phase of the business' omnichannel transformation and expansion. Ger has made significant contributions to the ongoing success of the Group's Elevation Strategy to date.

Prior to joining the Group Ger worked with the world's leading denim brand, Levi's, and most recently spent 15 years at the number one sports company, Nike. She was responsible for building markets, businesses, and teams across Europe, Middle East, and Africa.

Appointed to the Board

26 February 2024

David Al-Mudallal

Chief Operating Officer

Skills and Experience

Since joining the Group in 2017, David has held a range of senior roles including Chief of Staff and Head of Operations. In August 2021 he was appointed Chief Operating Officer. David has been a key driver of the Group's transformative Elevation Strategy, playing a pivotal role in acquiring and retaining talent and delivering operational excellence across the Group. David is responsible for integrating newly acquired businesses onto the Frasers platform, which is a key driver in unlocking profitable growth from the Group's M&A strategy. He also led on the creation of the Financial Services Division and the successful development and rollout of Frasers Plus, the Group's FCA regulated credit payment account and rewards product.

External Appointments

Director of AM Propco Limited

Appointed to the Board

26 February 2024

Sir Jonathan Thompson

Independent Non-Executive Director

Skills and Experience

Sir Jon has had a lengthy finance career including as Director General of Finance at the Ministry of Defence, Director General of Corporate Services at the Department for Education, Finance Director of Ofsted and Chief Executive of the FRC.

Sir Jon's expertise in corporate governance, reporting and audit, and experience in large-scale project management, will strengthen the execution of Frasers' long-term growth strategy and continue to position the Group as a leading international business.

External Appointments

Executive Chair High Speed 2 Limited

Appointed to the Board

3 June 2024

NOMINATION COMMITTEE REPORT

Dear Shareholder

To meet the Group's needs, the Nomination Committee must ensure that the Board remains competent, diverse, well balanced and equipped to deal with any present or future issues which may arise. It is also important that the Nomination Committee both supports and challenges the decisions of the Executive Directors within the remit of its duties, which includes reviewing the Group's leadership and making recommendations regarding the appointment of new Directors and extending the term of office of existing Directors.

Biographical details of each Committee member are shown in the Board of Directors' profiles on pages 96 to 98.

The Nomination Committee usually meets formally twice a year, although additional meetings take place when appropriate. The Committee formally met two times during FY24. All members of the Nomination Committee are Non-Executive Directors and, with the exception of the Committee Chair, are considered to be independent.

The Responsibilities of the Nomination Committee Include:

- reviewing the leadership needs of the Group, looking at both Directors and senior management;
- reviewing the composition, structure and size of the Board, and recommending adjustments to the Board, having regard to diversity, skills, knowledge and experience;
- reviewing the time the Non-Executive Directors are required to spend discharging their duties;
- identifying and nominating, for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- considering succession planning for Directors and senior management, taking into account the challenges and opportunities facing the Group and the skills and expertise therefore needed on the Board;
- formally documenting the appointment and re-appointment of Directors;
- identifying potential candidates for senior posts, and making recommendations to the Board; and
- considering the recommendations to shareholders for re-electing the Directors, under the annual re-election provisions of the 2018 UK Corporate Governance Code.

A full list of the Committee's responsibilities is set out in its Terms of Reference which are available on the Group Website: www.frasers.group.

What Has the Committee Done During the Year?

Board Nominations

The Committee considered and recommended to the Board the appointment of David Al-Mudallal, Ger Wright and Helen Wright. Heads! International and Odgers Bernstein, external specialist recruiters were used in the recruitment of Helen Wright. No director has a connection with either agency. Helen brings expertise in the luxury retail sector. The Board made the appointments on 26 February 2024. The Committee also considered the appointment of Sir Jon Thompson and the Board announced, on 26 February 2024, its intention to appoint him to the Board. The appointment was made by the Board on 3 June 2024.

The Committee considered and recommended to the Board the reappointment of David Daly.

The Committee considered and recommended the re-election of all Directors wishing to stand for re-election, at the AGM, following consideration of their effectiveness and commitment.

Composition of the Board

The Committee has reviewed the Board's composition and we continue to look to add talented people to the Board, who will bring appropriate skills, experience and diversity. The Committee has prepared a skills matrix which has identified key areas in which the Board members have experience and the areas in which board knowledge could be strengthened. The results will be used to influence future Board appointments. The Board has identified four directors who, at the period end, were considered independent. With the appointment of Sir Jon Thompson on 3 June 2024, at least half the board, excluding the chair, are Non-Executive and considered independent.

Annual Performance Appraisals

All board members, both Executive and Non-Executive, went through an annual performance review during FY24 and each Director engaged fully in the process. This included setting objectives for each individual and ensuring that each Non-Executive Director has sufficient time to dedicate to their role. I led these appraisals, as Chair of the Board and the Nomination Committee. This process is repeated annually. Richard Bottomley, Chair of the Audit Committee and Senior Independent Non-Executive Director, led my performance appraisal and objective setting.

The Directors will take into account any development needs identified in their appraisals and will be challenged on how they have taken action against these objectives during their next annual appraisal.

Diversity and Inclusion

At the period end, the Board had four female Directors, representing 40% of the Board. There was also one director, representing 10%, at the period end, who identified as being from an ethnic minority. Since the period end the appointment of Sir Jon Thompson has meant that the Board does not meet the target of females representing 40% of its composition. The Board is conscious of the targets set by the FCA which apply for the FY24 financial year and the need to ensure that the Board continues to represent its workforce and customers. To further this aim the Board continues to review its membership. The Committee is aware that the composition of the Board does not meet the requirement of the FCA that listed companies fill one of the senior roles: CEO, CFO, Chair or SID with a female. This is an objective the Company is working to meet. The Committee annually considers succession planning and when one of these positions becomes vacant this will be a consideration in filling it.

The Group's objectives in relation to Board diversity and inclusion are:

- To ensure that the Board has an appropriate mix of skills, experience and knowledge, to ensure a variety of perspectives are represented on the Board and enable the Board to effectively oversee and support the Group's growth and management.
- To maintain Board representation from the workforce, which brings the voice of colleagues into the boardroom, supports our strategy of investing in our people and enables the Board to effectively oversee and support the Group's growth and management.
- To ensure that female representation and ethnic minority representation at both senior management and Board level, continue to at least meet the FCA's requirements.

The Group is working towards achieving its Diversity policy objective, and those of the Hampton Alexander Report and the Parker Review in respect of gender and ethnicity, by having a strong gender and ethnic balance in senior management and their direct reports. When reviewing candidates who may become potential Board members, the Committee has regard to factors including professional experience, skills, education, gender, ethnicity, background and age, to ensure a variety of perspectives are represented at Board level. The Board is conscious that to successfully deliver the strategic goals of the business, our people, including the Board of Directors must reflect the diverse cultures and values of our customer base.

The Committee recognises the advantages of having a diverse team and has therefore reviewed the composition of the senior management team, including their direct reports. There is a varied representation of ages within senior management and a number of roles were held by females at period end, including the Territory Manager, Head of Sustainability, Group Head of Communications and the Head of UK Finance.

The table below shows the gender diversity of our workforce at the period end. Approximately 53% of our workforce is female, including 32% of our senior management (FY23: 54% UK workforce and 36% of senior management). We aim to ensure that both male and female candidates are provided with equal opportunities to apply for and work in all positions across the Group. Since the period end, Sir Jon Thompson has been appointed to the Board so that there are now 11 directors, representing 90.9% of the Board that identify as white British.

	Number of Board members	% of the Board	Number of senior positions on the Board, Chair, SID, CEO and CFO	Number in executive management	% of executive management
White British or other white (inc. non-minority white groups)	9	90%	4	5	83%
Mixed/multiple ethnicity group	1	10%	-	-	-
Asian/British Asian	-	-	-	1	17%
Black/African/Caribbean/Black British	-	-	-	-	-
Other ethnicity including Arab	-	-	-	-	-
Not specified prefer not to say	-	-	-	-	-

Gender Pay

Our latest Gender Pay gap report published in April 2024 had a gender pay gap of 3.0% for 2023 (2022: 2.6% gender pay gap). This marginal change reflects the increasing proportion of female colleagues operating in hourly paid roles across the Group year on year, and remains significantly below the UK average of 9.1%.

Further details on diversity and inclusion are set out in the Our People section.

Succession Planning

The Committee has reviewed the succession plan for directors and senior management noting that there is a strong executive pipeline for senior executive positions.

Other Matters

The Committee has reviewed its terms of reference and minor amendments have been made in line with best practice. The Committee also reviewed feedback from proxy advisory services on the 2023 Nomination Committee report, noting that these focused on the diversity of the Board.

DIRECTORS' REMUNERATION REPORT

Dear Shareholder,

I am pleased to present the Directors' Remuneration Report for the period ended 28 April 2024. This report is split into three parts: this Annual Statement; our proposed Directors' Remuneration Policy; and the Annual Report on Remuneration.

As a first item, the Remuneration Committee wishes to thank our shareholders for the support which they continue to give on remuneration matters. At our 2023 AGM, our Directors' Remuneration Report was approved by 99.38% of shareholders voting which indicates strong support from both our full shareholder base and our independent shareholders.

Board Changes

David Al-Mudallal, Chief Operating Officer and Ger Wright, Managing Director, Sports, were appointed to the Board as Executive Directors with effect from 26 February 2024. At this time Helen Wright, CEO of Sergio Rossi was also appointed as a Non-Executive Director.

David and Ger are both internal promotions and their remuneration packages are broadly consistent with the existing remuneration package of our CFO, Chris Wootton. Further details of the pay arrangements for David and Ger are set out later in this Directors' Remuneration Report and are consistent with our Directors' Remuneration Policy.

Sir Jon Thompson joined the Board on 3 June 2024.

Actions Taken in FY24 and Impacts on Pay

As was the case for FY23, Michael Murray decided to waive his salary for FY24, in order to focus on achieving the ESS award targets and to align with shareholders' interests. Michael will also continue to waive his salary for FY25. The Remuneration Committee agreed that this was appropriate given the current economic challenges in retail, various integrations of acquired businesses, and other cost efficiency initiatives within the group. As a committee, we recognise the leadership our CEO has demonstrated through this action.

The Committee exercised what it regards as normal commercial judgement in respect of Directors' remuneration throughout the year (and in all cases in line with the Company's Directors' Remuneration Policy).

There were no exercises of discretion by the Committee in respect of Directors' remuneration, save as detailed in this report.

In addition, the Committee considered that Directors' remuneration for FY24 was appropriate and that the Directors' Remuneration Policy continues to operate as intended, taking into account company performance and quantum.

Colleague Reward

A key strand of our strategy is focussed on 'enablers', which includes our aim to have the best team to enable us to deliver our strategy. As part of this strategy, we utilise a rewards-based culture that motivates our workforce to support the delivery of our strategy. Examples of how our management team has fostered a culture that links performance to pay include:

- introduction of a bonus scheme for our retail stores, linked to profitability and store outcome;
- linking of pay reviews to performance reviews for Head Office staff;
- payment of aggregate bonuses and commissions worth approx. £23.0m to colleagues (FY23: approx. £23.0m) – consistent with prior years, a significant proportion of these payments were made to our casual retail workers;
- continuing operation of the Fearless 1000 (including allocation of points for colleagues who demonstrate our values) and the related all-employee bonus scheme (see page 113 for further details).

In addition, during FY24, we launched a wellbeing strategy across the Group focussing on physical, psychological and financial wellbeing to further support colleagues. We have also implemented increases to hourly rates for colleagues with effect from 1 April 2024 to maintain a base rate that keeps pace with increases in the UK national minimum wage.

Renewal of our Directors' Remuneration Policy at Our 2024 AGM

At our 2024 AGM we will be asking shareholders to approve a renewed Directors' Remuneration Policy as our current Directors' Remuneration Policy, which was approved by our shareholders at our 2021 AGM, is approaching the end of its normal three-year term.

We are proposing to materially roll forward our current Directors' Remuneration Policy and retain the existing structure of our current remuneration arrangements with no material changes.

Operation of Directors' Remuneration Policy in FY25

It is the Committee's intention to operate the Directors' Remuneration Policy in FY25 on a consistent basis with how the policy was operated in FY24, as follows:

- our Executive Directors' salaries for FY25 are unchanged (CEO: £1,000,000; CFO and COO: £250,000; MD Sports: €330,000) but noting that Michael Murray will waive his salary for FY25 in order to focus on achieving the ESS award targets and to align with shareholders' interests;
- in line with our shareholder approved Directors' Remuneration Policy, our FY25 annual bonus for our Executive Directors will be operated with a maximum pay-out potential of 200% of base salary; and
- there will be no further ESS awards made to the Executive Directors in FY25.

Format of the Report and Matters to Be Approved at Our 2024 AGM

At the 2024 AGM, shareholders will be asked to approve two resolutions relating to Directors' remuneration matters. These resolutions are:

- to approve the renewed Directors' Remuneration Policy;
- to approve the Directors' Remuneration Report for FY24.

If approved by our shareholders, the Directors' Remuneration Policy will normally apply for a period of three years from the 2024 AGM and will replace the Directors' Remuneration Policy previously approved at the 2021 AGM.

The vote to approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) will be the normal annual advisory vote.

I hope that our shareholders remain supportive of our approach to executive pay at Frasers and vote in support of the resolutions on remuneration matters to be tabled at the 2024 AGM. The Remuneration Committee is happy to receive feedback from shareholders at any time in relation to our remuneration policies and will be available at the AGM to answer any questions you may have.

Nicola Frampton

Chair of the Remuneration Committee

17 July 2024

Directors' Remuneration Report

This report contains the material required to be set out as the Directors' Remuneration Report and has been prepared in accordance with Schedule 8 of the amended The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (the 'DRR Regulations').

Directors' Remuneration Policy

This part of the report sets out the Company's proposed Directors' Remuneration Policy which, subject to shareholder approval, shall take binding effect from the date of the 2024 AGM. The proposed Policy is determined by the Committee, and any proposed changes to elements of the current Directors' Remuneration Policy, which was approved by shareholders at the 2021 AGM, have been highlighted for ease. As explained in the statement from the Chair of the Remuneration Committee, the Remuneration Committee has decided to materially roll forward our current Directors' Remuneration Policy and retain our current remuneration arrangements. No increases in incentive quantum are proposed. The Committee came to this position following a careful review of the continuing appropriateness of the current Policy.

Future Policy Table

The table below describes each of the elements of the remuneration package for the Executive Directors.

Element of Remuneration	Purpose / Link to Strategy	Operation	Maximum	Performance Measures	Changes to Policy Approved at the 2024 AGM
BASE SALARY	Fixed element of the remuneration package, where the balance of fixed and variable remuneration is aligned to the commercial strategy of long-term profitable growth and reflects the Company remuneration philosophy of gearing reward to performance with a sharing of risk between Executive Directors and shareholders.	Base salaries are normally reviewed annually.	The Committee sets salaries considered appropriate for the business, considering its size and complexity.	Not applicable.	No change.
BENEFITS	With the exception of a 20% colleague discount on products purchased from the Group's retail stores, which is available to Executive Directors, no additional benefits are generally available to Executive Directors. The same level of discount is available to all colleagues.	The current Executive Directors do not receive any benefits other than the colleague discount. Benefits may be provided in line with market practice to recruit a new Executive Director taking into account individual circumstances. Such benefits may include relocation expenses (more fully detailed in 'Approach to Recruitment Remuneration' below).	Although the Remuneration Committee has not set an absolute maximum level of benefits Executive Directors may receive, the Company retains discretion to set benefits at a level which the Remuneration Committee considers appropriate against the market and to support the ongoing strategy of the Company.	Not applicable.	No change.
RETIREMENT BENEFITS	Provide post-employment benefits to recruit and retain individuals of the calibre required for the business.	The Executive Directors are entitled to participate in a stakeholder pension scheme, on the same basis as other employees for the jurisdiction in which they are based. On request, this benefit may be paid as a salary supplement in lieu of pension contribution, as necessary.	The current maximum employer contribution to the stakeholder pension scheme is 3% for UK based Executive Directors. The Committee may increase employer contribution rates to reflect changes in the minimum required auto-enrolment employer contribution rates. Where an Executive Director is based in a country other than the UK, the pension arrangements will be aligned to the legal requirements of the country and the maximum pension contribution or cash allowance in lieu of pension will be aligned to the contribution level available to colleagues in the jurisdiction in which the Executive Director is based (in percentage of salary terms).	Not applicable.	Minor change to ensure that pension arrangements are operated in compliance with the legal requirements of the country in which the Executive Director is based (one of our new Executive Directors, Ger Wright, is based in the Netherlands).

Element of Remuneration	Purpose / Link to Strategy	Operation	Maximum	Performance Measures	Changes to Policy Approved at the 2024 AGM
ANNUAL BONUS	Rewards the Executive Director for performance which supports the Group's strategy and performance in role.	Executive Directors may earn a bonus. Any bonus earned in excess of 100% of annual salary would be deferred into shares for a period of two years, unless the amount to be deferred would be less than £10,000. The Committee also retains a discretion not to operate deferral in an exceptional case or where salary paid in the year was £350,000 or less.	The maximum bonus that an Executive Director may earn shall be 200% of salary in respect of any financial year.	Any bonus opportunity shall be assessed against one or more metrics determined by the Committee and linked to the Company's strategy and/or the performance of the Executive Director in role, with the weighting between the chosen metrics determined by the Committee if relevant. Bonuses will be determined between 0% and 100% of the maximum opportunity based on the Committee's assessment of the applicable metrics. The annual bonus plan is a discretionary arrangement and the Committee retains a standard power to apply its judgement to adjust the outcome of the annual bonus for any performance measure (from zero to any cap) should it consider that to be appropriate.	The level below which deferral may be disapplied in exceptional circumstances has been increased so that Ger Wright is treated the same as the other Executive Directors, except for the CEO.
LONG-TERM INCENTIVES	To motivate and incentivise delivery of sustained performance over the long-term, and to promote alignment with shareholders' interests, the Company intends to operate an Executive Share Scheme ('ESS').	Executive Directors may receive awards under the Executive Share Scheme. Awards may be granted as nominal cost options or conditional share awards, which vest to the extent the performance conditions are satisfied over a period of four years. The Committee shall have discretion to reduce the number of shares subject to an award granted under the Executive Share Scheme by an amount equal to the aggregate gross salary received by a participant during the performance period. As is normal, the Committee retains power to settle awards in cash in exceptional cases only.	For awards with a £15 share price target, the maximum opportunity for an Executive Director will be an award over 6,711,409 shares. ESS awards will be made as a single award (payable in two tranches) and it is intended that no further ESS awards will be made after the initial grant.	Awards will vest subject to an absolute share price target of £15. The share price must be over the target for any period of 30 consecutive dealing days during the four-year performance period and an additional vesting target of achieving an adjusted PBT of at least £500m was added at the 2022 AGM. The Committee may set additional performance conditions on awards under the ESS, as it considers appropriate.	No change.

The table below sets out an overview of the approach to remuneration for the Chair and Non-Executive Directors.

PURPOSE / LINK TO STRATEGY	APPROACH OF THE COMPANY
Chair and Non-Executive Director fees provide an appropriate reward to attract and retain Directors of the calibre required for the business.	The Directors' Remuneration Policy in respect of the Non-Executive Directors is to pay annual fees which reflect the responsibilities and duties placed upon them, while also having regard to market practice. Non-Executive Directors receive a fixed annual fee. Non-Executive Directors (other than the Non-Executive Workforce Director) do not and are not entitled to participate in any bonus or share schemes. The Non-Executive Workforce Director is entitled to participate in employee bonus and share schemes for employees including any all-employee schemes. Non-Executive Directors may be eligible for benefits such as the use of secretarial support, travel costs or other benefits and related tax liabilities that may be appropriate. In exceptional circumstances, if there is a temporary yet material increase in the time commitments for Non-Executive Directors, the Company may pay extra fees on a appropriate basis to recognise the additional workload. The aggregate ordinary remuneration of the Non-Executive Directors (including the Non-Executive Workforce Director) will not exceed the limit from time to time set out in the Company's Articles of Association for such fees. This is currently £1,000,000 p.a. in aggregate. This is a formal cap and does not reflect any form of aspiration.

Committee Discretions

The Committee will operate the variable incentive arrangements according to its respective rules and the above policy table. The Committee retains discretion, consistent with market practice, in a number of respects, in relation to the operation and administration of the annual bonus, Fearless 1000 and Executive Share Scheme. These discretions include, but are not limited to, the following:

- selection of participants;
- the timing and size of awards (within the overall limits of this Policy);
- the determination of performance measures and targets and resultant vesting;
- determination of a good/bad leaver based on the rules of the relevant plan and the appropriate treatment chosen;
- various discretions required when dealing with a change of control (e.g. the timing of testing performance conditions) or restructuring of the Group; and
- adjustments in certain circumstances, such as rights issues, corporate restructuring events and special dividends.

Malus and Clawback

The Committee may apply malus and clawback to a deferred share bonus award, Fearless 1000 or an ESS award (malus or clawback) and to cash amounts under the annual bonus plan (clawback only). The relevant circumstances when malus and clawback can operate are:

- gross misconduct;
- material misstatement of the Company's financial statements;
- insolvency or corporate failure; or
- significant reputational damage.

Malus and clawback may apply up to:

- three years from the date of determination of a bonus in respect of cash bonus payments and related deferred share bonus awards; and
- three years from the end of the performance period in respect of Fearless 1000 and ESS awards.

Explanation of Performance Measures Chosen

Any bonus opportunity would be subject to performance metrics determined by the Committee and linked to the Company's strategy and/or the performance of the Executive Director in role. The metrics and performance against them would be disclosed in the Directors' Remuneration Report in which payment of the bonus was disclosed, or if later when they were no longer considered commercially sensitive. Any performance measure may be varied or substituted by the Committee if an event occurs which causes the Committee to determine that it would be appropriate to do so. The rationale for any such variation or substitution would be given in the next Directors' Remuneration Report.

The Executive Share Scheme is subject to two performance measures, being: (i) a share price metric (with a target share price of £15); and (ii) a profit-based metric (requiring the Company achieves an adjusted profit before tax target of £500m).

The share price metric has been chosen as it aligns the interest of the Executive Director with those of shareholders. The target share price required for vesting is considered stretching (being £5 above the target for the Fearless 1000 plan) and will therefore reward sustained performance over the long-term. The profit target requires a minimum 47% increase on the adjusted profit before tax achieved for FY22 and is therefore considered stretching.

In addition to the share price and profit performance measures, the Award is also subject to two further requirements: (i) maintenance of at least satisfactory performance ratings for each participant; and (ii) anticipated delivery of our Elevation Strategy. The purpose of these additional requirements is to ensure that a minimum level of performance is achieved before an ESS award may vest (in addition to achievement of the share price and profit performance targets).

Explanation of Differences in Remuneration Policy for Other Colleagues

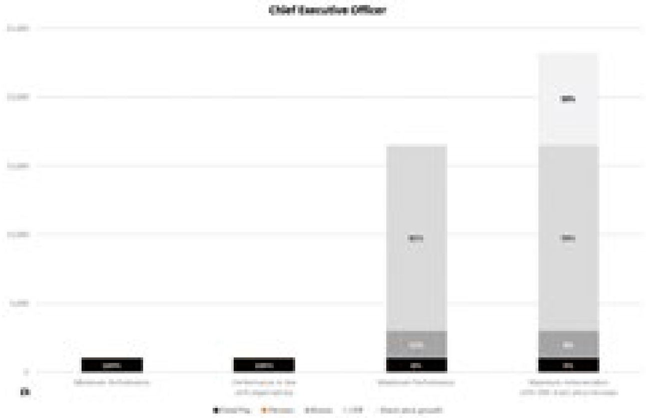
The Company has a large number of colleagues with different responsibilities and differing levels of seniority. Reward policies for colleagues other than Executive Directors are determined by reference to grade, role, performance and other relevant factors. The Committee engages with the wider workforce on the remuneration policy through the Non-Executive Workforce Director, whose feedback and views are sought by the Committee.

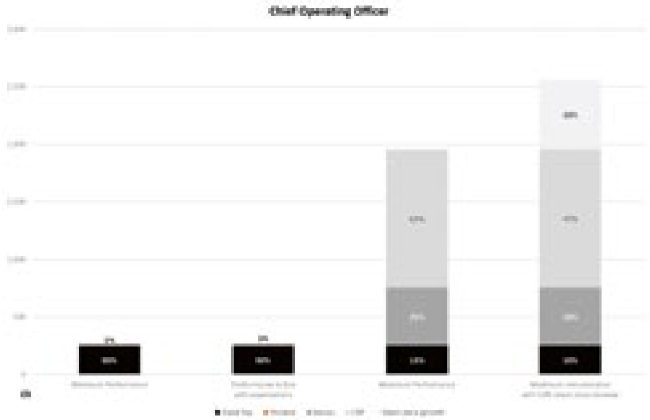
The Committee has reviewed the salaries, other remuneration and other employment conditions of senior and middle managers throughout the Group, and has taken them into account in considering Executive Directors' salaries and the creation of incentive schemes, in order to create a sense of common purpose and sharing of success.

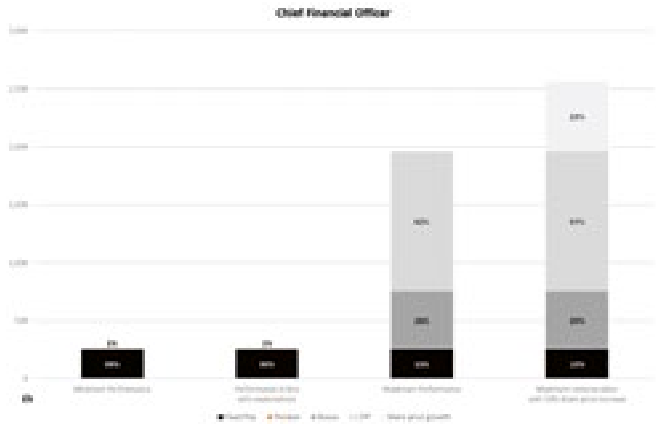
In response to those considerations, the Frasers All-Employee Omnibus Plan (known as "Fearless 1000") was launched following approval by shareholders at the 2020 AGM. Further details regarding Fearless 1000 are provided on page 113 ('Colleague Reward').

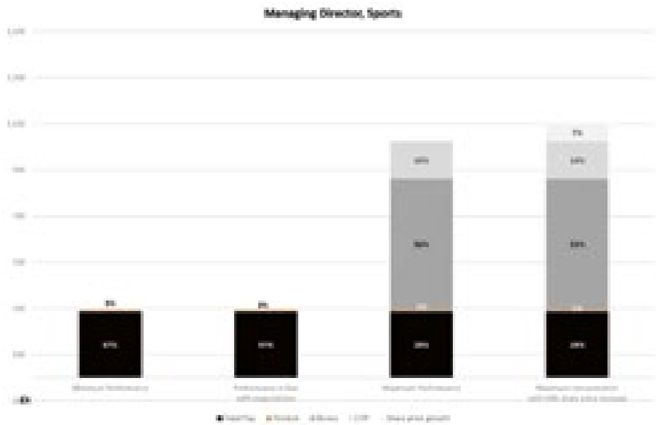
Illustrations of Application of Remuneration Policy

The charts opposite set out an illustration of the policy for FY25 in respect of each of the Executive Directors, in line with the future policy table above. The charts provide an illustration of the total remuneration opportunity that could arise under four different levels of performance.









For the purpose of compiling the scenario chart for Ger Wright, relevant values have been converted from Euros to GBP, using the average EUR:GBP exchange rate for FY24 (1:1.160).

For the purposes of the charts, the following assumptions have been made.

<table>
<tr><th>Scenario</th><th>Fixed Pay</th><th>Bonus</th><th>LTI</th></tr>
<tr><td>Minimum remuneration</td><td>Base salary for FY25 (as detailed on page 115.</td><td>No bonus earned.</td><td>No vesting of share awards.</td></tr>
<tr><td>Performance in line with expectations</td><td rowspan="3">An employer pension contribution of 3% of salary, capped at first £50,000 of salary (or consistent with alignment to the contribution level available to colleagues in the jurisdiction in which the Executive Director is based (in percentage of salary terms)).

No benefits (as no benefits are currently proposed to be provided to the Executive Directors in FY25 other than the colleague discount, which, in the opinion of the Committee, cannot be reflected in these charts as its value depends upon the value of the Executive Director's purchases).</td><td>No bonus earned because in the opinion of the Committee, the performance metrics will be set such that any bonus earned would require the achievement of stretch performance.</td><td>No vesting of share awards because in the opinion of the Committee, the ESS and Fearless 1000 share awards will only vest as a result of stretch performance.</td></tr>
<tr><td>Maximum remuneration</td><td>A bonus of 200% of salary is earned.</td><td>Calculated based on the value of the number of shares under award granted to or receivable by the relevant Executive Director (maximum potential vesting under the new Executive Share Scheme or Fearless 1000 plan) at the end of FY24 (using a three-month average).

In the case of Ger Wright, she is a participant in the Fearless 1000 plan and therefore could potentially receive a maximum payment of £1m.

As Executive Directors only receive a single award under the respective LTI arrangements, the value of each award has been annualised.</td></tr>
<tr><td>Maximum remuneration with 50% share price increase</td><td>A bonus of 200% of salary is earned.</td><td>As above plus 50% share price increase.</td></tr>
</table>

Approach to Recruitment Remuneration

When agreeing a remuneration package for the appointment of a new Executive Director, the Committee will apply the following principles:

- the package will be sufficient to attract the calibre of Director required to deliver the Company's strategy;
- the Committee will seek to ensure that no more is paid than is necessary; and
- in the next Annual Report on Remuneration, the Committee will explain to shareholders the rationale for the arrangements implemented.

The Committee will ordinarily seek to implement the remuneration package in accordance with the elements referred to in the policy table on pages 104 to 105. Consistent with the DRR Regulations, the Committee retains discretion to make appropriate remuneration decisions outside that policy to meet the individual circumstances of the recruitment, subject to the limits and parameters of this recruitment remuneration section of the Directors' Remuneration Policy.

Element	Approach
Base salary and benefits	Aligned with the policy set out in the policy table on pages 104 to 105. In line with the DRR Regulations, there is no formal cap on salaries in relation to a recruitment.
Retirement benefits	Aligned with the policy set out in the policy table on pages 104 to 105, pension benefits may be provided at rates aligned to employee levels, although the Committee may provide for such amount to be paid to a pension arrangement or paid as a supplement to base salary in lieu of a pension arrangement.
Variable remuneration	Any variable remuneration granted to a newly appointed Executive Director would be subject to the same maximum levels that generally apply under the Directors' Remuneration Policy. The value of any buy-out arrangements (described below) does not count towards those maximum levels. The Committee may vary the application of deferral to any annual bonus opportunity to reflect the circumstances of the recruitment.
Compensation for forfeited arrangements	The Committee may make awards on hiring an external candidate to buy out the remuneration arrangements forfeited on leaving a previous employer. In doing so, the Committee will have regard to relevant factors including any performance conditions attached to such arrangements (and whether such conditions were or were likely to be achieved), the form of those arrangements (e.g. cash or shares) and the timeframe of such arrangements. While such awards are excluded from the maximum level of variable remuneration referred to above, the Committee's intention is that the value awarded would be no higher than the expected value of the forfeited arrangements. Buy-out awards will be subject to forfeiture or clawback on early departure, with 100% being subject to forfeiture if the Executive departs within 12 months of joining, and a sliding scale down to 50% if the departure occurs within 12 and 24 months of joining, at the Committee's discretion.
Relocation costs	If necessary, the Company will pay appropriate relocation costs in the year of appointment and for a further two financial years, as it considers appropriate. The Committee will seek to ensure that no more is paid than is necessary

Any share awards referred to in this section will be granted as far as possible under the Company's existing share schemes. If necessary and subject, where relevant, to the limits referred to above, awards may be granted outside existing share plans as permitted under the Listing Rules, which allow for the grant of awards to facilitate, in unusual circumstances, the recruitment of an Executive Director.

Where a position is filled internally, any ongoing remuneration obligations or outstanding variable pay elements shall be allowed to continue according to their subsisting terms or be adjusted to reflect the new appointment as appropriate.

The remuneration package for a newly appointed Non-Executive Director would normally be in line with the policy set out in the future policy table above for Non-Executive Directors.

Service Contracts and Policy on Payments for Loss of Office

The Company's policy is for Executive Directors to be employed on the terms of service contracts which may be terminated by either the Company or the Executive Director on the giving of not more than 12 months' notice. All Directors are subject to annual re-election.

Executive Directors

Details of each current service contract are set out below:

	Contract date	Unexpired term / notice period	Governing law
Michael Murray	20 September 2022	6 months	England & Wales
Chris Wootton	6 March 2017	6 months	England & Wales
David Al-Mudallal	1 July 2021	6 months	England & Wales
Ger Wright	31 May 2022	3 months Employee/ 6 months Employer	Netherlands

The principles on which the determination of payments for loss of office will be approached are summarised below:

General approach	When determining termination payments in the event of early termination, the Committee will take into account any relevant factors including length of service, personal and Group performance, the Director's obligation to mitigate their loss, and any statutory compensation to which an Executive Director may be entitled.
Payment in lieu of notice	The Company may terminate an Executive Director's employment with immediate effect by making a payment in lieu of notice consisting of basic salary (but excluding any bonus, commission, benefits or holiday entitlement) during the notice period. The Company may either (i) pay the amount in lieu of notice in a lump sum or (ii) in its discretion, pay the amount in equal monthly instalments during the notice period, with such instalment payments to be reduced in the event that the former Executive Director obtains alternative income within the notice period.
Annual bonus	Whether to award a bonus in full or in part in the event of a termination of employment would be at the discretion of the Committee on an individual basis and dependent on a number of factors, including the circumstances of the Executive Director's departure and their contribution to the business during the bonus period in question. Typically, bonus amounts would only be paid to "good leavers" and be pro-rated for time in service to the date of termination and dependent on performance. Any bonus in respect of the year of termination or preceding year which would otherwise be deferred into shares may be paid wholly in cash at the election of the Committee. Any deferred bonus would typically continue in the event of termination (other than on dismissal for cause) and be released to the Executive Director at the end of the originally anticipated deferral period, although the Committee has discretion to release the amount sooner in appropriate circumstances.
Executive Share Scheme	If an Executive Director ceases employment or resigns during the performance period, their unvested award will generally lapse. However, if the Executive Director dies or the Committee determines they are a 'good leaver' then awards are retained and may vest in the normal course subject to satisfaction of the performance conditions. Awards will normally be pro-rated by reference to the proportion of the performance period for which the participant remained employed. The Committee has a standard ability to vary time pro-rating. Vested but unexercised awards may normally be retained by a participant, except in cases of misconduct.
Other payments	The Remuneration Committee reserves the right to make additional exit payments where such payments are made in good faith in discharge of an existing legal obligation (or by way of damages for breach of such an obligation) or by way of settlement or compromise of any claim arising in connection with the termination of a Director's office or employment. In appropriate circumstances, payments may also be made in respect of legal fees and outplacement services. Were the Company to make an award on recruitment of an Executive Director to buy-out remuneration arrangements forfeited on leaving a previous employer then the leaver provisions for that award would be determined at the time of grant. A payment may also be made in respect of accrued but untaken holiday. For the avoidance of doubt, the policy does not include an explicit cap on the cost of termination payments.

Non-Executive Directors

The Non-Executive Directors enter into an agreement with the Group for a period of three years, other than the Chair whose agreement continues until terminated in accordance with its terms. The appointments of the Non-Executive Directors may be terminated by either party on one month's written notice and in accordance with the Articles of Association of the Company. Termination would be immediate in certain circumstances (including the bankruptcy of the Non-Executive Director).

The approach to determining Non-Executive Directors' pay is to benchmark ourselves against selected other companies within the FTSE 350. Each year the remuneration of all Directors is put for shareholder approval at the AGM. Last year, 99.38% of shareholders voted in favour of the Directors' Remuneration Report.

Non-Executive Directors are subject to confidentiality undertakings without limitation in time. Non-Executive Directors are not entitled to receive any compensation on the termination of their appointment.

Details of the Non-Executive Directors' letters of appointment are set out below:

Name	Position	Date of Letter of Appointment	End Date of Appointment (subject to annual re-election at the AGM)
David Daly	Non-Executive Chair	16 July 2020	30 September 2025
David Brayshaw	Non-Executive Director	23 April 2020	31 July 2024
Nicola Frampton	Non-Executive Director	1 October 2018	30 September 2024
Richard Bottomley	Non-Executive Director	1 October 2018	30 September 2024
Helen Wright	Non-Executive Director	2 October 2023	30 September 2026
Sir Jon Thompson	Non-Executive Director	3 June 2024	2 June 2027
Cally Price	Non-Executive Workforce Director	15 April 2019	5 October 2025

Copies of the service contracts of each Executive Director and of the appointment letters of the Chair and Non-Executive Directors are available for inspection at the Company's registered office during normal business hours and at the AGM.

Payments Outside the Policy in this Report

The Committee retains discretion to make any remuneration payment or payment for loss of office outside the policy in this report:

- where the terms of the payment were agreed before the policy came into effect;
- where the terms of the payment were agreed at a time when the relevant individual was not a Director of the Company and, in the opinion of the Committee, the payment was not in consideration of the individual becoming a Director of the Company; or
- to satisfy contractual commitments made under legacy remuneration arrangements, including arrangements made before the relevant individual is appointed as a Director of the Company.

For these purposes, "payments" includes the satisfaction of awards of variable remuneration and, in relation to an award over shares, the terms of the payment are "agreed" at the time the award is granted.

Engagement With Shareholders

The Committee consults major shareholders and representative groups where appropriate concerning remuneration matters.

General representations have been received from investors regarding overall FTSE remuneration. Remuneration for our Executive Directors remains amongst the lowest in the FTSE 100 and significantly below the median. The Committee has due regard to the Investment Association Principles of Remuneration as well as guidelines of other major investor bodies, and is always happy to receive feedback from shareholders. There have been no changes to the Directors' Remuneration Policy as a result of shareholder engagement.

Colleague Reward

The Committee remains committed to appropriately rewarding our large and loyal workforce. For example, our UK employees (excluding the Executive Directors) who have participated in our share schemes have received, subsequent to any IPO bonus payments, a total value of £250m (2023: £250m) of awards since their introduction.

In addition to share schemes, the Company operates other bonus and incentive awards for its workforce. By way of recent example, in FY24 workers in our UK retail operations received a total of £23m (2023: £23m) in bonus and incentive awards. A significant proportion of these other bonus and incentive awards were paid to our casual retail workers.

During FY21, the Company launched the Frasers All-Employee Omnibus Plan (known as "Fearless 1000") following approval by shareholders at the 2020 AGM. The Fearless 1000 plan is available to all eligible and qualifying Fraser Group employees (except for the Chief Executive, Chief Financial Officer and Chief Operating Officer), and is intended to provide a significant one-off reward for employees if a stretching share price growth target is achieved within a five-year period (ending in October 2025).

There are two related but distinct parts to the Fearless 1000 plan as follows:

- share awards to those 1,000 eligible and qualifying employees in the business who most demonstrate outstanding service and performance consistent with the Company's values; and
- cash bonuses to eligible and qualifying employees in the Company's group, to reward them for their loyalty and hard work.

A similar incentive plan is also available for our non-employee Group workers.

Our Workforce-nominated Director, Cally Price engages with colleagues through regular and multi-channel communication mechanisms. This enables employees to understand the strategy of the Company, the vital role all colleagues play in contributing to the overall success of the Group and how this is rewarded and to raise any questions directly with a Board member. Cally has been directly involved in the review of retail staff pay during FY24. The Committee has reviewed the salaries, other remuneration and other employment conditions of senior and middle managers throughout the Group, and has taken them into account in considering Executive Directors' salaries. The Committee has considered pay and employment conditions of colleagues (other than the Directors) and has aligned pension contributions and staff discounts of the Executive Directors with colleagues.

Whilst the Company has not directly consulted with employees on Directors' remuneration, the views of employees can be expressed by the Workforce Director.

Annual Report on Remuneration

This part of the Directors' Remuneration Report sets out the actual payments made by the Company to its Directors with respect to the period ended 28 April 2024 and how our Directors' Remuneration Policy will be applied in the year commencing 29 April 2024.

Base Salary and Fees

Michael Murray will waive his £1,000,000 per annum salary for FY25 (noting that Michael waived his salary for FY24 and FY23, in order to focus on achieving the ESS award targets and to align with shareholders' interests.)

The annual base salary of the remaining Executive Directors for FY25 will be as follows:

- Chris Wootton, Chief Financial Officer: £250,000 (FY24: £250,000)
- David Al-Mudallal, Chief Operating Officer: £250,000 (FY24: £250,000 from appointment)
- Ger Wright, Managing Director, Sports: €330,000 (FY24: €330,000 from appointment)

Fees for the Chair and Non-Executive Directors are normally reviewed annually. In respect of fees for FY25, it has been agreed that David Daly will receive, from September 2024, an annual fee of £250,000 (FY24: £200,000) for his role as Chair and Richard Bottomley will receive £85,000, from September 2024, for his role as Senior Independent Director (FY24: £75,000). David Brayshaw, Nicola Frampton, Helen Wright and Sir Jon Thompson will each receive a fee of £65,000 (FY24: £65,000) for their roles as Non-Executive Directors. Cally Price will receive a fee of £20,000 (FY24: £20,000) for her role as Non-Executive Workforce Director.

Pension

The contribution rate for each of the Executive Directors (except Ger Wright) will be 3% of salary, capped at £50,000 of salary, being the maximum employer contribution rate available under the Company stakeholder pension scheme.

Ger Wright receives a fixed employer pension contribution of €9,500 (which is consistent with the pension requirements of the country – the Netherlands – in which she is based).

No Director participates in a defined benefit scheme (FY24: none).

Annual Bonus Scheme

Each of the Executive Directors will be eligible to earn a bonus in respect of FY25. Any amount earned shall be determined by reference to one or more performance metrics determined by the Committee and linked to the Company's strategy and/or the Executive Director's performance in role. Due to issues of commercial sensitivity, the Committee does not believe it is in shareholders' interests to disclose any further details of these performance metrics and/or targets on a prospective basis. The Committee will provide appropriate and relevant levels of retrospective disclosure of the assessed criteria applied to the FY25 bonus in next year's Directors' Remuneration Report.

Any such bonus shall be of up to a maximum of 200% of salary, noting that Michael Murray's potential bonus will be determined by reference to his contractual salary, despite his decision to waive his salary for FY25. Any bonus earned in excess of 100% of salary may be subject to deferral, in accordance with the Policy.

Long-term Incentives

Michael Murray, Chris Wootton and David Al-Mudallal have each received awards under the Executive Share Scheme (which was approved by shareholders at the 2021 AGM, and amended following approval by shareholders at the 2022 AGM).

Chris Wootton and David Al-Mudallal each received an award over 600,000 shares in FY22 and Michael Murray received an award over 6,711,409 shares in FY23.

Awards under the Executive Share Scheme are due to vest after a four-year performance period ending in October 2025. Further details of the awards are provided below.

Ger Wright became a participant in the Fearless 1000 plan before she was appointed to the Board. Her participation is on the same basis as other Group employees and she will be eligible to receive a share award and cash bonus if the share price target of £10 is achieved. Further details regarding the Fearless 1000 plan are provided on page 113 ('Colleague Reward').

Single Figure Table (Audited)

The aggregate remuneration provided to individuals who have served as Directors in the period ended 28 April 2024 is set out below, along with the aggregate remuneration provided to individuals who have served as Directors during the prior financial year.

Director	Salaries and fees		Other benefits		Bonus		Long-term incentive schemes		Pension[1]		Total		Total fixed remuneration		Total variable remuneration	
	FY24	FY23	FY24	FY23	FY24	FY23	FY24	FY23	FY24	FY23	FY24	FY23	FY24	FY23	FY24	FY23
	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000
Executive Directors																
Michael Murray[2]	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Chris Wootton	250	250	-	-	-	-	-	-	1	1	251	251	251	251	-	-
David Al-Mudallal[3]	42	-	-	-	-	-	-	-	0	-	42	-	42	-	-	-
Ger Wright[3][4]	48	-	-	-	12	-	-	-	1	-	61	-	49	-	12	-
Non-Executive Directors																
David Daly	200	200	-	-	-	-	-	-	-	-	200	200	200	200	-	-
David Brayshaw	65	65	-	-	-	-	-	-	-	-	65	65	65	65	-	-
Nicola Frampton	65	65	-	-	-	-	-	-	-	-	65	65	65	65	-	-
Richard Bottomley	75	75	-	-	-	-	-	-	-	-	75	75	75	75	-	-
Cally Price	20	20	-	-	-	-	-	-	-	-	20	20	20	20	-	-
Helen Wright[3]	11	-	-	-	-	-	-	-	-	-	11	-	11	-	-	-
Total	**776**	**675**	**-**	**-**	**12**	**-**	**-**	**-**	**2**	**1**	**790**	**676**	**778**	**676**	**12**	**-**

(1) Pensions are provided via a defined contribution to the Company stakeholder pension scheme (see note 37).

(2) Michael Murray waived his salary for FY24 and FY23 (normally £1m per annum).

(3) David Al-Mudallal, Ger Wright and Helen Wright joined the Board on 26 February 2024.

(4) Ger Wright is paid in Euros and all relevant values have been converted from Euros to GBP, using the average EUR:GBP exchange rate for FY24 (1:1.160).

Further Information on the FY24 Annual Bonus (Audited)

Ger Wright received a performance bonus for FY24 of €13,879 (£11,969), pro-rated for the period that she was an Executive Director. The bonus relates to Ger's performance in her role as Managing Director – Sports and was based on targets that were set prior to her joining the Board.

None of the other Executive Directors received a bonus in respect of FY24 (FY23: £nil).

Payments for Loss of Office and Payments to Former Directors (Audited)

No payments for loss of office or payments to former Directors were made in FY24 (FY23: nil).

Statement of Directors' Shareholding and Share Interests (Audited)

The beneficial interests of the Directors who served during the year and of their connected persons, in both cases at the beginning of the financial year, or at the date of appointment if later, and at the end of the financial year, or at the date of resignation if earlier, in the share capital of the Company are shown below:

	Ordinary shares held at 28 April 2024 (or if earlier the date of leaving the Board)	Ordinary shares held at 30 April 2023 (or if earlier the date of leaving the Board)
Michael Murray[1]	-	-
Chris Wootton	-	-
David Al-Mudallal	-	N/A
Ger Wright	-	N/A
David Daly	27,570	34,680
Nicola Frampton	5,732	5,732
David Brayshaw	30,217	31,611
Richard Bottomley	10,000	10,000
Helen Wright	-	N/A
Cally Price	-	-

(1) As at 28 April 2024 and the reporting date, Michael Murray held an equity derivatives contract which is the economic equivalent of the holding of 6,851,120 Frasers Group Plc ordinary shares.

There has been no change to the interests reported above between 28 April 2024 and 17 July 2024 (being the latest possible date for inclusion in the 2024 Annual Report). The Company did not receive any notifications under DTR 5 between 28 April 2024 and 17 July 2024.

In addition, Executive Directors hold outstanding scheme interests under the Executive Share Scheme as follows:

Executive Director	Awards held at 30 April 2023[1]	Awards granted during the year	Awards lapsed during the year	Awards held at 28 April 2024
Michael Murray	6,711,409	-	-	6,711,409
Chris Wootton	600,000	-	-	600,000
David Al-Mudallal	600,000	-	-	600,000

(1) The ESS award granted to Michael Murray is in the form of a nominal share option. The ESS awards granted to Chris Wootton and David Al-Mudallal are each in the form of a conditional share award.

Awards under the Executive Share Scheme are due to vest after a four-year performance period ending in October 2025. Each of the awards granted to Executive Directors in the table above is subject to a share price performance target of £15 per share (for at least 30 consecutive trading days). In addition, each award is subject to three underpins relating to:

(i) achievement of satisfactory performance ratings for each participant;

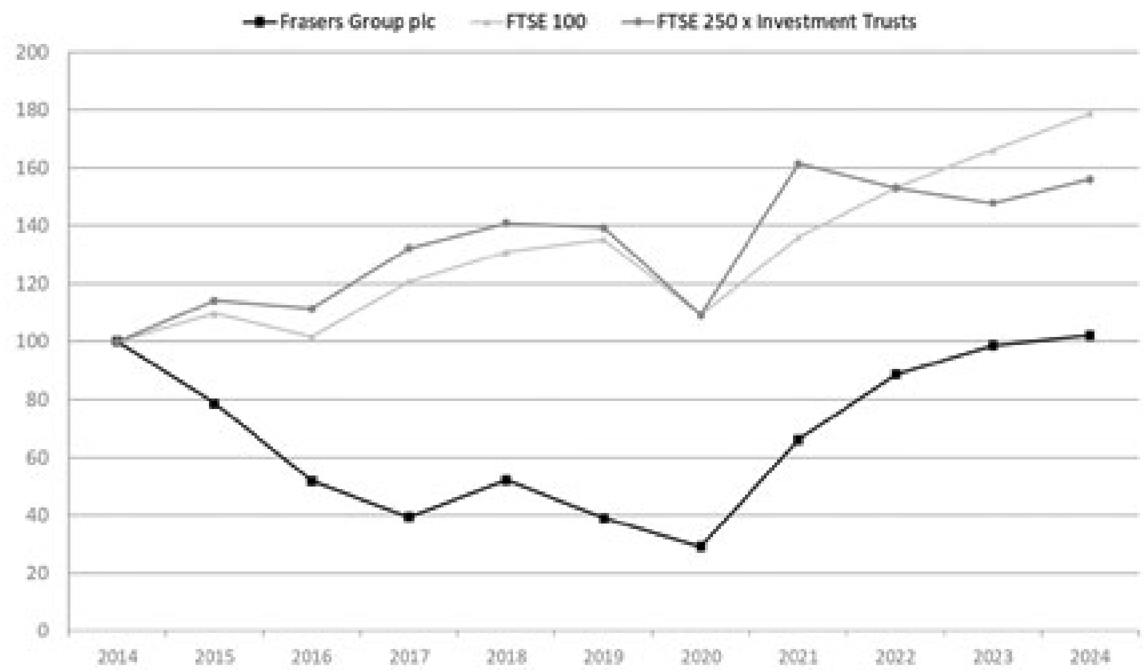
(ii) anticipated delivery of the Company's Elevation strategy; and

(iii) achieving adjusted PBT of at least £500m in a single financial year.

Ger Wright became a participant in the Fearless 1000 plan before she was appointed to the Board. Her participation is on the same basis as other Group employees and she will be eligible to receive a share award and/or cash bonus if the share price target of £10 is achieved. The maximum number of shares that Ger could receive under the Fearless 1000 is 100,000 shares. Further details regarding the Fearless 1000 plan are provided on page 113 ('Colleague Reward').

Performance Graph and Table

The following graph shows the Company's performance measured by total shareholder return compared with the performance of the FTSE 100 and FTSE 250 Index (excluding investment trusts).



Source: Datastream (a LSEG product).

The Committee considered these as appropriate indices against which to compare the Company's performance. They are widely accepted as national measures and include the companies that investors are likely to consider as alternative investments.

Total Chief Executive Remuneration and Performance-Related Pay

The table below shows details of the total remuneration and performance-related pay for the Company's Chief Executive over the last ten financial years.

	Total remuneration	Long term incentive scheme vesting as a % of maximum opportunity
FY24 – Michael Murray[(1)]	Nil	N/A
FY23 – Michael Murray[(1)]	Nil	N/A
FY23 – Mike Ashley[(1)]	Nil	N/A
FY22 – Mike Ashley	Nil	N/A
FY21 – Mike Ashley	Nil	N/A
FY20 – Mike Ashley	Nil	N/A
FY19 – Mike Ashley	Nil	N/A
FY18 – Mike Ashley	Nil	N/A
FY17 – Mike Ashley[(2)]	Nil	N/A
FY17 – Dave Forsey[(3)]	£62,500	N/A
FY16 – Dave Forsey	£150,000	N/A
FY15 – Dave Forsey	£150,000[(4)]	0%[(4)]

(1) Michael Murray was appointed as Chief Executive with effect from 1 May 2022 and this reflects his remuneration from this date. Mike Ashley stood down as Chief Executive from 1 May 2022.

(2) Mike Ashley was appointed as Chief Executive with effect from 22 September 2016.

(3) Dave Forsey resigned with effect from 22 September 2016. His total remuneration is his remuneration earned in the period from 25 April 2016 until the date his resignation took effect.

(4) In the FY15 Annual Report, this chart included a total remuneration figure for FY15 of £6,760,000 and 100% vesting of the Executive Share Scheme, reflecting the satisfaction of the performance conditions for an award over 1,000,000 shares due to vest in 2017. On 6 June 2016 Dave Forsey informed the Company and the Committee of his decision to forego this award. Accordingly, the chart above has been updated to reflect the decision to forego the award.

Chief Executive to Employee Pay Ratio

In line with reporting requirements, the Company is required to disclose ratios which compare the total remuneration of the Chief Executive to the remuneration of the 25th, 50th and 75th percentile of the Group's UK employees. The Company has not disclosed these ratios and associated supporting information on the basis that Michael Murray, who was the CEO during FY24, chose to waive his salary for FY24.

Annual Percentage Change in Remuneration of Directors and Employees

The table below shows how the percentage increase/decrease in each Director's salary/fees, taxable benefits and annual incentive plan for each of the financial years from 2020 onwards compares with the average percentage increase in each of those components of pay for the UK-based employees of the Group as a whole.

	% Change From FY23 to FY24			% Change From FY22 to FY23			% Change From FY21 to FY22			% Change From FY20 to FY21		
	Salary or fees	Benefits	Bonus	Salary or fees	Benefits	Bonus	Salary or fees	Benefits	Bonus	Salary or fees	Benefits	Bonus
Employees[(1)]	17%	(1%)	15%	14%	22%	35%	23%	31%	1%	(13%)	(21%)	8%
Executive Directors												
Michael Murray	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Chris Wootton	0%	0%	0%	0%	0%	0%	67%	0%	(100%)	70%	0%	100%
David Al-Mudallal[(2)]	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Ger Wright[(2)]	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Non-Executive Directors												
David Daly	0%	N/A	N/A	33%	N/A	N/A	50%	N/A	N/A	0%	(100%)	(100%)
Nicola Frampton	0%	N/A	N/A	0%	N/A	N/A	30%	N/A	N/A	0%	0%	N/A
David Brayshaw	0%	N/A	N/A	0%	N/A	N/A	30%	N/A	N/A	0%	(100%)	N/A
Richard Bottomley	0%	N/A	N/A	15%	N/A	N/A	30%	N/A	N/A	0%	(100%)	N/A
Helen Wright[(2)]	N/A	N/A	N/A									
Cally Price	0%	N/A	N/A	33%	N/A	N/A	N/A	N/A	N/A	50%	N/A	N/A

(1) Frasers Group Plc does not have any employees and therefore a subset of the Group's employees has been used.

(2) David Al-Mudallal, Ger Wright and Helen Wright joined the Board on 26 February 2024 and therefore have no prior year data to compare against.

Relative Importance of Spend on Pay

The table below sets out the Group's distributions to shareholders by way of dividends and share buybacks, investment (calculated as set out below) and total Group-wide expenditure on pay for all colleagues (as reported in the audited financial statements for FY24 and FY23) and the Company's share price (calculated as at the close of business on the last dealing day of FY24 and FY23). We have included information on both investment in the business in the year and share price performance. These are indicative of actual shareholder value being generated and the continuing steps being taken to position the business for future generation of shareholder value.

	FY24	FY23	PERCENTAGE CHANGE
Distributions to shareholders by way of dividends and share buybacks	£126,400,000	£155,300,000	(18.6%)
Investment[1]	£542,600,000	£605,600,000	(10.4%)
Group-wide expenditure on pay for all employees	£696,500,000	£657,000,000	6.0%
Share price (pence)[2]	796	768.5	3.6%

(1) Comprises of increases in working capital, acquisitions and capital expenditure in the year (see Consolidated Cash Flow Statement) as the Board believes these to be the most relevant measures of the Group's investment in future growth.

(2) For these purposes, the share prices for FY24 and FY23 are calculated at the close of business on 26 April 2024 and 28 April 2023 respectively, being the last dealing days prior to the end of each financial year.

Remuneration Committee

During FY24, the Remuneration Committee consisted of David Brayshaw and Nicola Frampton, who are considered independent, and the Chair of the Board, David Daly. The purpose of the Committee, as previously outlined, is to assist the Board to ensure that Executive Directors and senior executives receive appropriate levels of pay and benefits.

Attendance at the meetings held during the year is detailed on page 95.

The members of the Committee have no personal financial interest, other than as shareholders, in the matters to be decided, no actual or potential conflicts of interest arising from other Directorships and no day-to-day operational responsibility within the Company.

Advisers to the Committee

Michael Murray, the Chief Executive, Chris Wootton, the Chief Financial Officer, and other senior executives have advised or materially assisted the Committee throughout FY24 when requested. Executive Directors are not present during, nor do they take part in, discussions in respect of matters relating directly to their own remuneration.

FIT Remuneration Consultants LLP ('FIT') were appointed by and act as adviser to the Committee. FIT is a founder member of the Remuneration Consultants' Group and adheres to its code of conduct. Fees totalling £22,212 plus VAT have been paid for its services during the year (FY23: £35,912 plus VAT) for the provision of advice to the Committee on various aspects of remuneration including advice on the Remuneration Policy and implementation of incentive schemes. The Committee has reviewed the quality of the advice provided and whether it properly addressed the issues under consideration and is satisfied that the advice received during the year was objective and independent. FIT has no personal connection to the Company or its Directors.

Total Remuneration

The Committee considers that the current remuneration arrangements promote the long-term success of the Company within an appropriate risk framework and are suitably aligned to the Company's objective of delivering long-term sustainable growth in total shareholder returns given bonuses are discretionary.

Remuneration Principles

A key priority is to ensure that our Directors' Remuneration Policy is aligned with strategy to achieve the long-term success of the Group. The Committee ensures that it complies with the requirements of regulatory and governance bodies including, but not limited to, the UK Corporate Governance Code, whilst meeting stakeholder, shareholder and workforce expectations.

The Remuneration Committee and Board remain committed to a fully transparent and simple Remuneration Policy that is aligned with the interests of all its shareholders. In the operations of the Remuneration Committee, we reiterate our commitment to the following key principles:

- **Clarity:** We provide open and transparent disclosures regarding our executive remuneration.
- **Simplicity:** Our Remuneration Policy for our Executive Directors is straightforward and understood by both Directors and shareholders.
- **Predictability:** Most components of Director remuneration are either fixed or subject to individual caps set by reference to base salary. Through the use of a share price measure under the Executive Share Scheme, performance outcomes are predictable and highly aligned to the experience of our shareholders.
- **Proportionality:** Variable pay awards are 'at-risk' and linked to delivery of our strategy and long-term performance, to ensure that poor performance is not rewarded.
- **Risks and behaviours:** We ensure that in our operations we identify and mitigate reputational risks arising from our remuneration arrangements and behavioural risks related to incentive targets.
- **Alignment to culture:** Increases to pay and bonuses are only awarded where the Executive Director demonstrates high-level behaviours and performance consistent with Company purpose, values and strategy.

Responsibilities of the Remuneration Committee

The Remuneration Committee is responsible for:

- determining the Company's policy on Executive Directors' remuneration, including the design of bonus schemes and targets and share schemes when appropriate, together with payments under them;
- determining the level of remuneration of the Chair and each of the Executive Directors;
- setting the remuneration for the first layer of management below the Board level, including the Company Secretary;
- monitoring the remuneration of senior management and making recommendations in that respect;
- agreeing any compensation for loss of office of any Executive Director; and
- ensuring that the Company's Remuneration Policy remains fit for purpose and takes note of any new regulatory requirements.

What Has the Committee Done During the Year?

The Remuneration Committee meets several times a year, with three formal meetings and no ad hoc meetings held during FY24. The Committee dealt with the following items at those meetings:

- Monitored implementation of the Fearless 1000 share scheme to ensure that points are allocated regularly and fairly by senior executives.
- Reviewed and considered comments from investors regarding remuneration arrangements for senior executives.
- Approved updated terms of reference for the Remuneration Committee.
- Monitored pay and benefit arrangements for colleagues, and the impact on retention and recruitment.
- Review and discussion of colleague engagement initiatives and changes to benefit arrangements for colleagues.

During the year, the Committee considered its obligations under the UK Corporate Governance Code and concluded that:

- the Directors' Remuneration Policy supports the Company's strategy (including in the performance measures chosen), considers other external remuneration guidance/benchmarked against other FTSE companies and pay ratios and worked as intended in FY24; and
- taking into consideration Company performance during FY24 and feedback from the Non-Executive Workforce Director regarding pay and employment conditions of colleagues, remuneration for our Directors remains appropriate.

Shareholder Voting

The following table sets out actual voting in respect of the resolution to approve the Directors' Remuneration Report for the period ended 24 April 2022 at the 2022 AGM and the resolution to approve the Directors' Remuneration Policy at the 2021 AGM.

	Votes for	% for	Votes against	% against	Total votes cast	Votes with held
Directors' Remuneration Report for the period ended 30 April 2023	401,457,264	99.38	2,493,346	0.62	403,950,610	2,935
Directors' Remuneration Policy (2021 AGM)	385,510,465	84.92	68,480,849	15.08	453,991,314	15,650

Nicola Frampton

Chair of the Remuneration Committee
on Behalf of the Board

17 July 2024

AUDIT COMMITTEE REPORT

Chairman's Introduction

I am pleased to present the report of the Audit Committee for the year ended 30 April 2024. This report explains the Committee's responsibilities and how it has discharged them during the course of the year.

Set out below is a summary of the activities undertaken by the Committee over the course of the year which broadly fall into four categories: (1) financial reporting; (2) external audit; (3) internal control, risk management and internal audit; and (4) corporate governance and other matters. The Committee assists the Board through overseeing, challenging and monitoring the Company's frameworks and disclosures, along with management's judgements in these areas.

With many of our customers facing exceptionally high costs of living, the year has been a challenging one to maintain growth but, at the same time, has provided good opportunities to expand our own brands and our brand partnerships. We have been very busy acquiring and integrating a number of new businesses and taking stakes in strategic investments aligned to our business and strategic objectives. The Committee challenged management on its associated accounting judgements, and further information about this can be found on page 124.

A significant area for future growth is our financial services business which was acquired two years ago when we purchased Studio Retail Limited, and more recently we have announced a strategic partnership with THG. This provides a new set of risks to Frasers and the Audit Committee has challenged management to make sure that the associated risks are understood and effectively controlled.

The Internal Audit function has also been challenged by the Audit Committee to implement best practice recommendations following the Corporate Governance Code Guidance issues by the FRC. The Company is well advanced on the introduction of a new financial system which will further enhance its control environment and support the continued growth of the business. The Audit Committee was pleased to receive reports from management of the current position and the proposed timetables for these projects and improvements to be made.

In conclusion, I would like to thank the management team at Frasers Group and the members of the Audit Committee for their valuable contributions which support the work of the Audit Committee.

Richard Bottomley OBE FCA

Chairman of the Audit Committee

Role of the Committee

The Committee's roles and responsibilities are covered in its Terms of Reference which are available on our corporate website at www.frasers.group

These terms of reference were most recently reviewed by the Board in November 2023.

The Committee focuses on ensuring the integrity of the financial reporting, audit processes and the maintenance of sound internal control and risk management systems in order to safeguard shareholder interests. In particular, it focuses on monitoring and/or reviewing:

- The integrity of financial and narrative reporting.
- The going concern and viability statements.
- Frasers Group's systems of risk management and internal control.
- The activities and effectiveness of the Internal Control function.
- The effectiveness of whistleblowing arrangements.
- The effectiveness of the external audit process and the appropriateness of the relationship with the external auditor.

Membership

During the year, the Audit Committee comprised three Non-Executive Directors, David Brayshaw, Nicola Frampton and myself as Chair. Biographies of each committee member are set out in the Directors' profiles on pages 96 to 98 of this Annual Report.

As Chair of the Audit Committee and Senior Independent Non-Executive Director, I am satisfied that the Committee's membership includes Directors with recent and relevant financial experience and competence in accounting, risk management and governance, and that the Committee as a whole has competence relevant to the retail sector in which the Group operates.

Meetings

The Committee held three scheduled meetings during the year. The meeting attendance table is shown on page 95. In advance of each meeting, the Committee Chairman met with the CFO and the Company Secretary, and separately with the external audit partner to discuss their reports as well as any relevant issues. He also had regular meetings with the Head of Internal Audit where the Group's internal controls, governance framework and the progress of the internal audit work programme are reviewed. The Committee Chairman routinely reported to the Board on the Committee's activities and matters of particular relevance, following the Committee meetings.

The CFO and the Board Chairman attended all of this year's meetings by invitation. Operational directors and senior managers are invited to attend and present at Committee meetings regularly in order to reinforce a strong culture of risk management and to keep the Committee up to date with events in the business. The Committee meets without management present on a regular basis and meets privately with the Head of Internal Audit and the external auditor as necessary and at least annually.

Details of the directors' skills, experience and qualifications can be found in the biographies on pages 96 to 98. The Committee's wide range of financial and commercial skills and experience serves to provide the necessary knowledge and ability to work as an effective committee and to robustly challenge the Board and senior management as and when appropriate. The Committee as a whole has continued to have competence relevant to the sector. Following the recent additions to the Board it is the intention to appoint an additional Non-Executive Director to the Committee with relevant skills and experience. None of the Committee's members has a connection to RSM, the external auditor.

Review of the Committee's Effectiveness

During the year, the Committee's performance was assessed as part of the annual Board evaluation process. This year's assessment was conducted externally by Clare Chalmers Limited and whilst the report was positive there are suggested areas for improvement that were identified, and these will be addressed in the year ahead. Further details of this year's evaluation can be found on page 93.

The Committee continued to improve its governance and annual planning cycle in the year and will continue to build on this in FY25. The Committee Chairman monitors and assesses the effectiveness of the Committee regularly and invites input from the external auditor on this.

Summary of Key Committee Activities During the Year

Financial Reporting

- Reviewed the annual report and interim financial statements for consistency and tone.
- Reviewed the going concern and viability statements.
- Agreed the application of the key accounting judgements and estimates and considered whether the accounts are fair, balanced and understandable.
- Reviewed the appropriateness and implementation of the accounting policies.
- Reviewed the appropriateness, application and disclosure of Annual Performance Measures (APMs).
- Reviewed material non-standard transactions.
- Reported and made recommendations to the Board on financial reporting matters.

Internal Control, Risk Management and Internal Audit

- Provided oversight of the risk management systems.
- Reviewed Frasers Group's principal risks.
- Considered risk reviews from business areas including information security, tax, data protection, FCA compliance and treasury.
- Approved the Internal Audit plan, including amendments to the plan during the year.
- Reviewed the results of Internal Audit's work and proposed remediation plans.
- Met with Internal Audit without management.
- Assessed the effectiveness of the Internal Audit function.

External Audit

- Reviewed the audit approach, scope and planning. This included specific consideration of additional scope as a result of recent acquisitions.
- Reviewed audit findings and challenged management on its views and actions to address the findings.
- Assessed external auditor effectiveness and independence.
- Approved the audit and non-audit fee policy and fees.
- Received auditor views on management and controls.
- Reported to the Board on the audit process, the effectiveness of the external auditor, the results of the external audit, and made a recommendation to the Board on the reappointment of the external auditor.

Governance and Other Matters

- Reviewed reports and presentations from senior management in other significant business areas such as IT, cyber risk and data loss prevention, property, ESG, credit risk, legal and taxation.
- Considered regular updates on ESG matters, including TCFD requirements, climate-related risks and Code of Practice.
- Reviewed fraud risk and mitigation.
- Reviewed the adequacy and security of whistleblowing processes and received regular reports on matters reported.
- Assessed Frasers Group's compliance with the UK Corporate Governance Code.

Financial Reporting

The Committee reviews the financial statements of the Group, assesses whether suitable accounting policies have been adopted and whether management have made appropriate estimates and judgements. In order to assist with this review, the Committee requested that management present detailed papers explaining and substantiating the basis for the Group's accounting policies, APMs and key areas of judgement and estimation. These papers included a sensitivity analysis on key estimates so that the potential impact of these could be viewed in the context of the financial statements as a whole.

The Committee also recognises the importance of the views of the external auditor and consequently made enquiries to ensure that suitably robust challenges and audit procedures had been performed on these judgements during the course of the audit. There were no significant differences between management and the external auditor.

Having reviewed management's papers and considered the procedures and findings of the external auditor, the Committee is satisfied that the judgements are reasonable, and that suitable accounting policies have been adopted and disclosed in the accounts.

Significant Matters and Judgements for the Year Ending 30 April 2024

The following areas of significance were all subject to review and challenge by the Committee and were discussed and addressed with our external auditor throughout the external audit process.

Areas of focus	Details of Committee review	Reference to financial statements
Accounting treatment for Matches – IFRS 3 Business Combinations and IFRS 13 Fair Value Measurement	The Committee reviewed the fair value of assets recognised on acquisition including stock and intangible assets, the classification of the business as a discontinued operation and impairment considerations for the intangible assets acquired from the administrator. The Committee is satisfied that the fair value uplift of £7.9m recognised in respect of acquired inventory is reasonable in all material respects. As part of the fair value approach management have recognised the subsequent purchase of the intellectual property assets acquired out of administration by the Group for a consideration of £20m prior to the balance sheet date. The Committee concurs with management that the £20m paid for the brand and trademarks has been correctly treated as part of the IFRS 3 acquisition accounting.	**Pages 218 to 219**
Going concern and viability	The Committee reviewed management's paper on going concern and viability and its conclusion that the group is a going concern. In making this assessment the following were taken into consideration: • FY25 budget and forecast 3-year projections up to FY27 (comprising of monthly income statements, balance sheets and cash flow statements). • Critical assumptions underlying the budget and forecasts. • Sensitivity analysis for severe but plausible downside scenarios. • Analysis for mitigating factors to be applied to downside scenarios. • Availability of borrowing facilities (including review of covenants). • Ongoing litigation. • Macro-economic factors such as cost of living and inflationary impacts.	**Page 86**
Accounting for strategic investments	The Group holds investments with a carrying value of £495.4m in a number of companies with strategic importance. For each investment held management have assessed whether they should be held as long-term financial assets or associates. When making this assessment they take into account the following: • Representation on the board of directors. • Ability to participate in in decision making and strategic processes, including participating in decisions about dividends or other distributions. • Any material transactions between the group and the investment companies • Any exchange of managerial personnel. The Committee concurs with management those investments in Hugo Boss, Mulberry, ASOS, N Brown, XXL, Currys, Boohoo and AO World are all considered to be long-term financial assets. The Committee also concurs with management that those investments in X Channel Marketing Limited, Four (Holdings) Limited, Kangol LLC and Tymit are all considered to be Associates.	**Page 172**
Impairment Allowance on trade receivables in FGFS – the appropriateness of the removal of the post model adjustment (and the consideration of undrawn credit limits)	Based on detailed reports and thorough discussions with management and the external auditors, the Committee reviewed the basis and levels of provisions under IFRS 9 (having regard to the application of IFRS 15). The Committee is satisfied that the judgements made, and the sensitivities disclosed in the Annual Report and Accounts are reasonable and appropriate.	**Pages 179 to 180**
Impairment of tangible fixed assets – the appropriateness of management's judgements around impairment indicators and the assumptions used in value in use calculations	Management have prepared a model to assess both the right of use assets for leasehold stores and the associated property, plant and equipment and the remaining onerous lease provision for further costs (in addition to rent) that are committed to on those stores as well as for those leases that are outside the scope of IFRS 16. The Committee has challenged and considered the judgements and estimates and is satisfied that they are reasonable. The Committee has reviewed with management and the external auditors the IFRS 16 impairments, onerous lease reversals, freehold impairments and freehold impairment reversals.	**Pages 176 to 178**
Investment properties - the appropriateness of the change in the valuation basis from the cost model to the fair value model and the completeness of disclosures around the change in accounting policy	The Committee has reviewed management's paper on the classification of freehold property with third-party tenants between Investment Property and Property, Plant and Equipment (PPE) and has discussed this with the external auditors. This is important bearing in mind that the Group's change in accounting policy adopted during FY24 such that investment property is held at Fair Value and PPE at historic cost such that the classification and treatment could alter the value at which assets are held and whether gains are recognised. Management considers that mixed use property cannot be apportioned between Investment Property and PPE on the basis that portions of the property with different uses could not be separately disposed of via either a sale or under a finance lease. The Committee concurs with management's judgement and considers the disclosures around the change in policy to be complete and understandable.	**Page 168**

Going Concern and Viability Statement

The Committee reviewed the appropriateness of preparing the accounts on a going concern basis and the viability assessment of the business. To inform the assessment of these, the Committee:

- Received a presentation from management which sets out the Group's financial position and performance, its three-year cash projections and the Group's available borrowing facilities and covenants.
- Reviewed the process behind the preparation of the cash projections, assessing the completeness of the inputs and the appropriateness of key assumptions made by management.
- Reviewed the stress tests and reverse stress tests prepared by management. The stress tests included the possible cash impact of a 'Black Swan' event such as the temporary closure of all the warehouses and retail stores.
- Took into account recent updates it had received on the Group's principal and emerging risks.
- Noted that the Group had generated significant cash in the year, which had enabled it to fund acquisitions and continue its share buyback activity. Furthermore, the Group continued to have access to significant cash levers which it could utilise if required to support the viability of the business.
- Received an update from management setting out how it was managing its cash and net debt.

Further details of the scenario testing, including the cash levers available to the business, are provided in the Viability Statement on pages 86 to 87.

Based on these procedures, the Committee approved the disclosures in relation to both the going concern and viability assessment and recommended to the Board the preparation of the financial statements on a going concern basis.

Fair, Balanced and Understandable

In July 2024, the Committee reviewed the Annual Report and Accounts. The Committee concluded that the Annual Report and Accounts taken as a whole are fair, balanced and understandable and provide the information necessary for shareholders to assess Frasers Group's position, performance, business model and strategy. It also considered the TCFD (pages 57 to 64) and the potential impact on forward-looking assumptions supporting going concern and viability assessments. In reaching its conclusion, the Committee considers the Annual Report and Accounts in line with the following approach:

- Management accounts and KPIs are considered at Board meetings to ensure that the business performance is appropriately assessed, reported and understood.
- The reporting is led by a small team of senior management which coordinates the input into the Annual Report. Senior management reviews the Report as a whole to ensure that the information presented is accurate and the narrative is consistent with the facts.
- The Committee reviews the Annual Report during the drafting process and receives regular updates on progress. Facilitating input at an early stage means there is adequate time for review and amendments.
- The Internal Audit function undertakes a thorough review process, verifying information within the Report.
- The Committee receives a report from management on the steps it has taken to ensure that the report is fair, balanced and understandable. The Committee discusses this with management and challenges any significant judgements or estimates made, as well as the use of any APMs.
- The Committee considers the views of the external auditor and recommends the Annual Report and Accounts to the Board for approval.

Risk Management, Internal Control and Internal Audit

Risk management

While the Board retains ultimate responsibility for risk management, the Committee reviews the overall effectiveness of risk management within the business on a regular basis and at least annually. At each meeting during the year the Committee received presentations from management detailing risks and risk management in serious areas of the business. More information about the Committee's risk oversight during the year can be found below.

Further details regarding Frasers Group's risk framework and approach to risk management, together with details of the principal risks and risk assessment can be found on pages 68 to 85.

The Committee's Risk Management Activities During the Year

IT Systems, Cyber Security and Data Privacy

- The Committee received progress reports on IT control observations made by the external auditor during the 2023 audit.
- At every meeting the Committee received updates from the Information Security Manager on IT ransomware defence and recovery work.
- Management presented to the Committee on work being done to enhance information security processes and procedures.
- The Committee reviewed information security and data privacy (GDPR) key risk indicator and key controls dashboards and enhancement plans.
- The Committee reviewed the results of a cyber security penetration test, which ran over the course of four weeks.

Consumer Credit

- During the year the Committee received regular briefings on the Financial Services business, including reporting on the financial outlook, work on new customer management scorecards and affordability assessments and updates on credit account fraud.
- The Committee received regular updates on payment and default rates, bad debt and arrears, and whether the macroeconomic uncertainty had been appropriately considered.

Other Risk Activities

The Committee also:

- Reviewed the key current and emerging risks (including ESG risks) together with associated controls and mitigating factors.
- Considered management's assessment of inherent and residual risks, and challenged assumptions and methodology to ensure these are appropriate and robust.
- Reported to the Board on its evaluation of the effectiveness of the Group's systems of internal control and risk management, informed by the reports from Internal Audit and RSM.
- Received regular updates on fraud prevention and detection activity and reviewed the oversight and governance framework in place.
- Received updates on material legal matters.
- Received regular updates from the operations team on key projects, such as the implementation of the new accounting system.

Internal Audit

The Internal Audit function is an integral feature of the Group's control framework. The work undertaken by the team provides invaluable insight into the practices, processes, systems and controls of the business. As such the internal audit plan is approved by the Committee annually, and the Head of Internal Audit provides a detailed update to the Committee at each meeting. This update provides insight into the results of audits. Including proposed improvement plans where relevant.

The Committee has oversight of the Internal Audit functions resource, experience and expertise. The Committee as a whole and the Committee Chair each meet with the Head of Internal Audit without management present on a regular basis to allow for an open discussion. The Committee is satisfied that the Internal Audit function continued to perform effectively during the year.

External Audit

The Committee is responsible for recommending to the Board the appointment, reappointment, remuneration and removal of the external auditor. A resolution to propose the reappointment of RSM was approved by the shareholders at the 2023 AGM. When considering whether to recommend the reappointment of the external auditor the Committee considers a range of factors, including the effectiveness of the external audit, the period since the last audit tender was conducted, and the ongoing independence of the external auditor.

Independence and Objectivity

RSM conducted its first audit of the Frasers Group's financial statements in 2020 following a competitive tender process. The Committee will conduct an audit services tender at least every ten years to ensure that the independence of the external auditor is safeguarded. It is currently expected that the next tender process will take place in 2028 for audit services to begin in the year 2030. When considering the appropriate time to conduct the audit tender, the Committee takes into account the benefit of an incumbent firm with deep knowledge of the Group's operations enabling an efficient and high-quality audit, the independence and objectivity of the appointed auditor and audit partner and the results of the assessment of audit effectiveness. The Committee currently believes that it is in the best interests of the shareholders of Frasers Group to conduct a tender process in 2028.

Alastair Nuttall was appointed as the new Lead Audit Partner for the 2023/24 audit and has just completed his first year of the maximum term of five annual audit cycles.

RSM has reported to the Committee that, in its professional judgement, it is independent within the meaning of the regulatory and professional requirements and the objectivity of the audit engagement partner and audit staff is not impaired.

The Audit Committee has assessed the independence of the auditor by considering, amongst other things, the length of tenure of the audit firm and the audit partner, the value of non-audit fees provided by the external auditor, the relationship with the auditor as a whole, and management responses to the independence questions in the questionnaire conducted at the end of the audit process. It also considers the auditor's own assessment of its independence. The Committee is satisfied that RSM meets the required standard of independence to safeguard the objectivity and integrity of the audit.

The Committee confirms its compliance with the provisions of The Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014 for financial year ending 30 April 2024.

Non-audit Work Carried Out by the External Auditor

In accordance with the FRC's Ethical Standard and in order to maintain the continued independence and objectivity of the Group's external auditor, Frasers Group has a policy governing the provision of non-audit services by the external auditor.

- The Committee's approval is required in advance of any non-audit services to be provided by the external auditor.
- In any one year the aggregate non-audit fees will not exceed 25% of the annual audit fee.
- Over a rolling three-year period, non-audit fees are limited to 25% of the average audit fee paid in the previous three years.
- Only permitted non-audit services may be provided by the external auditor.

The policy was reviewed in July 2024 and deemed to remain appropriate. The Committee reviews RSM's audit and non-audit fees at least once a year.

In the current year, the non-audit fees did not exceed the limit set out in the policy. During the year, RSM's audit fee amounted to £3.0m (2023: £3.1m)

Effectiveness

It is the Committee's responsibility to assess the effectiveness of the external audit. The Committee kept the effectiveness of the external audit under continuous review throughout the year. It did this through:

- Reviewing audit plans in the early planning stages and discussing audit planning, audit quality, fees, accounting policies, audit findings and internal control with RSM.
- Reviewing the findings from the FRC's annual audit inspection, particularly in relation to the audit of retail companies.
- Reviewing RSM's report on its own internal quality procedures.
- Attendance by the Committee Chair at the audit close meeting.
- Considering the manner in which the audit was conducted and the audit areas in which most time was spent.
- Reviewing the results of a report from management on their experience with the external auditor in respect of areas such as audit strategy, professional scepticism, technical strength, communication and planning.
- Considering the areas in which RSM had challenged management's assumptions in key areas of judgement and the number and nature of the accounting and control observations raised by the auditor.

The Committee Chair had a regular dialogue with the external auditor and management to ensure that he was fully aware of:

- The issues that arose during the audit and their resolution.
- The level of errors identified during the audit.
- The interaction between management and the external auditor.
- The views of the external auditor's technical specialists and Frasers Group's subject area experts.

The external auditor attended all of this year's Audit Committee meetings.

Based on these reviews, the Committee concluded that RSM had applied appropriately robust challenge and professional scepticism throughout the audit, that it possessed the skills and experience required to fulfil its duties effectively and efficiently and that the audit was effective.

Having reviewed the auditor's independence and objectivity, the audit quality and the auditor's performance, the Committee was satisfied with RSM's independence and objectivity and recommended its reappointment for the year ending {30 April 2025}. A resolution to reappoint RSM and give authority to the Committee to determine its remuneration will be submitted to the shareholders at the 2024 AGM.

Other Matters

ESG

ESG is a standard item on the Audit Committee's agenda and during the year the Committee:

- Received the proposed TCFD disclosures.
- Received updates on new regulatory developments as well as significant environmental initiatives within the business.
- Received presentations from the ESG team which works with Frasers Group's suppliers worldwide to uphold and improve labour standards in our supply chain.
- Received updates from the ESG team on product legislation and sustainability.

Whistleblowing

The Company's whistleblowing procedures have recently been reviewed to ensure that employees, suppliers and other third parties are able to raise concerns about possible improprieties on a confidential basis. Concerns will be able to be raised via telephone or online directly to Frasers Group or to an independently provided third-party service. The policy also provides for concerns to be reported directly to the Committee Chair.

In the current year, the Committee will receive updates at every meeting of reported issues, investigation details and follow-up actions.

Richard Bottomley

Chair of the Audit Committee and Senior Independent Non-Executive Director

17 July 2024

DIRECTORS' REPORT

The Directors of Frasers Group Plc present their Annual Report and Accounts for the period ended 28 April 2024. The Group's Corporate Governance Statement is set out on page 89 and forms part of the Directors' Report.

Principal Activities and Business Review

The Chief Executive's Report and Business Review on pages 20 to 23 provides a detailed review of the Group's current activities and potential future developments, together with matters likely to affect future development, performance and conditions. Principal risks and uncertainties likely to affect the Group are set out on pages 71 to 85. The financial position of the Group, its cash flow, liquidity position and borrowing facilities are described in the Financial Review on pages 29 to 33. The Strategic Report from pages 10 to 85 covers environmental matters, including the impact of the Group's businesses on the environment, the Group's workforce, and on community engagement.

The principal activities of the Group during the period were:

- retailing of sports and leisure clothing, footwear and equipment, premium and luxury apparel;
- retailing through department stores, shops and online;
- operation of gyms;
- offering UK customers a flexible repayment proposition;
- property investment and management activities;
- wholesale distribution and sale of sports and leisure clothing, footwear and equipment, premium and luxury apparel;
- production of apparel under Group-owned or licensed brands; and
- licensing of Group Brands.

Further information on the Group's principal activities is set out at the front of this report and in the Chief Executive's Report and Business Review on page 20.

Results for the Period and Dividends

Revenue for the 52 weeks ended 28 April 2024 was £5,537.7m and profit before tax was £507.0m compared with £5,586.0m and £638.0m in the prior period. The trading results for the period and the Group's financial position as at the end of the year are shown in the attached financial statements and discussed further in the Chief Executive's Report and Business Review and in the Financial Review on pages 20 and 29 respectively.

The Board has decided not to propose a dividend in relation to FY24 (FY23: £nil). The Board remains of the opinion that it is in the best interests of the Group and its shareholders to preserve financial flexibility, facilitating future investments and other growth opportunities. This position is kept under review.

Share Capital and Control

As at 17 July 2024 and the period end, there were 640,602,369 ordinary shares of 10p in issue and fully paid, of which 190,286,334 were held in treasury (at both dates).

Further information regarding the Group's issued share capital can be found in note [25]. Details of our share schemes are also set out in note [25].

There are no specific restrictions on the transfer of shares, which are governed both by the general provisions of the Articles of Association and prevailing legislation.

The Directors are not aware of any agreements between holders of the Company's shares that may result in restrictions on the transfer of securities or on voting rights.

Authority to Issue Shares

The Directors were authorised to allot shares in the capital of the Group up to an aggregate nominal amount of £15,246,683 (being approx. one third of the then issued share capital) for the period expiring at the end of the 2024 AGM.

In line with guidance from the Association of British Insurers, the Company was also granted authority to issue a further third of the issued share capital to a total nominal amount of £30,493,365, in connection with a rights issue.

An authority to allot shares up to a maximum nominal value of £2,287,002 (being approx. 5% of the then issued share capital) as if statutory pre-emption rights did not apply, was also approved. In addition, the Directors were granted a further authority to allot up to a maximum nominal value of £2,287,002 (being approx. 5% of the then issued capital) as if statutory pre-emption rights did not apply when such allotment was for the purposes of financing (or refinancing, if the power is used within six months of the original transaction) a transaction which the Board determined to be an acquisition or other capital investment of a kind contemplated by the Pre-emption Group's Statement of Principles on disapplying pre-emption rights.

The Group was authorised to make market purchase of ordinary shares of 10p each in the Company of up to a maximum aggregate number of 68,564,332, representing 14.99% of the Company's issued ordinary share capital at the 2023 AGM. The above authority expires at the close of the next AGM of the Company.

Whilst authorities expire at the close of the next AGM of the Company, a contract to allot shares under these authorities may be made prior to the expiry of the authority and concluded in whole or part after the AGM, and at that meeting other authorities will be sought from shareholders.

Share Buybacks

During the period to 28 April 2024, the Company purchased 17,159,309 ordinary shares under the Share buyback programmes that commenced on 20 June 2023, 31 July 2023, 21 September 2023, 7 November 2023 and 12 February 2024. The nominal value of each of the shares purchased was 10p for a total consideration of £126.4m (2.7% of total share capital). No shares have been disposed of by the Company to this date. The purpose of the Programme is to reduce the share capital of the Company.

Shareholders

No shareholder enjoys any special control rights, and, except as set out below, there are no restrictions in the transfer of shares or of voting rights.

As a controlling shareholder Mike Ashley has entered into a written and legally binding Relationship Agreement with the Company. This agreement ensures that the controlling shareholder complies with the independence provisions set out in Listing Rule 6.5.4. Under the terms of the Agreement, Mike Ashley undertook that, for so long as he is entitled to exercise, or to control the exercise of, 15% or more of the rights to vote at general meetings of the Company, he will: conduct all transactions and relationships with any member of the Group on arm's length terms and on a normal commercial basis; exercise his voting rights or other rights in support of the Company being managed in accordance with the Listing Rules and the principles of good governance set out in the 2018 UK Corporate Governance Code and not exercise any of his voting or other rights and powers to procure any amendment to the Articles of Association of the Company; and other than through his interest in the Company, not have any interest in any business which sells sports apparel and equipment, subject to certain rights, after notification to the Company, to acquire any such interest of less than 20% of the business concerned, and certain other limited exceptions, without receiving the prior approval of the Non-Executive Directors; and not solicit for employment or employ any senior employee of the Company.

The Company has complied with this Agreement's independence provisions during the period and, as far as the Company is aware, the controlling shareholder and his associates have also complied with them.

As at 28 April 2024, the Company had been advised that the following parties had an interest in 3% or more of the issued share capital of the Company pursuant to Rule 5 of the Disclosure Guidance and Transparency Rules ('DTR');

	Number of shares held	Percentage of issued Ordinary share capital with voting rights held	Nature of holding
Mike Ashley[(1)]	330,069,000	73.30%	Indirect
Phoenix Asset Management Partners Limited[(2)]	35,727,677	7.0%	Direct
Odey Asset Management LLP[(3)]	14,366,192	3.0%	Direct

(1) Mike Ashley held the shares through two companies, namely MASH Beta Limited and MASH Holdings Limited, which held 303,507,460 ordinary shares (67.40% of the issued ordinary share capital of the Company) and 26,561,540 ordinary shares (5.90%) of the issued ordinary share capital of the Company) respectively.

(2) These figures are as at 25 May 2023, being the last date on which the Company was notified of a change in the percentage of shares.

(3) These figures are as at 21 December 2022, being the last date on which the Company was notified of a change in the percentage of shares.

There have been no other notification of changes in the interest held by the above parties.

ADR Programmes

We are aware of unsponsored American Depository Receipt (ADR) programmes established from time to time in respect of our shares. We have not sponsored or authorised their creation and any questions should be directed to the relevant depository.

Frasers Group has not and does not intend to offer or sell its ordinary shares or other securities (in the form of ADR or otherwise) to the general public in the United States nor has it listed or intend to list its ordinary shares or other securities on any national securities exchange in the United States or to encourage the trading of its ordinary shares on any over-the-counter market located in the United States. The Group does not make arrangements to permit the voting of ordinary shares held in the form of ADRs and its publication of periodic financial and other information is not intended to facilitate the operation of any unsponsored ADR programme under Rule 12g 3-2(b) of U.S. Securities Exchange Act of 1934, as amended or otherwise.

Articles of Association

The Company's Articles of Association may only be amended by special resolution at a general meeting of shareholders. The articles were last amended at the 2021 AGM. Subject to applicable laws and the Company's Articles of Association, the Directors may exercise all powers of the Company.

Takeovers

The Directors do not believe that there are any significant contracts that may change in the event of a successful takeover of the Company.

Share Schemes

Details of the Executive share scheme are set out in the Directors' Remuneration Report on page 102. The Fearless 1000 share scheme remains in place and is due to benefit colleagues in 2025, should the parameters of that scheme be met.

Colleague Involvement

The Group currently has over 30,000 colleagues in its stores, offices and warehouses.

The workforce is notified of announcements and major changes in the business via the Company intranet, Company emails, MS Teams and social media. We continue to build on our monthly newsletters and bi-annual webinars from leadership, keeping all colleagues informed of what is happening across the business.

The Company's Workers' Representative, Cally Price, attends all Board meetings in her capacity as Non-Executive Workforce Director and provides feedback from employees to the Board. During FY23, the "Ask Cally" app was launched and allows any employee to submit a question or raise an issue directly with Cally and receive a personal response.

In May 2023, the first interactive CEO session took place. Michael Murray shared his insights and experiences with employees who also had an opportunity to share their career goals and future ideas for the business with Michael. At the CEO session held in October 2023, employees from Austria, Belgium, Poland and the UK were in attendance to chat with Michael about Frasers' strategy and future plans and share their ideas and current challenges. We remain dedicated to the growth of our employees with further CEO sessions planned for FY25.

Our monthly nominations for 'Frasers Champion' provide colleagues with the opportunity to individually recognise and reward the hard work of their fellow colleagues. Winners of the monthly champion awards win an additional month's salary as well as 10 points under the Fearless 1000 bonus scheme. A total of 105 colleagues were 'Frasers Champions' in the year.

In September 2022, we hosted the first Frasers Festival to celebrate the business' 40-year anniversary. This brought together 1,500 of our top performing colleagues and brand partners for a day of assault courses, interactive brand pop-ups and live entertainment.

The Frasers Festival returned in May 2024. Featuring next level fitness challenges, guest speakers from the world's biggest brands, legendary athletes, a mega brand village and an epic music line-up, it was our biggest celebration yet for our partners, industry leaders, and top performing employees.

We launched our first engagement survey to all colleagues across the Frasers Group in October 2022, providing us with valuable insight into what we are doing well as an employer and what our employees would like to see us work to improve. Another survey will be conducted in FY25.

More information on relationships with our people and the principal decisions taken by the Group during the period having regard to colleague involvement can be found in the Strategic Report from pages 46 to 53 of the People section.

Diversity and Equal Opportunities

The Group's recruitment policy is to match the capabilities and talents of each applicant to the appropriate job. Factors such as gender, race, religion or belief, sexual orientation, age, disability or ethnic origin are ignored, and decisions are made with regard to candidates irrespective of these factors. Discrimination in any form is not tolerated within the Group.

Applications for employment by persons with any disability are given full and fair consideration for all vacancies and are assessed in accordance with their particular skills and abilities.

The Group endeavours to meet its responsibilities towards the training and employment of disabled people, and to ensure that training, career development and promotion opportunities are available to all.

The Group makes every effort to provide continuity of employment when our people become disabled. Attempts are made in every circumstance to provide employment, whether this involves adapting the current job role and remaining in the same job or moving to a more appropriate role. Job retraining and job adaptation are just two examples of how the Group works in the interests of its workforce to promote equal opportunities, in order that an individual's employment within the Group may continue. The Group values the knowledge and expertise that our people have gained throughout their time with us, and therefore does not wish to lose valued colleagues.

Further information on our approach to diversity can be found in the Strategic Report from page 49.

Business Relationships

Details of our relationships with business partners are detailed in our S.172 statement, within the Strategic Report.

Research And Development

The Group designs some clothing and footwear for our in-house brands for sale in stores. The Group continues to invest in research that will enable us to produce more sustainable products and processes that will help us meet our ESG targets.

External brands are purchased from third-party suppliers, and we work with them to agree on the specific pieces which we sell in-store.

Charitable And Political Donations

During the year, the Group made charitable donations of £10.0k (2023: £6.0k) in the UK. No political donations were made (2023: nil). Further information on our charitable donations and community initiatives can be found in our ESG report.

Directors

Details of current Directors, dates of appointment, their roles, responsibilities, and significant external commitments are set out on pages 96 to 98.

On 26 February 2024, Helen Wright, Global CEO, Sergio Rossi, was appointed as a Non-Executive Director to the Board, bringing with her significant experience of global luxury brands. Helen is joined by Executive Directors David Al-Mudallal, Chief Operating Officer and Ger Wright, Managing Director, Sports, who have both been instrumental in driving the execution of our strategy to date.

We have now welcomed Sir Jonathan Thompson, former CEO, Financial Reporting Council as Non-Executive Director to the Board during FY25. Jon's expertise in corporate governance and major project management will be fundamental to our future success as we continue to elevate and grow our business.

Although the Company's Articles of Association require retirement by rotation of one third of Directors each year, the Group complies with the 2018 UK Corporate Governance Code and at each AGM all of the Directors will retire and stand for appointment or reappointment as appropriate.

Information on service contracts and details of the interests of the Directors and their persons closely associated in the share capital of the Company at 28 April 2024, and at the date of this Report, are shown in the Directors' Remuneration Report on pages 102 to 120.

Copies of the service contracts of Executive Directors and of the appointment letters of the Chair and Non-Executive Directors are available for inspection at the Company's registered office during normal business hours and at the AGM.

No Director has a directorship in common or other significant links with any other Director.

Director appointments are governed by the Companies Act 2006, the 2018 UK Corporate Governance Code and the Company's Articles of Association.

The Directors confirm that:

- so far as each Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Directors' Conflicts of Interest

The Board has formal procedures to deal with Directors' conflicts of interest. The appointment letters of Non-Executive Directors state that they agree to consult with the Chair prior to accepting any directorships in publicly quoted companies or any major external appointments. Also, if any Non-Executive Director becomes aware of any potential conflict of interest, the Chair and Company Secretary must be notified as soon as possible.

The independence of Non-Executive Directors is reviewed by the Board annually. All Directors complete an annual questionnaire to record any potential conflicts of interest. No conflicts were disclosed for the FY24 questionnaire.

The Company has entered into a Relationship Agreement with Mike Ashley, whose wholly-owned companies, MASH Holdings Limited and MASH Beta Limited, hold approx. 5.90% and 67.40% respectively of the issued share capital of the Company (excluding treasury shares) as at 28 April 2024. This agreement is described in the Directors' Report on page 130.

Directors' Indemnities

The Group has qualifying third-party indemnity provisions within the meaning given to the term by s234 and s235 of the Companies Act 2006 for the Directors. This is in respect of any potential exposure of liability in their capacity as a Director of the Company and of any company within the Group. Such indemnities were in force throughout the financial period and will remain in force as at the date of this report.

Sports Direct Employee Benefit Trust

We note that the Trustees of the Sports Direct Employee Benefit Trust have waived their right to receive dividends on the ordinary shares comprised in the trust fund. No dividends were paid by the Company for the period ended 28 April 2024 nor for the period ended 30 April 2023.

Disclosures Required Under UK Listing Rule 9.8.4

The information required by Listing Rule 9.8.4 is set out in the table below:

Applicable sub-paragraph within LR 9.8.4	Disclosure provided
(1) Interest capitalised by the Group	N/A
(2) Publication of unaudited financial information	N/A
(3) Requirement deleted from the Listing Rules	-
(4) Details of long-term incentive schemes only involving a Director	N/A
(5) Waiver of emoluments by a Director	Pages 102 to 103
(6) Waiver of future emoluments by a Director	Pages 102 to 103
(7) Non pro-rata allotments for cash (issuer)	N/A
(8) Non pro-rata allotments for cash (major subsidiaries)	N/A
(9) Parent participation in a placing by a listed subsidiary	N/A
(10) Contracts of significance	N/A
(11) Provision of services by a controlling shareholder	Page 130
(12) Shareholder waivers of dividends	Page 133
(13) Shareholder waivers of future dividends	N/A
(14) Agreements with controlling shareholders	Page 130

Annual General Meeting

Details on the date, time and format of the AGM will follow shortly after the finalisation of this Annual Report and Accounts. Information will be easily accessible on the Group's website.

Going Concern

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Chief Executive's Report and Business Review.

The financial position of the Group, its cash flows, liquidity position and borrowing facilities are described in the Financial Review. In addition, the financial statements include the Group's objectives, policies and processes for managing its capital, its financial risk management objectives, details of its financial instruments and hedging activities, and its exposures to credit risk and liquidity risk.

The Group is profitable, highly cash generative and has considerable financial resources. The Group is able to operate within its banking facilities and covenants, which run until November 2026 and is well placed to take advantage of strategic opportunities as they arise. As a consequence, the Directors believe that the Group is well placed to manage its business risks successfully despite the continued uncertain economic outlook.

Management have assessed the level of trading and has forecast and projected a conservative base case and also a number of even more conservative scenarios, including taking into account the Group's open positions in relation to Hugo Boss options. These forecasts and projections show that the Group will be able to operate within the level of the current facility and its covenant requirements (being interest cover and net debt to EBITDA ratios). Management also has a number of mitigating actions which could be taken if required such as putting on hold discretionary spend, liquidating certain assets on the balance sheet and paying down the revolving credit facility. See the Viability Statement for further details.

Having thoroughly reviewed the performance of the Group and Parent Company and having made suitable enquiries, the Directors are confident that the Group and Parent Company have adequate resources to remain in operational existence for the foreseeable future, which is at least 12 months from the date of these financial statements. Trading would need to fall significantly below levels observed during the pandemic to require mitigating actions or a relaxation of covenants.

Furthermore, as per the outlook statement, the Directors are confident of achieving an Adjusted PBT of between £575m to £625m during FY25. On this basis, the Directors continue to adopt the going concern basis for the preparation of the Annual Report and Financial statements.

Accountability and Audit

A statement by the External Auditor can be found on page 136 detailing its reporting responsibilities. The Directors fulfil their responsibilities, and these are set out in the Directors' Responsibilities Statement on page 135.

Auditor

RSM UK Audit LLP will be proposed for reappointment at the AGM. In accordance with s.489(4) of the Companies Act 2006, resolutions to determine remuneration are to be agreed at the AGM.

Post Balance Sheet Events

See note [36] to the Financial Statements.

Future Developments

Future developments are discussed throughout the Strategic Report.

Financial Risk Management

Financial risk management is discussed in note [3] of the financial statements.

Carbon and Energy Reporting

Carbon and Energy reporting is discussed in the ESG report on pages 37 to 64.

By Order of the Board

Robert Palmer

Company Secretary

17 July 2024

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors are responsible for preparing the Strategic Report, the Directors' Report, the Directors' Remuneration Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and Company financial statements for each financial year. The Directors have elected under company law, and are required under the Listing Rules of the Financial Conduct Authority, to prepare Group financial statements in accordance with UK-adopted International Accounting Standards. The Directors have elected under company law to prepare the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law).

The Group financial statements are required by law and UK-adopted International Accounting Standards to present fairly the financial position and performance of the Group; the Companies Act 2006 provides in relation to such financial statements that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Company and of the profit or loss of the Group for that period.

In preparing each of the Group and Company financial statements, the Directors are required to:

A. select suitable accounting policies and then apply them consistently;

B. make judgements and accounting estimates that are reasonable and prudent;

C. for the Group financial statements, state whether they have been prepared in accordance with UK-adopted International Accounting Standards;

D. for the Company financial statements, state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the Company financial statements and;

E. prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business.

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

Directors' Statement Pursuant to the Disclosure and Transparency Rules

Each of the Directors, whose names and functions are listed on pages 96 to 98 confirms that, to the best of each person's knowledge:

A. the financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit of the Company and the undertakings included in the consolidation taken as a whole; and

B. the Strategic Report contained in the Annual Report includes a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Chris Wootton

Chief Financial Officer

17 July 2024

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FRASERS GROUP PLC

Opinion

We have audited the financial statements of Frasers Group PLC (the 'parent company') and its subsidiaries (the 'group') for the period ended 28 April 2024 which comprise the Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, the Consolidated Balance Sheet, the Consolidated Cashflow Statement, the Consolidated Statement of Changes in Equity, the Company Balance Sheet, the Company Statement of Changes in Equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and UK-adopted International Accounting Standards. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 28 April 2024 and of the group's profit for the period then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted International Accounting Standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs) (UK) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Summary of Our Audit Approach

Key audit matters	**Group** • Valuation of inventory • Impairment of property related assets • Accounting for MatchesFashion (Event Driven) • No key audit matters were identified for the Parent Company.
Materiality	**Group** • Overall materiality: £21.3m (2023: £15.3m) • Performance materiality: £13.8m (2023: £10m) **Parent Company** • Overall materiality: £19.4m (2023: £14.5m) • Performance materiality: £12.6m (2023: £9.4m)
Scope	Our full scope and specified audit procedures covered 89% of revenue, 90% of total assets and 80% of adjusted profit before tax.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the group financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on the overall audit strategy, the allocation of resources in the audit and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the group financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Valuation of inventory	
Key audit matter description	At 28 April 2024, the Group Consolidated Balance Sheet records inventory of £1,355.3m (2023: £1,464.9m). This amount is net of an inventory provision of £192m (2023: £220.6m). As described in note 2 to the financial statements, management used an inventory provisioning model which calculated a provision by category of inventory based on historical experience, pricing and discounting strategies and management's assessment of risk. There is significant estimation involved in the calculation of inventory provisions to ensure that inventory is held at the lower of cost and net realisable value. This involves consideration of expected future losses on sale of inventory including assessing the likely impacts of macro-economic factors and inventory obsolescence. Due to the factors explained above, we have identified the valuation of inventory as a key audit matter.

How the matter was addressed in the audit	Our audit work in relation to inventory valuation included:
	• Assessed the appropriateness of management's inventory provision calculations, including testing the accuracy and completeness of the data used and the mathematical accuracy of the provisioning model. This included consideration of the appropriateness of the new provision model in addressing the risk associated with the inventory population.
	• Critically challenged the assumptions made in the inventory provision model in respect of the expected level of future losses anticipated to be incurred in respect of current stock, including:
	  • The basis on which expected losses were calculated and whether the assumptions included in the calculations were realistic based on historical experience and the current trading environment.
	  • The level of current and continuity inventory which was expected to roll into the out of season category based on historical experience and the current trading environment.
	  • The assumption that inventory which is sold when the product is current season or continuity inventory does not generate losses.
	  • Whether different assumptions and estimates should be applied for different fascias given the differentiated product mix.
	As a result of our findings from challenging management's model, we independently developed an alternative model that applied the results of our testing of management's model to the inventory population.
	Our alternative model included:
	• Forming an assessment, based on discussions with management and available market data, to reflect the expected impact of current macro-economic factors. Consideration of forecast future sales performance, expected margin decline, the increased risk of inventory becoming out of season and adjustments considered relevant for specific fascias, where the risk of inventory obsolescence was considered to be higher.
	We used our model to estimate a range of provision levels under different scenarios we considered appropriate and supportable. We then used these estimates to assess management's provision.

Key observations	We are satisfied with the estimates and judgements made by management and the resulting inventory provisions and related disclosures are appropriate.

Impairment of property related assets held as Property, Plant and Equipment (PPE)

Key audit matter description	As a result of changing macro-economic factors, reduction in consumer disposable income and changing patterns of retail consumer behaviour in certain geographies and particularly in relation to physical stores, the Group identified that for some stores there were indications of impairment in relation to freehold property interests, right of use assets and related fixtures and fittings ("property related assets"). The Group also identified certain stores where there were indicators that previous impairments should be reversed. As required by IAS 36 (Impairment of Assets) the Group has performed an impairment review of assets for which there was either an impairment trigger or indicator of reversal of impairment. As a result of this review, impairments (net of reversals) in relation to PPE of £14.5m (2023: £99.4m) have been made in these financial statements. As described in note 2 to the financial statements, the impairment review involves management judgements and estimates in relation to what constitutes an impairment trigger or indication of an impairment reversal, the value in use of the property related assets (being the net present value of the forecast related cashflows) and, in the case of freehold property, comparison of calculated value in use to internal and external property valuations. There is also a judgement as to whether assets should be excluded from the impairment assessment due to the stores being new and therefore not yet reached maturity such that it is not yet appropriate to assess them for impairment. The values derived in the impairment assessment are compared to the net book value of the related assets to determine whether an impairment is required. In making this assessment management determined each property or store to be a cash generating unit (CGU). In respect of reversals the value in use is compared with the historical cost net book value that would have existed if the impairment had not been made. The value in use calculations require management to make a range of assumptions regarding future cashflows including, the long term growth rate in like for like sales, an assessment of the propensity for customers to switch to online purchases, future changes in margins, the determination of an appropriate discount rate and an assessment of the likely impact of inflation and consumer disposable income. In the case of freehold property, valuations are dependent on assumptions regarding the ability to relet property, the length of void and rent free periods and future rentals achievable. Accordingly, we determined that the valuation of property related assets held as PPE had a high degree of estimation uncertainty. Due to the factors explained above, we have identified valuation, presentation and disclosure of property related assets as a key audit matter.
How the matter was addressed in the audit	We obtained an understanding of how management assessed each store for impairment triggers or indicators of reversal of impairments, how they performed their impairment testing and their approach to valuation. We critically assessed the methodology applied by management with reference to the requirements of IAS 36 and tested the integrity of the value in use calculations and the calculated impairments and impairment reversals by CGU. In the case of freehold property, in addition to assessing the value in use calculations, we evaluated the approach to the valuation of freehold interests with input from an independent external retail property valuation expert and critically challenged the underlying assumptions. In particular we challenged the significant assumptions within management's models through: • Assessing the mathematical accuracy of management's impairment calculations and the metrics applied to identify indicators of impairment. • Evaluating management's assumptions through consideration of historical and current trading performance and external data points. • Sensitising the assumptions in management's impairment models. • Testing the reconciliation between the cashflows used in the value in use calculations with those used to assess going concern and viability to ensure they were consistent. • Challenging whether we considered management's impairment triggers and indicators of impairment reversals were appropriate. • Critically challenging whether it was appropriate to exclude properties from the impairment model and assessing whether the reasons for exclusion were supportable – for example where specific properties were under redevelopment, had recently been acquired or had not yet reached maturity. • Challenging whether previous impairments should be reversed. • Comparing the discount rate used with that independently calculated by our internal valuation expert. We assessed whether the disclosures within the financial statements are consistent with IAS 36.
Key observations	We are satisfied that the judgements and estimates applied, the impairment charges recorded and the related disclosures in the financial statements are appropriate.

Accounting for MatchesFashion (Event Driven)

Key audit matter description	In December 2023, the Group acquired Matchesfashion Limited ("Matches") for consideration of £51.9m, which predominantly related to the value of the assigned debt. The acquisition has been accounted for in accordance with the requirements of IFRS3 'Business Combinations'. Administrators were appointed to Matches on 8 March 2024 and the Group lost control of the subsidiary in accordance with the requirements of IFRS10 'Consolidated Financial Statements'. Matches has been presented as a Discontinued Operation inline with the requirements of IFRS5 'Non-current Assets Held for Sale and Discontinued Operations'. The Group has subsequently acquired certain intellectual property assets out of administration and is required to assess whether the carrying value of these assets is recoverable in accordance with the requirements of IAS36 'Impairment of Assets'. There is a risk of material misstatement to the financial statements from: • The application of IFRS 3 'Business Combinations' and the related fair value measurement of the consideration paid, assets acquired and the liabilities assumed in accordance with IFRS 13: Fair Value Measurement. • The recoverability of the resulting carrying value of intellectual property assets acquired from the Administrators of Matches when assessing the requirements of IAS36 'Impairment of Assets'. • The presentation and disclosure provided in the financial statements in relation to these events. We therefore identified the accounting for Matches as a key audit matter with respect to the accuracy, valuation and presentation and classification of the relevant transactions.
How the matter was addressed in the audit	Our audit work in relation to the initial business combination accounting, included: • Obtaining and reviewing management's accounting papers to assess whether the acquisition accounting and fair value adjustments are appropriate and in accordance with the financial reporting framework. • Critically challenging management's judgements and estimates in relation to fair value adjustments of the acquired inventory and separately identifiable intangible assets. With respect to the intellectual property assets acquired from the Administrators we critically challenged whether the carrying value of these assets were recoverable with reference to the requirements of IAS 36. We also considered whether the financial statement disclosures in relation to the acquisition and subsequent transactions were appropriate.
Key observations	Based on the procedures performed we consider that the Group's accounting for the business combination, the subsequent transactions and related disclosures are appropriate.

Our Application of Materiality

When establishing our overall audit strategy, we set certain thresholds which help us to determine the nature, timing and extent of our audit procedures. When evaluating whether the effects of misstatements, both individually and on the financial statements as a whole, could reasonably influence the economic decisions of the users we take into account the qualitative nature and the size of the misstatements. Based on our professional judgement, we determined materiality as follows:

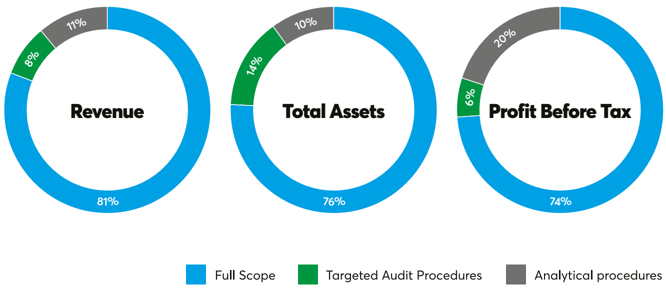
	Group	Parent company
Overall materiality	£21.3m (2023: £15.3m)	£19.4m (2023: £14.5m)
Basis for determining overall materiality	5% of normalised profit before tax (FY23: 5% of normalised profit before tax)	Materiality for the Parent company as a whole was set at 1% of total assets. (2023: 1% of total assets)
Rationale for benchmark applied	Materiality for the Group financial statements as a whole was set at £21.3m (2023: £15.3m). The metric used to determine materiality was normalised profit before tax, by adjusting for certain items which do not, in our judgement, represent the normal continuing operations of the group. The group materiality is equivalent to 4.2% (2023: 2.3%) of statutory profit before tax and 3.9% (2023: 3.2%) of adjusted profit before tax.	The Parent Company does not trade and therefore total assets is considered to be the most appropriate benchmark.
Performance materiality	£13.8m (2023: £10m)	£12.6m (2023: £9.4m)
Basis for determining performance materiality	65% of overall materiality (2023: 65% of overall materiality) We set performance materiality at a level lower than overall materiality for the financial statements as a whole to reduce to an appropriately low level the probability that, in aggregate, uncorrected and undetected misstatements exceed overall materiality. The factors we considered in determining performance materiality included; our knowledge of the group, the pressures within the retail sector and the level of misstatements in prior periods.	65% of overall materiality (2023: 65% of overall materiality) We set performance materiality at a level lower than overall materiality for the financial statements as a whole to reduce to an appropriately low level the probability that, in aggregate, uncorrected and undetected misstatements exceed overall materiality. The factors we considered in determining performance materiality included; our knowledge of the group, the pressures within the retail sector and the level of misstatements in prior periods.
Reporting of misstatements to the Audit Committee	Misstatements in excess of £1m (2023: £0.8m) and misstatements below that threshold that, in our view, warranted reporting on qualitative grounds.	Misstatements in excess of £0.9m (2023: £0.7m) and misstatements below that threshold that, in our view, warranted reporting on qualitative grounds.

An Overview of the Scope of Our Audit

Our audit approach was based on a thorough understanding of the Group's business and is risk based, and in particular included:

- Evaluation of identified components to assess the significance of each component and to determine the planned audit response based on a measure of materiality. This included significance as a percentage of the Group's revenue, total assets and adjusted profit before tax.
- For those components that were evaluated as significant, or likely to include significant risks, either full-scope or specified audit procedures were undertaken based on their relative materiality to the Group, and our assessment of the audit risk.
- For components requiring a full-scope approach, we evaluated controls over the financial reporting systems identified as part of our risk assessment and addressed critical accounting matters. Substantive testing was performed on significant classes of transactions and balances, and other material balances, determined during the Group scoping exercise.
- Full scope audit procedures have been performed by the RSM UK team on the financial statements of Frasers Group PLC, and on the financial information of the main trading companies within the UK Retail component; (Sportsdirect.com Retail Limited, Wareshop 2 Limited, Sports Direct International Holdings Limited, House of Fraser Limited, The Flannels Group Limited), and on the SDI Property component which contains the majority of the group's property assets and GAME Retail Limited.
- In relation to the in scope overseas components in Spain, Baltics (comprises of businesses in Lativia, Estonia and Lithuania), Belgium, Austria, Denmark, Ireland, Malaysia and the United States, we engaged RSM member firms and other component auditors to perform full scope component audits.
- Additionally, component auditors attended inventory counts in a number of locations.
- In relation to Frasers Group Financial Services Limited, component auditors were engaged to perform specified audit procedures over the credit customer receivables and the associated expected credit loss provision.
- The Group engagement team reviewed the work performed by the component auditors. We determined the level of involvement we needed to have in their audit work at those reporting units to be able to conclude whether sufficient, appropriate audit evidence had been obtained as a basis for our opinion on the Group financial statements as a whole.
- The Group team visited three component locations in the UK and attended video conference calls and performed remote file reviews for components in Austria, Belgium, Baltics, Denmark, Ireland, Spain and the USA. At these meetings the findings reported to the group team were discussed in more detail, and any further work required by the group team was then performed by the component auditor.
- We also performed specified procedures at a further nine components, primarily in relation to revenue, property, plant and equipment and related parties. The extent of our testing on these components was based on our assessment of the risks of material misstatement and the materiality of the Group's operations at these components.
- The operations that were subject to full-scope audit procedures made up 81% of Group revenues, 76% of the Group's total assets and 74% of the Group's adjusted profit before tax.
- The operations that were subject to specified procedures made up 8% of Group revenues, 14% of the Group's total assets and 6% of the Group's adjusted profit before tax; and
- The remaining operations of the Group, for which the results are highly disaggregated across a large number of non-significant components, were subject to analytical procedures over the Income Statement and the Balance Sheet of the relevant components. Analytical review procedures performed over these components represented 11% Group revenues, 10% of the Group's total assets and 20% of the Group's adjusted profit before tax.

The coverage achieved by our audit procedures was:



The Impact of Climate Change on the Audit

In planning our audit, we considered the potential impact of the possible risks arising from climate change on the Group's and the Company's financial statements and obtained an understanding of how management identifies and responds to climate-related risks. Further information on management's risk assessment, progress and commitments is provided in the Group's climate-related risk disclosures on pages 57 to 64 of the annual report.

We performed risk assessment procedures, including making enquiries of management, reading board minutes and applying our knowledge of the Group and Parent Company and the sector within which they operate, to understand the extent of the potential impact of climate change on the financial statements.

Taking account of the nature of the business, our findings in respect of impairment testing and review of the director's going concern and viability assessments, to changes in regulation, weather patterns and business activities, we have not assessed climate-related risk to be significant to our audit. There was also no impact on our key audit matters.

In accordance with our obligations with regards to other information, we have read the Group's climate-related risk disclosures on pages 57 to 64 of the annual report and in doing so have considered whether those disclosures are materially inconsistent with the financial statements or our knowledge obtained during the course of the audit, or otherwise appear to be materially misstated.

We have not been engaged to provide assurance over the accuracy of the climate-related risk disclosures set out on pages 57 to 64 within the Annual Report.

Conclusions Relating to Going Concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the group's and parent company's ability to continue to adopt the going concern basis of accounting included:

- Obtaining an understanding of management's going concern models, discussing key assumptions with management and assessing whether those assumptions were consistent with those applied elsewhere, such as in relation to inventory valuation and the assessment of property related provisions.
- Checking the mathematical accuracy of management's cashflow models, and agreeing opening balances to 28 April 2024 actual figures.
- Checking management's covenant compliance calculations to determine whether there is a risk of breach and assessing whether the assumptions in management's base model appeared realistic, achievable and consistent with other internal and external evidence.
- Comparing forecast sales with recent historical information to consider the accuracy of forecasting.
- Considering post year end sales patterns to assess whether they were consistent with those assumed in the base model.
- Critically assessing and testing management's sensitivity analysis and performing our own analysis based on further sensitising of the models to take account of reasonably possible scenarios that could arise from the risks identified.
- Challenging management regarding their identification of discretionary spend that could be reduced should mitigating actions become necessary.
- Reviewing agreements and correspondence relating to the availability of financing arrangements.
- Reviewing any significant events subsequent to the balance sheet date impacting liquidity and assessing the impact on available cash headroom.
- Evaluating the Group's disclosures on going concern against the requirements of IAS 1 'Presentation of Financial Statements'.

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

In relation to the entity reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

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

Other Information

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

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

We have nothing to report in this regard.

Opinions on Other Matters Prescribed by the Companies Act 2006

In our opinion, the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

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

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

Matters on Which We are Required to Report by Exception

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

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

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

Corporate Governance Statement

We have reviewed the directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the parent company's compliance with the provisions of the UK Corporate Governance Code specified for our review by the Listing Rules.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- Directors' statement with regards the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 133;
- Directors' explanation as to their assessment of the group's prospects, the period this assessment covers and why the period is appropriate set out from pages 86 to 87;
- Directors' statement on whether it has a reasonable expectation that the group will be able to continue in operation and meets its liabilities set out on page 133;
- Directors' statement on fair, balanced and understandable set out on page 125;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on pages 68 to 69;
- Section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on page 95; and,
- Section describing the work of the audit committee set out on page 121.

Responsibilities of Directors

As explained more fully in the directors' responsibilities statement set out on page 135, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

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

The Extent to Which the Audit was Considered Capable of Detecting Irregularities, Including Fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the group audit engagement team and component auditors:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory frameworks that the group and parent company operates in and how the group and parent company are complying with the legal and regulatory frameworks;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud, having obtained an understanding of the overall control environment.

All relevant laws and regulations identified at a Group level and areas susceptible to fraud that could have a material effect on the financial statements were communicated to component auditors. Any instances of non-compliance with laws and regulations identified and communicated by a component auditor were considered in our audit approach.

As a result of these procedures, we considered the opportunities and incentives that may exist within the Group for fraud and identified the greatest potential for fraud in those areas in which management is required to exercise significant judgement. In common with all audits under ISAs (UK) we also performed specific procedures to respond to the risk of management override, undisclosed related party transactions and the risk of fraudulent revenue recognition. These procedures included:

- testing the appropriateness of journal entries and other adjustments based on risk criteria and comparing the identified entries to supporting documentation;
- assessing whether the judgements made in making accounting estimates were indicative of potential bias;
- evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business;
- reviewing the design and implementation of manual controls in relation to the completeness, accuracy, and existence of cash sales;
- investigating transactions posted to nominal ledger codes outside of the normal revenue cycle identified through the use of data analytics tools.

The Group is subject to laws and regulations which directly affect the material amounts and disclosures in the financial statements. The most significant laws and regulations were determined to be as follows:- UK-adopted International Accounting Standards and FRS 102, Companies Act 2006, Financial Conduct Authority regulations, including the Listing Rules and tax legislation.

In addition, the Group is subject to other laws and regulations which do not have a direct effect on the financial statements but compliance with which may be fundamental to the Group's ability to operate or to avoid material penalties. We identified the following areas as those most likely to have such an effect: competition and anti-bribery laws, data protection, employment, environmental and health and safety regulations.

In response to the above, audit procedures performed by the audit engagement team included:

- reviewing financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- enquiring of management, the Audit Committee and in-house legal counsel concerning actual and potential litigation and claims;
- reading minutes of meetings of those charged with governance, reviewing internal audit reports and correspondence with HMRC and the group's external tax advisors.

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

Other Matters Which we are Required to Address

Following the recommendation of the audit committee, we were appointed by the Audit Committee and the Board on 18 November 2019 to audit the financial statements for the period ending 26 April 2020 and subsequent financial periods.

The period of total uninterrupted consecutive appointments is 5 years, covering the periods ending 26 April 2020 to 28 April 2024.

We identified during our audit, that indirect tax services between 7 February 2023 and 30 September 2023, had been provided by a network firm to a newly acquired subsidiary of Frasers Group Plc. These services are prohibited by the FRC's Revised Ethical Standard 2019 and were terminated as soon as they were identified.

We have reassessed our independence and concluded that it was not compromised due to the financial significance of the entity to the group, the assessed risk of material misstatement and the quantum of fee that totalled $750 Australian Dollars.

The inadvertent breach was also discussed with the audit committee who also concluded that our independence was not compromised.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the group or the parent company, with the exception of the services described above, and we remain independent of the group and the parent company in conducting our audit.

Our audit opinion is consistent with the additional report to the audit committee in accordance with ISAs (UK).

Use of Our Report

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

As required by the Financial Conduct Authority (FCA) Disclosure Guidance and Transparency Rules, these financial statements form part of the Annual Financial Report prepared in Extensible Hypertext Markup Language (XHTML) format and filed on the National Storage Mechanism of the UK FCA. This auditor's report provides no assurance over whether the annual financial report has been prepared in XHTML format.

Alastair John Richard Nuttall (Senior Statutory Auditor)

For and on behalf of RSM UK Audit LLP,
Statutory Auditor

Chartered Accountants

25 Farringdon Street
London
EC4A 4AB
United Kingdom

17 July 2024

CONSOLIDATED INCOME STATEMENT

For the 52 weeks ended 28 April 2024

	Note	Total 52 weeks ended 28 April 2024 (£'m)	Total 53 weeks ended 30 April 2023 (restated)[1] (£'m)
CONTINUING OPERATIONS			
Revenue		5,426.7	5,461.0
Credit account interest		111.0	125.0
Total revenue (including credit account interest)	4	**5,537.7**	**5,586.0**
Cost of sales		(3,121.9)	(3,175.5)
Impairment losses on credit customer receivables	23	(20.6)	(15.5)
Gross profit	4	**2,395.2**	**2,395.0**
Selling, distribution and administrative expenses		(1,886.0)	(1,957.8)
Other operating income	5	10.9	11.7
Property related impairments	17, 18	(14.5)	(99.6)
Exceptional items	6	-	97.1
Profit on sale of properties	7	3.5	95.4
Fair value adjustment to investment properties	18	11.5	(6.5)
Operating profit	4,8	**520.6**	**535.3**
Gain on sale of subsidiaries	16	25.0	17.6
Investment income	10	78.4	112.6
Investment costs	11	(68.9)	(4.6)
Finance income	12	43.4	46.1
Finance costs	13	(91.5)	(69.0)
Profit before taxation	4	**507.0**	**638.0**
Taxation	14	(107.9)	(159.3)
Profit after taxation from continuing operations		**399.1**	**478.7**
DISCONTINUED OPERATIONS			
Result from discontinued operation, net of tax	16	(12.5)	26.3
Profit for the period		**386.6**	**505.0**
ATTRIBUTABLE TO:			
Equity holders of the Group		380.8	491.7
Non-controlling interests		5.8	13.3
Profit for the period		**386.6**	**505.0**
		Pence per share	**Pence per share**
Basic earnings per share – Continuing operations	15	89.7	101.2
Basic earnings per share – Discontinued operations	15	(2.9)	5.7
Basic earnings per share – Total	15	**86.8**	**106.9**
Diluted earnings per share – Continuing operations	15	89.7	101.2
Diluted earnings per share – Discontinued operations	15	(2.9)	5.7
Diluted earnings per share - Total	15	**86.8**	**106.9**

(1) Restated to reflect the change in presentation of discontinued operations into a single line, accounting policy regarding the valuation of investment property and reclassification of rental income. Please refer to note 1 for further details.

Discontinued operations relate to MATCHES in the current year and the Group's US retail businesses which were disposed of in the prior year. See note 16.

The accompanying accounting policies and notes form part of these financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the 52 weeks ended 28 April 2024

	Note	52 weeks ended 28 April 2024 (£'m)	53 weeks ended 30 April 2023 (restated)[1] (£'m)
Profit for the period		**386.6**	**505.0**
OTHER COMPREHENSIVE (LOSS)/INCOME			
ITEMS THAT WILL NOT BE RECLASSIFIED SUBSEQUENTLY TO PROFIT OR LOSS			
Fair value movement on long-term financial assets	21	(43.7)	9.9
Remeasurements of defined benefit pension scheme	37	0.4	(0.5)
Fair value adjustment in respect of properties transferred to investment property		1.2	-
ITEMS THAT MAY BE RECLASSIFIED SUBSEQUENTLY TO PROFIT OR LOSS			
Exchange differences on translation of foreign operations	26	(21.7)	13.4
Foreign exchange impact of disposal of discontinued operations	26	-	(1.6)
Fair value movement on hedged contracts - recognised in the period	26,30	25.5	6.5
Fair value movement on hedged contracts – recognised time value of options	26,30	(0.7)	0.7
Fair value movement on hedged contracts - reclassified and reported in sales	26,30	(6.1)	(24.6)
Fair value movement on hedged contracts - reclassified and reported in inventory/cost of sales	26,30	(8.1)	(38.5)
Fair value movement on hedged contracts - taxation taken to reserves	26,30	(2.9)	14.6
OTHER COMPREHENSIVE LOSS FOR THE PERIOD, NET OF TAX		**(56.1)**	**(20.1)**
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		**330.5**	**484.9**
Continuing operations		343.0	460.2
Discontinued operations		(12.5)	24.7
		330.5	**484.9**
ATTRIBUTABLE TO:			
Equity holders of the Group		324.7	471.6
Non-controlling interest		5.8	13.3
		330.5	**484.9**

(1) Restated to reflect the change in accounting policy regarding the valuation of investment property and reclassification of rental income. Please refer to note 1 for further details.

The accompanying accounting policies and notes form part of these financial statements.

CONSOLIDATED BALANCE SHEET

As at 28 April 2024

Company number: 06035106

	Note	28 April 2024	30 April 2023 (restated)[1]	24 April 2022 (restated)[1]
		(£'m)	(£'m)	(£'m)
ASSETS - NON CURRENT				
Property, plant and equipment	17	962.6	1,132.0	1,011.0
Investment properties	18	350.5	160.0	95.5
Intangible assets	19	42.2	24.1	120.6
Long-term financial assets	21	495.4	289.6	206.6
Investment in associate undertakings	20	18.0	16.9	-
Retirement benefit surplus	37	0.6	0.8	2.2
Deferred tax assets	28	109.6	82.1	100.8
		1,978.9	**1,705.5**	**1,536.7**
ASSETS - CURRENT				
Inventories	22	1,355.3	1,464.9	1,277.6
Trade and other receivables	23	674.9	720.1	841.4
Derivative financial assets	30	87.2	79.3	116.5
Cash and cash equivalents	24	358.6	332.9	336.8
		2,476.0	**2,597.2**	**2,572.3**
Assets in disposal groups classified as held for sale	16	-	-	40.0
TOTAL ASSETS		**4,454.9**	**4,302.7**	**4,149.0**
LIABILITIES - NON CURRENT				
Lease liabilities	27	(533.8)	(560.3)	(503.6)
Borrowings	27	(806.2)	(749.7)	(827.9)
Retirement benefit obligations		(1.8)	(1.7)	(1.6)
Deferred tax liabilities	28	(27.5)	(15.7)	(40.4)
Provisions	29	(247.8)	(290.2)	(433.0)
		(1,617.1)	**(1,617.6)**	**(1,806.5)**
LIABILITIES - CURRENT				
Derivative financial liabilities	30	(62.8)	(66.5)	(107.2)
Trade and other payables	31	(683.9)	(711.9)	(729.8)
Lease liabilities	27	(112.5)	(119.6)	(117.0)
Provisions	29	(11.2)	(16.3)	-
Current tax liabilities		(94.4)	(102.6)	(50.9)
		(964.8)	**(1,016.9)**	**(1,004.9)**
Liabilities in disposal groups classified as held for sale	16	-	-	(22.7)
TOTAL LIABILITIES		**(2,581.9)**	**(2,634.5)**	**(2,834.1)**
NET ASSETS		**1,873.0**	**1,668.2**	**1,314.9**
EQUITY				
Share capital	25	64.1	64.1	64.1
Share premium		874.3	874.3	874.3
Treasury shares reserve	26	(770.6)	(644.2)	(488.9)
Permanent contribution to capital	26	0.1	0.1	0.1
Capital redemption reserve	26	8.0	8.0	8.0
Foreign currency translation reserve	26	25.7	47.4	35.6
Reverse combination reserve	26	(987.3)	(987.3)	(987.3)
Own share reserve	26	(66.8)	(66.8)	(66.8)
Hedging reserve	26	21.7	14.0	55.3
Share based payment reserve		51.4	33.1	14.1
Revaluation reserve	26	1.2	-	-
Retained earnings		2,623.0	2,285.5	1,784.4
Issued capital and reserves attributable to owners of the parent		**1,844.8**	**1,628.2**	**1,292.9**
Non-controlling interests		28.2	40.0	22.0
TOTAL EQUITY		**1,873.0**	**1,668.2**	**1,314.9**

(1) Restated to reflect the change in accounting policy regarding the valuation of investment property and reclassification of rental income. Please refer to note 1 for further details.

The accompanying accounting policies and notes form part of these Financial Statements. The Financial Statements were approved by the Board on 17 July 2024 and were signed on its behalf by:

Chris Wootton

Chief Financial Officer

CONSOLIDATED CASH FLOW STATEMENT

For the 52 weeks ended 28 April 2024

	Note	52 weeks ended 28 April 2024 (£'m)	53 weeks ended 30 April 2023 (restated)[1] (£'m)
Profit before income tax from:			
Continuing operations		507.0	638.0
Discontinued operation		(12.5)	26.4
Profit before taxation including discontinued operations		**494.5**	**664.4**
Net finance costs		49.6	23.0
Net investment income		(9.5)	(108.0)
Gain on disposal of subsidiaries		(20.9)	(43.9)
Depreciation of property, plant and equipment		282.8	262.3
Amortisation of intangible assets		1.8	6.9
Net impairment of tangible and intangible assets and investment properties		21.4	239.7
Loss/(gain) on modification/remeasurement of lease liabilities		6.6	(26.8)
Profit on disposal of property, plant and equipment		(3.5)	(95.4)
Fair value adjustments in respect of investment property		(11.5)	6.5
Fair value gain on recognition of associated undertaking		-	(16.9)
Gain on bargain purchase	32	(0.7)	(56.1)
Employee bonus scheme charge		23.4	19.0
Pension contributions less income statement charge		0.6	0.9
Operating cash inflow before changes in working capital		**834.6**	**875.6**
(Increase)/decrease in receivables		(47.4)	95.8
Decrease/(increase) in inventories		114.1	(71.6)
Decrease in payables		(42.6)	(132.4)
Decrease in provisions		(47.5)	(132.5)
Cash inflows from operating activities		**811.2**	**634.9**
Income taxes paid		(129.0)	(93.2)
Net cash inflows from operating activities		**682.2**	**541.7**
Proceeds on disposal of property, plant and equipment and investment property		55.9	14.8
Proceeds from sale and leaseback transactions		-	185.6
Proceeds on disposal of listed investments	21	133.3	172.4
Proceeds in relation to equity derivatives		58.0	66.2
Disposal of subsidiary undertakings	16	25.0	46.5
Purchase of subsidiaries, net of cash acquired	16, 32	(60.9)	(28.0)
Purchase of property, plant and equipment, intangible assets and investment property	17, 18, 19	(267.2)	(469.4)
Purchase of listed investments	21	(382.6)	(243.3)
Decrease in deposits relating to equity derivatives	23	51.1	53.8
Investment income received		2.3	3.0
Finance income received		29.3	20.1
Net cash outflows from investing activities		**(355.8)**	**(178.3)**
Lease payments		(162.8)	(140.7)
Finance costs paid		(64.9)	(50.5)
Borrowings drawn down	27	482.1	616.8
Borrowings repaid	27	(425.6)	(695.0)
Proceeds from sale and leaseback transactions		-	54.5
Dividends paid to non-controlling interests		-	(0.7)
Purchase of own shares		(126.4)	(155.3)
Net cash outflows from financing activities		**(297.6)**	**(370.9)**
Net increase/(decrease) in cash and cash equivalents including overdrafts		**28.8**	**(7.5)**
Exchange movement on cash balances		(3.1)	3.6
Cash and cash equivalents including overdrafts at beginning of period		**332.9**	**336.8**
Cash and cash equivalents including overdrafts at the period end	**24**	**358.6**	**332.9**

(1) Restated to reflect the change in accounting policy regarding the valuation of investment property. Please refer to note 1 for further details.

The accompanying accounting policies and notes form part of these Financial Statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the 52 weeks ended 28 April 2024

	Share capital	Share premium[1]	Treasury shares	Share-based payment reserve	Foreign currency translation reserve	Own share reserve	Retained earnings	Other[2]	Total attributable to owners of parent	Non-controlling interests	Total
	(£'m)	(£'m)	(£'m)	(£'m)	(£'m)	(£'m)	(£'m)	(£'m)	(£'m)	(£'m)	(£'m)
AT 24 APRIL 2022 (Previously Presented)	**64.1**	**874.3**	**(488.9)**	**14.1**	**35.6**	**(66.8)**	**1,778.1**	**(923.9)**	**1,286.6**	**22.0**	**1,308.6**
Restatement (see note 1)	-	-	-	-	-	-	6.3	-	6.3	-	6.3
At 24 April 2022 (restated)	**64.1**	**874.3**	**(488.9)**	**14.1**	**35.6**	**(66.8)**	**1,784.4**	**(923.9)**	**1,292.9**	**22.0**	**1,314.9**
Acquisitions	-	-	-	-	-	-	-	-	-	4.0	4.0
Share scheme	-	-	-	19.0	-	-	-	-	19.0	-	19.0
Purchase of own shares	-	-	(155.3)	-	-	-	-	-	(155.3)	-	(155.3)
Dividends paid to non-controlling interests	-	-	-	-	-	-	-	-	-	0.7	0.7
Transactions with owners in their capacity as owners	**-**	**-**	**(155.3)**	**19.0**	**-**	**-**	**-**	**-**	**(136.3)**	**4.7**	**(131.6)**
Profit for the financial period (restated)	-	-	-	-	-	-	491.7	-	491.7	13.3	505.0
Other comprehensive income											
Cashflow hedges - recognised in the period	-	-	-	-	-	-	-	6.5	6.5	-	6.5
Cashflow hedges - recognised time value of options	-	-	-	-	-	-	-	0.7	0.7	-	0.7
Cashflow hedges - reclassified and reported in sales	-	-	-	-	-	-	-	(24.6)	(24.6)	-	(24.6)
Cashflow hedges - reclassified and reported in inventory/cost of sales	-	-	-	-	-	-	-	(38.5)	(38.5)	-	(38.5)
Cashflow hedges - taxation	-	-	-	-	-	-	-	14.6	14.6	-	14.6
Fair value adjustment in respect of long-term financial assets – recognised	-	-	-	-	-	-	9.9	-	9.9	-	9.9
Remeasurements of defined benefit pension scheme	-	-	-	-	-	-	(0.5)	-	(0.5)	-	(0.5)
Foreign exchange impact of disposal of discontinued operations	-	-	-	-	(1.6)	-	-	-	(1.6)	-	(1.6)
Translation differences – Group	-	-	-	-	13.4	-	-	-	13.4	-	13.4
Total comprehensive income for the period	**-**	**-**	**-**	**-**	**11.8**	**-**	**501.1**	**(41.3)**	**471.6**	**13.3**	**484.9**
At 30 April 2023 (restated)	**64.1**	**874.3**	**(644.2)**	**33.1**	**47.4**	**(66.8)**	**2,285.5**	**(965.2)**	**1,628.2**	**40.0**	**1,668.2**
Acquisitions[3]	-	-	-	-	-	-	-	-	-	(17.6)	(17.6)
Share scheme	-	-	-	18.3	-	-	-	-	18.3	-	18.3
Purchase of own shares	-	-	(126.4)	-	-	-	-	-	(126.4)	-	(126.4)
Transactions with owners in their capacity as owners	**-**	**-**	**(126.4)**	**18.3**	**-**	**-**	**-**	**-**	**(108.1)**	**(17.6)**	**(125.7)**
Profit for the financial period	-	-	-	-	-	-	380.8	-	380.8	5.8	386.6
Other comprehensive income											
Cashflow hedges - recognised in the period	-	-	-	-	-	-	-	25.5	25.5	-	25.5
Cashflow hedges - recognised time value of options	-	-	-	-	-	-	-	(0.7)	(0.7)	-	(0.7)
Cashflow hedges - reclassified and reported in sales	-	-	-	-	-	-	-	(6.1)	(6.1)	-	(6.1)
Cashflow hedges - reclassified and reported in inventory/cost of sales	-	-	-	-	-	-	-	(8.1)	(8.1)	-	(8.1)
Cashflow hedges - taxation	-	-	-	-	-	-	-	(2.9)	(2.9)	-	(2.9)
Fair value adjustment in respect of long-term financial assets	-	-	-	-	-	-	(43.7)	-	(43.7)	-	(43.7)
Fair value adjustment in respect of investment properties	-	-	-	-	-	-	-	1.2	1.2	-	1.2
Remeasurements of defined benefit pension scheme	-	-	-	-	-	-	0.4	-	0.4	-	0.4
Translation differences - Group	-	-	-	-	(21.7)	-	-	-	(21.7)	-	(21.7)
Total comprehensive income for the period	**-**	**-**	**-**	**-**	**(21.7)**	**-**	**337.5**	**8.9**	**324.7**	**5.8**	**330.5**
At 28 April 2024	**64.1**	**874.3**	**(770.6)**	**51.4**	**25.7**	**(66.8)**	**2,623.0**	**(956.3)**	**1,844.8**	**28.2**	**1,873.0**

(1) The share premium account is used to record the excess proceeds over nominal value on the issue of shares.

(2) Other reserves comprise permanent contribution to capital, capital redemption reserve, reverse combination reserve, the hedging reserve and the revaluation reserve. All movements in the period related to the hedging reserve (note 26). Equity as at 24 April 2022 and the results for the financial period ended 30 April 2023 have been restated to reflect the change in accounting policy regarding the valuation of investment property and reclassification of rental income. Please refer to note 1 for further details.

(3) In the current period, the Group increased its ownership in Sports Direct Malaysia. See Note 26.

The accompanying accounting policies and notes form part of these Financial Statements.

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 28 April 2024

1. ACCOUNTING POLICIES

Frasers Group plc (Company number: 06035106) is a company incorporated and domiciled in the United Kingdom, its shares are listed on the London Stock Exchange. The registered office is Unit A, Brook Park East, Shirebrook, NG20 8RY. The principal activities and structure of the Group can be found in the Directors' Report and the 'Our Business' section.

Basis of Preparation

The consolidated Financial Statements have been prepared in accordance with UK-adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006. The consolidated Financial Statements have been prepared under the historical cost convention, as modified to include fair valuation of certain financial assets, investment properties, derivative financial instruments and non-controlling interests.

The accounting policies set out below have been applied consistently to all periods in these Financial Statements and have been applied consistently by all Group entities.

The financial statements are prepared in sterling, which is the functional currency of the Group. The numbers presented in the Financial Statements have been rounded to the nearest million, unless otherwise stated.

Going Concern

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Chief Executive's Report and Business Review.

The financial position of the Group, its cash flows, liquidity position and borrowing facilities are described in the Financial Review. In addition, the financial statements include the Group's objectives, policies and processes for managing its capital, its financial risk management objectives, details of its financial instruments and hedging activities, and its exposures to credit risk and liquidity risk.

The Group is profitable, highly cash generative and has considerable financial resources. The Group is able to operate within its banking facilities and covenants, which run until November 2026, and is well placed to take advantage of strategic opportunities as they arise. As a consequence, the Directors believe that the Group is well placed to manage its business risks successfully despite the continued uncertain economic outlook.

Management have assessed the level of trading and have forecast and projected a conservative base case and also a number of even more conservative scenarios, including taking into account the Group's open positions in relation to strategic investment options. These forecasts and projections show that the Group will be able to operate within the level of the current facility and its covenant requirements (being interest cover and net debt to EBITDA ratios). Management also has a number of mitigating actions which could be taken if required such as selling strategic investments at a discount to the market price if a significant share price fall occurred, reducing capital expenditure, putting on hold discretionary spend, liquidating certain assets on the Balance Sheet and paying down the Group Financing Facility. See the Viability Statement for further details.

Having thoroughly reviewed the performance of the Group and Parent Company and having made suitable enquiries, the Directors are confident that the Group and Parent Company have adequate resources to remain in operational existence for the foreseeable future which is at least 12 months from the date of these financial statements. Trading would need to fall significantly below levels observed during the pandemic to require mitigating actions or a relaxation of covenants. On this basis, the Directors continue to adopt the going concern basis for the preparation of the Annual Report and financial statements which is a period of at least 12 months from the date of approval of these financial statements.

Basis of Consolidation

The consolidated Financial Statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) each year. Control is achieved when the Company:

- has the power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses 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 listed above.

When the Company has less than a majority of the voting rights of an investee, it considers that it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the year are included in profit or loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Other non-controlling interests are initially measured at fair value. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of the subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control of a subsidiary, the gain or loss on disposal recognised in profit or loss is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as required/permitted by applicable IFRS Standards). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9 when applicable, or the cost on initial recognition of an investment in an associate or a joint venture.

Business Combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of assets transferred to the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interest issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 and IAS 19 respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

For business combinations achieved in stages, the Group remeasures its previously held equity interest in the acquiree at its acquisition date fair value and recognises the resulting gain or loss, if any, in the Income Statement as appropriate.

Associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these Financial Statements using the equity method of accounting, except when the investment is classified as held for sale, in which case it is accounted for in accordance with IFRS 5.

Under the equity method, an investment in an associate is recognised initially in the consolidated Balance Sheet at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of IAS 36 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate. When the Group retains an interest in the former associate and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with IFRS 9. The difference between the carrying amount of the associate at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the associate is disposed of.

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities. When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated Financial Statements only to the extent of interests in the associate that are not related to the Group.

Revenue Recognition

Revenue with customers is measured based on the five-step model under IFRS 15: 'Revenue from Contracts with Customers':

1. identify the contract with the customer;
2. identify the performance obligations in the contract;
3. determine the transaction price;
4. allocate the transaction price to separate performance obligations in the contract; and
5. recognise revenues when (or as) each performance obligation is satisfied.

Revenue is measured at the fair value of the consideration received, or receivable, and represents amounts receivable for goods supplied, stated net of discounts, returns and value added taxes. Customers have a right of return within a specified period and this gives rise to variable consideration under IFRS 15. The right of return asset is recognised within inventory, with the refund liability due to customers on return of their goods recognised within trade and other payables.

In the case of goods sold through retail stores, revenue is recognised when we have satisfied the performance obligation of transferring the goods to the customer at the point of sale, less provision for returns. Accumulated experience is used to estimate and provide for such returns at the time of the sale. Retail sales are usually in cash, by debit card or by credit card.

In the case of goods sold on the internet where the customer has opted for delivery or click and collect, revenue is recognised when we have satisfied the performance obligation of transferring the goods to the customer, which is at the point of delivery to the customer. Transactions are settled by credit card, debit card or credit account. Provisions are made for internet credit notes based on the expected level of returns using the expected value method, which in turn is based upon the historical rate of returns.

In the case of goods sold to other businesses via wholesale channels, revenue is recognised when we have satisfied the performance obligation of transferring the goods to the customer upon delivery. Payment terms are generally 30-60 days with no right of return.

In the case of income generated from trademarks and licences, revenue is recognised based either on a fixed fee basis or based on sales with specified minimum guarantee amounts in accordance with the relevant agreements. If the sales-based royalty is not expected to clearly exceed the minimum guarantee threshold, revenue is recognised over the rights period measured on the basis of the fixed guaranteed consideration. Revenue above the minimum guarantee threshold is recognised as earned based on the contractual royalty rate applied to the sales.

Revenue from gym membership fees is stated exclusive of value added tax and comprises monthly membership fees, non-refundable joining fees and longer term membership fees recognised during the period.

Membership income is recognised and spread over the period to which it relates, being the period of the Group's performance obligations, with any subscriptions in advance of the period to which they relate being recognised as contract liabilities. Joining fee income is recognised over time, on a straight-line basis over the expected duration of the membership. Gym retail income is recognised at the point of sale. Other revenue includes various ancillary revenue streams, which are recognised in the period to which they relate. Total revenue from gyms recognised in FY24 is £56.8m (FY23: £54.2m) and is recognised in the UK Sports segment.

In the case of revenue from third party commission on concession sales within the House of Fraser department stores, this is recognised when goods are sold to the customer. As we act as the agent this is stated at the value of the commission that the Group receives on the transaction rather than the gross revenue from the sale of the concessionaires' goods.

The Group operates loyalty programmes which allow members to accumulate points on purchases and receive exclusive offers and benefits. The fair value of the points awarded to customers is determined relative to the total transaction price and accounted for as a separate identifiable component of a sales transaction. Revenue is deferred to match the estimated value of earned loyalty points. Deferred revenue is adjusted for the value of points that are not expected to be redeemed by customers based on historical redemption rates. When the points are redeemed and the Group fulfils its obligations pursuant to the programmes, the revenue that was deferred is recognised. In the UK points awarded expire following a period of 12 months of inactivity, in Spain they are valid until the end of the following calendar year. The new Frasers Plus loyalty program currently includes points that do not expire however the Group may introduce an expiry at a later time including in respect of pending or active points already earned.

Revenue from gift cards and vouchers is recognised when the cards or vouchers are redeemed by the customer, breakage is recognised when the likelihood of the card or voucher being redeemed is remote or has expired. For gift cards monies received represent deferred revenue prior to the redemption.

Credit account interest revenue related to interest charged on trade receivables in Frasers Group Financial Services Limited (formerly Studio Retail Limited) is determined using the effective interest method. Credit account interest revenue is calculated on the gross carrying amount of the financial asset unless the financial asset is impaired, in which case the interest revenue is calculated on the amortised cost, after allowance for expected credit losses. Credit account interest revenue is recognised over time.

Exceptional Items

The Group presents exceptional items on the face of the Income Statement. These are significant items of income and expense which, because of their size, nature and infrequency of the events giving rise to them, merit separate presentation to allow shareholders to better understand the elements of financial performance in the year, so as to facilitate comparison with prior periods and assess trends in financial performance more readily.

Finance Income

Finance income is reported on an accruals basis using the effective interest method.

Finance Costs

Finance costs are recognised on an accruals basis in the period in which they are incurred using the effective interest method.

Taxation

Tax expense comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent it relates to items recognised in other comprehensive income or directly in equity. The income tax expense or credit for the period is the tax payable on taxable income for the current period, based on the applicable income tax rate for each jurisdiction, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused losses.

Deferred taxation is calculated using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated Financial Statements. However, if the deferred tax arises from the initial recognition of goodwill or initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss, it is not accounted for. Deferred tax on temporary differences associated with shares in subsidiaries is not provided if reversal of these temporary differences can be controlled by the Group and it is probable that reversal will not occur in the foreseeable future. In addition, tax losses available to be carried forward as well as other income tax credits to the Group are assessed for recognition as deferred tax assets. Deferred tax is determined using tax rates and laws that have been enacted (or substantively enacted) by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax liabilities are provided in full.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same tax authority.

Changes in current and deferred tax assets or liabilities are recognised as a component of tax expense in the Income Statement, except where they relate to items that are recorded in other comprehensive income or charged or credited directly to equity in which case the related deferred tax is also charged to other comprehensive income or credited directly to equity. Deferred tax assets and liabilities are not discounted.

Goodwill

Goodwill arising on consolidation is recognised as an asset and reviewed for impairment at least annually or when a change in circumstances or situation indicates that the goodwill has suffered an impairment loss. The need for impairment is tested by comparing the recoverable amount of the cash-generating unit (CGU) to which the goodwill balance has been allocated, which is the higher of fair value less costs to sell and value in use, to the carrying value of the goodwill balance and other assets allocated to the CGU. Any impairment is recognised immediately in the Income Statement. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of a business include the amount of goodwill relating to that business.

When the non-controlling interest of an existing subsidiary is acquired the carrying value of the non-controlling interests in the Balance Sheet is eliminated. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid is recognised directly in equity.

Other Intangible Assets

Brands, trademarks, licences and customer related intangibles that are internally generated are not recorded on the Balance Sheet. Acquired brands, trademarks, licences and customer related intangibles are initially carried on the Balance Sheet at cost. The fair value of brands, trademarks, licences and customer related intangibles that are acquired by virtue of a business combination is determined at the date of acquisition and is subsequently assessed as being the deemed cost to the Group.

Expenditure on advertising and promotional activities is recognised as an expense as incurred.

Amortisation is provided on brands, trademarks, licences and customer related intangibles with a definite life on a straight line basis over their useful economic lives of between 1 to 15 years and is accounted for within the selling, distribution and administrative expenses category within the Income Statement.

Property, Plant and Equipment

Property, plant and equipment are stated at historical cost less depreciation less any recognised impairment losses. Cost includes expenditure that is directly attributable to the acquisition or construction of these items. Subsequent costs are included in the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Group and the costs can be measured reliably.

All other costs, including repairs and maintenance costs and labour costs are charged to the Income Statement in the period in which they are incurred.

Depreciation is provided on all property, plant and equipment other than freehold land and is calculated on a straight-line basis, whichever is deemed by the directors to be more appropriate, to allocate cost less assessed residual value, other than assets in the course of construction, over the estimated useful lives, as follows:

- Freehold buildings – 15 years - straight line
- Leasehold improvements – 5 years or over the term of the lease, whichever is shortest - straight line
- Plant and equipment – 5 years - straight line

A full year of depreciation is charged on all additions in property, plant and equipment made in the first nine months of the period. The assets' useful lives and residual values are reviewed and, if appropriate, adjusted at each balance sheet date. The gain or loss arising on disposal or scrapping of an asset is determined as the difference between the sales proceeds, net of selling costs, and the carrying amount of the asset and is recognised in the Income Statement within administrative expenses.

Property, plant and equipment where the carrying amount is recovered principally through a sales transaction and where a sale is considered to be highly probable are stated at the lower of carrying value and fair value less costs to sell.

Investment Properties

Investment properties, which are defined as property held for rental income or capital appreciation, are initially measured at cost being purchase price and directly attributable expenditure. Where the intention is to hold property as owner occupied, this is initially recognised as property, plant and equipment at cost. All leases that meet the definition of investment property are classified as investment property and measured at fair value. Investment property is measured initially at its cost, including related transaction costs.

After initial recognition, investment property is carried at fair value. Investment property that is being redeveloped for continuing use as investment property or for which the market has become less active continues to be measured at fair value.

Fair value is based on active market prices, adjusted for differences in the nature, location or condition of the specific asset. If this information is not available, the Group uses alternative valuation methods, such as recent prices on less active markets or discounted cash flow projections. Valuations are performed as at the financial position date by professional valuers who hold recognised and relevant professional qualifications and have recent experience in the location and category of the investment property being valued. These valuations form the basis for the carrying amounts in the consolidated financial statements.

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the cost of the replacement is included in the carrying amount of the property and the fair value is reassessed.

If a valuation obtained for a property held under a lease is net of all payments expected to be made, any related lease liability recognised separately in the consolidated statement of financial position is added back, to arrive at the carrying value of the investment property for accounting purposes.

Changes in fair values are recognised in the income statement in the period in which they arise. Investment properties are derecognised when they have been disposed of. Where the Group disposes of a property at fair value in an arm's length transaction, the carrying value immediately prior to the sale is adjusted to the transaction price and the adjustment is recorded in the income statement within net gain from fair value adjustment on investment property.

If an investment property becomes owner occupied, it is reclassified as property, plant and equipment. Its fair value as at the date of reclassification becomes its cost for subsequent accounting purposes.

If an item of owner-occupied property becomes an investment property because its use has changed, any difference resulting between the carrying amount and the fair value of this item as at the date of transfer is treated in the same way as a revaluation under IAS 16. Any resulting increase in the carrying amount of the property is recognised in the income statement to the extent that it reverses a previous impairment loss, with any remaining increase recognised in other comprehensive income and increased directly in revaluation surplus within equity. Any resulting decrease in the carrying amount of the property is initially charged in other comprehensive income against any previously recognised revaluation surplus, with any remaining decrease charged to the income statement. See Note 18 for further details.

Impairment of Assets other than Goodwill

At each balance sheet date, the Directors review the carrying amounts of the Group's tangible and intangible assets, other than goodwill, to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset in its current condition is estimated in order to determine the extent of the impairment loss, if any. Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the CGU to which the asset belongs. With respect to property, plant and equipment, each store is considered to be a CGU and reviewed for impairment whereby changes in circumstances indicate that the recoverable amount is lower than the carrying value. Judgement is required as to whether online sales, and associated costs, could be attributed to stores for the purpose of calculating the value-in-use of each store CGU in relation to property impairments. The Group does not include these in the calculation of value-in-use of each store CGU.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (CGU) is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease to the original historic cost and then as an expense.

Impairment losses recognised for CGUs to which goodwill has been allocated are charged initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the CGU.

Where an impairment loss subsequently reverses, the carrying amount of the asset (CGU) excluding goodwill, is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (CGU) in prior periods. A reversal of an impairment loss is recognised in the Income Statement immediately.

Assets Held For Sale

Non-current assets classified as held for sale are presented separately and measured at the lower of their carrying amounts immediately prior to their classification as held for sale and their fair value less costs to sell. Once classified as held for sale, the assets are not subject to depreciation or amortisation.

Discontinued Operations

A discontinued operation is a component of the Group's business that represents a separate major line of business or geographical area of operations that has been disposed of or is held for sale, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. When an operation is classified as a discontinued operation, the results are presented separately in the consolidated financial statements and the comparative income statement is restated as if the operation had been discontinued from the start of the comparative period.

Inventories

Inventories are valued at the lower of cost and net realisable value. Cost includes the purchase price of the manufactured products, materials, direct labour and transport costs. Cost is calculated using the weighted average cost method. Net realisable value is based on the estimated selling price less all estimated selling costs.

The Group receives trade discounts and rebates from suppliers based upon the volume of orders placed in a given time window. Typical discounts and rebates received by the Group include early settlement discounts, volume rebates on inventory purchases, supplier rebates based on faulty goods, and marketing support. Where there is sufficient certainty that a discount or rebate will be received in the future that relates to historic purchases this is reflected in the cost of inventories. Where the receipt of rebates is uncertain, the cost of inventories is held at full cost price until the rebate is received. Recognised rebates are released to the Income Statement to the extent that the stock has been sold.

Cash and Cash Equivalents

Cash and cash equivalents include cash in hand and deposits held on call, together with other short term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Financial Instruments

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

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

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

Financial Assets

Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with IFRS 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- amortised cost
- fair value through profit or loss (FVTPL)
- fair value through other comprehensive income (FVOCI)

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs or finance income, except for impairment of trade receivables and amounts due from related parties which are presented within selling, distribution and administrative expenses. Impairment losses in respect of credit customer receivables are disclosed separately on the face of the Income Statement.

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income or realising cash flows from the sale of assets;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model and how those risks are managed;
- how managers of the business are compensated; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows; and
- terms that may adjust the contractual coupon rate.

Subsequent Measurement of Financial Assets

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

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

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit and loss. Further, financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply (see below).

Assets in this category are measured at fair value with gains or losses recognised in profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

Financial assets at fair value through other comprehensive income (FVOCI)

On initial application of IFRS 9 the Group made the irrevocable election to account for long term financial assets at fair value through other comprehensive income (FVOCI) given these are not held for trading purposes. The election is made on an instrument-by-instrument basis. Only qualifying dividend income is recognised in profit and loss; changes in fair value are recognised within OCI and never reclassified to profit and loss, even if the asset is impaired, sold or otherwise derecognised.

Impairment of financial assets

IFRS 9's impairment requirements use more forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. Instruments within the scope of the requirements include trade receivables, other receivables, amounts due from related parties, and loan commitments and some financial guarantee contracts (for the issuer) that are not measured at fair value through profit or loss.

Other receivables and amounts due from related parties

Recognition of credit losses is no longer dependent on the Group first identifying a credit loss event. Instead, the Group considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial assets that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1');
- financial assets that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2'); and
- financial assets where the credit risk has increased to a point at which it is considered credit impaired ('Stage 3')

'12-month expected credit losses' are recognised for the first category while 'lifetime expected credit losses' are recognised for the second and third categories.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

Trade receivables

The Group makes use of a simplified approach in accounting for trade receivables and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. In calculating, the Group uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix.

Credit customer receivables

12-month ECLs are used for Stage 1 performing assets and a lifetime ECL is used for stages 2 and 3. An asset will move from Stage 1 to Stage 2 when there is evidence of significant increase in credit risk since the asset originated and into Stage 3 when it is credit impaired. Should the credit risk improve so that the assessment of credit risk at the reporting date is considered not to be significant any longer, assets return to an earlier stage in the ECL model.

A financial asset is considered to have experienced a significant increase in credit risk since initial recognition where there has been a significant increase in the remaining lifetime probability of default of the asset. The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due, and/or has been placed on an arrangement to pay less than the standard required minimum payment (except where a payment holiday was granted in response to Covid-19) or has had interest suspended.

In line with IFRS 9, a financial asset is considered to be in default when it is more than 90 days past due and/or when the borrower is unlikely to pay its obligations in full.

Days past due are determined by counting the number of days since the earliest elapsed due date in respect of which the minimum payment has not been received. Due dates are determined without considering any grace period that might be available to the borrower.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis based on the Group's historical experience and informed credit assessment including forward-looking information.

The key assumptions in the ECL calculations are:

- Probability of Default ("PD") - an estimate of the likelihood of default over 12 months and the expected lifetime of the debt;
- Exposure at Default ("EAD") - an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by the contract or otherwise, and accrued interest from missed payments; and
- Loss Given Default ("LGD") - an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the Group would expect to receive, discounted at the original effective interest rate. The key areas of estimation are around the value that the Group will recover in respect of the defaulted debt and the timing of such recoveries.

The Group incorporates forward-looking information into its measurement of ECLs. This is achieved by developing four potential economic scenarios and modelling ECLs for each scenario. The outputs from each scenario are combined; using the estimated likelihood of each scenario occurring to derive a probability weighted ECL.

Management judgement is required in setting assumptions around probabilities of default and the weighting of economic scenarios in particular, which have a material impact on the results indicated by the ECL model.

IFRS 9 Financial instruments paragraph 5.5.20 ordinarily requires an entity to not only consider a loan, but also the undrawn commitment and the ECL in respect of the undrawn commitment, where its ability to cancel or demand repayment of the facility does not limit its exposure to the credit risk of the undrawn element. However, the guidance in IFRS 9 on commitments relates only to commitments to provide a loan (that is, a commitment to provide financial assets, such as cash) and excludes from its scope rights and obligations from the delivery of goods as a result of a contract with a customer within the scope of IFRS 15 Revenue from contracts with customers (that is, a sales commitment). Thus, the sales commitment (unlike a loan commitment) is not a financial instrument, and therefore the impairment requirements in IFRS 9 do not apply until delivery has occurred and a receivable has been recognised.

Acquired loans that meet the Group's definition of default (i.e., those that are more than 90 days past due and/or when the borrower is unlikely to pay its obligations in full) at acquisition are treated as purchased or originated credit-impaired ("POCI") assets. These assets attract a lifetime ECL allowance over the full term of the loan, even when these loans no longer meet the definition of default post acquisition. The Group does not originate credit-impaired loans.

Loss allowances for financial assets are deducted from the gross carrying amount of the asset. Impairment losses related to the Group's credit customers are separately disclosed in the consolidated income statement.

Financial Liabilities

Classification and measurement of financial liabilities

The Group's financial liabilities include borrowings and lease liabilities, trade and other payables and derivative financial instruments.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at fair value through profit or loss. Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss (other than derivative financial instruments that are designated and effective as hedging instruments).

All interest-related charges and, if applicable, fair value changes in currency derivative instruments that are reported in profit or loss are included within finance costs or finance income. Fair value changes in equity derivative financial instruments are recognised in investment income or investment costs.

Derivative financial instruments and hedge accounting

Derivative financial instruments are accounted for at fair value through profit and loss (FVTPL) except for derivatives designated as hedging instruments in cash flow hedge relationships, which require a specific accounting treatment. To qualify for hedge accounting, the hedging relationship must meet all of the following requirements:

- there is an economic relationship between the hedged item and the hedging instrument;
- the effect of credit risk does not dominate the value changes that result from that economic relationship; and
- the hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the entity actually hedges and the quantity of the hedging instrument that the entity actually uses to hedge that quantity of hedged item.

Written option contracts do not qualify for hedge accounting and fair value movements are recognised directly in the Income Statement.

For the reporting periods under review, the Group has designated certain forward currency contracts and options as hedging instruments in cash flow hedge relationships. These arrangements have been entered into to mitigate foreign currency exchange risk arising from certain highly probable sales and purchases transactions denominated in foreign currencies.

All derivative financial instruments used for hedge accounting are recognised initially at fair value and reported subsequently at fair value in the Balance Sheet.

To the extent that the hedge is effective, changes in the fair value of derivatives designated as hedging instruments in cash flow hedges are recognised in other comprehensive income and included within the cash flow hedge reserve in equity. The level of ineffectiveness is assessed as part of the valuation process undertaken at each half year end date. As part of this we consider the qualitative assessments that were made on inception, as detailed above, and also quantitatively measure the ineffectiveness of the hedge. In order to measure actual ineffectiveness which should be recorded in profit or loss, a hypothetical derivative is constructed on each review date to model the change in the fair value of the hedged item. The terms of the hypothetical derivative match that of the contract with a fair value of £nil at inception. Any ineffectiveness in the hedge relationship is recognised immediately in profit or loss.

At the time the hedged item affects profit or loss, any gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and presented as a reclassification adjustment within other comprehensive income. However, if a non-financial asset or liability is recognised as a result of the hedged transaction, the gains and losses previously recognised in other comprehensive income are included in the initial measurement of the hedged item.

If a forecast transaction is no longer expected to occur, any related gain or loss recognised in other comprehensive income is transferred immediately to profit or loss. If the hedging relationship ceases to meet the effectiveness conditions or when the relationship no longer meets the criteria for hedge accounting, hedge accounting is discontinued and the related gain or loss is held in the equity reserve until the forecast transaction occurs.

Provisions

A provision is recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The Group provides for its legal responsibility for dilapidation costs in accordance with the terms of lease agreements, following advice from chartered surveyors and based on previous experience of exit costs. The estimated cost of fulfilling the leasehold dilapidations obligations is discounted to present value and analysed between non-capital and capital components. The capital element is recognised as part of the cost of the right-of-use asset and is depreciated over the life of the asset. The non-capital element is taken to the Income Statement in the first year of the lease where the cost it represents is of no lasting benefit to the Group or its landlord. 'Wear and tear' costs are expensed to the Income Statement. Provisions for onerous lease contracts are recognised when the Group believes the unavoidable costs of meeting the lease obligations exceed the economic benefits expected to be received under the lease. Legal provisions (including settlements and court fees) are recognised based on advice from the Group's lawyers when it is probable that there will be an outflow of resources and a reliable estimate can be made.

Other provisions include management's best estimate of restructuring, employment related costs and other claims.

Any reimbursement that the Group is virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

No liability is recognised if an outflow of economic resources as a result of present obligations is not probable. Such situations are disclosed as contingent liabilities unless the outflow of resources is remote.

Leases

The Group assesses whether a contract is or contains a lease, at inception of the contract. Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate implicit in the lease unless (as is typically the case) this is not readily determinable, in which case the Group's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments such as revenue linked property leases are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favour of the Group if it is reasonably certain that the option will be exercised; and
- any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of the termination option being exercised.

Subsequent to initial measurement, lease liabilities increase as a result of interest charged at the effective rate on the balance outstanding and are reduced for lease payments made.

Right-of-use assets are initially measured at the amount of the lease liability, reduced for any lease incentives (payments made by a lessor to a lessee associated with a lease, or the reimbursement or assumption by a lessor of costs of a lessee) received or impairment, and increased for:

- lease payments made at or before commencement of the lease;
- initial direct costs incurred; and
- the amount of any provision recognised where the Group is contractually required to dismantle, remove or restore the leased asset, providing it meets the Group's property, plant and equipment capitalisation policy.

When an indication of impairment is identified, right-of-use assets are tested for impairment in accordance with IAS 36 by comparing the recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. The right-of-use assets are presented within property, plant and equipment in the consolidated Balance Sheet.

Subsequent to initial measurement, right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if this is judged to be shorter than the lease term.

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at a revised discount rate. The carrying value of lease liabilities is revised using the original discount rate when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

When the Group renegotiates the contractual terms of a lease with the lessor, the accounting depends on the nature of the modification:

- If the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease in accordance with the above policy.
- In all other cases where the renegotiation increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount.
- If the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date. The right-of-use asset is adjusted by the same amount.

Sale and leaseback

On entering into a sale and leaseback transaction the Group determines whether the transfer of the assets qualifies as a sale (satisfying a performance obligation in IFRS 15 'Revenue from Contracts with Customers'). Where the transfer is a sale and providing the transaction is on market terms then the previous carrying amount of the underlying asset is split between:

- a right-of-use asset arising from the leaseback (being the proportion of the previous carrying amount of the asset that relates to the rights retained); and
- the rights in the underlying asset retained by the buyer-lessor at the end of the leaseback.

The Group recognises a portion of the total gain or loss on the sale. The amount recognised is calculated by splitting the total gain or loss into:

- an unrecognised amount relating to the rights retained by the seller-lessee; and
- a recognised amount relating to the buyer-lessor's rights in the underlying asset at the end of the leaseback.

The leaseback itself is then accounted for under IFRS 16.

Rental income from operating leases where the Group acts as a lessor is recognised on a straight-line basis over the term of the relevant lease.

Treasury Shares

The purchase price of the Group's own shares that it acquires is recognised as 'Treasury shares' within equity. When shares are transferred out of treasury the difference between the market value and the average purchase price of shares sold out of treasury is transferred to retained earnings.

Employee Benefit Trust

An Employee Benefit Trust has been established for the purposes of satisfying certain share-based awards. The Group has 'de-facto' control over the special purpose entity. This Trust is fully consolidated within the accounts. The cost of shares acquired by the Sports Direct Employee Benefit Trust is recognised within 'Own Share reserve' in equity.

Share-Based Payments

The Group issues equity-settled share-based payments to certain Directors and employees. These are measured at fair value at the date of grant, which is expensed to the consolidated Income Statement on a straight-line basis over the vesting period, with the corresponding credit going to equity.

Non-market vesting conditions are not taken into account in determining grant date fair value. Instead, they are taken into account by adjusting the number of equity instruments expected to vest. At the end of each reporting period the Group revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. Any revisions, if any, are recognised in profit and loss with an adjustment to equity.

Fair value is calculated using an adjusted form of the Black-Scholes model which includes a Monte Carlo simulation model that takes into account the exercise price, the term of the option, the impact of dilution (where material), the share price at grant date and the expected price volatility of the underlying share, the expected dividend yield, and the risk-free interest rate for the term of the scheme. The expected staff numbers used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

For cash-settled share-based payment transactions, the Group measures the services received and the liability incurred at the fair value of the liability. Until the liability is settled, the Group remeasures the fair value of the liability at the end of each reporting period and at the date of settlement, with any changes in fair value recognised in the Income Statement for the period.

The credit for the share based payment charge does not equal the charge per the Income Statement as it excludes amounts recognised in the Balance Sheet in relation to the expected National Insurance contributions for the shares.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recorded at the proceeds received, net of any direct issue costs.

Foreign Currencies

The presentational currency of the Group is sterling. The functional currency of the Company is also sterling. Foreign currency transactions are translated into sterling using the exchange rates prevailing on the dates of the transactions. Exchange differences of the Company arising on the settlement of monetary items, and on the retranslation of monetary items, are included in the Income Statement for the period.

Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in the Income Statement for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in other comprehensive income. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Non-monetary items that are held at valuation are translated at the foreign exchange rate at the date of the valuation.

On consolidation, the assets and liabilities of foreign operations which have a functional currency other than sterling are translated into sterling at foreign exchange rates ruling at the balance sheet date. The revenues and expenses of these subsidiary undertakings are translated at average rates applicable in the period. All resulting exchange differences are recognised in other comprehensive income and documented in a separate component of equity.

When a foreign operation is sold, the cumulative exchange differences that have been recognised as a separate component of equity are reclassified from equity to the Income Statement when the disposal is recognised.

In order to mitigate its exposure to certain foreign exchange risks, the Group enters into forward and option contracts (see Chief Executive's Report and Business Review and the cash flow hedging accounting policy).

Dividends

Dividends are recognised as a liability in the Group's Financial Statements and as a deduction from equity in the period in which the dividends are declared. Where such dividends are proposed subject to the approval of shareholders, the dividends are regarded as declared once shareholder approval has been obtained and they are no longer at the discretion of the Company.

Materiality

In preparing the Financial Statements, the Board considers both quantitative and qualitative factors in forming its judgements, and related disclosures, and is mindful of the need to best serve the interests of its stakeholders and to avoid unnecessary clutter borne of the disclosure of immaterial items.

In making this assessment the Board considers the nature of each item, as well as its size, in assessing whether any disclosure omissions or misstatements could influence the decisions of users of the Financial Statements.

Post-employment Obligations

For defined benefit plans, obligations are measured at discounted present value (using the projected unit credit method) and plan assets are recorded at fair value. The operating and financing costs of such plans are recognised separately in the Group Income Statement and actuarial gains and losses are recognised in the Group statement of comprehensive income/(loss).

Payments to defined contribution schemes are recognised as an expense when they fall due.

Share Buybacks

Share buybacks are undertaken from time to time. Shares purchased are typically held as Treasury shares at the total consideration paid or payable. The Group also uses contingent share purchase contracts and irrevocable closed period buyback programmes; the obligation to purchase shares is recognised in full at the inception of the contract, even when that obligation is conditional on the share price. Any subsequent reduction in the obligation caused by the expiry or termination of a contract is credited back to equity at that time. No gain or loss is recognised on the purchase, sale, issue or cancellation of the Group's own equity instruments.

New Accounting Standards, Interpretations and Amendments Adopted by the Group

The Group has not early adopted any new accounting standard, interpretation or amendment that has been issued but is not effective. The Group has applied for the first time the following new standards:

- IFRS 17 - Insurance contracts
- Disclosure on Accounting Policies — Amendments to IAS 1 and IFRS Practice Statement 2
- Definition of Accounting Estimates — Amendments to IAS 8
- International Tax Reform — Pillar Two Model Rules (Amendments to IAS 12) – application of the exception and disclosure of that fact
- International Tax Reform — Pillar Two Model Rules (Amendments to IAS 12) – other disclosure requirements
- Deferred Tax relating to assets and liabilities arising from a single transaction — Amendments to IAS 12.

By adopting the above, there has been no material impact on the Financial Statements.

International Financial Reporting Standards (“Standards”) in Issue but Not Yet Effective

At the date of authorisation of these consolidated Financial Statements, there are no standards in issue from the International Accounting Standards Board (“IASB”) or International Financial Reporting Interpretations Committee (“IFRIC”) which are effective for annual accounting periods beginning on or after 28 April 2024 that will have a material impact on these Financial Statements.

Restated Financial Information

During the period the Group made several changes including presentation of discontinued operations, operating segments, classification of rental income and changing accounting policy to the fair value model for investment properties. For comparative purposes, the results for the 53-week period ended 30 April 2023, and the restated balance sheet as at 24 April 2022 have been presented showing the new basis of presentation.

1) Change to classification of rental income

As a result of the changes in operating segments, see Note 4, management have concluded that it is more appropriate to disclose rental income received from third parties within revenue from the property segment rather than in other operating income in various retail segments as was previously disclosed.

The impact of this change is to increase reported revenue in the 53-week period ended 30 April 2023 by £29.3m and reducing the amounts reported in other operating income by an equivalent amount.

The changes to our segmental analysis and the reclassification of rental income have no impact on the Group’s profit before tax as previously reported for FY23.

2) Change in accounting policy in respect of investment properties

Following the creation of the Property operating segment, management conducted a review of the accounting treatment of investment properties (properties held to earn rentals or for capital appreciation or both, rather than for use in operations) and concluded that it would be more appropriate to adopt the fair value model set out in paragraphs 33-35 of IAS 40 Investment Property for remeasuring the value of these properties, rather than on the cost model set out in paragraph 56 of the standard, which was previously used. As a result, these assets will not be depreciated but held at fair value with changes in fair value being recorded in the income statement in the period in which they occur.

Management has considered this voluntary change in accounting policy in accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors and concluded that the fair value model results in the financial statements providing reliable and more relevant information. The changes have been applied retrospectively and as such prior period figures have been restated on an equivalent basis to allow for meaningful comparison.

The impact of this change in accounting policy is to increase the carrying value of the Group’s investment properties held on 25 April 2022 by £6.3m, with a corresponding adjustment being made the Group’s opening retained earnings at this date. The carrying value of these assets as at 24 April 2023 increased by £10.0m vs. the amount previously reported, resulting in an increase to profit before tax for the 53-week period ended 2023 of £3.7m and an increase in basic and diluted earnings per share of 0.8p.

This change in accounting policy does not have a material impact on the reported tax charge in the comparative period, nor on the Group’s consolidated cash flow statement.

The impact on APBT for the 53-week period ended 30 April 2023 is summarised as follows:

	FY23
Reported APBT	£478.1m
Impact of change in accounting policy	£3.7m
Revised APBT	**£481.8m**

3) Change in presentation regarding discontinued operations

Management has voluntarily elected to change the presentation of discontinued operations to disclose the impact as a single line in the statement of profit and loss in line with IFRS 5.33.

Impact on the Consolidated Income Statement and Comprehensive Income

53-week period ended 30 April 2023

	Amounts previously reported (£'m)	1) Rental income (£'m)	2) Investment property (£'m)	3) Discontinued operation (£'m)	As restated (£'m)
CONTINUING OPERATIONS					
Revenue	5,449.8	19.7	-	(8.5)	5,461.0
Credit account interest	115.4	9.6	-	-	125.0
Total revenue (including credit account interest)	**5,565.2**	**29.3**	**-**	**(8.5)**	**5,586.0**
Cost of sales	(3,179.9)	-	-	4.4	(3,175.5)
Impairment losses on credit customer receivables	(15.5)	-	-	-	(15.5)
Gross profit	**2,369.8**	**29.3**	**-**	**(4.1)**	**2,395.0**
Selling, distribution and administrative expenses	(1,972.0)	-	10.2	4.0	(1,957.8)
Other operating income	41.1	(29.3)	-	(0.1)	11.7
Property related impairments	(99.6)	-	-	-	(99.6)
Exceptional items	97.1	-	-	-	97.1
Profit on sale of properties	95.4	-	-	-	95.4
Fair value adjustment to investment properties	-	-	(6.5)	-	(6.5)
Operating profit	**531.8**	**-**	**3.7**	**(0.2)**	**535.3**
Gain on sale of subsidiaries	43.9	-	-	(26.3)	17.6
Investment income	112.6	-	-	-	112.6
Investment costs	(4.6)	-	-	-	(4.6)
Finance income	46.1	-	-	-	46.1
Finance costs	(69.1)	-	-	0.1	(69.0)
Profit before taxation	**660.7**	**-**	**3.7**	**(26.4)**	**638.0**
Taxation	(159.4)	-	-	0.1	(159.3)
Profit after taxation from continuing operations	**501.3**	**-**	**3.7**	**(26.3)**	**478.7**
DISCONTINUED OPERATIONS					
Result from discontinued operation	-	-	-	26.3	26.3
Profit for the period	**501.3**	**-**	**3.7**	**-**	**505.0**
ATTRIBUTABLE TO:					
Equity holders of the Group	488.0	-	3.7	-	491.7
Non-controlling interests	13.3	-	-	-	13.3
Profit for the period	**501.3**	**-**	**3.7**	**-**	**505.0**
	Pence per share		**Pence per share**		**Pence per share**
Basic earnings per share – Continuing operations	100.4	-	0.8	-	101.2
Basic earnings per share – Discontinued operations	5.7	-	-	-	5.7
Basic earnings per share – Total	**106.1**	**-**	**0.8**	**-**	**106.9**
Diluted earnings per share – Continuing operations	100.4	-	0.8	-	101.2
Diluted earnings per share – Discontinued operations	5.7	-	-	-	5.7
Diluted earnings per share - Total	**106.1**	**-**	**0.8**	**-**	**106.9**
Total comprehensive income	**481.2**	**-**	**3.7**	**-**	**484.9**

Impact on the Consolidated Balance Sheet

30 April 2023

	Amounts previously reported (£'m)	2) Investment property (£'m)	As restated (£'m)
ASSETS - NON CURRENT			
Property, plant and equipment	1,150.7	(18.7)	1,132.0
Investment properties	131.3	28.7	160.0
Intangible assets	24.1	-	24.1
Long-term financial assets	289.6	-	289.6
Investment in associate undertakings	16.9	-	16.9
Retirement benefit surplus	0.8	-	0.8
Deferred tax assets	82.1	-	82.1
	1,695.5	**10.0**	**1,705.5**
ASSETS - CURRENT			
Inventories	1,464.9	-	1,464.9
Trade and other receivables	720.1	-	720.1
Derivative financial assets	79.3	-	79.3
Cash and cash equivalents	332.9	-	332.9
	2,597.2	**-**	**2,597.2**
TOTAL ASSETS	**4,292.7**	**10.0**	**4,302.7**
LIABILITIES - NON CURRENT			
Lease liabilities	(560.3)	-	(560.3)
Borrowings	(749.7)	-	(749.7)
Retirement benefit obligations	(1.7)	-	(1.7)
Deferred tax liabilities	(15.7)	-	(15.7)
Provisions	(290.2)	-	(290.2)
	(1,617.6)	**-**	**(1,617.6)**
LIABILITIES - CURRENT			
Derivative financial liabilities	(66.5)	-	(66.5)
Trade and other payables	(711.9)	-	(711.9)
Lease liabilities	(119.6)	-	(119.6)
Provisions	(16.3)	-	(16.3)
Current tax liabilities	(102.6)	-	(102.6)
	(1,016.9)	**-**	**(1,016.9)**
TOTAL LIABILITIES	**(2,634.5)**	**-**	**(2,634.5)**
NET ASSETS	**1,658.2**	**10.0**	**1,668.2**
EQUITY			
Share capital	64.1	-	64.1
Share premium	874.3	-	874.3
Treasury shares reserve	(644.2)	-	(644.2)
Permanent contribution to capital	0.1	-	0.1
Capital redemption reserve	8.0	-	8.0
Foreign currency translation reserve	47.4	-	47.4
Reverse combination reserve	(987.3)	-	(987.3)
Own share reserve	(66.8)	-	(66.8)
Hedging reserve	14.0	-	14.0
Share based payment reserve	33.1	-	33.1
Revaluation reserve	-	-	-
Retained earnings	2,275.5	10.0	2,285.5
Issued capital and reserves attributable to owners of the parent	**1,618.2**	**10.0**	**1,628.2**
Non-controlling interests	40.0	-	40.0
TOTAL EQUITY	**1,658.2**	**10.0**	**1,668.2**

24 April 2022

	Amounts previously reported (£'m)	2) Investment property (£'m)	As restated (£'m)
ASSETS - NON CURRENT			
Property, plant and equipment	1,011.0	-	1,011.0
Investment properties	89.2	6.3	95.5
Intangible assets	120.6	-	120.6
Long-term financial assets	206.6	-	206.6
Retirement benefit surplus	2.2	-	2.2
Deferred tax assets	100.8	-	100.8
	1,530.4	**6.3**	**1,536.7**
ASSETS - CURRENT			
Inventories	1,277.6	-	1,277.6
Trade and other receivables	841.4	-	841.4
Derivative financial assets	116.5	-	116.5
Cash and cash equivalents	336.8	-	336.8
	2,572.3	**-**	**2,572.3**
Assets in disposal groups classified as held for sale	**40.0**	**-**	**40.0**
TOTAL ASSETS	**4,142.7**	**6.3**	**4,149.0**
LIABILITIES - NON CURRENT			
Lease liabilities	(503.6)	-	(503.6)
Borrowings	(827.9)	-	(827.9)
Retirement benefit obligations	(1.6)	-	(1.6)
Deferred tax liabilities	(40.4)	-	(40.4)
Provisions	(433.0)	-	(433.0)
	(1,806.5)	-	(1,806.5)
LIABILITIES - CURRENT			
Derivative financial liabilities	(107.2)	-	(107.2)
Trade and other payables	(729.8)	-	(729.8)
Lease liabilities	(117.0)	-	(117.0)
Current tax liabilities	(50.9)	-	(50.9)
	(1,004.9)	-	(1,004.9)
Liabilities in disposal groups classified as held for sale	**(22.7)**	**-**	**(22.7)**
TOTAL LIABILITIES	**(2,834.1)**	**-**	**(2,834.1)**
NET ASSETS	**1,308.6**	**6.3**	**1,314.9**
EQUITY			
Share capital	64.1	-	64.1
Share premium	874.3	-	874.3
Treasury shares reserve	(488.9)	-	(488.9)
Permanent contribution to capital	0.1	-	0.1
Capital redemption reserve	8.0	-	8.0
Foreign currency translation reserve	35.6	-	35.6
Reverse combination reserve	(987.3)	-	(987.3)
Own share reserve	(66.8)	-	(66.8)
Hedging reserve	55.3	-	55.3
Share based payment reserve	14.1	-	14.1
Retained earnings	1,778.1	6.3	1,784.4
Issued capital and reserves attributable to owners of the parent	**1,286.6**	**6.3**	**1,292.9**
Non-controlling interests	22.0	-	22.0
TOTAL EQUITY	**1,308.6**	**6.3**	**1,314.9**

2. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES

Climate Change

We have considered the potential impact of climate change in preparing these financial statements. Tackling climate change is a global imperative. Measures which support climate change initiatives and our wider ESG agenda continue to be key components of our strategic direction, supporting sustainability, the broader social agenda and consumer choice. The risks associated with climate change have been deemed to be arising in the medium to long term, however we are working to mitigate these risks as detailed within the TCFD section of this annual report.

We have considered climate change as part of our cash flow projections within going concern, impairment assessments and viability, and the impact of climate change is not deemed to have a significant impact on these assessments currently and therefore they are not deemed to be a key source of estimation uncertainty. The Group will continue to monitor the impacts of climate change over the coming years.

The critical accounting estimates and judgements made by the Group regarding the future or other key sources of estimation, uncertainty and judgement that may have a significant risk of giving rise to a material adjustment to the carrying values of assets and liabilities within the next financial period are:

Critical Accounting Judgements

Determining Related Party Relationships

Management determine whether a related party relationship exists by assessing the nature of the relationship by reference to the requirements of IAS 24, Related Party Disclosures. This is in order to determine whether significant influence exists as a result of control, shared directors or parent companies, or close family relationships. The level at which one party may be expected to influence the other is also considered for transactions involving close family relationships.

Control and Significant Influence Over Certain Entities

Under IAS 28 Investments in Associates and Joint Ventures ("IAS 28"), if an entity holds 20% or more of the voting power of the investee, it is presumed that the entity has significant influence, unless it can clearly demonstrate that this is not the case.

In assessing the level of control that management have over certain entities, management will consider the various aspects that allow management to influence decision making. This includes the level of share ownership, board membership, the level of investment and funding and the ability of the Group to influence operational and strategic decisions and affect its returns through the exercise of such influence. If management were to consider that the Group does have significant influence over these entities then the equity method of accounting would be used and the percentage shareholding multiplied by the results of the investee in the period would be recognised in profit or loss.

Shareholdings in investees greater than 20%

During the period the Group has held greater than 20% of the voting rights of Mulberry Group plc, XXL ASA, ASOS plc, AO World plc, Boohoo Group plc and N Brown Group plc. Management consider that the Group does not have significant influence over these entities for combinations of the following reasons:

- The Group does not have any representation on the board of directors of the investees.
- There is no participation in decision making and strategic processes, including participation in decisions about dividends or other distributions.
- There have been no material transactions between the entity and the investee companies.
- There has been no interchange of managerial personnel.
- No non-public essential technical management information is provided to the investees.

Four (Holdings) Limited

The Group holds 49% of the share capital of Four (Holdings) Limited which is accounted for as an associate using the equity method. The Group does not have any representation on the board of directors and no participation in decision making about relevant activities such as establishing operating and capital decisions, including budgets, appointing or remunerating key management personnel or service providers and terminating their services or employment. However, in prior periods the Group has provided Four (Holdings) Limited with a significant loan. At the reporting date, the amount owed by Four (Holdings) Limited for this loan totalled £30.0m (FY23: £37.5m), being £6.4m (FY23: £4.3m) net of amounts recognised in respect of loss allowance. The Group is satisfied that the existence of these transactions provides evidence that the entity has significant influence over the investee but in the absence of any other rights, in isolation it is insufficient to meet the control criteria of IFRS 10, as the Group does not have power over Four (Holdings) Limited.

Tymit Limited

The Group holds 28.2% of the share capital of Tymit Limited. This holding is accounted for as an associate under IAS 28, although the carrying value of the investment is £nil as a result of management's assessment of future trading prospects of the business. Management have advanced Tymit convertible loans of £15.8m at 28 April 2024 (£7.2m as 30 April 2023), which have been fully provided for. Management have considered whether any of the rights attaching to the loan notes could give rise to control and concluded that this was not the case.

Kangol LLC

During the prior period, the Group sold 51% of its shareholding in Kangol LLC to Bollman Hat Company for £17.6m, retaining a 49% stake. Management considered the criteria set out in IFRS 10 when assessing whether or not it retains control of the entity or significant influence as defined by IAS 28. It was concluded that the Group has significant influence by virtue of its holding more than 20% of the voting power of the investee, but not control since Bollman holds 51% of total voting rights. Consequently, the Group's 49% shareholding has been accounted for as an associate under IAS 28. Refer to note 20 for details.

Cash Flow Hedging

The Group uses a range of forward and option contracts that are entered into at the same time; they are in contemplation with one another and have the same counterparty. A judgement is made in determining whether there is an economic need or substantive business purpose for structuring the transactions separately that could not also have been accomplished in a single transaction. Management are of the view that there is a substantive distinct business purpose for entering into the options and a strategy for managing the options independently of the forward contracts. The forward and options contracts are therefore not viewed as one instrument; accordingly hedge accounting for the forwards is permitted.

Under IFRS 9 in order to achieve cash flow hedge accounting, forecast transactions (primarily Euro denominated sales and USD denominated purchases) must be considered to be highly probable. The hedge must be expected to be highly effective in achieving offsetting changes in cash flows attributable to the hedged risk. The forecast transaction that is the subject of the hedge must be highly probable and must present an exposure to variations in cash flows that could ultimately affect profit or loss.

Management have reviewed the detailed forecasts and the growth assumptions within them and are satisfied that forecasts on which the cash flow hedge accounting has been based meet the criteria per IFRS 9 as being highly probable forecast transactions. Should the forecast levels not pass the highly probable test, any cumulative fair value gains and losses in relation to either the entire or the ineffective portion of the hedged instrument would be recognised in the Consolidated Income Statement.

Management consider various factors when determining whether a forecast transaction is highly probable. These factors include detailed sales and purchase forecasts by channel, geographical area and seasonality, conditions in target markets and the impact of expansion in new areas. Management also consider any change in alternative customer sales channels that could impact on the hedged transaction.

If the forecast transactions were determined to be not highly probable and all hedge accounting was discontinued, amounts in the Hedging reserve of up to £21.7m (FY23: £14.0m) would be shown in Finance Income.

Adjustment to Regulatory Provisions in Frasers Group Financial Services (Formerly Studio Retail Limited)

In the prior period, a revision to management's best estimate of the probable costs of remediating customers who may have been adversely impacted by legacy decisions resulted in a reduction in the amount provided of approximately £25.0m. Management considered whether or not the reduction in provision should result in an adjustment to the amounts recognised in the acquisition balance sheet in accordance with the requirements of IFRS3.45 and IFRS3.47 and concluded that the release should be treated as a prospective change in accounting estimate under IAS8.34 since it arose as a result of new information which came to light after the acquisition date. It is the Group's policy to present items that "merit separate presentation" by reference to their "their size, nature and infrequency of the events giving rise to them" as exceptional items. Given the unusual size, nature and infrequency of movements in provisions of this nature, management disclosed the income statement impact within exceptional items in the prior period consolidated income statement.

Sale and Leaseback Transactions

During the prior period, the Group disposed of a number of freehold properties by means of the sale of shares in the limited companies that owned the relevant properties but accounted for these as sale and leaseback transactions under IFRS 16 Leases ("IFRS 16"). Management exercised judgement in determining whether or not these sales should be treated as a loss of control of subsidiaries under IFRS 10 Consolidated Financial Statements or sale and leaseback transactions as defined by IFRS 16, paying due consideration to the IFRS Interpretations Committee's tentative agenda decision on this topic from September 2020.

Classification of Investment Properties

Upon the acquisition of a property, management perform an assessment of the rationale for holding the property in line with IAS 40. Management apply judgement in the consideration of whether or not is feasible to sell or let parts of the property under a finance lease, whether this is commercially viable in the relevant marketplace, and whether or not any owner-occupied portion is insignificant.

During the current period, the Group acquired four properties, all of which met the criteria to be classified as investment properties and were considered to be non-separable, with either insignificant or no owner-occupied portions.

Key Estimates

Inventory provisioning

The Group carries significant amounts of inventory, against which there are provisions for expected losses to be incurred in the sale of slow moving, obsolete and delisted products. At 28 April 2024 a provision of £192.0m (FY23: £220.6m) was held against a gross inventory value of £1,547.3m (FY23: £1,685.5m).

In assessing the level of provision required, management have applied its experience and industry knowledge to divide the core UK inventory holding into separate categories based on internal management classifications and behavioural characteristics, taking account of experience by fascia and segment, as follows:

- Continuity inventory – inventory that is considered to be perennial and therefore exhibits limited risk of obsolescence.
- Current season inventory – inventory that has been purchased specifically for seasons in the current calendar year and future years.
- Out of season inventory (including inventory previously classified as continuity) – inventory that has moved out of the two categories above because of its age, range development or because it is being sold at below cost to clear warehouse/store space.

An adjusted rate of loss is then calculated based on losses incurred on the sale of out of season inventory over the past three years (being management's assessment of the time taken to clear through out of season inventory), with any inventory remaining on hand after three years of being classified as out of season being assumed to require a 100% provision rate. The historical rate is sensitised to reflect management's best estimate of future performance by making assumptions around changes to sales prices achieved on the sale of out of season inventory vs. those achieved in the past three years and the level of inventory remaining after three years of being classified as out of season. In the current period, management have estimated that selling prices will need to reduce by a further 15% (FY23: 10%) to clear an equivalent volume of out of season inventory and that approximately fifteen times (FY23: twelve times) as much Premium Lifestyle out of season inventory will remain on hand at the end of the three-year period of assessment than has typically been the case historically, requiring a 100% provision rate, reflecting the different profile of this inventory to Sports inventory. The changes in assumptions around selling prices and how long Premium Lifestyle out of season inventory will remain on hand reflect management's best estimates based on performance seen in the past 12 months.

In addition, management have applied a provision rate of 100% against a portion of the inventory holding that is either currently being sold at a loss or exhibits an unusually high level of obsolescence risk. The 100% provision rate reflects the costs associated with clearing and disposing of this inventory.

The adjusted rate of loss is applied to the gross value of inventory in each of the categories above as follows:

- Continuity inventory – the adjusted loss rate is applied to 30% of the gross holding (representing the proportion of inventory in this category that is expected to roll into the out of season category based on historical experience and anticipated future trends).
- Current season inventory – the adjusted loss rate is applied to 30% of the gross holding (representing the proportion of inventory in this category that is expected to roll into the out of season category based on historical experience and anticipated future trends).
- Out of season inventory (including inventory previously classified as continuity) - the adjusted loss rate is applied to this population, excluding those specific items that carry a 100% provision rate based on the analysis detailed above.

The provisioning calculations require a high degree of judgement, given the significant level of estimation uncertainty in the roll rates between classifications, as well as the use of estimates around future sales prices and the remaining inventory holding for out of season inventory. Sensitivity analysis relating to these key assumptions and its impact upon the core UK inventory holding (which makes up the most significant part of the Group's inventory holding) is set out below.

% of inventory rolling into out of season (including inventory previously classified as continuity) category	
Base assumption	30%
Sensitised assumption	35%/25%
Increase/(decrease) to provision	£5.5m/(£5.5m)

Decrease in sales prices on out of season inventory	
Base assumption	-15%
Sensitised assumption	-20%/-10%
Increase/(decrease) to provision	£7.0m/(£2.0m)

Increase in out of season Premium Lifestyle inventory on hand after three years	
Base assumption	15 times historical rate
Sensitised assumption	16 times historical rate/14 times historical rate
Increase/(decrease) to provision	£2.1m/(£2.6m)

These sensitivities reflect management's assessment of reasonably possible changes to key assumptions which could result in adjustments to the level of provision within the next financial year.

Dilapidations – Note 29

The Group provides for its legal responsibility for dilapidation costs following advice from chartered surveyors and previous experience of exit costs (including strip out costs and professional fees). Management do not consider these costs to be capital in nature and therefore dilapidations are not capitalised, except for in relation to the sale and leaseback of Shirebrook for which a material dilapidations provision was capitalised in FY20.

Management calculates their best estimate of the provision required by reference to the proportion of closed stores for which a dilapidation cost is likely to be incurred, based on past experience, and an estimate for the level of costs based on advice from chartered surveyors.

Sensitivity analysis to changes in key assumptions is as follows:

	Estimated cost per sq. ft.	**% of stores where a dilapidation cost is incurred)**
Base assumption	18.10	30%
Sensitised assumption	£19.10/£17.10	35%/25%
Increase to provision	£3.2m	£7.8m
(Decrease) to provision	(£3.2m)	(£7.8m)

Legal and Regulatory Provisions – Note 29

Provisions are made for items where the Group has identified a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Legal and regulatory provisions reflect management's best estimate of the potential costs arising from the settlement of outstanding disputes of a commercial and regulatory nature. A substantial portion of the amounts provided relates to ongoing legal claims and non-UK tax enquiries. Further details can be found in note 29. Management have made a judgement to consider all claims collectively given their similar nature. In accordance with IAS37.92, management have concluded that it would prejudice seriously the position of the entity to provide further specific disclosures in respect of amounts provided for non-UK tax enquiries and legal claims.

Other Receivables and Amounts Owed by Related Parties

Other receivables and amounts owed by related parties are stated net of provision for any impairment. Management have applied estimates in assessing the recoverability of working capital and loan advances made to investee companies. Matters considered include the relevant financial strength of the underlying investee company to repay the loans, the repayment period and underlying terms of the monies advanced, forecast performance of the underlying borrower, and where relevant, the Group's intentions for the companies to which monies have been advanced. Management have applied a weighted probability to certain potential repayment scenarios, with the strongest weighting given to expected default after two years.

Impairment of Non-financial Assets

A. IFRS 16 right-of-use assets and associated plant and equipment

IFRS 16 defines the lease term as the non-cancellable period of a lease together with the options to extend or terminate a lease, if the lessee were reasonably certain to exercise that option. The Group will assess the likelihood of extending lease contracts beyond the break date by taking into account current economic and market conditions, current trading performance, forecast profitability and the level of capital investment in the property.

IFRS 16 states that the lease payments shall be discounted using the lessee's incremental borrowing rate where the rate implicit in the lease cannot be readily determined. Accordingly, all lease payments have been discounted using the incremental borrowing rate (IBR). The IBR has been determined by using a synthetic credit rating for the Group which is used to obtain market data on debt instruments for companies with the same credit rating; this is split by currency to represent each of the geographical areas the Group operates within and adjusted for the lease term.

The weighted average discount rates based on incremental borrowing rates used throughout the period across the Group's lease portfolio are shown below. The discount rate for each lease is dependent on lease start date, term and location.

Lease Term FY24	UK	Europe	Rest of World
Up to 5 years	1.4% - 5.7%	0.3% - 4.0%	1.5% - 6.2%
Greater than 5 years and up to 10 years	1.4% - 5.7%	0.3% - 4.0%	1.5% - 6.0%
Greater than 10 years and up to 20 years	2.0% - 5.7%	0.3% - 4.0%	1.5% - 6.2%
Greater than 20 years	2.0% - 5.9%	0.5% - 4.0%	1.5% - 6.3 %
Lease Term FY23	**UK**	**Europe**	**Rest of World**
Up to 5 years	1.4% - 5.1%	0.3% - 4%	1.5% - 5.3%
Greater than 5 years and up to 10 years	2.0% - 5.7%	0.5% - 4%	1.5% - 5.3%
Greater than 10 years and up to 20 years	2.2% - 5.7%	0.8% - 4%	1.5% - 5.4%
Greater than 20 years	2.5% - 5.9%	1.1% - 4%	1.5% - 5.6%

An asset is impaired when the carrying amount exceeds its recoverable amount. Equally previous impairments are reversed when the recoverable amount exceeds the carrying amount and there are previous impairments against the asset. IAS 36 defines recoverable amount as the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use. The Group has determined that each store is a separate CGU.

The recoverable amount is calculated based on the Group's latest forecast cash flows which are then extrapolated to cover the period to the break date of the lease taking into account historic performance and knowledge of the current market, together with the Group's views on future profitability of each CGU. The key assumptions in the calculations are the sales growth rates, gross margin rates, changes in the operating cost base and the pre-tax discount rate derived from the Group's weighted average cost of capital using the capital asset pricing model, the inputs of which include a risk-free rate, equity risk premium and a risk adjustment (Beta). Given the number of assumptions used, the assessment involves significant estimation uncertainty.

In the period, a net reversal of previous impairments has been recognised for the amount of £0.4m (FY23: impairment charge £66.1m) due to the improving conditions in the retail sector on the forecast cash flows of the CGU since the COVID-19 pandemic where material impairments were incurred. This is broken down as follows:

- £5.2m reversal (FY23: impairment charge £43.1m) against right-of-use assets; and
- £4.8m impairment charge (FY23: £23.0m) against plant and equipment.

The key assumptions, which are equally applicable to each CGU, in the cash flow projections used to support the carrying amount of the right of use asset are consistent with the cashflow projections for the freehold land and buildings impairment assessment.

A sensitivity analysis has been performed in respect of sales, margin, the new store exemption and operating costs as these are considered to be the most sensitive of the key assumptions:

Forecast:	Impact of change in assumption:	Reversal increase / (decrease) (£'m)
Sales decline year 1	10% improvement to 7% increase	14.4
Sales decline year 1	10% reduction to 13%	(11.8)
Existing gross margin year 1 > 40%	100bps - improvement	3.2
Existing gross margin year 1 > 40%	100bps - reduction	(3.2)
New store exemption[1]	Change from 2 to 3 years	5.5
Operating costs increase year 1	Change from 3% to 6%	(4.0)

(1) Stores which have been open for less than two years are not reviewed for impairment. This has changed in the current period on the basis that management do not consider that a trading performance in the first two years that is worse than an appraisal forecast constitutes an indicator of impairment. Management also note that new stores can take up to two years to develop an established trading pattern. Stores trading for less than two years are still reviewed for impairment if there are other significant indicators of impairment present such as a deterioration in local market conditions.

B. Freehold land and buildings, long-term leasehold and associated plant and equipment

Freehold land and buildings and long-term leasehold assets are assessed at each reporting period for as to whether there is any indication of impairment or reversal in line with IAS 36.

An asset is impaired when the carrying amount exceeds its recoverable amount. Equally previous impairments are reversed when the recoverable amount exceeds the carrying amount and there are previous impairments against the asset. IAS 36 defines recoverable amount as the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use. The Group has determined that each store is a separate CGU.

Key triggers considered by management include store (i.e. CGU) EBITDA showing a material year-on-year movement, significant changes in property valuations, and whether any new, wider economic factors may impact the forecast performance. Based on the criteria set by management, a net impairment charge of approximately £14.9m (FY23: £33.5m) was recorded for the current period due to certain properties under performing against forecasted results where material impairments were incurred. This is broken down as follows:

- £6.8m reversal (FY23: impairment charge £24.1m) against freehold land and buildings and a £6.7m impairment charge (FY23: impairment charge £0.2m) in relation to long leasehold properties; and
- £15.0m impairment charge (FY23: £9.2m) against plant and equipment.

Value In Use (VIU)

The value in use is calculated based on five-year cash flow projections. These are formulated by using the Group's forecast cash flows for each individual CGU, taking into account historic performance of the CGU, and then adjusting for the Group's current views on future profitability for each CGU. The key assumptions in the calculations are the sales growth rates, gross margin rates, changes in the operating cost base and the pre-tax discount rate derived from the Group's weighted average cost of capital using the capital asset pricing model, the inputs of which include a risk-free rate, equity risk premium and a risk adjustment (Beta). Given the number of assumptions used, the assessment involves significant estimation uncertainty.

The key assumptions, which are equally applicable to each CGU, in the cash flow projections used to support the carrying amount of the freehold land and buildings were as follows:

Key assumptions FY24	Year 1	Year 2	Year 3	Year 4	Year 5
Sales decline	-3%	-2%	-2%	-2%	-2%
Existing gross margin > 40%	-100bps	-75bps	-50bps	-25bps	-
Operating costs increase per annum	3%	3%	3%	3%	3%
Discount rate	9.8%	9.8%	9.8%	9.8%	9.8%

Terminal growth rate of 2%

Properties purchased within one year, or stores that have not traded for two years, are not reviewed for impairment.

Key assumptions FY23	Year 1	Year 2	Year 3	Year 4	Year 5
Sales decline	-5%	-4%	-3%	-2%	-2%
Existing gross margin > 40%	-175bps	-150bps	-125bps	-100bps	-75bps
Operating costs increase per annum	3%	3%	3%	3%	3%
Discount rate	8.5%	8.5%	8.5%	8.5%	8.5%

Terminal growth rate of 2%

Properties purchased within one year, or stores that have not traded for one year, are not reviewed for impairment.

A sensitivity analysis has been performed in respect of sales, margin and operating costs as these are considered to be the most sensitive of the key assumptions.

Forecast:	Impact of:	Impairment increase / (decrease) (£'m)
Sales decline year 1	10% improvement to 7%	(4.1)
Sales decline year 1	10% reduction to 13%	7.0
Existing gross margin year 1 > 40%	100bps - improvement	(0.8)
Existing gross margin year 1 > 40%	100bps - reduction	0.8
Operating costs increase year 1	Change from 3% to 6%	0.8

Fair value less costs of disposal

For those CGUs where the value in use is less than the carrying value of the asset, the fair value less costs of disposal has been determined using both external and internal market valuations. This fair value is deemed to fall into Level 3 of the fair value hierarchy as per IFRS 13. The property portfolio consists of vacant, Frasers Group occupied and third party tenanted units; one property can include all three types. The following valuation methodology has been adopted for each:

Scenario	Valuation methodology	Key assumptions
Vacant units	Estimated Rental Value (ERV) and suitable reversionary yield applied to reflect the market to generate a net capital value. A deduction to the capital value generated is then made based on the void period with applicable rates payable for the unit and rent-free incentive.	Void period and rent-free band – three bands applied depending on circumstances: • 1 year void, 1 year rent free; or • 1 year void, 2 years rent free; or • 2 years void, 3 years rent free. Yield bands – ranging from 5.5% - 20.0%
Frasers Group occupied	Will be assumed the unit is vacant given there is no legally binding inter-company agreement in place. Therefore, a void and rent-free incentive period assumed, the cost amount then deducted from the capital value generated by the ERV and reversionary yield. Although we consider the commercial reality is that fair value less costs to sell will be higher than vacant possession, this very conservative assumption is in line with both technical accounting rules and that of our management experts.	Void period and rent-free band – three bands applied depending on circumstances: • 1 year void, 1 year rent free; or • 1 year void, 2 years rent free; or • 2 years void, 3 years rent free. Yield bands – ranging from 5.5% - 20.0%
Third party tenanted	An ERV is applied using a percentage band on the passing rent. An appropriate reversionary yield is applied reflecting the risk of tenant and renewal to generate a capital value. This will also provide a net initial yield based off the current passing rent.	ERV is applied reflecting the market for the applicable unit. An appropriate reversionary yield is applied reflecting the risk of tenant and renewal to generate a capital value. This will also provide a net initial yield based off the current passing rent.

A 10% increase in the market valuation amounts used in the impairment/reversal calculations would result in a decrease in impairment of £0.8m (FY23: £3.4m).

The total recoverable amount of the assets that were impaired and reversed at the period end was £61.8m (FY23: £72.2m), with £7.7m (FY23: £60.5m) of this being based on their fair value less costs of disposal and £54.1m (FY23: £11.7m) being based on their value in use.

Onerous Lease Provisions

IAS 37 defines a contract is onerous when the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. Accordingly, the Group provides for the future unavoidable costs that will be incurred under the lease obligations at the present date when the outflow of future economic benefits is deemed probable.

The Group has determined that each store is a separate CGU and assesses the profitability of lease contracts by taking into account current economic and market conditions, current trading performance and forecast profitability over the remaining life of the lease.

The key assumptions in the calculations are the sales growth rates, gross margin rates, changes in the operating cost base and the pre-tax discount rate derived from the Group's weighted average cost of capital using the capital asset pricing model, the inputs of which include a risk-free rate, equity risk premium and a risk adjustment (Beta). Given the number of assumptions used, the assessment involves significant estimation uncertainty. During the period, net reversals of provisions amounted to £34.5m.

A sensitivity analysis has been performed in respect of sales, margin, the new store exemption and operating costs as these are considered to be the most sensitive of the key assumptions:

Forecast:	Impact of change in assumption:	Reversal increase / (decrease) (£'m)
Sales decline year 1	10% improvement to 7% increase	10.9
Sales decline year 1	10% reduction to 13%	(22.8)
Existing gross margin year 1 > 40%	100bps - improvement	2.1
Existing gross margin year 1 > 40%	100bps - reduction	(2.3)
New store exemption[1]	Change from 2 to 3 years	2.3
Operating costs increase year 1	Change from 3% to 6%	(4.0)

(1) See detailed footnote (1) on page 176 for more information.

Investment Property Valuations

Investment properties valued by the Group's internal property team are valued on an open market basis based on active market prices adjusted for any differences in the nature, location or condition of the specified asset such as plot size, encumbrances and current use. If this information is not available, alternative valuation methods are used such as recent prices on less active markets, or discounted cashflow projections.

The market value of the investment properties is also supported by comparison to that produced using the valuation methodology described in the "Fair value less costs of disposal" section above. The range of yield applied across the investment property portfolio is 7.0% to 14.0%. Refer to note 18 for further details.

Credit Customer Receivables

The Group's credit customer receivables are recognised on the balance sheet at amortised cost (i.e., net of provision for expected credit loss). At 28 April 2024, trade receivables with a gross value of £286.9m (FY23: £326.0m) were recorded in the consolidated balance sheet, less a provision for impairment of £80.7m (FY23: £100.1m).

Expected Credit Loss

An appropriate allowance for expected credit loss in respect of trade receivables is derived from estimates and underlying assumptions such as the Probability of Default and the Loss Given Default, taking into consideration forward looking macro-economic assumptions. The assessment involves significant estimation uncertainty. Changes in the assumptions applied such as the value and frequency of future debt sales in calculating the Loss Given Default, and the estimation of customer repayments and Probability of Default rates, as well as the weighting of the macro-economic scenarios applied to the impairment model could have a significant impact on the carrying value of trade receivables. These assumptions are continually assessed for relevance and adjusted appropriately. Revisions to estimates are recognised prospectively. Sensitivity analysis is given in note 23.

Macro-economic scenarios

The principal macro-economic driver factored into the impairment model is unemployment. The latest economic scenarios used in the model along with the probably weighting applied to each are summarised as follows:

Scenario	Qualitative explanation	Probability weighting applied
Upside	Inflation recedes quickly and the Bank of England cuts interest rates to 4% by end of 2024. Unemployment falls back to 3.6%. and wage growth remains strong.	10%
Baseline	Inflation recedes but monetary policy is still tight and the unemployment rate rises to 4.4% in H2 2024.	55%
Downside	The Bank of England raises interest rates to 5.5% and unemployment peaks at 6.0% in Q3 2025.	25%
Stress	A combination of shocks sees inflation rise sharply, hitting a peak of 7.2% early in 2025 leading to an increase in interest rates to 6.25%. Unemployment peaks at 8%.	10%

Post Model Adjustment

In the prior year, a post model adjustment was applied to the output of the statistical impairment model as the model was not designed to take into account changes to customer payment and default performance arising as a result of the cost-of-living crisis. This increased the provision required at 30 April 2023 by £6.6m. It is management's view that the post model adjustment is no longer required, as the statistical model, which uses unemployment rates as the principal determinant in considering forward looking macro-economic assumptions, is now considered to be sufficiently effective.

Valuation of Assets Acquired in Business Combinations

Matches

Following the acquisition of Matches, the principal estimates were around the fair value of inventory acquired and the intangible asset recognised in respect of the trademarks and intellectual property acquired. The fair value of inventory, which primarily included finished goods, was estimated at £97.5m, an increase of £7.9m on the carrying value prior to the acquisition. The fair value adjustment related only to finished goods and was calculated as the estimated selling price less costs to complete and sell the inventory.

The Group recognised intangible assets with a fair value of £20.0m on acquisition in respect of the trademarks and intellectual property acquired. This represents management's assessment of the price that would be paid for the acquired assets in an orderly transaction between market participants at the acquisition date.

Prior year acquisitions

In the prior year, on the acquisition of JD premium brands, the principal estimate was around the fair value of inventory acquired. The fair value of inventory, which primarily included finished goods was estimated at £73.4m, a reduction of £6.9m on the carrying value prior to the acquisition. The fair value adjustment related only to finished goods and was calculated as the estimated selling price less costs to complete and sell the inventory. The fair value adjustment amortised during the current financial year in line with revenue, as expected.

A gain on bargain purchase arose on the acquisition of JD premium brands. In light of this, management considered the fair values attributed to the acquired assets and liabilities and concluded that they were appropriate. If the fair value of assets and liabilities recognised were to increase/decrease by £5m, there would be a corresponding increase/decrease to the gain on bargain purchase by an equivalent amount.

3. FINANCIAL RISK MANAGEMENT

The Group's current activities result in the following financial risks and set out below are management's responses to those risks in order to minimise any resulting adverse effects on the Group's financial performance.

Foreign Exchange Risk

The Group is exposed to foreign exchange risk principally via:

A. Transactional exposure from the cost of future purchases of goods for resale, where those purchases are denominated in a currency other than the functional currency of the purchasing company. Transactional exposures that could significantly impact the income statement are hedged. These exposures are hedged via forward foreign currency contracts and options which are designated as cash flow hedges. The notional and fair value of these contracts is shown in note 30;

B. Transactional exposure from the sale of goods, where those sales are denominated in a currency other than the functional currency of the selling company. Transactional exposures that could significantly impact the income statement are hedged. These exposures are hedged via forward foreign currency contracts which are designated as cash flow hedges. The notional and fair value of these contracts is shown in note 30;

C. Loans to non-UK subsidiaries. These are hedged via foreign currency transactions and borrowings in matching currencies, which are not formally designated as hedges, as gains and losses on hedges and hedged loans will naturally offset; and

D. The Group uses currency options, swaps and spots for more flexibility against cash flows that are less than highly probable and therefore do not qualify for hedge accounting under IFRS 9 Financial Instruments. Exposures in respect of written options to sell Euros or buy USD are explained in the Financial Review. These are not hedged and movements in fair value could significantly impact the Income Statement in future periods. See note 30.

Interest Rate Risk

The Group has net borrowings, which are principally at floating interest rates linked to bank base rates or SONIA. The Group uses interest rate financial instruments to hedge its exposure to interest rate movements using interest rate swaps although hedge accounting is not applied. The Group regularly monitors and reacts accordingly to any exposure to fluctuations in interest rates and the impact on its monetary assets and liabilities.

Credit Risk

The Directors have a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. The Group does not require collateral in respect of financial assets.

At each balance sheet date, there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet.

Investments of cash surpluses, borrowings and derivative instruments are made through banks and companies which must fulfil credit rating and investment criteria approved by the Board.

Liquidity Risk

The Group manages liquidity risk by reviewing the maturity profiles of financial assets and liabilities. The Group has sufficient liquid resources and suitable financing facilities to meets its short- and medium-term requirements and it does this through utilisation of its revolving credit facilities together with equity and retained profits thereby achieving continuity of funding and short-term flexibility, while keeping interest to a minimum.

Management regularly review forecasts and consider risks and equivalent mitigating actions to ensure there is adequate headroom on the facilities and to ensure the Group is operating within its financial covenants.

Price Risk

The Group is exposed to price risk in respect of its long term financial assets (in relation to listed company shares).

The price risk relates to volatility in the market, and how other comprehensive income and equity would have been affected by changes in market risk that were reasonably possible at the reporting date. If the quoted stock price for these securities increased or decreased, other comprehensive income and equity would have changed. The listed securities are classified as long term investments at fair value through other comprehensive income so there would be no effect on profit or loss.

The investments in listed equity securities (long-term financial assets) are considered medium to long-term strategic investments. In accordance with the Group's policies, no specific hedging activities are undertaken in relation to these investments.

Capital Management

A description of the Group's objectives, policies and processes for managing capital are included in note 30.

4. SEGMENTAL ANALYSIS

IFRS 8 requires operating segments to be identified on the basis of the internal financial information reports to the Chief Operating Decision Maker ("CODM") who is primarily responsible for the allocation of resources to segments and assessment of performance of the segments.

Historically the Group has presented four operating segments:

- **UK Sports**

This segment included the Group's core sports retail store operations in the UK, plus all the Group's sports retail online business, Frasers Fitness, the Group's Shirebrook campus operations, freehold property owning companies excluding Premium Lifestyle fascia properties, GAME UK stores and online operations, Frasers Group Financial Services Limited, and retail store operations in Northern Ireland.

- **Premium Lifestyle**

This segment included the results of the Group's premium and luxury retail businesses FLANNELS, Cruise, Van Mildert, Jack Wills, House of Fraser, Gieves & Hawkes, and Sofa.com along with the related websites, the Missguided and I Saw it First websites, and freehold property owning companies where trading was purely from Premium Lifestyle fascias.

- **International**

This segment included all of the Group's sports retail stores, management and operating functions in Europe, Asia and the rest of the world, including the Group's European Distribution Centres in Belgium and Austria, European freehold property owning companies, GAME Spain stores and e-commerce offering, the Baltics & Asia e-commerce offerings and the MySale business in Australia.

- **Wholesale & Licensing**

This segment included the results of the Group's portfolio of internationally recognised brands such as Everlast, Karrimor, and Slazenger.

Following the acquisition of Frasers Group Financial Services Limited (formerly known as Studio Retail Limited) and the launch of the Group's consumer credit offering, Frasers Plus, as well as recent acquisitions of investment property, the Group has decided that its financial services and property divisions should be disclosed as separate operating segments.

In addition, the Group's wholesale and licensing activities have become less of an area of focus in recent periods and therefore management judge the results from these activities no longer warrant separate presentation as an operating segment.

As a result, the Group will now present five operating segments, with the creation of new Property and Financial Services segments, and the Wholesale and Licensing Segment being absorbed into the UK Sports and International segments:

- **UK Sports**

This segment now includes the results of the Group's core sports retail store operations in the UK, plus all the Group's sports retail online business, other UK-based sports retail and wholesale operations, GAME UK stores and online operations, retail store operations in Northern Ireland, Frasers Fitness, Studio Retail's sales and the Group's central operating functions (including the Shirebrook campus).

- **Premium Lifestyle**

This segment includes the results of the Group's premium and luxury retail businesses FLANNELS, Cruise, Van Mildert, Jack Wills, House of Fraser, Gieves & Hawkes, and Sofa.com along with the related websites, the businesses acquired from JD Sports Fashion Plc in FY23, as well as the results from the I Saw it First website and the Missguided website until the disposal of the Missguided intellectual property in October 2023.

- **International**

This segment includes the results all of the Group's sports retail stores, management and operating functions in Europe, Asia and the rest of the world, including the Group's European Distribution Centres in Belgium and Austria, GAME Spain stores and e-commerce offering, the Baltics & Asia e-commerce offerings, the MySale business in Australia, the Group's US retail operations until they were disposed of in 2022, and all non-UK based wholesale and licensing activities (relating to brands such as Everlast, Karrimor, and Slazenger).

- **Property**

This segment includes the results from the Group's freehold property owning and long leasehold holding property companies that generate third party rental and other property related income (e.g., car parking, conference and events income). The results of the Coventry Arena are reported in this segment.

- **Financial Services**

This segment includes the results of Frasers Group Financial Services. This includes interest charged on amounts advanced to consumer credit customers, along with the associated impairment and operating costs.

The operating performance of each segment is assessed by reference to revenue, gross margin, and profit from trading activities after operating expenses. For the avoidance of doubt, operating costs in the Group's three retail operating segments include rents payable to third party landlords. Intra-group rent payments are eliminated on consolidation.

For the property segment, profit from trading activities includes fair value gains and losses in respect of investment properties (see further below) and gains or losses on disposal of properties since the Group's property businesses seek to generate income from rentals and capital appreciation of properties held.

In the Financial Services segment, impairment losses on consumer credit receivables are disclosed within gross margin, which management deem to be the appropriate treatment for a financial services business.

Depreciation, amortisation and impairments (net of any reversals) are disclosed as part of each segment's operating profit/(loss).

Net investment and finance income and costs are not split by segment as management consider that these items relate to the Group as a whole and any split would not be meaningful. The segmental results for the comparative period ended 30 April 2023 have been restated to present segmental information on a consistent basis and to restate for changes to the reclassification of rental income, see first note 1 for further details.

Segmental information for the 52 weeks **ended 28 April 2024:**

	UK Sports (£'m)	Premium Lifestyle (£'m)	International (£'m)	Retail (£'m)	Property (£'m)	Financial Services (£'m)	Group Total (£'m)
Revenue	2,860.8	1,204.0	1,289.2	5,354.0	72.7	111.0	5,537.7
Cost of sales	(1,558.5)	(773.2)	(782.4)	(3,114.1)	(7.8)	(20.6)	(3,142.5)
Gross profit	**1,302.3**	**430.8**	**506.8**	**2,239.9**	**64.9**	**90.4**	**2,395.2**
Gross Margin %	45.5%	35.8%	39.3%	41.8%	89.3%	81.4%	43.3%
Operating costs	(833.9)	(293.6)	(373.5)	(1,501.0)	(40.8)	(32.8)	(1,574.6)
Fair value adjustments to investment properties	-	-	-	-	11.5	-	11.5
Gain on disposal of properties	-	-	-	-	3.5	-	3.5
Profit from trading	**468.4**	**137.2**	**133.3**	**738.9**	**39.1**	**57.6**	**835.6**
Depreciation & amortisation	(109.9)	(36.4)	(76.6)	(222.9)	(60.2)	(1.5)	(284.6)
Impairments net of impairment reversals	8.4	(2.5)	(12.5)	(6.6)	(14.8)	-	(21.4)
Share-based payments	(23.0)	-	(0.4)	(23.4)	-	-	(23.4)
Foreign exchange realised	9.2	0.3	0.3	9.8	4.6	-	14.4
Operating profit/(loss)	**353.1**	**98.6**	**44.1**	**495.8**	**(31.3)**	**56.1**	**520.6**
Gain on sale of subsidiaries/discontinued operations							25.0
Net investment income							9.5
Net finance costs							(48.1)
Profit before tax							**507.0**
Result from discontinued operation							(12.5)
Fair value adjustment to derivative financial instruments							(27.6)
Fair value losses on equity derivatives							68.9
Realised FX gain							(14.4)
Share-based payments							23.4
Adjusted profit before tax ("APBT")							**544.8**

Revenue from external customers in Frasers Group Financial Services Limited includes credit account interest of £111.0m (FY23: £125.0m), and gross profit includes impairment losses on credit customer receivables of £20.6m (FY23: £15.5m), both of which are recognised in the newly created Financial Services segment.

Other segmental items included in the income statement for the 52 weeks **ended 28 April 2024:**

	UK Sports (£'m)	Premium Lifestyle (£'m)	International (£'m)	Retail (£'m)	Property (£'m)	Financial Services (£'m)	Group Total (£'m)
Property, plant & equipment depreciation	(68.7)	(26.9)	(41.7)	**(137.3)**	(60.2)	(2.1)	**(199.6)**
Property, plant & equipment impairment	(3.0)	3.0	(4.9)	**(4.9)**	(14.8)	-	**(19.7)**
IFRS 16 ROU depreciation	(40.7)	(9.5)	(33.6)	**(83.8)**	-	0.6	**(83.2)**
IFRS 16 ROU (impairment)/reversals	11.9	(0.3)	(6.4)	**5.2**			**5.2**
Fair value adjustments to investment properties				**-**	11.5		**11.5**
IFRS 16 disposal and modification/remeasurement of lease liabilities	(2.1)	4.9	(9.4)	**(6.6)**	-	-	**(6.6)**
Intangible amortisation	(0.5)	-	(1.3)	**(1.8)**	-	-	**(1.8)**
Intangible impairment	(0.5)	(5.2)	(1.2)	**(6.9)**	-	-	**(6.9)**

Information regarding segmental assets and liabilities as at **28 April 2024** and capital expenditure for the 52 weeks then ended:

	UK Sports (£'m)	Premium Lifestyle (£'m)	International (£'m)	Retail (£'m)	Property (£'m)	Financial Services (£'m)	Eliminations (£'m)	Group Total (£'m)
Total assets	5,481.4	757.2	841.3	**7,079.9**	128.6	329.9	(3,083.5)	**4,454.9**
Total liabilities	(2,356.3)	(520.8)	(611.4)	**(3,488.5)**	(229.0)	(234.6)	1,370.2	**(2,581.9)**
Tangible asset additions	63.6	36.8	75.0	**175.4**	91.8	-	-	**267.2**
Right of use asset additions	43.1	8.8	25.8	**77.7**	27.3	-	-	**105.0**
Intangible asset additions	23.5	0.2	1.3	**25.0**	-	-	-	**25.0**

The segment assets and liabilities above include intercompany balances which eliminate on consolidation but appear in the information presented to the Chief Operating Decision Maker (CODM). Eliminations primarily relate to the elimination of intercompany balances on consolidation, intangible assets arising on consolidation, defined benefit pension surplus as well as current tax balances and deferred tax. These are shown in eliminations in the information presented to the CODM.

Segmental information for the 53 weeks ended **30 April 2023**[(1)]

	UK Sports (£'m)	Premium Lifestyle (£'m)	International (£'m)	Retail (£'m)	Property (£'m)	Financial Services (£'m)	Group Total (£'m)
Revenue	2,959.1	1,218.1	1,247.7	5,424.9	36.1	125.0	5,586.0
Cost of sales	(1,685.7)	(741.0)	(746.2)	(3,172.9)	(2.6)	(15.5)	(3,191.0)
Gross profit	**1,273.4**	**477.1**	**501.5**	**2,252.0**	**33.5**	**109.5**	**2,395.0**
Gross margin %	43.0%	39.2%	40.2%	41.5%	92.8%	87.6%	42.9%
Operating costs	(818.7)	(343.1)	(344.9)	(1,506.7)	(25.1)	(43.7)	(1,575.5)
Fair value adjustments to investment properties	-	-	-	-	(6.5)	-	(6.5)
Gain on disposal of properties	-	-	-	-	95.4	-	95.4
Profit from trading	**454.7**	**134.0**	**156.6**	**745.3**	**97.3**	**65.8**	**908.4**
Depreciation & amortisation	(117.8)	(41.4)	(46.3)	(205.5)	(36.0)	(0.9)	(242.4)
Impairments net of impairment reversals	(25.1)	(56.9)	(133.8)	(215.8)	(23.9)	-	(239.7)
Share-based payments	(19.3)			(19.3)			(19.3)
Foreign exchange realised	35.8	0.1	(4.7)	31.2			31.2
Exceptional items	-	55.2	16.9	72.1	-	25.0	97.1
Operating profit	**328.3**	**91.0**	**(11.3)**	**408.0**	**37.4**	**89.9**	**535.3**
Gain on sale of subsidiaries/discontinued operations							17.6
Net investment income							108.0
Net finance costs							(22.9)
Profit before tax							**638.0**
Exceptional items							(97.1)
Result from discontinued operation							26.4
Fair value adjustment to derivative financial instruments							(32.5)
Fair value losses on equity derivatives							(41.1)
Realised FX gain							(31.2)
Share-based payments							19.3
Adjusted profit before tax ("APBT")							**481.8**

(1) The FY23 results have been re-categorised due to changes in the reporting segments, with the creation of new Property and Financial Services segments, and the Wholesale and Licensing Segment being absorbed into the UK Sports and International segments. They have also been restated for the reclassification as rental income (note 1).

Inter-segment sales are priced at cost plus a 10% mark-up.

Other segmental items included in the income statement for the 53 weeks **ended 30 April 2023:**

	UK Sports (£'m)	Premium Lifestyle (£'m)	International (£'m)	Retail (£'m)	Property (£'m)	Financial Services (£'m)	Group Total (£'m)
Property, plant & equipment depreciation	(95.6)	(35.6)	(19.0)	**(150.2)**	(36.0)	(0.9)	**(187.1)**
Property, plant & equipment impairment	(14.0)	(17.2)	(1.4)	**(32.6)**	(23.9)	-	**(56.5)**
IFRS 16 ROU depreciation	(40.0)	(6.6)	(28.6)	**(75.2)**	-	-	**(75.2)**
IFRS 16 ROU impairment	(6.2)	(19.2)	(17.7)	**(43.1)**	-	-	**(43.1)**
Fair value adjustments to investment properties	-	-	-	**-**	(6.5)	-	**(6.5)**
IFRS 16 disposal and modification/remeasurement of lease liabilities	17.8	0.8	8.2	**26.8**	-	-	**26.8**
Intangible amortisation	-	-	(6.9)	**(6.9)**	-	-	**(6.9)**
Intangible impairment	(4.9)	(20.5)	(114.7)	**(140.1)**	-	-	**(140.1)**

(1) The FY23 results have been re-categorised due to changes in the reporting segments, with the creation of new Property and Financial Services segments, and the Wholesale and Licensing Segment being absorbed into the UK Sports and International segments.

Information regarding segmental assets and liabilities as at **30 April 2023** and capital expenditure for the 53 weeks then ended

	UK Sports	Premium Lifestyle	International	Retail	Property	Financial Services	Eliminations	Group Total
	(£'m)	**(£'m)**	**(£'m)**	**(£'m)**	**(£'m)**	**(£'m)**	**(£'m)**	**(£'m)**
Total assets	5,414.9	1,985.3	983.2	**8,383.4**	34.8	415.0	**(4,530.5)**	**4,302.7**
Total liabilities	(2,277.3)	(1,808.0)	(836.0)	**(4,921.3)**	(186.6)	(352.5)	2,825.9	**(2,634.5)**
Tangible asset additions	239.3	26.3	47.1	**312.7**	155.4	0.3	-	**468.4**
Right of use asset additions	62.8	23.0	30.9	**116.7**	-	-	-	**116.7**
Intangible asset additions	-	-	1.0	**1.0**	-	-	-	**1.0**

(1) The FY23 results have been re-categorised due to changes in the reporting segments, with the creation of new Property and Financial Services segments, and the Wholesale and Licensing Segment being absorbed into the UK Sports and International segments.

The segment assets and liabilities above include intercompany balances which eliminate on consolidation but appear in the information presented to the CODM. Eliminations primarily relate to the elimination of intercompany balances on consolidation, intangible assets arising on consolidation, defined benefit pension surplus as well as current tax balances and deferred tax. These are shown in eliminations in the information presented to the CODM.

Geographic Information

Segmental information for the 52 weeks **ended 28 April 2024:**

	UK	Europe	USA	Asia	Oceania	Eliminations	Total
	(£'m)	**(£'m)**	**(£'m)**	**(£'m)**	**(£'m)**	**(£'m)**	**(£'m)**
Segmental revenue from external customers	4,243.8	1,056.7	130.1	71.6	35.5	-	**5,537.7**
Total capital expenditure	295.7	93.4	0.4	2.8	4.9	-	**397.2**
Non-current segment assets*	1,111.8	222.6	33.0	5.2	0.7	-	**1,373.3**
Total segmental assets	6,840.3	457.2	164.3	69.1	7.5	(3,083.5)	**4,454.9**

Segmental information for the 53 weeks **ended 30 April 2023:**

	UK	Europe	USA	Asia	Oceania	Eliminations	Total
	(£'m)	**(£'m)**	**(£'m)**	**(£'m)**	**(£'m)**	**(£'m)**	**(£'m)**
Segmental revenue from external customers	4,335.6	1,026.9	128.4	78.2	16.9	-	**5,586.0**
Total capital expenditure	310.6	104.5	0.7	0.8	-	-	**416.6**
Non-current segment assets*	1,054.2	237.7	35.8	3.9	1.4	-	**1,333.0**
Total segmental assets	8,062.7	556.9	155.8	48.1	9.7	(4,530.5)	**4,302.7**

*Excludes deferred tax, long-term financial instruments and retirement benefit surplus.

Material non-current segmental assets – **by a non-UK country:**

	USA	Belgium	Austria	Estonia	Ireland	Spain	Denmark	Germany
	(£'m)	**(£'m)**	**(£'m)**	**(£'m)**	**(£'m)**	**(£'m)**	**(£'m))**	**(£'m)**
FY24	33.0	61.3	10.9	26.3	72.6	9.9	6.0	20.5
FY23	35.8	47.6	21.7	20.9	90.4	15.1	13.9	17.4

Material segmental revenue from external customers – **by a non-UK country:**

	USA	Belgium	Austria	Estonia	Ireland	Spain	Denmark	Malaysia	Poland
	(£'m)	**(£'m)**	**(£'m)**	**(£'m)**	**(£'m)**	**(£'m)**	**(£'m))**	**(£'m)**	**(£'m)**
FY24	129.8	113.3	39.4	150.3	206.2	313.9	58.0	62.5	37.4
FY23	136.8	120.1	41.4	142.2	188.8	282.3	86.5	68.0	24.0

Note the Group has no individual customer which accounts for more than 10% of revenue in the current or prior period.

5. OTHER OPERATING INCOME

	52 weeks ended 28 April 2024 (£'m)	53 weeks ended 30 April 2023 (restated)[1] (£'m)
Rent receivable	-	1.0
Other	10.9	10.7
	10.9	**11.7**

(1) Restated to reflect the change in accounting policy regarding the classification of rental income. Please refer to note 1 for further details.

Other operating income relates to charges for aircraft, lease surrender premiums, ad hoc income and sundry charges to third parties.

6. EXCEPTIONAL ITEMS

	52 weeks ended 28 April 2024 (£'m)	53 weeks ended 30 April 2023 (restated) (£'m)
Fair value gain on associate	-	16.9
Adjustment to Studio regulatory provision	-	25.0
Gain on bargain purchase	-	55.2
	-	**97.1**

The gain on bargain purchase in the prior period relates to acquisition of JD brands. See note 32 for further details.

The adjustment to the Studio regulatory provision is detailed in note 29.

The fair value gain on associate in the prior year arose as a result of the disposal of 51% of Kangol LLC, following the loss of control. See note 20 for further details.

7. PROFIT ON SALE OF PROPERTIES

	52 weeks ended 28 April 2024 (£'m)	53 weeks ended 30 April 2023 (£'m)
Profit on sale of properties	3.5	95.4

The profit on the sale of properties in the prior period includes gains on the sale of UK and European properties.

8. OPERATING PROFIT FOR THE PERIOD

Operating profit for the period is stated after charging/(crediting):

	52 weeks ended 28 April 2024 (£'m)	53 weeks ended 30 April (restated) (£'m)
Foreign exchange gain	(14.4)	(31.2)
Depreciation and amortisation of non-current assets:		
-Depreciation of property, plant & equipment (incl. right-of-use asset)	282.8	262.3
-Impairment of property, plant & equipment (incl. right-of-use asset)	14.5	99.4
-Amortisation of intangible assets	1.8	6.9
-Impairment of intangible assets	6.9	140.1
IFRS 16 leases:		
Loss/(profit) on disposal and modification/remeasurement of lease liabilities	6.6	(26.8)
Variable lease payments*	15.3	15.4
Short term and low value lease expenses*	29.9	33.3

*These are recorded in selling, distribution and administrative expenses in the consolidated income statement.

Services Provided by the Group's Auditor

The remuneration of the auditors, RSM UK Audit LLP, and associated firms, was as detailed below:

	52 weeks ended 28 April 2024 (£'m)	53 weeks ended 30 April 2023 (£'m)
AUDIT SERVICES		
Audit of the Group and company - recurring	1.9	2.0
Audit of the Group and company - non-recurring	-	-
Audit of subsidiary companies	1.1	1.1
	3.0	**3.1**

During the prior period, RSM UK Audit LLP and associated firms provided reporting accountant services and fees amounted to £0.3m.

9. PAYROLL COSTS

The average monthly number of employees, including Executive Directors, employed by the Group during the period was:

	52 weeks ended 28 April 2024	53 weeks ended 30 April 2023
Retail stores	25,475	24,763
Distribution, administration and other	6,903	7,718
	32,378	**32,481**

The net decrease in employees is due to the expansion of international operations offset by integration of acquired businesses and store closures in the Premium segment of the Group.

The aggregate payroll costs of the employees, including Executive Directors, were as follows:

	52 weeks ended 28 April 2024	53 weeks ended 30 April 2023
Wages and salaries	639.7	606.8
Social security costs	46.3	41.7
Pension costs	10.5	8.5
	696.5	**657.0**

Aggregate emoluments of the Directors of the Company are summarised below:

	52 weeks ended 28 April 2024 (£'m)	53 weeks ended 30 April 2023 (£'m)
Aggregate emoluments	0.8	0.7

Further details of Directors' remuneration are given in the Directors' Remuneration Report. Details of key management remuneration are given in note 34.

10. INVESTMENT INCOME

	52 weeks ended 28 April 2024 (£'m)	53 weeks ended 30 April 2023 (£'m)
Premium received on equity derivatives	76.1	63.9
Fair value gain on equity derivatives	-	45.7
Dividend income	2.3	3.0
	78.4	**112.6**

The premium received on equity derivatives mainly relates to written Hugo Boss options. In the prior year, the fair value gain on equity derivatives mainly relates to Hugo Boss options.

11. INVESTMENT COSTS

	52 weeks ended 28 April 2024 (£'m)	53 weeks ended 30 April 2023 (£'m)
Loss on disposal of equity derivatives	36.5	4.6
Fair value loss on equity derivatives	32.4	-
	68.9	**4.6**

The loss on equity derivatives relates to losses across the strategic investments portfolio including Hugo Boss.

12. FINANCE INCOME

	52 weeks ended 28 April 2024 (£'m)	53 weeks ended 30 April 2023 (£'m)
Bank interest receivable	15.8	9.7
Other finance income	-	3.9
Fair value adjustment to derivatives*	27.6	32.5
	43.4	**46.1**

*Includes £6.1m (FY23: £8.4m) from interest rate swaps.

13. FINANCE COSTS

	52 weeks ended 28 April 2024 (£'m)	53 weeks ended 30 April 2023 (£'m)
Interest on bank loans and overdrafts	66.8	41.4
Other interest	0.4	9.4
IFRS 16 lease interest	24.3	18.2
	91.5	**69.0**

14. TAXATION

	52 weeks ended 28 April 2024 (£'m)	53 weeks ended 30 April 2023 (£'m)
Current tax	127.5	145.2
Adjustment in respect of prior periods	(8.9)	(1.0)
Total current tax	**118.6**	**144.2**
Deferred tax	(0.7)	39.7
Adjustment in respect of prior periods	(10.0)	(24.5)
Total deferred tax (see note 28)	**(10.7)**	**15.2**
	107.9	**159.4**
Profit before taxation - continuing operations	507.0	638.0
(Loss)/profit before taxation - discontinued operations	(12.5)	26.4
Total Profit before taxation	**494.5**	**664.4**
Taxation at the standard rate of tax in the UK of 25% (FY23: 19.5%)	123.6	129.6

Non-taxable income	(23.5)	(18.7)
Expenses not deductible for tax purposes	34.3	70.9
Other tax adjustments	(7.6)	3.1
Adjustments in respect of prior periods - current tax	(8.9)	(1.0)
Adjustments in respect of prior periods - deferred tax	(10.0)	(24.5)
Changes in deferred tax rate	-	-
	107.9	**159.4**

Tax charge - continuing operations	107.9	159.3
Tax charge - discontinued operations	-	0.1
Total tax charge	**107.9**	**159.4**

Expenses not deductible for tax purposes largely relates to non-qualifying depreciation and impairments not qualifying for tax allowances.

15. EARNINGS PER SHARE FROM TOTAL AND CONTINUING OPERATIONS ATTRIBUTABLE TO THE EQUITY SHAREHOLDERS

Basic earnings per share is calculated by dividing the earnings attributable to ordinary shareholders of the parent by the weighted average number of ordinary shares outstanding during the year.

For diluted earnings per share, the weighted average number of shares, 438,504,703 (FY23: 459,911,330), is adjusted to assume conversion of all dilutive potential ordinary shares under the Group's share schemes, being nil (FY23: nil), to give the diluted weighted average number of shares of 438,504,703 (FY23: 459,911,330). There is therefore no difference between the Basic and Diluted EPS calculations for both periods. Shares bought back into treasury are deducted when calculating the weighted average number of shares below.

Basic and Diluted Earnings Per Share

	52 weeks ended 28 April 2024	52 weeks ended 28 April 2024	52 weeks ended 28 April 2024	53 weeks ended 30 April 2023 (restated)[1]	53 weeks ended 30 April 2023 (restated)[1]	53 weeks ended 30 April 2023 (restated)[1]
	Basic and diluted, continuing operations	Basic and diluted, discontinued operations	Basic and diluted, total	Basic and diluted, continuing operations	Basic and diluted, discontinued operations	Basic and diluted, total
	(£'m)	(£'m)	(£'m)	(£'m)	(£'m)	(£'m)
Profit for the period	393.3	(12.5)	**380.8**	465.4	26.3	**491.7**
	Number in thousands	**Number in thousands**	**Number in thousands**	**Number in thousands**	**Number in thousands**	**Number in thousands**
Weighted average number of shares	438,505	438,505	**438,505**	459,911	459,911	**459,911**
	Pence per share	**Pence per share**	**Pence per share**	**Pence per share**	**Pence per share**	**Pence per share**
Earnings per share	89.7	(2.9)	**86.8**	101.2	5.7	**106.9**

(1) Restated to reflect the change in accounting policy regarding the valuation of investment property and reclassification of rental income. Please refer to note 1 for further details.

Adjusted Earnings Per Share

The adjusted earnings per share reflects the underlying performance of the business compared with the prior period and is calculated by dividing adjusted earnings by the weighted average number of shares for the period. Adjusted earnings is used by management as a measure of profitability within the Group. Adjusted earnings is defined as profit for the period attributable to equity holders of the parent for each financial period but excluding the post-tax effect of certain non-trading items. Tax has been calculated with reference to the effective rate of tax for the Group.

The Directors believe that the adjusted earnings and adjusted earnings per share measures provide additional useful information for shareholders on the underlying performance of the business and are consistent with how business performance is measured internally. Adjusted earnings is not a recognised profit measure under IFRS and may not be directly comparable with adjusted profit measures used by other companies.

	52 weeks ended 28 April 2024 Basic (£'m)	52 weeks ended 28 April 2024 Diluted (£'m)	53 weeks ended 30 April 2023 (restated) Basic (£'m)	53 weeks ended 30 April 2023 (restated) Diluted (£'m)
Profit for the period	**380.8**	**380.8**	**491.7**	**491.7**
Pre-tax adjustments to profit / (loss) for the period for the following items:				
Exceptional items	-	-	(97.1)	(97.1)
Fair value adjustment to derivatives included within finance (income)	(27.6)	(27.6)	(32.5)	(32.5)
Fair value losses/(gains) and loss/(profit) on disposal of equity derivatives	68.9	68.9	(41.1)	(41.1)
Realised foreign exchange gains	(14.4)	(14.4)	(31.2)	(31.2)
Share based payments	23.4	23.4	19.3	19.3
Tax adjustments on the above items	(11.0)	(11.0)	20.8	20.8
Adjusted profit for the period	**420.1**	**420.1**	**329.9**	**329.9**
	Number in thousands	**Number in thousands**	**Number in thousands**	**Number in thousands**
Weighted average number of shares	438,505	438,505	459,911	459,911
	Pence per share	**Pence per share**	**Pence per share**	**Pence per share**
Adjusted Earnings per share	95.8	95.8	71.7	71.7

16. DISCONTINUED OPERATIONS AND SALE OF SUBSIDIARIES

On 20 December 2023, the Group acquired the Matches business ("Matches") from MF Intermediate Limited, by way of the purchase of 100% of the shares of a group of 6 companies (of which MatchesFashion Limited was the main trading subsidiary) and the acquisition of the senior and junior debt owed by those companies. The consideration payable was £51.9m (see note 32 for details of the acquisition accounting).

Following the acquisition, the Group provided significant funding to Matches but the business continued to generate material trading losses. As a result of this, the management concluded that the funding requirements of the business would be far in excess of amounts that the Group considers to be viable and on 8 March 2024 administrators were appointed. From this point, the Group was no longer exposed to and no longer had rights to variable returns from Matches and lost its ability to influence these returns through its power over the entity. Therefore, in accordance with IFRS 10 Consolidated Financial Statements ("IFRS 10") management concluded that it no longer had control over Matches.

In accordance with IFRS 5.32, management considered that Matches constituted a separate major line of business that had been disposed of and that it therefore met the criteria to be classified as a discontinued operation.

Details of the disposal

	Period ended 28 April 2024 (£'m)
Total disposal consideration	74..7
Carrying amount of net assets disposed of	(78.8)
Loss on disposal after income tax	**(4.1)**

All amounts are attributable to the owners of the parent.

Total disposal consideration of £74.7m reflects loans due to the Group from Matches at the point of disposal, net of a provision for expected credit loss.

In period between the administrators' appointment and 28 April 2024, the Group purchased the brand names and intellectual property of Matches for £20.0m, with the consideration payable being treated as a reduction in the amounts owed to the Group by Matches.

A first dividend of £30.0m was received from the administrators prior to year-end leaving an outstanding balance of £24.7m at year end, which is recorded within trade and other receivables.

Financial performance and cash flow information

	20 December 2023 to 28 April 2024 (£'m)
Revenue	29.9
Expenses	(38.3)
Loss after tax of discontinued operation	**(8.4)**
Loss on disposal	(4.1)
Loss from discontinued operation	**(12.5)**
Net cash outflow from operating activities	(9.1)
Net cash outflow from investing activities	(5.3)
Net decrease in cash generated by the discontinued operation	**(14.4)**

The carrying amounts of assets and liabilities at the date of disposal on 8 March 2024 were as follows:

	(£'m)
Goodwill	1.9
Intangible assets	20.0
Inventories	73.9
Trade and other receivables	34.9
Cash and cash equivalents	20.0
Total assets	**150.7**
Trade and other payables	(45.8)
Provisions	(12.3)
Lease liabilities	(13.8)
Total liabilities	**(71.9)**
Net assets of the disposal group	**78.8**

Disposal of Subsidiaries

During the current period, the Group sold certain intellectual property assets relating to Missguided for net consideration of approximately £25.0m.

Summary of FY23 discontinued operation and disposals of subsidiaries

On 24 May 2022, the Group disposed of its US retail businesses trading as Bob's Stores and Eastern Mountain Sports for net cash consideration of approximately £43.6m. The disposal took place through the sale of 100% of the share capital of Roberts 50 USA LLC and its subsidiaries to GoDigital Media Group.

As per IFRS 5, this disposal group was classified as held for sale and as a discontinued operation in FY22. A profit on disposal of £26.3m was recognised in the Consolidated Income Statement in the prior year.

The reconciliation of the transaction is detailed below:

	30 April 2023 (£'m)
Net assets disposed of (including FX revaluation)	(18.9)
Cash received, net of transaction costs and cash disposed of	43.6
Gain on sale before income tax and reclassification of foreign currency translation reserve	**24.7**
Reclassification of foreign currency translation reserve	1.6
Gain on sale after income tax	**26.3**

The Consolidated Cash Flow Statement in the prior year included the following amounts relating to this discontinued operation:

	53 weeks ended 30 April 2023 (£'m)
Operating activities	(2.2)
Financing activities	(0.5)
Net cash outflow from discontinued operations	**(2.7)**

Additionally, during the prior period, consideration of £2.9m was received in respect of the Group's disposal of a 51% shareholding in Kangol LLC to Bollman Hat Company. Further details can be found in note 20. Total proceeds received from disposals of discontinued operations and subsidiaries in the prior period was therefore £46.5m.

17. PROPERTY, PLANT AND EQUIPMENT

	Right of Use Assets* (£'m)	Freehold Land and Buildings (£'m)	Long-term Leaseholds (£'m)	Short-term Leasehold improvements (£'m)	Plant and Equipment (£'m)	Total (£'m)
COST						
At 24 April 2022	**686.6**	**904.0**	**155.7**	**125.1**	**995.8**	**2,867.2**
Acquisitions (see note 32)	43.0	-	15.7	-	7.6	**66.3**
Additions	98.0	97.5	6.0	1.1	275.5	**478.1**
Eliminated on disposals	(111.2)	(60.1)	(34.3)	-	(65.6)	**(271.2)**
Reclassifications/ Remeasurements	7.6	(1.5)	-	-	-	**6.1**
Exchange differences	12.6	(13.3)	0.6	0.3	18.6	**18.8**
At 30 April 2023	**736.6**	**926.6**	**143.7**	**126.5**	**1,231.9**	**3,165.3**
Additions	81.3	15.5	6.8	-	169.4	**273.0**
Eliminated on disposals	(75.1)	(16.5)	(2.1)	(14.7)	(96.0)	**(204.4)**
Reclassifications/ Remeasurements	15.2	(83.9)	(3.0)	-	(10.6)	**(82.3)**
Exchange differences	(2.6)	(3.3)	(0.4)	(0.5)	(5.2)	**(12.0)**
At 28 April 2024	**755.4**	**838.4**	**145.0**	**111.3**	**1,289.5**	**3,139.6**

ACCUMULATED DEPRECIATION AND IMPAIRMENT						
At 24 April 2022	**(491.9)**	**(420.5)**	**(63.0)**	**(121.4)**	**(759.4)**	**(1,856.2)**
Charge for the period	(75.2)	(43.8)	(11.4)	(1.7)	(130.2)	**(262.3)**
Impairment	(43.1)	(23.9)	(0.2)	-	(32.2)	**(99.4)**
Eliminated on disposals	110.8	16.7	11.6	(0.9)	57.0	**195.2**
Reclassifications / Remeasurements	-	0.2	-	-	-	**0.2**
Exchange differences	(9.4)	4.3	(0.3)	(0.3)	(5.1)	**(10.8)**
At 30 April 2023	**(508.8)**	**(467.0)**	**(63.3)**	**(124.3)**	**(869.9)**	**(2,033.3)**
Charge for the period	(83.2)	(17.4)	(17.4)	(0.1)	(164.7)	**(282.8)**
Impairment	5.2	6.8	(6.7)	-	(19.8)	**(14.5)**
Eliminated on disposals	75.1	4.4	3.0	14.1	32.0	**128.6**
Reclassifications / Remeasurements	(3.4)	12.7	(3.7)	0.2	8.9	**14.7**
Exchange differences	5.1	0.6	0.2	0.4	4.0	**10.3**
At 28 April 2024	**(510.0)**	**(459.9)**	**(87.9)**	**(109.7)**	**(1,009.5)**	**(2,177.0)**
NET BOOK VALUE						
At 28 April 2024	**245.4**	**378.5**	**57.1**	**1.6**	**280.0**	**962.6**
At 30 April 2023	**227.8**	**459.6**	**80.4**	**2.2**	**362.0**	**1,132.0**
At 24 April 2022	**194.7**	**483.5**	**92.7**	**3.7**	**236.4**	**1,011.0**

*ROU assets have been restated to reflect the change in accounting policy regarding the valuation of investment property. Please refer to note 1 for further details. Lease arrangements for ground rents have also been reclassified to investment properties as they are now recognised and measured as part of the fair values of investment property.

Note 2 provides further detail on the property related impairments (relating to ROU assets and freehold land and buildings).

Leases

The Group only has property leases within the scope of IFRS 16, including retail stores, offices and warehouses. Leases are largely for a period of between 1 – 15 years typically with break clauses. It is management's intention to continue to enter into turnover linked leases in the future.

The Group presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment', the same line item as it presents underlying assets of the same nature that it owns. The carrying amount and movements in the period can be seen in the table above.

Lease liabilities are presented separately within the Consolidated Balance Sheet. The maturity analysis of lease liabilities is shown in note 30(e). Interest expense on the lease liability is presented as a component of finance costs as per note 13. Cash payments for the principal portion and the interest portion of the lease liability are presented in the Consolidated Cash Flow Statement with further details given in note 27.

The Group is party to a number of leases that are classed as short term leases and with variable lease payments. These are typically property leases on turnover based rents. Note 8 discloses variable lease payments and short term and low value lease expenses incurred in the period. Cash flows in the period relating to variable lease payments, short term lease payments, and leases for low value assets were approx. £45m (FY23: approx. £49m). It is expected that future cash flows will not be materially different to the FY24 cash flows.

Leases to which the Group is committed but have not yet commenced at period end are not considered to be material.

18. INVESTMENT PROPERTIES

	Freehold Land and Buildings (£'m)
Fair value at 24 April 2022*	**95.5**
Direct acquisitions	107.0
Less right-of-use asset additions	(18.7)
Transfer from property, plant and equipment – at fair value	1.3
Disposals	(37.3)
Net loss from fair value adjustment on investment properties	(6.5)
Market value per valuation report	**141.3**
Lease liabilities on ground leases	18.7
Fair value at 30 April 2023*	**160.0**
Lease liabilities on ground leases brought forward	(18.7)
Direct acquisitions	99.2
Less right-of-use asset additions	(23.7)
Transfer from property, plant and equipment - at fair value	79.4
Net gain from fair value adjustment on investment properties	11.5
Market value per valuation report	**307.7**
Lease liabilities on ground leases	42.8
Fair value at 28 April 2024	**350.5**

*Restated to reflect the change in accounting policy regarding the valuation of investment property. Please refer to note 1 for further details.

The rental income from Investment Properties recognised in the consolidated income statement for the year was £38.7m (FY23: £23.7m).

Valuation Processes

The Group's investment properties were valued as at 28 April 2024 by the Group's internal property team who are appropriately qualified chartered surveyors, follow the applicable valuation methodology of the Royal Institute of Chartered Surveyors, and have recent experience in the locations and segments of the investment properties valued. For all investment properties, their current use equates to the highest and best use. The Group's finance department includes a team that reviews the valuations performed by the property team for financial reporting purposes. This team reports directly to the Chief Financial Officer (CFO) and the Audit Committee (AC). Discussions of valuation processes and results are held between the finance department and the property team in August and February each year.

At each financial discussion, the finance department verifies all major inputs to the valuation report and assesses property valuation movements when compared to the previous valuation report.

Measurement of Fair Value of Investment Property

Properties valued by the Group's internal property team are valued on an open market basis based on active market prices adjusted for any differences in the nature, location or condition of the specified asset such as plot size, encumbrances and current use. If this information is not available, alternative valuation methods are used such as recent prices on less active markets, or discounted cashflow projections. The significant unobservable input is the adjustment for factors specific to the properties in question. The extent and direction of this adjustment depends on the number and characteristics of the observable market transactions in similar properties that are used as the starting point for the valuation. Although this input is a subjective judgement, management consider that the overall valuation would not be materially altered by any reasonable alternative assumptions. All of the valuations across the Group's investment property are considered to be level 3 fair values.

The market value of the investment properties has been supported by comparison to that produced under income capitalisation techniques applying yield as a key unobservable input. The range of yield applied is 7.0% to 20.0%.

The fair value of an investment property reflects, among other things, rental income from current leases and assumptions about future rental lease income based on current market conditions and anticipated plans for the property.

19. INTANGIBLE ASSETS

	Goodwill (£'m)	Trademarks and Licenses (£'m)	Brands (£'m)	Customer Related (£'m)	Total (£'m)
COST					
At 24 April 2022	**176.8**	**91.1**	**87.0**	**5.7**	**360.6**
Acquisitions (note 32)	35.6	11.7	-	-	**47.3**
Additions	-	1.0	-	-	**1.0**
Disposals	(0.2)	(2.3)	-	-	**(2.5)**
Exchange adjustments	2.5	0.3	1.8	-	**4.6**
At 30 April 2023	**214.7**	**101.8**	**88.8**	**5.7**	**411.0**
Acquisitions (note 32)	4.2	20.0	-	-	**24.2**
Additions	-	25.0	-	-	**25.0**
Disposals	(1.9)	(20.0)	-	-	**(21.9)**
Exchange adjustments	-	(0.1)	0.3	-	**0.2**
At 28 April 2024	**217.0**	**126.7**	**89.1**	**5.7**	**438.5**
AMORTISATION AND IMPAIRMENT					
At 24 April 2022	**(132.4)**	**(87.3)**	**(19.3)**	**(1.0)**	**(240.0)**
Amortisation charge	-	(0.9)	(6.0)	-	**(6.9)**
Impairment	(71.7)	(11.7)	(52.0)	(4.7)	**(140.1)**
Disposals	0.4	2.3	-	-	**2.7**
Exchange adjustments	(1.1)	(0.3)	(1.2)	-	**(2.6)**
At 30 April 2023	**(204.8)**	**(97.9)**	**(78.5)**	**(5.7)**	**(386.9)**
Amortisation charge	-	(0.5)	(1.3)	-	**(1.8)**
Impairment	(2.3)	(4.6)	-	-	**(6.9)**
Disposals	-	-	-	-	**-**
Exchange adjustments	-	(0.4)	(0.3)	-	**(0.7)**
At 28 April 2024	**(207.1)**	**(103.4)**	**(80.1)**	**(5.7)**	**(396.3)**
At 28 April 2024	**9.9**	**23.3**	**9.0**	-	**42.2**
At 30 April 2023	**9.9**	**3.9**	**10.3**	-	**24.1**
At 24 April 2022	**44.4**	**3.8**	**67.7**	**4.7**	**120.6**

Amortisation is charged to selling, distribution and administrative expenses in the Consolidated Income Statement.

Goodwill, trademarks, licenses and brands that are acquired in a business combination are allocated, at acquisition, to the CGUs that are expected to benefit from that business combination. After recognition of impairment losses, the carrying amount of these assets at the start and end of the current period is allocated as follows:

	28 April 2024			
	Goodwill (£'m)	Trademarks and Licenses (£'m)	Brands (£'m)	Total (£'m)
Wholesale & Licensing (excl. Everlast)	9.9	-	-	**9.9**
Everlast	-	3.0	9.0	**12.0**
Matches	-	20.0	-	**20.0**
	9.9	**23.0**	**9.0**	**41.9**

	30 April 2023			
	Goodwill (£'m)	Trademarks and Licenses (£'m)	Brands (£'m)	Total (£'m)
Wholesale & Licensing (excl. Everlast)	9.9	-	-	9.9
Everlast	-	3.3	10.3	13.6
	9.9	**3.3**	**10.3**	**23.5**

Acquisitions

In the current period, goodwill and trademarks with a fair value of £24.2m (FY23: £47.3m) were recognised as part of business combinations with £21.9m relating to the Matches acquisition. See note 32 for details. The goodwill and trademarks recognised in respect of Matches were derecognised once the business went into administration on 8 March 2024. See note 16 for details. Following a review of the trading performance of the other businesses acquired the goodwill was fully impaired as the recoverable amount on a value in use basis was estimated to be £nil.

Additions

In period between the administrators' appointment and 28 April 2024, the Group purchased the brand names and intellectual property of Matches for £20.0m (see note 16 for further details). The assets acquired were assumed to have a useful economic life of 15 years. Management do not consider that there was any indicator of impairment at the reporting date.

During the current period, the Group also acquired other trademarks and brand names with a cost value of £5m. These assets were fully impaired as the recoverable amount on a value in use basis was estimated to be £nil.

Amortisation

The brands, trademarks & licenses allocated to the Everlast CGU are being amortised over a 15-year period. The amortisation charge in the current period is £1.3m (FY23: £6.5m) and is disclosed within selling, distribution and administrative expenses in the Consolidated Income Statement. The remaining useful economic life of these assets is 10 years (FY23: 11 years).

Impairment Review

The Group tests the carrying amount of goodwill and intangible assets with an indefinite life for impairment annually or more frequently if there are indications that their carrying value might be impaired. The carrying amounts of other intangible assets are reviewed for impairment if there is an indicator of impairment.

The recoverable amounts of the Wholesale & Licensing (excl. Everlast) and Everlast CGUs have been determined by reference to value in use calculations. The recoverable amounts were then compared to the carrying value of the assets allocated to each CGU to assess the level impairment required, if any.

No impairment testing was performed on the intellectual property purchased from Matches due to the absence of any indicator of impairment and the proximity of the transaction to the reporting date.

Significant judgements, assumptions and estimates

In determining the value in use of CGUs it is necessary to make a series of assumptions to estimate the present value of future cash flows. In each case, these key assumptions have been made by management reflecting past experience, current trends, and where applicable, are consistent with relevant external sources of information. The key assumptions are as follows:

	28 April 2024		30 April 2023	
	Wholesale & Licensing (excl. Everlast)	Everlast	Wholesale & Licensing (excl. Everlast)	Everlast
5-year average annual forecast sales decline	(1.7%)	(1.8%)	(3.0%)	(2.6%)
Discount rate	9.8%	13.5%	8.5%	14.2%
Annual % increase in operating costs	-	-	-	3.0%
Terminal growth rate	2.0%	2.0%	2.0%	2.0%

Management have prepared cash flow forecasts for a five-year period derived from the actual results for financial year 2023/24. These forecasts include assumptions around sales prices and volumes, specific customer relationships and operating costs and working capital movements.

The average rate of annual sales decline forecast for the Everlast CGU of 1.7% pa is less pessimistic than the 2.6% pa in the prior year and is reflective of management's latest view of the business's prospects in the medium-term due to current restructuring underway.

The pre-tax rates used to discount the forecast cash flows are shown above and are derived from the Group's weighted average cost of capital as adjusted for the specific risks related to each CGU.

Overhead costs in the Everlast CGU have been assumed to remain flat (FY23: 3.0% pa increase) throughout the forecast period on the basis that inflationary cost increases will be offset by operational efficiencies due to current restructuring underway.

To forecast beyond the detailed cash flows into perpetuity, a long-term average growth rate of 2.0% (FY23: 2.0%) has been used. This is not greater than the published International Monetary Fund average growth rate in gross domestic product for the next five-year period in the territories where the CGUs operate. The growth rate was assessed separately for each CGU however the 2.0% rate was deemed appropriate in both cases.

Results

The recoverable amount of the Wholesale & Licensing (excluding Everlast) CGU exceeds its carrying value by approximately £72.7m (FY23: £82.0m) and as such no impairment was required.

The recoverable amount of the Everlast CGU exceeds its carrying value by approximately £9.0m (FY23: £87.9m impairment loss) and as such no impairment was required.

Sensitivity Analysis

The table below shows changes to the terminal growth rate, risk adjusted discount rate and forecast operating cash flow assumptions used in the calculation of value in use for the Everlast CGU to make recoverable amount of CGU equal to its carrying value:

	Everlast
Value in use	£55.2m
Current headroom	£9.0m
Change in key assumption required to make recoverable amount of CGU equal to its carrying value	
Current Terminal Growth Rate	2.0%
Revised Terminal Rate of Decline	(0.9%)
Current Discount Rate	13.5%
Revised Discount Rate	13.9%
Current 5-year average annual forecast sales decline	(1.8%)
Revised 5-year average annual forecast sales decline	(2.1%)
Current annual % increase in operating costs	-
Revised annual % increase in operating costs	1.5%

Based on the results of the impairment test for the Wholesale & Licensing (excluding Everlast) CGU and the immaterial carrying value of the remaining goodwill, management are satisfied that there is sufficient headroom against the carrying value such that a reasonably possible change in assumption would not lead to an impairment. Consequently, no sensitivity analysis has been disclosed for this CGU.

Climate Change

Management considered the impact of climate change when conducting its impairment review and concluded that it was unlikely to have a material impact on the assumptions based on the following:

- The relevant tangible assets have relatively short useful economic lives and are not considered to be in locations that will be materially impacted by climate change (i.e., they are in the USA – a developed country).
- The forecasts include estimates for ongoing capital expenditure, which management consider to be sufficient to make any essential climate change related acquisitions (e.g., solar panels or building energy management systems).

20. INVESTMENTS IN ASSOCIATED UNDERTAKINGS

The Group uses the equity method of accounting for associates and joint ventures in accordance with IAS 28. The following table shows the aggregate movement in the Group's investment in associates and joint ventures:

	Associates (£'m)
At 24 April 2022	-
Gain on revaluation	16.9
At 30 April 2023	**16.9**
Additions	1.1
At 28 April 2024	**18.0**

The Group currently holds a 49.0% share of Four (Holdings) Limited (FY22: 49.0%), the carrying amount of this investment is £nil (FY23: £nil). Detailed disclosures have not been presented as the results are immaterial. The Group is owed £30m from the group of companies headed by Four (Holdings) Limited (£6.4m net of amounts recognised in respect of loss allowance) (FY23: £37.9m, £4.5m net of loss allowance), see note 23 for further details. The group of companies headed by Four (Holdings) Limited made a profit of £3.6m in the period (FY23: profit of £4.7m).

During the period the Group increased its investment in Tymit Limited from 25.0% to 28.2%. The entity is loss making and its results are immaterial to the Group for further disclosure. Amounts receivable from the associate have been provided for, please refer to note 34 for further details.

In the current period the Group invested in X Channel Marketing limited for £1.1m. Detailed disclosures as to XCM's performance have not been presented as the results are immaterial.

In the prior period, the Group sold 51% of its shareholding in Kangol LLC to Bollman Hat Company for £17.6m, retaining a 49% holding. A gain on disposal (loss of control) of £17.6m was recognised in the gain on disposal of subsidiaries/discontinued operations line in the consolidated income statement. A fair value gain of £16.9m was also recognised within exceptional items reflecting the recognition of the fair value of the Group's investment in an associate (£16.9m reflecting the fair value of the remaining 49% stake). Detailed disclosures as to Kangol's performance have not been presented as the results are immaterial.

21. LONG-TERM FINANCIAL ASSETS

The Group is not looking to make gains through increases in market prices of its long-term financial assets, therefore on initial application of IFRS 9 the Group made the irrevocable election to account for long-term financial assets at fair value through other comprehensive income (FVOCI). The election has been made on an instrument-by-instrument basis, only qualifying dividend income is recognised in profit and loss, changes in fair value are recognised within OCI and never reclassified to profit and loss, even if the asset is impaired, sold or otherwise derecognised. All of the Group's long-term financial assets are recognised in the UK Sports segment.

The fair value of the long-term financial assets is based on bid quoted market prices at the balance sheet date or where market prices are not available, at management's estimate of fair value.

The following table shows the aggregate movement in the Group's financial assets during the period:

	28 April 2024 (£'m)	30 April 2023 (£'m)
At beginning of period	289.6	206.6
Additions	382.6	243.3
Disposals	(133.3)	(172.4)
Amounts recognised through other comprehensive income	(43.7)	9.9
Exchange differences	0.2	2.2
	495.4	**289.6**

Included within long-term financial assets at the period ended 28 April 2024 are the following direct interests held by the Group:

- 36.9% (FY23: 36.9%) interest in Mulberry Group Plc
- 31.1% (FY23: Nil%) interest in XXL ASA
- 24.5% (FY23: Nil%) interest in AO World Plc
- 22.7% (FY23: Nil%) interest in Boohoo Group Plc
- 20.4% (FY23: 17.6%) interest in N Brown Group Plc
- 20.2% (FY23: 5.5%) interest in ASOS Plc
- 9.3% (FY23: Nil%) interest in Hornby Plc
- 6.6% (FY23: Nil%) interest in Currys Plc
- Various other interests, none of which represent more than 5.0% of the voting power of the investee

The following table shows the fair value of each of the Group's long-term financial assets (all listed):

	28 April 2024 (£'m)	**30 April 2023 (£'m)**
AO World plc	150.1	-
Boohoo Group plc	98.4	-
ASOS plc	83.1	40.5
Currys plc	46.1	-
XXL ASA	31.9	-
Mulberry Group plc	23.8	53.2
N Brown Group plc	13.4	23.5
Hornby plc	5.2	-
Other*	43.4	172.4
At end of period	**495.4**	**289.6**

*Other relates to interests which do not represent more than 5.0% of the voting power of the investee as at 28 April 2024.

These holdings have been assessed under IFRS 9 Financial Instruments and categorised as long-term financial assets, as the Group does not consider them to be associates and therefore, they are not accounted for on an equity basis, see note 2.

Our strategic investments are intended to allow us to develop relationships and commercial partnerships with the relevant retailers and brands.

22. INVENTORIES

	52 weeks ended 28 April 2024 (£'m)	**53 weeks ended 30 April 2023 (£'m)**
Goods for resale	1,355.3	1,464.9

As at 28 April 2024, goods for resale include a right of return asset totalling £3.1m (FY23: £6.9m). Amounts written off in the period relating to stock was £39.5m (FY23: £54.0m).

The following inventory costs have been recognised in cost of sales:

	52 weeks ended 28 April 2024 (£'m)	**53 weeks ended 30 April 2023 (£'m)**
Cost of inventories recognised as an expense	3,121.9	3,175.5

The Directors have reviewed the opening and closing provisions against inventory and have concluded that these are fairly stated. The Group has reviewed its estimates and assumptions for calculating inventory provisions at 28 April 2024. Overall provisions have decreased from £220.6m in FY23 to £192.0m as at 28 April 2024, with this £28.6m change in provision being recognised as a credit in cost of sales.

23. TRADE AND OTHER RECEIVABLES

	52 weeks ended 28 April 2024 (£'m)	53 weeks ended 30 April 2023 (£'m)
Gross credit customer receivables	286.9	326.0
Allowance for expected credit loss on credit customer receivables	(80.7)	(100.1)
Net credit customer receivables	**206.2**	**225.9**
Trade receivables	91.6	65.6
Deposits in respect of derivative financial instruments	139.0	190.1
Amounts owed by related parties (see note 34)	6.6	4.7
Other receivables	128.1	122.3
Prepayments	103.4	111.5
	674.9	**720.1**

Following the acquisition of Frasers Group Financial Services Limited (formerly known as Studio Retail Limited) in FY22, credit customer receivables now make up a significant element of trade and other receivables. Further disclosure with regards to the credit customer receivables and the associated allowance for expected credit loss can be found at the end of this note.

Trade and Other Receivables

The Directors consider that the carrying amount of trade and other receivables approximates to their fair value. The maximum exposure to credit risk at the reporting date is the carrying value of each class of asset above, plus any cash balances. Other receivables also include unremitted sales receipts.

Deposits in respect of derivative financial instruments are collateral to cover margin requirements for derivative transactions held with counterparties. The collateral requirement changes with the market (which is dependent on share price and volatility), the financial institutions' assessment of the Group's creditworthiness and further purchases/sales of underlying investments held.

The majority of the Group's trade receivables are held within the Wholesale & Licensing businesses. Each customer's creditworthiness is assessed before payment terms are agreed.

Under IFRS 9, the Group has applied the simplified approach to providing for expected credit losses for trade receivables, using the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on credit risk characteristics, representing management's view of the risk, and the days past due. The credit quality of assets neither past due nor impaired is considered to be good. The Group considers a debt to be defaulted at the point when no further amounts are expected to be recovered. Financial assets are written off when there is no reasonable expectation of recovery. If recoveries are subsequently made after receivables have been written off, they are recognised in profit or loss.

The amounts owed by related parties mostly relates to the group headed by Four (Holdings) Limited, for further details see note 34.

Exposure to credit risk of trade receivables:

	52 weeks ended 28 April 2024 (£'m)	53 weeks ended 30 April 2023 (£'m)
Current	53.7	29.1
0-30 days past due	14.9	18.5
30-60 days past due	4.7	3.5
60-90 days past due	3.3	2.6
Over 90 days past due	15.0	11.9
	91.6	**65.6**

The credit quality of assets neither past due nor impaired is considered to be good.

The movement in loss allowance relating to trade receivables and amounts owed by related parties can be analysed as follows:

	52 weeks ended 28 April 2024 (£'m)	53 weeks ended 30 April 2023 (£'m)
Opening position	83.6	74.9
Amounts charged to the income statement	14.3	14.8
Amounts written off as uncollectable	(17.6)	(0.4)
Amounts recovered during the period	(7.5)	(5.7)
Closing position	**72.8**	**83.6**

Included in the below table is the loss allowance movement in amounts due from related parties as follows:

	52 weeks ended 28 April 2024 (£'m)	53 weeks ended 30 April 2023 (£'m)
Opening position	44.0	38.4
Amounts charged to income statement	4.6	5.6
Amounts written off as uncollectable	(3.5)	-
Amounts recovered during the period	(7.5)	-
Closing position	**37.6**	**44.0**

The gross carrying amount of the balance due from related parties is £44.0m (FY23: £48.7m). The charge in the period was recorded in Selling, distribution and administrative expenses. £21.5m of the gross amounts due from related parties balance is due in less than one year with the remaining being due in more than one year (FY23: £11.2m due less than one year).

The Group has no significant concentration of credit risk, with exposure spread over a large number of customers. The loss allowance/charges have been determined by reference to past default experience, current/forecasted trading performance and future economic conditions.

Deposits in respect of derivative financial instruments and prepayments are not considered to be impaired.

Credit Customer Receivables

Certain of the Group's trade receivables are funded through a securitisation facility that is secured against those receivables. The finance provider will seek repayment of the finance, as to both principal and interest, only to the extent that collections from the trade receivables financed allows and the benefit of additional collections remains with the Group. At the period end, receivables of £201.3m (FY23: £256.4m) were eligible to be funded via the securitisation facility, and the facilities utilised were £126.8m (FY23: £161.6m).

Other information

The average credit period taken on sales of goods is 264 days (FY23: 222 days). On average, interest is charged at 3.4% (FY23: 3.4%) per month on the outstanding balance.

The Group will undertake a reasonable assessment of the creditworthiness of a customer before opening a new credit account or significantly increasing the credit limit on that credit account. The Group will only offer credit limit increases for those customers that can reasonably be expected to be able to afford and sustain the increased repayments in line with the affordability and creditworthiness assessment. There are no customers (FY23: None) who represent more than 1% of the total balance of the Group's trade receivables.

Where appropriate, the Group will offer forbearance to allow customers reasonable time to repay the debt. The Group will ensure that the forbearance option deployed is suitable in light of the customer's circumstances (paying due regard to current and future personal and financial circumstances). Where repayment plans are agreed, the Group will ensure that these are affordable to the customer and that unreasonable or unsustainable amounts are not requested. At the balance sheet date there were 25,170 accounts (FY23: 21,395) with total gross balances of £16.6m (FY23: £14.3m) on repayment plans. Provisions are assessed as detailed above.

During the current period, overdue receivables with a gross value of £35.6m (FY23: £56.0m) were sold to third-party debt collection agencies. As a result of the sales, the contractual rights to receive the cash flows from these assets were transferred to the purchasers. Any gain or loss between actual recovery and expected recovery is reflected within the impairment charge.

Allowance for expected credit loss

The following tables provide information about the exposure to credit risk and ECLs for trade receivables from individual customers as at 28 April 2024:

	28 April 2024			30 April 2023		
	Trade receivables	**Trade receivables on forbearance arrangements**	**Total**	**Trade receivables**	**Trade receivables on forbearance arrangements**	**Total**
	(£'m)	**(£'m)**	**(£'m)**	**(£'m)**	**(£'m)**	**(£'m)**
Ageing of trade receivables						
Not past due	206.7	15.7	**222.4**	242.5	13.0	**255.5**
Past due:						
0 - 60 days	22.0	0.9	**22.9**	23.4	1.3	**24.7**
60 - 120 days	9.3	-	**9.3**	9.6	-	**9.6**
120+ days	32.3	-	**32.3**	36.2	-	**36.2**
Gross trade receivables	**270.3**	**16.6**	**286.9**	**311.7**	**14.3**	**326.0**
Allowance for expected credit loss	(69.0)	(11.7)	**(80.7)**	(90.2)	(9.9)	**(100.1)**
Carrying value	**201.3**	**4.9**	**206.2**	**221.5**	**4.4**	**225.9**

	1 May 2023 to 28 April 2024			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
	(£'m)	**(£'m)**	**(£'m)**	**(£'m)**
Gross trade receivables	**185.6**	**47.3**	**54.0**	**286.9**
Allowance for doubtful debts:				
Opening balance	(17.2)	(37.2)	(45.7)	**(100.1)**
Impairment (charge)/release	(6.9)	5.0	(19.9)	**(21.8)**
Utilisation in period	6.4	13.3	21.5	**41.2**
Closing balance	**(17.7)**	**(18.9)**	**(44.1)**	**(80.7)**
Carrying value	**167.9**	**28.4**	**9.9**	**206.2**

Analysis of impairment charge:

	1 May 2023 to 28 April 2024	**25 April 2022 to 30 April 2023**
	(£'m)	**(£'m)**
Impairment charge impacting on provision	(21.8)	(22.2)
Recoveries	9.5	9.2
Other	(8.3)	(2.5)
Impairment charge	**(20.6)**	**(15.5)**

Sensitivity analysis

Management judgement is required in setting assumptions around probabilities of default, cash recoveries and the weighting of macro-economic scenarios applied to the impairment model, which have a material impact on the results indicated by the model.

A 1% increase/decrease in the probability of default would increase/decrease the provision amount by approximately £1.4m.

A 1% increase in the assumed recoveries rate would result in the impairment provision decreasing by approximately £0.8m.

Changing the weighting of macro-economic scenarios to a more positive outlook so that the severe-case scenario's weighting is halved to 5% and base reducing by 10% to 45% (with upside increasing by 15% to 25% and downside remaining at 25%) would result in the impairment provision reducing by approximately £0.7m.

24. CASH AND CASH EQUIVALENTS

	28 April 2024 (£'m)	30 April 2023 (£'m)
Cash in bank and in hand - Sterling	240.1	81.0
Cash in bank and in hand - US dollars	29.2	61.7
Cash in bank and in hand - Euros	51.6	160.7
Cash in bank and in hand - Other	37.7	29.5
Cash and cash equivalents including overdrafts at period end	**358.6**	**332.9**

25. SHARE CAPITAL

	28 April 2024 (£'m)	30 April 2023 (£'m)
AUTHORISED		
999,500,010 ordinary shares of 10p each	100.0	100.0
ALLOTTED, CALLED UP AND FULLY PAID		
640,602,369 (FY23: 640,602,369) ordinary shares of 10p each	64.1	64.1
SHARE CAPITAL		
At 28 April 2024 and At 30 April 2023	64.1	64.1

The Group holds 190,286,334 ordinary shares in treasury (FY23: 173,127,025).

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per ordinary share at general meetings of the Company.

We are aware of unsponsored American Depository Receipt (ADR) programmes established from time to time in respect of our shares. We have not sponsored or authorised their creation and any questions should be directed to the relevant depositary.

Frasers has not and does not intend to offer or sell its ordinary shares or other securities (in the form of ADR or otherwise) to the general public in the United States nor has it listed or intends to list its ordinary shares or other securities on any national securities exchange in the United States or to encourage the trading of its ordinary shares on any over the counter market located in the United States. Frasers does not make arrangements to permit the voting of ordinary shares held in the form of ADRs and its publication of periodic financial and other information is not intended to facilitate the operation of any unsponsored ADR programme under Rule 12g3-2(b) of U.S. Securities Exchange Act of 1934, as amended or otherwise.

Contingent Share Awards

Share Schemes

The Group holds 17,386,913 shares in the Own Share Reserve as at period end (FY23: 17,386,913).

Fearless 1000 Bonus Scheme

FY21 Scheme Launch

At the annual general meeting in October 2020, our shareholders gave approval for the Fearless 1000 bonus scheme. Under this scheme shares may be issued by the Group to employees for no cash consideration. All Group employees (excluding executive directors, their family associates and the Chief Supply Chain Officer) are eligible to participate in the scheme. Under the scheme, 10 million shares are awarded to eligible employees if certain market conditions are achieved. This would equate to £100m worth of fully paid ordinary shares in Frasers Group plc that could be paid to eligible employees if our share price reaches £10 any time over the four year vesting period. The share price must stay above £10 for 30 consecutive trading days to trigger the vesting of shares at the end of the four year vesting period, or the Remuneration Committee can now allow all awards to vest early if a £15 share price target is achieved. 50% of the shares are granted after 4 years and the remaining 50% after 5 years. One thousand eligible employees will receive the shares with a potential value ranging from £50k to £1m if the share price is at £10 at the vesting dates. In all other respects the shares rank equally with other fully paid ordinary shares on issue.

The share element of the scheme is deemed to be an equity-settled scheme as defined by IFRS 2 Share-based payment. In line with the accounting policy in note 1, the fair value at the date of grant is expensed to the Consolidated Income Statement on a straight-line basis over the vesting period, with the corresponding credit going to equity.

The assessed fair value at grant date of the shares granted during the period ended 25 April 2021 was 165.69p per share for the 4 year vesting period and 165.95p per share for the 5 year vesting period. At the 2021 AGM, the vesting dates were extended by one year, which was communicated to employees. The fair value at grant date is independently determined using an adjusted form of the Black-Scholes model which includes a Monte Carlo simulation.

The scheme also has a cash-settled bonus for all other eligible employees who do not qualify for the Fearless 1000 share scheme. The cash bonus at the end of the 5 year vesting period is based on the employee tenure and has been accounted as an other long-term employee benefit as defined by IAS 19 Employee Benefits.

For the equity-settled element of the FY21 Fearless 1000 plan, a charge in the Consolidated Income Statement of £4.0m (FY23: £4.1m) has been recognised in the period in relation to the scheme with an equivalent £4.0m (FY23: £4.1m) being recognised in equity.

For the cash-settled element of the FY21 Fearless 1000 plan, a charge to the Consolidated Income Statement of £6.2m (FY23: £1.7m) has been recognised in the period along with a corresponding increase in liability.

Executive Share Schemes

At the annual general meeting in October 2021, our shareholders gave approval for the Executive Share Scheme. Under this scheme shares may be issued by the Group to Chris Wootton (CFO), Sean Nevitt (CSCO) and David Al-Mudallal (COO) for no cash consideration. Under the scheme, 600,000 shares per person are awarded to the individuals if certain market conditions are achieved. At the 2022 AGM, the share price hurdle was increased from £12 to £15 and an additional requirement of achieving £500m Adjusted PBT was agreed. The share price must stay above £15 for 30 consecutive trading days to trigger the vesting of shares at the end of the four year vesting period, or the Remuneration Committee can now allow all awards to vest early if a £15 share price target is achieved. 50% of the shares are granted after 4 years and the remaining 50% after 5 years. In all other respects the shares rank equally with other fully paid ordinary shares on issue.

The scheme is deemed to be an equity-settled scheme as defined by IFRS 2 Share-based payment. In line with the accounting policy in note 1, the fair value at the date of grant is expensed to the Consolidated Income Statement on a straight-line basis over the vesting period, with the corresponding credit going to equity.

A charge in the Consolidated Income Statement of £1.5m (FY23: £1.5m) has been recognised in the period in relation to the scheme with an equivalent £1.5m (FY23: £1.5m) being recognised in equity.

At the annual general meeting in October 2022, our shareholders gave approval for the CEO Executive Share Scheme. Under this scheme shares may be issued by the Group to Michael Murray (CEO) for no cash consideration. Under the scheme, 6,711,409 shares are awarded to the CEO if certain market conditions are achieved. The share price must stay above £15 for 30 consecutive trading days to trigger the vesting of shares at the end of the four year vesting period, or the Remuneration Committee can now allow all awards to vest early if a £15 share price target is achieved. Awards are also subject to an adjusted PBT performance condition and no awards vest unless an adjusted PBT of £500 million is achieved during a complete financial year of the Group that falls within the performance period. 50% of the shares are granted after 3 years and the remaining 50% after 4 years. In all other respects the shares rank equally with other fully paid ordinary shares on issue.

The scheme is deemed to be an equity-settled scheme as defined by IFRS 2 Share-based payment. In line with the accounting policy in note 1, the fair value at the date of grant is expensed to the Consolidated Income Statement on a straight-line basis over the vesting period, with the corresponding credit going to equity.

The assessed fair value at grant date of the shares granted during the period ended 28 April 2024 was 233.03p per share for the 3 year vesting period and 233.66p per share for the 4 year vesting period. The fair value at grant date is independently determined using an adjusted form of the Black-Scholes model which includes a Monte Carlo simulation model that takes into account the exercise price, the term of the option, the impact of dilution (where material), the share price at grant date and expected price volatility of the underlying share, the expected dividend yield, and the risk-free interest rate for the term of the scheme. The model inputs for shares granted during the period ended 28 April 2024 included:

- exercise price: £nil
- grant date: 19 October 2022
- expiry date: 7 October 2025 and 7 October 2026
- share price at grant date: 643p
- expected price volatility of the company's shares: 42.38%
- expected dividend yield: 0%
- risk-free interest rate: 3.52%

The expected price volatility is based on the historic volatility (based on the remaining life of the scheme), adjusted for any expected changes to future volatility due to publicly available information.

A charge in the Consolidated Income Statement of £4.6m (FY23: £2.4m) has been recognised in the period in relation to the scheme with an equivalent £4.6m (FY23: £2.4m) being recognised in equity.

In the current period there have been no modifications or amendments made to the existing share schemes detailed above that would result in a material impact on the financial statements.

26. OTHER RESERVES

	Permanent contribution to capital (£'m)	Capital redemption reserve (£'m)	Reverse combination reserve (£'m)	Hedging reserve (£'m)	Revaluation reserve (£'m)	Total other reserves
At 24 April 2022	**0.1**	**8.0**	**(987.3)**	**55.3**	**-**	**(923.9)**
Cash flow hedges						
- recognised in the period	-	-	-	6.5	-	6.5
- recognised time value of options	-	-	-	0.7	-	0.7
- reclassified and reported in inventory/cost of sales	-	-	-	(38.5)	-	(38.5)
- reclassified in the period and reported in the sales	-	-	-	(24.6)	-	(24.6)
- Taxation	-	-	-	14.6	-	14.6
At 30 April 2023	**0.1**	**8.0**	**(987.3)**	**14.0**	**-**	**(965.2)**
Cash flow hedges	-	-	-			
- recognised in the period	-	-	-	25.5	-	25.5
- recognised time value of options	-	-	-	(0.7)	-	(0.7)
- reclassified and reported in inventory/cost of sales	-	-	-	(8.1)	-	(8.1)
- reclassified in the period and reported in the sales	-	-	-	(6.1)	-	(6.1)
- Taxation	-	-	-	(2.9)	-	(2.9)
Revaluation of property						
- Fair value adjustment in respect of properties transferred to investment property	-	-	-	-	1.2	1.2
At 28 April 2024	**0.1**	**8.0**	**(987.3)**	**21.7**	**1.2**	**(956.3)**

The permanent contribution to capital relates to a cash payment of £50,000 to the Company on 8 February 2007 under a deed of capital contribution.

The capital redemption reserve arose on the redemption of the Company's redeemable preference shares of 10p each at par on 2 March 2007.

The reverse acquisition reserve exists as a result of the adoption of the principles of reverse acquisition accounting in accounting for the Group restructuring which occurred on 2 March 2007 and 29 March 2007 between the Company and Sports World International Limited, Brands Holdings Limited, International Brand Management Limited and CDS Holdings SA with Sports World International Limited as the acquirer.

The hedging reserve represents the cumulative amount of gains and losses on hedging instruments deemed effective in cash flow hedges. The cumulative deferred gain or loss on the hedging instrument is recognised in the income statement only when the hedged transaction impacts the income statement.

Other Balance Sheet Reserves

The foreign currency translation reserve is used to record exchange differences arising from the translation of the Financial Statements of foreign subsidiaries and associates.

The own shares reserve represents the cost of shares in Frasers Group plc purchased in the market and held by Frasers Group Employee Benefit Trust to satisfy options under the Group's share options scheme. The treasury reserve represents shares held by the Group in treasury.

The Group holds 17,386,913 shares in the Employee Benefit Trust as at period end (FY23: 17,386,913).

The non-controlling interests of the Group mostly relates to Sportland International Group AS and its subsidiaries and Sports Direct Malaysia Sdn. Bhd.

Sportland International Group AS is incorporated in Estonia with the principal places of business being a number of Baltic countries in Europe. The non-controlling interests hold 40% of the share capital of Sportland International Group AS. During the period £6.7m profit (FY23: £4.0m) has been allocated to the non-controlling interests of Sportland International Group AS, resulting in an accumulated non-controlling interests at the end of the period of £23.9m (FY23: £22.0m). No dividend was paid to the non-controlling interest in the period (FY23: £0.7m). The group of companies headed by Sportland International Group AS has total assets of £110.4m (FY23: £110.4m) and total liabilities of £39.0m (FY23: £42.8m).

Sports Direct Malaysia Sdn. Bhd. is incorporated in Malaysia with the principal places of business being a number of countries across Asia. The non-controlling interests hold 25% of the share capital of Sports Direct Malaysia Sdn. Bhd with the Group increasing its stake to 75% in the year, from 51% in the prior period. During the period £7.0m profit (FY23: £6.2m) has been allocated to the non-controlling interests of Sports Direct Malaysia Sdn. Bhd., resulting in an accumulated non-controlling interests at the end of the period of £1.0m (FY23: £10.8m). £nil dividend was paid to the non-controlling interest in the period (FY23: £nil). The group of companies headed by Sports Direct Malaysia Sdn. Bhd. has total assets of £35.1m (FY23: £31.4m) and total liabilities of £3.8m (FY23: £5.8m).

27. BORROWINGS

	28 April 2024 (£'m)	30 April 2023 (£'m)
Current:		
Lease liabilities	112.5	119.6
Non-Current		
Bank and other loans	806.2	749.7
Lease liabilities	533.8	560.3
	1,452.5	**1,429.6**

An analysis of the Group's total borrowings other than bank overdrafts is as follows:

	28 April 2024 (£'m)	30 April 2023 (£'m)
Borrowings - sterling	806.2	749.7

Group borrowings (excluding Frasers Group Financial Services Limited) are at a rate of interest of 3.4% (FY23: 2.0%) over the interbank rate of the country within which the borrowing entity resides. The securitisation loan relating to Frasers Group Financial Services Limited had a balance at 28 April 2024 of £126.8m (FY23: £161.6m). The average interest rate paid on the securitisation loan was 7.02% (FY23: 5.41%).

Reconciliation of Liabilities Arising From Financing Activities

The changes in the Group's liabilities arising from financing activities can be classified as follows:

	Non-current borrowings (£'m)	Current borrowings (£'m)	Total (£'m)
At 24 April 2022	**1,331.5**	**117.0**	**1,448.5**
Cash-flows:			
- Borrowings drawn down	616.8	-	616.8
- Borrowings repaid	(695.0)	-	(695.0)
Lease liability:			
- IFRS 16 Lease Liabilities - cash-flows	-	(140.7)	(140.7)
- IFRS 16 Lease Liabilities - modifications/remeasurements, transfers from non-current to current, and foreign exchange adjustments	(121.4)	101.8	(19.6)
- IFRS 16 Lease Liabilities - new leases	137.1	35.2	172.3
- IFRS 16 Lease Liabilities - acquired through business combinations (note 32)	41.0	6.3	47.3
At 30 April 2023	**1,310.0**	**119.6**	**1,429.6**
Cash-flows:			
- Borrowings drawn down	482.1	-	482.1
- Borrowings repaid	(425.6)	-	(425.6)
Lease liability:			
- IFRS 16 Lease Liabilities - cash-flows	-	(162.8)	(162.8)
- IFRS 16 Lease Liabilities - modifications/remeasurements, transfers from non-current to current, and foreign exchange adjustments	(121.3)	133.3	12.0
- IFRS 16 Lease Liabilities - new leases	82.3	21.1	103.4
- IFRS 16 Lease Liabilities - acquired through business combinations (note 32)	12.5	1.3	13.8
At 28 April 2024	**1,340.0**	**112.5**	**1,452.5**

On 30 November 2021 the Group refinanced its existing borrowings and entered into a combined term loan and revolving credit facility of £930.0m for a period of 3 years, with the possibility to extend this by a further 2 years. This facility was extended by two years and the facility increased to £1,322.5m as at the reporting date, increasing to 1,432.5m from December 2024 then reducing to £1,372.5m from December 2025 until November 2026. Given the revolving credit facility is available for a minimum of 2 years and the limited restriction of lending under the facility, the balance is classified as non-current on the Consolidated Balance Sheet.

The Group continues to operate comfortably within its banking facilities and covenants and the Board remains comfortable with the Group's available headroom. The carrying amounts and fair value of the borrowings are not materially different.

Reconciliation of Net Debt:

	28 April 2024 (£'m)	30 April 2023 (£'m)
Borrowings	(1,452.5)	(1,429.6)
Add back:		
- Lease liabilities	646.3	679.9
Cash and cash equivalents	358.6	332.9
Net debt	**(447.6)**	**(416.8)**

28. DEFERRED TAX ASSETS AND LIABILITIES

	IFRS 16 & onerous leases (£'m)	Accounts depreciation exceeding tax depreciation (£'m)	Tax losses recoverable (£'m)	Bonus share scheme (£'m)	Forward currency contracts (£'m)	Fair value adjustments to intangibles (£'m)	Retirement benefit obligations (£'m)	Other temporary differences (£'m)	Total (£'m)
At 24 April 2022	**53.2**	**19.3**	**22.6**	**5.7**	**(22.8)**	**(15.4)**	**(0.6)**	**(1.6)**	**60.4**
Acquired through business combinations (see note 32)	-	-	0.9	-	-	-	-	-	**0.9**
Credited/(charged) to the income statement	11.0	(17.2)	(23.5)	2.4	-	9.0	-	3.1	**(15.2)**
Charged to reserves	-	-	-	6.2	-	(0.5)	-	-	**5.7**
Credited to hedging reserves	-	-	-	-	14.6	-	-	-	**14.6**
At 30 April 2023	**64.2**	**2.1**	**-**	**14.3**	**(8.2)**	**(6.9)**	**(0.6)**	**1.5**	**66.4**
Credited/(charged) to the income statement	(16.6)	22.0	5.5	4.1	-	-	-	(4.3)	**10.7**
Charged to reserves	-	-	-	7.9	-	-	-	-	**7.9**
Charged to hedging reserves	-	-	-	-	(2.9)	-	-	-	**(2.9)**
At 28 April 2024	**47.6**	**24.1**	**5.5**	**26.3**	**(11.1)**	**(6.9)**	**(0.6)**	**(2.8)**	**82.1**

	28 April 2024 (£'m)	30 April 2023 (£'m)
Deferred tax assets	109.6	82.1
Deferred tax liabilities	(27.5)	(15.7)
Net deferred tax balance	**82.1**	**66.4**

The tax rate used to measure the deferred tax assets and liabilities was 25% (FY23: 25%), on the basis that this was the tax rate that was enacted at the balance sheet date.

Deferred tax assets are recognised to the extent that realisation of the related tax benefit is probable on the basis of the Group's current expectations of future taxable profits. The Group has approx. £184m of UK taxable losses not recognised as a deferred tax asset (approx. £46m deferred tax asset) (FY23: approx. £166m taxable losses and approx. £42m deferred tax asset). Losses not recognised as a deferred tax asset outside the UK are approx. £245m (approx. £61m deferred tax asset) (FY23: approx. £256m and approx. £64m deferred tax asset).


Frasers House

29. PROVISIONS

	Legal and regulatory (£'m)	Property related (£'m)	Financial services related (£'m)	Other (£'m)	Total (£'m)
At 24 April 2022	**230.2**	**161.2**	**41.6**	**-**	**433.0**
Acquired through business combinations (see note 32)	-	6.0	-	-	**6.0**
Amounts provided	1.3	69.7	-	0.8	**71.8**
Amounts utilised/reversed	(108.0)	(70.2)	(25.6)	(0.5)	**(204.3)**
At 30 April 2023	**123.5**	**166.7**	**16.0**	**0.3**	**306.5**
Acquired through business combinations (see note 32)	-	12.3	-	-	**12.3**
Amounts provided	24.1	38.5	1.6	2.7	**66.9**
Amounts utilised/reversed	(23.9)	(93.4)	(9.4)	-	**(126.7)**
At 28 April 2024	**123.7**	**124.1**	**8.2**	**3.0**	**259.0**

Financial services related and other provisions are categorised as current liabilities, while legal and regulatory and property related provisions are non-current.

Legal and regulatory provisions

Legal and regulatory provisions reflect management's best estimate of the potential costs arising from the settlement of outstanding disputes of a commercial and regulatory nature.

A substantial portion of the amounts provided relates to ongoing legal claims and non-UK tax enquiries. In accordance with IAS37.92, management have concluded that it would prejudice seriously the position of the Group to provide further specific disclosures in respect of amounts provided for legal claims and non-UK tax enquiries.

The timing of the outcome of legal claims and non-UK tax inquiries is dependent on factors outside the Group's control and therefore the timing of settlement is uncertain. After taking appropriate legal advice, the outcomes of these claims are not expected to give rise to material loss in excess of the amounts provided.

Property related provisions

Included within property related provisions are onerous lease provisions and provisions for dilapidations in respect of the Group's retail stores and warehouses. Further details of management's estimates are included in note 2.

Financial services provisions

Details in respect of these balances can be found in note 2.

As a regulated business, Frasers Group Financial Services Limited has an obligation to proactively review its business to ensure that appropriate outcomes were delivered to customers. £8.2m remains provided at 28 April 2024 in respect of the probable costs of remediating customers who may have been adversely impacted by legacy decisions and this is expected to be utilised within 12 months of the balance sheet date.

Other provisions

Other provisions relate to provisions for restructuring and employment (non-retirement related).

30. FINANCIAL INSTRUMENTS

(a) Financial Assets and Liabilities by Category and Fair Value Hierarchy

The fair value hierarchy of financial assets and liabilities, which are principally denominated in Sterling or US Dollars, were as follows:

FINANCIAL ASSETS - 28 April 2024	Level 1 (£'m)	Level 2 (£'m)	Level 3 (£'m)	Other (£'m)	Total (£'m)
Amortised cost:					
Trade and other receivables*	-	-	-	565.1	**565.1**
Cash and cash equivalents	-	-	-	358.6	**358.6**
Amounts owed by related parties	-	-	-	6.6	**6.6**
FVOCI:					
Long Term Financial Assets (Equity Instruments) - designated	495.4	-	-	-	**495.4**
Derivative financial assets (FV):					
Foreign forward purchase and sales contracts	-	65.9	-	-	**65.9**
Interest rate swaps	-	21.3	-	-	**21.3**
	-	**87.2**	**-**	**-**	**87.2**
FINANCIAL LIABILITIES - 28 April 2024					
Amortised cost:					
Non-current borrowings	-	-	-	806.2	**806.2**
Trade and other payables**	-	-	-	(661.7)	**(661.7)**
IFRS 16 Lease liabilities	-	-	-	646.3	**646.3**
Derivative financial liabilities (FV):					
Foreign forward and written options purchase and sales contracts - Unhedged	**-**	(8.6)	-	-	**(8.6)**
Derivative financial liabilities - contracts for difference & equity options	-	(54.2)	-	-	**(54.2)**
	-	**(62.8)**	**-**	**-**	**(62.8)**

*Prepayments of £103.4m are not included as a financial asset.

**Other taxes including social security costs of £22.2m are not included as a financial liability.

FINANCIAL ASSETS - 30 April 2023	Level 1 (£'m)	Level 2 (£'m)	Level 3 (£'m)	Other (£'m)	Total (£'m)
Amortised cost:					
Trade and other receivables*	-	-	-	603.9	**603.9**
Cash and cash equivalents	-	-	-	332.9	**332.9**
Amounts owed by related parties	-	-	-	4.7	**4.7**
FVOCI:					
Long Term Financial Assets (Equity Instruments)	289.6	-	-	-	**289.6**
Derivative financial assets (FV):					
Foreign forward purchase and sales contracts	-	49.9	-	-	**49.9**
Foreign currency options	-	0.7	-	-	**0.7**
Interest rate swaps	-	28.7	-	-	**28.7**
	-	**79.3**	-	-	**79.3**
FINANCIAL LIABILITIES - 30 April 2023					
Amortised cost:					
Non-current borrowings	-	-	-	(749.7)	**(749.7)**
Trade and other payables**	-	-	-	(701.5)	**(701.5)**
IFRS 16 Lease liabilities	-	-	-	(679.9)	**(679.9)**
Derivative financial liabilities (FV):					
Foreign forward and written options purchase and sales contracts	-	(22.7)	-	-	**(22.7)**
Derivative financial liabilities - contracts for difference & equity options	-	(43.8)	-	-	**(43.8)**
	-	**(66.5)**	**-**	**-**	**(66.5)**

*Prepayments of £111.5m are not included as a financial asset.

**Other taxes including social security costs of £10.4m are not included as a financial liability.

(b) Financial Assets and Liabilities Sensitivities by Currency

The Group's principal foreign currency exposures are to US Dollars and Euros. The table below illustrates the hypothetical sensitivity of the Group's reported profit and equity to a 5% increase and decrease in the US Dollar/Sterling and Euro/Sterling exchange rates at the year-end date, assuming all other variables remain unchanged. The figures have been calculated by comparing the fair values of outstanding foreign currency contracts, assets and liabilities at the current exchange rate to those if exchange rates moved as illustrated. The income statement figures include the profit effect of any relevant derivatives which are not in a designated cash flow hedge. The impact on US Dollar and Euro related hedging instruments is included in equity.

The analysis has been prepared using the following assumptions:

1. Existing assets and liabilities are held as at the period end
2. No additional hedge contracts are taken out.

					SENSITIVITY			
					USD		EUR	
	GBP & Other	USD	EUR	Total	-5%	+5%	-5%	+5%
FY24:								
Trade and Other Receivables	491.1	22.2	51.8	565.1	(1.1)	1.1	(2.6)	2.6
Cash and cash equivalents	277.8	29.2	51.6	358.6	(1.5)	1.5	(2.6)	2.6
Trade and Other Payables	(549.4)	(12.7)	(99.6)	(661.7)	0.6	(0.6)	5.0	(5.0)
FY23:								
Trade and Other Receivables	548.2	22.1	33.6	603.9	(1.1)	1.1	(1.6)	1.6
Cash and cash equivalents	227.3	32.1	73.5	332.9	(1.5)	1.5	(3.5)	3.5
Trade and Other Payables	(579.0)	(19.4)	(103.1)	(701.5)	0.9	(0.9)	4.9	(4.9)

There is no difference between fair value and carrying value of the above financial instruments (FY23: £nil).

Fair Value Hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities;
- Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly; and
- Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

Contracts for difference are classified as Level 2 as the fair value is calculated using quoted prices for listed shares at contract inception and the period end.

Foreign forward purchase and sales contracts and options are classified as Level 2, the Group enters into these derivative financial instruments with various counterparties, principally financial institutions with investment grade credit ratings. Foreign exchange forward contracts and options are valued using valuation techniques, which employ the use of market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, and yield curves of the respective currencies.

Long-term financial assets such as equity instruments are classified as Level 1 as the fair value is calculated using quoted prices.

The fair value of equity derivative agreements are included within the derivative financial assets balance of £nil (FY23: £nil) and derivative financial liabilities balance of £54.2m (FY23: £43.8m). The equity derivative financial assets and equity derivative financial liabilities as at 28 April 2024 relate to strategic investments held of between 6.6% and 36.9% of investee share capital.

Sold options are classified as Level 2 as the fair value is calculated using other techniques, where inputs are observable.

Trade receivables/payables, amounts owed from related parties, other receivables/payables, cash and cash equivalents, current/non-current borrowings, and lease liabilities are held at amortised cost.

The maximum exposure to credit risk as at 28 April 2024 and at 30 April 2023 is the carrying value of each class of asset in the Balance Sheet, except for amounts owed from related parties which is the gross carrying amount of £44.0m (FY23: £48.7m).

Derivatives: Foreign Currency Forward Contracts

(c)(i) hedging

The most significant exposure to foreign exchange fluctuations relates to transactions denominated in foreign currencies, principally purchases made in US Dollars and online sales receipts in Euros. The Group's policy is to reduce substantially the risk associated with foreign currency spot rates by using forward fixed rate currency purchase contracts and options, taking into account any foreign currency cash flows. The Group does not hold or issue derivative financial instruments for trading purposes. If derivatives, including both forwards and written options, do not qualify for hedge accounting they are accounted for as such and accordingly any gain or loss is recognised immediately in the income statement. Management are of the view that there is a substantive distinct business purpose for entering into the options and a strategy for managing the options independently of the forward contracts. The forward and options contracts are therefore not viewed as one contract and hedge accounting for the forwards is permitted.

Hedge effectiveness is determined at inception of the hedge relationship and at every reporting period end through the assessment of the hedged items and hedging instrument to determine whether there is still an economic relationship between the two.

The critical terms of the foreign currency forwards entered into exactly match the terms of the hedged item. As such the economic relationship and hedge effectiveness are based on the qualitative factors and the use of a hypothetical derivative where appropriate. Hedge ineffectiveness may arise where the critical terms of the forecast transaction no longer meet those of the hedging instrument, for example, if there was a change in the timing of the forecast sales transactions from what was initially estimated or if the volume of currency in the hedged item was below expectations leading to over-hedging. Differences can arise when the initial value on the hedging instrument is not zero.

The hedged items and the hedging instrument are denominated in the same currency and as a result the hedging ratio is always one to one.

All derivative financial instruments used for hedge accounting are recognised initially at fair value and reported subsequently at fair value in the statement of financial position. To the extent that the hedge is effective, changes in the fair value of derivatives designated as hedging instruments in cash flow hedges are recognised in other comprehensive income and included within the cash flow hedge reserve in equity. Any ineffectiveness in the hedge relationship is recognised immediately in profit or loss.

At the time the hedged item affects profit or loss, any gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and presented as a reclassification adjustment within other comprehensive income. If a forecast transaction is no longer expected to occur, any related gain or loss recognised in other comprehensive income is transferred immediately to profit or loss. If the hedging relationship ceases to meet the effectiveness conditions then hedge accounting is discontinued and the related gain or loss is held in the equity reserve until the forecast transaction occurs.

The fair value of hedged contracts was:

	28 April 2024 (£'m)	30 April 2023 (£'m)
Assets		
US Dollar purchases - GBP	9.7	0.7
US Dollar purchases - EUR	-	7.1
Euro sales	41.4	37.7
Total	**51.1**	**45.5**
Liabilities		
US Dollar purchases - GBP	-	2.2
US Dollar purchases - EUR	-	-
Total	-	**2.2**

The details of hedged forward foreign currency purchase contracts, options and contracted forward rates were as follows:

	28 April 2024	(£'m)	30 April 2023	(£'m)
	Currency	**GBP**	**Currency**	**GBP**
US Dollar purchases	275.0	209.9	380.0	306.5
Contracted rates USD/GBP		1.31		1.21 - 1.257
Weighted average contracted rates USD/GBP		1.31		1.24
US Dollar purchases	-	-	60.0	40.1
Contracted rates USD/EUR		-		1.31
Weighted average contracted rates USD/EUR		-		1.31
Euro sales	(456.0)	(440.1)	(816.0)	(771.1)
Contracted rates EUR/GBP		0.98 – 1.08		0.98-1.09
Weighted average contracted rates EUR/GBP		1.036		1.058

The timing of the contracts is as follows:

Currency	hedging against	Currency value	Timing	Rates
USD/GBP	USD inventory purchases	USD 275m	FY25	1.31
EUR/GBP	Euro sales	EUR 456m	FY25-FY26	0.98-1.09

The foreign currency forwards and options are denominated in the same currency as the highly probable future inventory purchases and sales so the hedged ratio is 1:1. Hedge ineffectiveness may arise where the critical terms of the forecast transaction no longer meet those of the hedging instrument, for example if there was a change in the timing of the forecast sales transactions from what was initially estimated or if the volume of currency in the hedged item was below expectations leading to over-hedging.

	28 April 2024 (£'m)	30 April 2023 (£'m)
Change in discounted spot value of outstanding hedging instruments since inception of the hedge	(27.4)	(14.7)
Change in value of hedged item used to determine hedge ineffectiveness	(51.3)	(41.3)

		28 April 2024 (£'m)		30 April 2023 (£'m)
	Change in the fair value of the currency forward	**Change in the fair value of the hedged item**	**Change in the fair value of the currency forward**	**Change in the fair value of the hedged item**
US Dollars purchases - GBP	1.5	(1.5)	(2.7)	2.7
US Dollars purchases - EUR	-	-	0.8	(0.8)
Euro sales	15.1	(15.1)	7.7	(7.7)

At 28 April 2024 £440.1m of forward sales contracts (FY23: £771.1m) and £209.9m of purchase contracts (FY23: £346.7m) qualified for hedge accounting and the movement on the fair valuation of these contracts of £24.8m (FY23: £7.2m) has therefore been recognised in other comprehensive income.

At 28 April 2024, no hedged purchase contracts had a maturity of greater than 12 months (FY23: nil) and £216.0m of hedged sales contracts had a maturity of greater than 12 months (FY23: £576.0m of sales contracts).

As a result of the changes above there is no ineffectiveness to recognise in profit or loss.

The movements through the hedging reserve are:

	USD/GBP (£'m)	**EUR/GBP (£'m)**	**USD/EUR (£'m)**	**Total hedge movement (£'m)**	**Deferred tax (£'m)**	**Total hedging reserve (£'m)**
As at 24 April 2022	**33.0**	**28.9**	**12.0**	**73.9**	**(18.6)**	**55.3**
Recognised	6.1	7.5	(6.4)	**7.2**	-	**7.2**
Reclassified in sales	-	(24.6)	-	**(24.6)**	-	**(24.6)**
Reclassified in inventory/ cost of sales	(33.0)	-	(5.5)	**(38.5)**	-	**(38.5)**
Deferred Tax	-	-	-	**-**	14.6	**14.6**
As at 30 April 2023	**6.1**	**11.8**	**0.1**	**18.0**	**(4.0)**	**14.0**
Recognised	0.6	24.2	-	24.8	-	**24.8**
Reclassified in sales	-	(6.1)	-	(6.1)	-	**(6.1)**
Reclassified in inventory/ cost of sales	(8.0)	-	(0.1)	(8.1)	-	**(8.1)**
Deferred Tax	-	-	-	-	(2.9)	**(2.9)**
As at 28 April 2024	**(1.3)**	**29.9**	**-**	**28.6**	**(6.9)**	**21.7**

(c)(ii) Unhedged

The sterling principal amounts of unhedged forward contracts and written currency option contracts and contracted rates were as follows:

	28 April 2024 (£'m)	**30 April 2023 (£'m)**
US Dollar purchases - GBP	183.2	155.1
Contracted rates USD/GBP	1.31	1.21 - 1.25
US Dollar purchases - EUR	76.8	18.6
Contracted rates USD/EUR	1.04 - 1.31	1.31
Euro sales	992.0	831.8
Contracted rates EUR/GBP	0.98 - 1.09	0.98 - 1.13

Included within finance income, classified within fair value adjustment to derivatives, is a gain on fair value of unhedged forward contracts, written currency option contracts and swaps of £13.5m (F23: £26.0m).

At 28 April 2024, no unhedged purchase contracts had a maturity at inception of greater than 12 months (FY23: £40.1m purchase contracts) and £550.8m of unhedged sales had a maturity at inception of greater than 12 months (FY23: £576.0m of sales contracts).

These contracts form part of the Treasury management activities, which incorporates the risk management strategy for areas that are not reliable enough in timing and amount to qualify for hedge accounting. This includes acquisitions, disposals of overseas subsidiaries, related working capital requirements, dividends and loan repayments from overseas subsidiaries and purchase and sale of overseas property. Written options carry additional risk as the exercise of the option lies with the purchaser. The options involve the Group receiving a premium on inception in exchange for accepting that risk and the outcome is that the bank may require the Group to sell Euros. However, the Group is satisfied that the use of options as a Treasury management tool is appropriate.

FY24 value excludes short term swaps of EUR/GBP of EUR 300m and USD/EUR of USD 50m which were required for cash management purposes only (FY23: USD/GBP of USD 70.0m, EUR/USD of EUR 27.0m and EUR/GBP of EUR 180m short term swaps).

(c) Interest rate swaps

The Group uses interest rate swaps to manage its exposure to interest rate movements on its bank borrowings. The Group has two contracts in place that fix interest payments on variable rate debt. The first contract covers a notional amount of £250.0m and fixes the interest rate at 0.985% per annum until 29 May 2026. The second contract covers a notional amount of £100.0m and fixes the interest rate at 0.45% per annum until 2 September 2024. The fair value of these interest rate swaps is an asset of £21.3m (FY23: asset of £28.7m). The fair value loss has been recognised in finance cost classified as fair value adjustment to derivatives.

(d) Sensitivity Analysis

The Group's principal foreign currency exposures are to US Dollars and Euros. The table below illustrates the hypothetical sensitivity of the Group's reported profit and equity to a 10% increase and decrease in the US Dollar/Sterling and Euro/Sterling exchange rates at the year-end date, assuming all other variables remain unchanged. The figures have been calculated by comparing the fair values of outstanding foreign currency contracts at the current exchange rate to those if exchange rates moved as illustrated. The income statement figures include the profit effect of any relevant derivatives which are not in a designated cash flow hedge. The impact on US Dollar and Euro related hedging instruments is included in equity.

Positive figures represent an increase in profit or equity:

	Income statement		**Equity**	
	28 April 2024 (£'m)	**30 April 2023 (£'m)**	**28 April 2024 (£'m)**	**30 April 2023 (£'m)**
Sterling strengthens by 10%				
US Dollar	(0.4)	(0.1)	(30.2)	(32.3)
Euro	(15.9)	(14.3)	(17.6)	(17.6)
Sterling weakens by 10%				
US Dollar	0.5	0.1	36.8	39.5
Euro	19.5	17.5	21.5	21.6

Interest Rate Sensitivity Analysis

The following table illustrates the sensitivity of the Group's reported profit and equity to a 0.5% increase or decrease in interest rates, assuming all other variables were unchanged.

The analysis has been prepared using the following assumptions:

- For floating rate assets and liabilities, the amount of asset or liability outstanding at the balance sheet date is assumed to have been outstanding for the whole year.
- Fixed rate financial instruments that are carried at amortised cost are not subject to interest rate risk for the purpose of this analysis.

Positive figures represent an increase in profit or equity:

	Income statement		Equity	
	28 April 2024 (£'m)	30 April 2023 (£'m)	28 April 2024 (£'m)	30 April 2023 (£'m)
Interest rate increase of 0.5%	(3.9)	(3.8)	(3.9)	(3.8)
Interest rate decrease of 0.5%	3.9	3.8	3.9	3.8

Long Term Investments Sensitivity Analysis

The following table illustrates the sensitivity of price risk in relation to long term investments held by the Group:

	28 April 2024 (£'m)
Share price increase of 10%	49.5
Share price decrease of 10%	(49.5)

(e) Liquidity Risk

The table below shows the maturity analysis of the undiscounted remaining contractual cash flows of the Group's non derivative liabilities and foreign currency derivative financial instruments:

	Less than 1 year (£'m)	1 to 2 years (£'m)	2 to 5 years (£'m)	Over 5 years (£'m)	Total (£'m)
2024					
Non derivative financial liabilities:					
Bank loans and overdrafts	-	-	(806.2)	-	(806.2)
Bank loans and overdrafts interest	(49.8)	(52.9)	(56.2)	-	(158.9)
Trade and other payables	680.7	-	-	-	680.7
IFRS 16 Lease liabilities	130.2	104.6	214.8	584.1	1,033.7
Derivative financial instruments:					
Cash inflows	(428.8)	(335.2)	(220.0)	-	**(984.0)**
Cash outflows	424.7	332.1	218.7	-	**975.5**
	757.0	**48.6**	**(648.9)**	**584.1**	**740.8**
2023					
Non derivative financial liabilities:					
Bank loans and overdrafts	-	-	749.7	-	**749.7**
Bank loans and overdrafts interest	46.3	49.2	52.2	-	**147.7**
Trade and other payables	701.5	-	-	-	**701.5**
IFRS 16 Lease liabilities	134.7	106.7	214.0	490.3	**945.7**
Derivative financial instruments:					
Cash inflows	(638.0)	(700.1)	(763.6)	-	**(2,101.7)**
Cash outflows	654.4	702.6	769.5	-	**2,126.5**
	898.9	**158.4**	**1,021.8**	**490.3**	**2,569.4**

Capital Management

The capital structure of the Group consists of equity attributable to the equity holders of the parent company, comprising issued share capital (less treasury shares), share premium, retained earnings and cash and borrowings.

It is the Group's policy to maintain a strong capital base in order to maintain investor, creditor and market confidence and to sustain the development of the business.

In respect of equity, the Board has decided, in order to maximise flexibility in the near term with regards to a number of inorganic growth opportunities under review, not to return any cash by way of a final dividend at this time.

The Board is committed to keeping this policy under review and to look to evaluate methods of returning cash to shareholders when appropriate.

The objective of the Share Scheme is to encourage employee share ownership and to link employees' remuneration to the performance of the Company. It is not designed as a means of managing capital. From time to time the Board may initiate share buy back programmes.

In respect of cash and borrowings, the Board regularly monitors the ratio of net debt to Reported EBITDA (Pre-IFRS 16), the working capital requirements and forecasted cash flows, however no minimum or maximum ratios are set outside of maintaining a ratio of net debt to Reported EBITDA (pre IFRS 16) below 3.0. The ratio for net debt to Reported EBITDA (pre IFRS 16) is 0.5 (FY23: 0.4). The objective is to keep this figure below 3.0 (FY23: 3.0).

Based on this analysis, the Board determines the appropriate return to equity holders whilst ensuring sufficient capital is retained within the Group to meet its strategic objectives, including but not limited to, acquisition opportunities.

The Group allocates capital in the following order:

- The existing business such as automation and infrastructure
- Growth opportunities such as acquisitions and property purchases
- Strategic investments where the Group believes that there is a mutually beneficial commercial relationship
- Returns to shareholders in the form of share buy backs

These capital management policies have remained unchanged from the prior period.

31. TRADE AND OTHER PAYABLES

	28 April 2024 (£'m)	30 April 2023 (£'m)
Trade payables	328.2	374.9
Amounts owed to related undertakings	7.5	0.2
Other taxes including social security costs	22.2	10.4
Other payables	116.5	95.9
Accruals	209.5	230.5
	683.9	**711.9**

Included within other payables are amounts outstanding in respect of gift cards and vouchers of £30.6m (FY23: £46.8m). The Directors consider that the carrying amount of trade and other payables approximates to their fair value.

32. ACQUISITIONS

MATCHES

On 20 December 2023, the Group acquired the Matches business ("Matches") from MF Intermediate Limited, by way of the purchase of 100% of the shares of a group of 6 companies (of which MatchesFashion Limited was the main trading subsidiary) and the acquisition of the senior and junior debt owed by those companies. The consideration payable was £51.9m.

Matches was a leading destination in online luxury fashion for men and women; its acquisition was seen as means of strengthening the Group's luxury offering.

The fair value adjustment relating to inventory adjusts for the current market value of out of season and lower demand stock.

The fair value adjustment relating to trade and other payables relates to the acquisition of the senior and junior debt owed by Matches to its former parent. Since a fellow group company became the lender as part of the acquisition, the fair value of these loans on consolidation was reduced to £nil. The £21.6m adjustment to cash relates to amounts advanced to the company immediately prior to acquisition.

The Group recognised intangible assets with a fair value of £20.0m on acquisition in respect of the trademarks and intellectual property acquired. This represents management's assessment of the price that would be paid for the acquired assets in an orderly transaction between market participants at the acquisition date.

The £1.9m of goodwill generated on acquisition reflects the expected synergies from combining operations between the Group and the acquiree as a result of leverage the Group's supply chain and operations within the Premium division.

The asset and liability values at acquisition are detailed below.

	Book Value (£'m)	Fair Value Adjustment (£'m)	Fair Values (£'m)
Property, plant and equipment	0.3	(0.3)	-
Right of use assets	0.1	(0.1)	-
Intangible assets	42.8	(22.8)	20.0
Inventories	89.6	7.9	97.5
Trade and other receivables	34.9	-	34.9
Cash and cash equivalents	15.4	(21.6)	(6.2)
Trade and other payables	(230.1)	160.0	(70.1)
Provisions	(12.3)	-	(12.3)
Lease liabilities	(15.5)	1.7	(13.8)
Goodwill	-	1.9	1.9
Net assets acquired	**(74.8)**	**126.7**	**51.9**

Transaction costs for the acquisition of Matches totalled £0.4m.

Following the acquisition, the Group provided significant funding to Matches but the business continued to generate material trading losses. As a result of this, the management concluded that the funding requirements of the business would be far in excess of amounts that the Group considers to be viable and on 8 March 2024 administrators were appointed. Please refer to note 16 for further details.

John Anthony

On 4 December 2023 the Group acquired the entire share capital of fashion retailer MTA John Anthony (Holdings) Limited for cash consideration of £0.2m. The acquisition will add additional expertise to the Group's Premium fashion offering. The asset and liability values at acquisition are detailed below.

The bargain purchase of £0.7m arose because of the Group settling the acquiree's external debt obligations which do not form part of the consideration. This has been recognised within Selling, distribution and administrative expenses in the period.

	Book Value (£'m)	Fair Value Adjustment (£'m)	Fair Values (£'m)
Property, plant and equipment	0.1	(0.1)	-
Inventories	1.2	0.7	1.9
Trade and other receivables	0.4	-	0.4
Trade and other payables	(1.0)	(0.3)	(1.3)
Borrowings	(0.1)	-	(0.1)
Gain on bargain purchase	-	(0.7)	(0.7)
Net assets acquired	**0.6**	**(0.4)**	**0.2**

Transaction costs for the acquisition of John Anthony totalled £0.1m.

Zee & Co

On 22 December 2023 the Group acquired the entire share capital of online fashion retailer Zee & Co Group Ltd, which owned a 100% subsidiary Zee & Co Online LTD for cash consideration of £0.5m. The acquisition will add to our existing luxury and premium business.

The goodwill generated on acquisition reflects the expected synergies from combining operations between the Group and the acquiree as a result of leveraging the Group's supply chain and operations within the Premium division.

The asset and liability values at acquisition are detailed below.

	Book Value (£'m)	Fair Value Adjustment (£'m)	Fair Values (£'m)
Property, plant and equipment	0.1	(0.1)	-
Inventories	1.4	0.2	1.6
Cash and cash equivalents	(0.4)	-	(0.4)
Trade and other receivables	0.1	-	0.1
Trade and other payables	(1.8)	-	(1.8)
Goodwill	-	1.0	1.0
Net assets acquired	**(0.6)**	**1.1**	**0.5**

Transaction costs for the acquisition of Zee & Co totalled £0.1m.

WIT Fitness

On 25 January 2024 the Group acquired the trade and assets of WIT Fitness Limited for cash consideration of £0.3m. The acquisition will build on the gym operations within the Group. The asset and liability values at acquisition are detailed below.

	Book Value (£'m)	Fair Value Adjustment (£'m)	Fair Values (£'m)
Intangible assets	0.3	(0.3)	-
Goodwill	-	0.3	0.3
Net assets acquired	**0.3**	**-**	**0.3**

Transaction costs for the acquisition of WIT Fitness totalled £0.1m.

Aphrodite Clothing LTD

On 29 March 2024 the Group acquired the entire share capital of fashion retailer Aphrodite Clothing Limited for cash consideration of £1.4m. The acquisition will add to our existing luxury and premium business.

The goodwill generated on acquisition reflects the expected synergies from combining operations between the Group and the acquiree as a result of leveraging the Group's supply chain and operations within the Premium division.

The asset and liability values at acquisition are detailed below.

	Book Value (£'m)	Fair Value Adjustment (£'m)	Fair Values (£'m)
Property, plant and equipment	0.1	(0.1)	-
Inventories	0.9	0.1	1.0
Trade and other payables	(0.6)	-	(0.6)
Goodwill	-	1.0	1.0
Net assets acquired	**0.4**	**1.0**	**1.4**

Transaction costs for the acquisition of Aphrodite totalled £0.1m.

Summary of FY24 Acquisitions

The following table summarises the fair values of consideration paid:

	Cash consideration (£'m)
MATCHES	51.9
John Anthony	0.2
Zee & Co	0.5
WIT Fitness	0.3
Aphrodite	1.4
Total	**54.3**

The asset and liability values of all the acquisitions are summarised below:

	Fair Values (£'m)
Intangible assets	20.0
Inventories	102.0
Trade and other receivables	35.4
Cash and cash equivalents	(6.6)
Trade and other payables	(73.8)
Provisions	(12.3)
Lease liabilities	(13.8)
Borrowings	(0.1)
Goodwill	4.2
Gain on bargain purchase	(0.7)
Net assets acquired	**54.3**

Total transaction costs across all acquisitions totalled £0.8m, the amount has been recognised within Selling, distribution and administrative expenses in the period.

Since the date of control, the following amounts have been included within the Group's Financial Statements for the period:

	Revenue (£'m)	Operating loss (£'m)	Loss before tax (£'m)
MATCHES	30.0	(6.8)	(8.4)
John Anthony	1.1	(1.2)	(1.2)
Zee & Co	0.8	(1.0)	(1.0)
WIT Fitness	-	-	-
Aphrodite	0.4	0.1	0.1
Total	**32.3**	**(8.9)**	**(10.5)**

Had the acquisitions been included from the start of the period the following amounts would have been included within the Group's Financial Statements for the period:

	Revenue (£'m)	Operating loss (£'m)	Loss before tax (£'m)
MATCHES	335.7	(42.2)	(56.5)
John Anthony	4.7	(1.8)	(1.8)
Zee & Co	10.0	(1.6)	(1.7)
WIT Fitness	-	-	-
Aphrodite	4.7	0.1	0.1
Total	**355.1**	**(45.5)**	**(59.9)**

There were no contingent liabilities acquired as a result of the above transactions.

Reconciliation of net cash outflow from investing activities:

	Cash consideration (£'m)	Fair value of cash and cash equivalents acquired (£'m)	Purchase of subsidiaries, net of cash acquired (£'m)
MATCHES	51.9	(6.2)	58.1
John Anthony	0.2	-	0.2
Zee & Co	0.5	(0.4)	0.9
WIT Fitness	0.3	-	0.3
Aphrodite	1.4	-	1.4
Total	**54.3**	**(6.6)**	**60.9**

Summary of FY23 Acquisitions

i. On 16 May 2022 the Group acquired the entire share capital of leading Danish sport retailer Sportmaster Danmark ApS ('Sportmaster') for cash consideration of £0.9m which is deemed to be the fair value of the consideration. The acquisition will help to grow the Group's retail presence in Denmark. At the date of acquisition, included within borrowings was £15.3m owed by Sportmaster Danmark ApS to its parent company Sportmaster Operations PTE. Ltd. As part of the transaction, a debt transfer took place which transferred this loan to the Group which became the new lender and the fair value adjustment against borrowings relates to this. The fair value adjustment to intangible assets, property, plant & equipment assets, and inventory relates to management's assessment of the price that would be paid for the acquired assets in an orderly transaction between market participants at the acquisition date. Transaction costs for the acquisition of Sportmaster totalled £0.3m.

ii. On 16 December 2022 the Group acquired the premium fashion brands Base Childrenswear, Choice, Clothingsites (including Brown Bag Clothing), Cricket, Giulio, Kids Cavern, Missy Empire, Nicholas Deakins, Pretty Green, Prevu Studio, Rascal Clothing, Tessuti (including Xile), Scotts, Watch Shop and Topgrade Sportswear (including Get The Label) by way of the acquisition of shares held by JD Sports and the transfer of all of the indebtedness owing to JD by the businesses, by, and to, subsidiaries of Frasers Group. Completion of the acquisition of eight of the businesses and the debt took place on exchange on 16 December 2022. Completion of the acquisition of Cricket, Tessuti Scotts, Giulio and Choice took place on 8 February 2023. Completion of the acquisition of fashion brand Topgrade Sportswear (including Get The Label) took place on 3 March 2023. The acquisition of the Rascal Clothing brand did not proceed. In addition, on 9 March 2023 the acquisition of Woodlandslove Limited (Philip Browne) took place. Transaction costs for the acquisition of the Premium fashion brands totalled £1.7m. The cash consideration for the above companies totalled £47.4m. The non-controlling interests of £2.7m has been measured at its proportionate share of the recognised amount of the identifiable net assets at the acquisition date.

iii. During FY23, the Group had other acquisitions including; Missguided, I Saw It First, Mysale, Sneakerboy, Coventry Arena, Amara and Gieves & Hawkes.

The asset and liability values at acquisition are detailed below. In FY23 we reviewed the fair value of the assets and liabilities acquired which were deemed to be provisional given the judgemental nature of some of the balances. The following table summarises the fair values of consideration paid:

	Sportmaster (£'m)	Premium fashion brands (£'m)	Others (£'m)
Cash consideration	0.9	47.4	71.7
	0.9	**47.4**	**71.7**

	Sportmaster			Premium fashion brands			Others		
	Book Value	Fair Value Adjustment	Fair Value	Book Value	Fair Value Adjustment	Fair Value	Book Value	Fair Value Adjustment	Fair Value
	(£'m)	(£'m)	(£'m)	(£'m)	(£'m)	(£'m)	(£'m)	(£'m)	(£'m)
Property, plant and equipment	5.0	(5.0)	**-**	20.3	(20.3)	**-**	21.9	1.4	**23.3**
Right of use assets	21.7	(3.5)	**18.2**	37.3	(13.8)	**23.5**	1.3	-	**1.3**
Intangible assets	2.4	(2.4)	**-**	5.6	(5.6)	**-**	12.9	(1.2)	**11.7**
Deferred tax asset	-	-	**-**	0.9	-	**0.9**	-	-	**-**
Inventories	19.8	3.1	**22.9**	80.3	(6.9)	**73.4**	30.4	(11.0)	**19.4**
Cash and cash equivalents	2.1	-	**2.1**	86.4	-	**86.4**	3.5	-	**3.5**
Trade and other receivables	9.2	-	**9.2**	7.5	-	**7.5**	2.9	-	**2.9**
Prepayments	-	-	**-**	7.0	-	**7.0**	-	-	**-**
Trade and other payables	(22.9)	(7.0)	**(29.9)**	(45.2)	-	**(45.2)**	(19.3)	-	**(19.3)**
Accruals	-	-	**-**	(19.8)	-	**(19.8)**	-	-	**-**
Borrowings	(22.3)	22.3	**-**	-	-	**-**	(13.0)	13.0	**-**
Lease liability	(21.6)	-	**(21.6)**	(39.5)	16.0	**(23.5)**	(2.2)	-	**(2.2)**
Provisions	(2.3)	-	**(2.3)**	(0.8)	(2.9)	**(3.7)**	-	-	**-**
Goodwill	-	2.3	**2.3**	-	-	**-**	-	33.3	**33.3**
Non-controlling interests	-	-	**-**	-	(2.7)	**(2.7)**	-	(1.3)	**(1.3)**
Bargain purchase	-	-	**-**	-	(55.2)	**(55.2)**	-	(0.9)	**(0.9)**
Net (liabilities)/assets acquired	**(8.9)**	**9.8**	**0.9**	**140.0**	**(91.4)**	**48.6**	**38.4**	**33.3**	**71.7**

There were no contingent liabilities acquired as a result of the above transactions.

Total transaction costs across all acquisitions totalled £5.9m, the amount has been recognised within Selling, distribution and administrative expenses in the period.

Reconciliation of net cash outflow from investing activities for FY23:

	Sportmaster	Premium fashion brands	Others	Total
	(£'m)	(£'m)	(£'m)	(£'m)
Cash consideration	0.9	47.4	71.7	120.0
Fair value of cash and cash equivalent acquired	2.1	86.4	3.5	92.0
Purchase of subsidiaries, net of cash acquired	**(1.2)**	**(39.0)**	**68.2**	**28.0**

33. CAPITAL COMMITMENTS

The Group had capital commitments of £nil as at 28 April 2024 (FY23: £65.2m) relating to warehouse automation, aircraft, other plant and machinery, and property purchases.

34. RELATED PARTY TRANSACTIONS

The Group has taken advantage of the exemptions contained within IAS 24 - "Related Party Disclosures" from the requirement to disclose transactions between Group companies as these have been eliminated on consolidation.

The Group entered into the following material transactions with related parties:

52 weeks ended 28 April 2024:

	Relationship	**Sales**	**Purchases**	**Trade and other receivables**	**Trade and other payables**
		(£'m)	**(£'m)**	**(£'m)**	**(£'m)**
Related party					
Four (Holdings) Limited & subsidiaries [1]	Associate	2.5	35.7	6.4	1.6
MASH Holdings Limited	Parent company	-	-	0.2	-
Mike Ashley [2]	Shareholder	2.7	-	-	-
Tymit Ltd	Associate	-	0.2	-	-
Reath SW Limited	Connected persons	-	0.6	-	0.1
X Channel Marketing Limited	Associate	-	1.4	-	-
IWL Realisations 2023 Ltd	Associate	0.1	-	-	-

53 weeks ended 30 April 2023:

	Relationship	**Sales**	**Purchases**	**Trade and other receivables**	**Trade and other payables**
		(£'m)	**(£'m)**	**(£'m)**	**(£'m)**
Related party					
Four (Holdings) Limited & subsidiaries[1]	Associate	0.3	68.2	4.5	-
MASH Holdings Limited	Parent company	-	-	0.2	-
Mike Ashley[2]	Shareholder	2.6	-	-	-
Rangers Retail Limited	Associate	-	-	-	0.1
Tymit Ltd	Associate	-	2.1	-	-
Reath SW Limited	Connected persons	-	0.6	-	0.1

(1) The outstanding balance with Four (Holdings) Limited reflects the funding related to Agent Provocateur. Management consider that the underlying results of Four (Holdings) Limited supports the recoverability of the receivables balance. The results of Four (Holdings) Limited are not material on the basis of net assets and profit before tax, subsequently detailed disclosures have not been presented under IFRS 12.

(2) Use of the Company jet and helicopter are charged at commercial rates.

The trade and other receivables balance with Four (Holdings) Limited includes an unsecured loan balance of £30.0m (gross of amounts recognised in respect of loss allowance, £6.3m (FY23: £4.3m) net of amounts recognised in respect of loss allowance) which attracts interest at SONIA + 2.5% within current assets (FY23: £37.5m). This has been accounted for at amortised cost in accordance with IFRS 9. The carrying value has been determined by assessing the recoverability of the receivable balance, discounted at an appropriate market rate of interest. £0.1m was recognised in the period in respect of doubtful debts (FY23: nil). Further disclosure can be found in note 23.

The trade and other receivables balance with Tymit Ltd includes a loan balance of £14.0m (gross of amounts recognised in respect of loss allowance, £nil net of amounts recognised in respect of loss allowance).

The sales amount in relation to Four (Holdings) Limited relates to the interest charge on the loan and the purchases relate to the purchase of clothing products.

Reath SW Limited is a company in which Robert Palmer, the Group's Company Secretary, is a director.
Reath SW Limited provide professional services to the Group.

Relationship Between Frasers Group plc and Mike Ashley

Mike Ashley opened his first sports shop in 1982 and built the Frasers Group into a multi-billion-pound retailer over the next forty years. The Group was initially floated on the London Stock Exchange in 2007 and following continued growth Mike stepped down as CEO in 2022. He also stepped down from the Board of Directors in 2022 and has no day-to-day involvement or responsibility for the strategic direction of the Group or any Board matters.

However, given his extensive involvement in leading the business for over forty years, the Board has an agreement with Mr Ashley, through his own company MASH Holdings Limited, which provides for management to seek his expertise in discrete areas where he has specific knowledge, for example in warehousing, logistics or strategic relationships with the supply chain. He does not receive any remuneration for providing this advice to management and has no decision-making powers.

Key Management, Executive and Non-Executive Director Compensation

	52 weeks ended 28 April 2024 (£'m)	53 weeks ended 30 April 2023 (£'m)
Salaries and short-term benefits	1.9	1.9
Fair value charge for Executive Share Scheme (see note 25)	1.5	1.5
Total	**3.4**	**3.4**

Key management personnel are considered to be the directors and members of management who play a key part in the long term strategy and operations of the Group. Detailed remuneration disclosures are provided in the Directors' Remuneration Report in this annual report including Directors' shareholdings and share interests.

35. ULTIMATE CONTROLLING PARTY

The Group is controlled by Mike Ashley through his 100% shareholding in MASH Beta Limited and MASH Holdings Limited, which own 303,507,460 (67.4% of the issued ordinary share capital of the Company) and 26,561,540 (5.9% of the issued ordinary share capital of the Company) ordinary shares respectively at the period end. MASH Holdings Limited is the smallest and largest company to consolidate these accounts. MASH Holdings Limited is registered in England and Wales and a copy of their financial statements can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

36. POST BALANCE SHEET EVENTS

On 29 April 2024 and 18 June 2024, the Group commenced share buyback programmes with the aggregate purchase price of all shares acquired under these programmes of no greater than £80m each and the maximum number of shares that may be purchased under the programmes of 10m ordinary shares each. The purpose of the programmes was to reduce the share capital of the Company. No buyback transactions have occurred under these programmes as of 17 July 2024.

On 10 April 2024, the Group entered into a binding agreement to acquire Twin Sport, a Dutch sports retailer with 17 stores and is part of the Group's continued expansion into Europe. The Group did not have control of Twin Sport at 28 April 2024.

On 24 June 2024, the Group announced its partnership with THG plc. The partnership includes integration of customer credit, loyalty proposition, leverage courier management services and logistical operations in regions such as Australia to drive the Group's international expansion. Additionally, the Group acquired THG's luxury portfolio Coggles, strengthening its Premium and Luxury portfolio, alongside Flannels.

On 27 June 2024, the Group acquired Frenchgate Shopping Centre for consideration of £29.5m

The Group has continued to increase its holdings across its strategic investments portfolio through the following transactions after the financial year:

- It was announced on 8 May 2024 that the Group acquired an additional holding in Boohoo Group PLC having purchased 293,028,671 ordinary shares in total. The Group subsequently increased this holding to 24.0% on 20 June 2024.
- It was announced on 5 July 2024 that the Group had decreased its holding in AO World PLC bringing total ownership to 23.9%.
- It was announced on 10 July 2024 that the Group had increased its holding in Hugo Boss through purchase of 5,627,661 shares of common stock and 9,721,000 shares of common stock via the sale of put options, representing 7.99% and 13.81% of the total share capital, respectively.

37. PENSIONS

Defined Contribution Schemes

The Group operates a defined contribution retirement benefit plan for all qualifying employees. The assets of the plan are held separately from those of the Group in funds under the control of trustees. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions. The total expense recognised in the income statement of £10.5m (FY23: £8.5m) represents contributions payable at rates specified by the rules of the plan.

Defined Benefit Schemes

On 24 February 2022, as part of the acquisition of Studio Retail Limited ("SRL"), SRL became the sponsor of the Findel Group Pension Fund ("The Scheme") via a Deed of Amendment, Substitution, Waiver of Liability and Guarantee. Only the costs and liabilities associated with the Group section of the Scheme relate to SRL and as such, it is only assets and liabilities of the Group section that have been recognised in these consolidated financial statements. Frasers Group plc has also guaranteed payments from Studio Retail Group plc (in administration) to the three other sections of the Scheme up to a maximum of £875,000.

As part of the Deed of Amendment, Substitution, Waiver of Liability and Guarantee, a one off contribution of £2.0m was made to the Scheme by SRL. Of this amount, £1.2m is held by the Scheme but is unallocated by the administrator. This amount has therefore been shown within the cash position of the Group section of the Scheme.

On 11 March 2022, the Trustee signed a full buy-in contract (i.e., a policy to cover all members' benefits in the four sections of the Scheme) with Standard Life. This insurance policy allows the pension scheme to have assets that broadly match the benefits paid by the Scheme. However, SRL retains responsibility for the Group section of the Scheme until it is fully transferred to Standard Life. The contract includes the potential to convert the policy to a full buy-out at an unspecified point in the future. However, this is expected to only happen if a number of conditions included in the contract are met, based on the insurer's requirements and a formal request from the Trustee and therefore is not a certainty. The buy-in has therefore been treated as an investment decision for accounting purposes, with the associated remeasurement of plan assets recognised through Other Comprehensive Income ("OCI").

Following the Deed of Amendment, Substitution, Waiver of Liability and Guarantee and the buy-in, no further contributions to the scheme are anticipated.

The last funding valuation of the Scheme was undertaken at 5 April 2019 and recorded a surplus of £1,477,000 in respect of the Group section. The Scheme is administered by Barnet Waddingham LLP.

The latest full actuarial valuation has been updated for IAS 19 purposes to 28 April 2024 by PricewaterhouseCoopers LLP ("PwC") using the assumptions detailed below. The results of the IAS 19 valuation are summarised as follow:

	28 April 2024 (£'m)	30 April 2023 (£'m)
Fair value of the scheme assets	64.0	67.6
Present value of the funded obligations	(63.4)	(66.8)
Surplus in the scheme	**0.6**	**0.8**

Plan Assets

	28 April 2024 (£'m)	30 April 2023 (£'m)
Plan assets comprise:		
Fixed interest gilts	1.1	-
Index linked gilts	0.4	-
Annuities	61.9	65.0
Cash	0.6	2.6
Total	**64.0**	**67.6**

Movement in the Present Value of Defined Benefit Obligations

	28 April 2024 (£'m)	30 April 2023 (£'m)
At beginning of the period	**(66.8)**	**(86.8)**
Interest cost	(3.2)	(2.6)
Effect of changes in demographic assumptions	0.2	0.5
Effect of changes in financial assumptions	2.5	20.3
Effect of experience adjustments	(0.3)	(3.6)
Benefits paid	4.2	5.4
At end of the period	**(63.4)**	**(66.8)**

Movement in the Fair Value of Plan Assets

	28 April 2024 (£'m)	30 April 2023 (£'m)
At beginning of the period	**(67.6)**	**(89.0)**
Scheme expenses	(0.6)	(0.9)
Interest on assets	3.2	2.6
Remeasurements	(2.0)	(17.7)
Benefits paid	(4.2)	(5.4)
At end of the period	**64.0**	**67.6**

Movement in the Pension Surplus

	28 April 2024 (£'m)	30 April 2023 (£'m)
Surplus at beginning of the period	**0.8**	**2.2**
Scheme expenses	(0.6)	(0.9)
Remeasurements	0.4	(0.5)
Surplus at end of the period	**0.6**	**0.8**

Expense Recognised in the Consolidated Income Statement

	28 April 2024 (£'m)	30 April 2023 (£'m)
Included within administrative expenses		
Scheme expenses	(0.6)	(0.9)

Amounts Recognised in Other Comprehensive Income

	28 April 2024 (£'m)	30 April 2023 (£'m)
Total remeasurements	**0.4**	**(0.5)**

Actuarial Assumptions

The following are the principal actuarial assumptions at the reporting date:

	28 April 2024	30 April 2023
Financial Assumptions		
Discount rate for scheme liabilities	5.3%	4.9%
RPI Price Inflation	3.4%	3.25%
CPI Price Inflation (Pre-2030/ Post-2030)	2.9%/3.4%	2.25%/3.25%
Rate of increase to pensions in payment in line with RPI inflation (up to 3% per annum)	2.2%	2.15%
Rate of increase to pensions in payment in line with CPI inflation (up to 5% per annum)	2.8%	2.7%
Rate of increase to deferred pensions	2.9%	2.75%
Post retirement mortality (in years)		
Current pensioners at 65 - male	86.3yrs	86.3yrs
Current pensioners at 45 - male	87.5yrs	87.5yrs
Current pensioners at 65 - female	88.2yrs	88.2yrs
Current pensioners at 45 - female	89.6yrs	89.6yrs
Post retirement mortality (in years)		
Cash Commutation (members taking cash lump sum)	60%	60%
Proportion of members that are married at retirement	70%	70%

The duration, or average term to payment for the benefits due weighted by liability, is around 11.5 years.

Risks

Inflation

In projecting the expected future benefit payments, assumptions are made regarding future price inflation. There is a risk that the actual rate of inflation will be higher than assumed which will increase the cost of providing the benefits and thus the liability. This would result in additional contributions being required and a deterioration in the solvency position unless investment returns are similarly higher than expected.

Mortality

It is not possible to predict with any certainty how long members of the Scheme will live, and if members live longer than expected, additional contributions will be required and the Scheme's solvency position will deteriorate.

Managing risk

To manage the risks of the Scheme, TPIE exercises were carried out during 2015 and 2016, which resulted in a number of members transferring out of the Scheme. The TPIE option has now been embedded within the Scheme.

IFRIC 14

IFRIC 14 is an interpretation relating to IAS 19 that covers whether pension scheme surpluses can be recognised on the balance sheet. Based on the circumstances of the Fund and in line with the prior period, management do not believe that IFRIC 14 impacts the IAS 19 results since the Company has a right to a refund of surplus assets at some point in the future, and as such have not made any adjustments to the results.

Funding

The Scheme is funded by the Group. During the current period, the company contributed £nil to the scheme. The Group expects to make contributions of £nil in the financial period ended April 2025.

The following table shows the expected future benefit payments for the Findel Group Pension Fund:

Future benefit payments	(£'m)
2024 – 2033	43.6
2034 – 2043	42.2
2044 – 2053	33.2
2054 – 2063	15.3
2064 – 2073	2.4
2074 – 2083	0.1
Total	**136.8**

Sensitivities

The sensitivities regarding the principal assumptions used to measure the Scheme liabilities are set out below:

		Impact on Scheme liabilities	
Assumption	**Change in assumption**	**If assumption increases**	**If assumption decreases**
Discount Rate	0.5% pa	Decrease by 4.9%	Increase by 5.6%
RPI inflation	0.5% pa	Increase by 1.6%	Decrease by 1.5%
Salary increase	0.5% pa	No change	No change
Longevity	expectancy by 1 year	Increase by 4.4%	Decrease by 4.1%

The above sensitivities are approximate and show the likely increase to the Scheme's liabilities under IAS 19 if an assumption is adjusted whilst all other assumptions remain the same. The sensitivities are for illustration purposes only and do not necessarily represent the directors' view of the expected changes to the assumptions in the future.

There have been no changes to the methods and assumptions used to calculate the sensitivity analyses between the current period and prior period.

38. SUBSIDIARY UNDERTAKINGS

NAME	REGISTERED OFFICE ADDRESS	COMPANY NUMBER	PERCENTAGE OF ISSUED SHARE CAPITAL HELD	NATURE OF ENTITY
A P Brands Holdings	Lot G1.PT.10A Sunway Pyramid Shopping Mall No. 3, Jalan PJS, Malaysia	4921-A	100	Non-retailer
Active Apparel New Corp	Cogency Global Inc. 850 New Burton Road Suite 201, Dover, Kent, 19904	03270168	100	Retailer
APAC Sale Group Pte Limited	7 STRAITS VIEW, #12-00, MARINA ONE EAST TOWER, SINGAPORE (018936)	201010271K	100	Retailer
Bellatrix Associates Limited	Clinch's House, Lord Street, Douglas, Isle of Man, IM99 1RZ, Isle of Man	111671C	100	Retailer
Bellatrix Overseas Limited	Clinch's House, Lord Street, Douglas, Isle of Man, IM99 1RZ, Isle of Man	128827C	100	Retailer
Bellatrix Unlimited	Clinch's House, Lord Street, Douglas, Isle of Man, IM99 1RZ, Isle of Man	111670C	100	Retailer
0008 POPES BRIXTON (FREEHOLDCO) LIMITED	Shirebrook(1)	9127300	100	Non-retailer
Brands & Fashion NV Belgium	Leopoldstraat, nr. 79, 2800 Mechelen, Belgium	0477-995-412	100	Retailer
Brands & Fashion NV HK	HONG KONG, Room/B, 19/F, Queen's Centre, 58-64 Queen's Road East, Wan Chai	F002936	100	Retailer
BuyInvite Pty Limited	24A Victoria Street, Windsor, Victoria, 3181 Australia	136 648 589	100	Retailer
CARDINAL INVESTMENTS S.L.	C.C Puerto Venecia, local 84, Trav Jardines Reales 7, 50021, Zaragoza, Spain	B88542766	100	Non-retailer
Cacifo	Via Central de Milheiros no 121, 4475-334, Freguesia de Milherios, Concelho da Maia, Porto, Portugal	503751804	100	Retailer
CDS IP SA	Parc Industriel, Avenue Ernest, Solvay 29 1480 Saintes, Belgium	406461077	100	Non-retailer
Eastchance Limited	Unit 1714, 17/F, Miramar Tower, 132 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong	00174348	100	Retailer
Epoch Properties Limited	First Floor, La Chasse Chambers, St Helier, JE2 4UE, Jersey	00074753	100	Retailer
Danish Properties Holdco ApS	Baltorpbakken 5, 2750 Ballerup	44628708	100	Non-retailer
Donnay International	Leopoldstraat nr 79, 2800 Mechelen, Belgium	435392220	100	Retailer
Everlast World's Boxing Headquarters Corp	42 W 39th Street, 3rd Floor, New York, NY 10018, USA	13-3672716	100	Non-retailer
Everlast Worldwide Inc f/k/a Active Apparel Group	42 W 39th Street, 3rd Floor, New York, NY 10018, USA	13-3672716	100	Retailer
Frasers Group Asia SDN.BHD.	LEVEL 15-2, BANGUNAN FABER IMPERIAL COURT, JALAN SULTAN ISMAIL, 50250 WILAYAH PERSEKUTUAN, KUALA LUMPUR, Malaysia	201901040821	75	Non-retailer
Everlast Sports International Inc. Corp.	Everlast 42 West 39th St. 3rd floor, New York, New York, 10018	13-2811380	100	Retailer
Everlast Sports Mfg Corp	Corporation Service Company, 80 State Street, Albany, New York, 122207-2543-USA	13-1804772	100	Retailer
Frasers Retail Nigeria Limited	RCO COURT 3-5, SINARI DARANIJO STREET, VICTORIA ISLAND, LAGOS STATE, Nigeria	01799366	60	Retailer
GAME Stores Iberia SLU	C/ Virgilio 7 - 9, Parcelas 12 - 13, Pozuelo de Alarcon, Madrid, Spain	B81209751	100	Retailer
GOTAY INVESTMENTS S.L.	C.C Puerto Venecia, local 84, Trav Jardines Reales 7, 50021, Zaragoza, Spain	B88542709	100	Non-retailer
0008 MANSFIELDFIT (LEASECO) LIMITED	Shirebrook(1)	12372305	100	Non-retailer
Heatons Stores Limited	Heaton House, IDA Business Park, Whitestown, Tallaght, Dublin, Ireland, D24E932, Ireland	00509525	100	Retailer

NAME	REGISTERED OFFICE ADDRESS	COMPANY NUMBER	PERCENTAGE OF ISSUED SHARE CAPITAL HELD	NATURE OF ENTITY
0040 BLACKBURNFIT (LEASECO) LIMITED	Shirebrook[1]	09038881	100	Non-retailer
HK Sports & Golf Aktiebolag	Eskilstorpsv 7, 269 96, Båstad, Sweden	556510-8189	100	Retailer
HOF Ireland Stores Limited	Heaton House, IDA Business Park, Whitestown, Tallaght, Dublin, Ireland, D24E932, Ireland	00626384	100	Retailer
Jack Wills Retail (Ireland) Limited	HEATON HOUSE, IDA BUSINESS PARK, WHITESTOWN, TALLAGHT, DUBLIN 24, Ireland	00656208	100	Retailer
0045 DERBYFIT (LEASECO) LIMITED	Shirebrook[1]	9039481	100	Non-retailer
Karrimor International Limited	Aminaka Kudan Building 6/F, 1-14-17 Kudankita, Chiyoda-ku, Tokyo, 102-0073, Japan	0100-01-012128	95	Retailer
Frasers Group Holdings Australia Pty Limited	5 ATTADALE COURT, ELANORA QLD 4221, Australia	661 993 844	100	Non-retailer
2929 ROW BROOK (FREEHOLDCO) LIMITED	Shirebrook[1]	09336806	100	Non-retailer
MySale Group Trustee Limited	Shirebrook[1]	10476058	100	Retailer
HEATONS RDC	Heatons House IDA Business Park, Whitestown, Tallaght, Dublin 24, Ireland	FC030641	100	Non-retailer
Heatons Unlimited Company	HEATON HOUSE, IDA BUSINESS PARK, WHITESTOWN, TALLAGHT, DUBLIN 24, Ireland	00011229	100	Retailer
Kangol, LLC	Corporation Service Ltd, 251 Little Falls Drive, Wilmington, New Castle, Delaware, 1980	07004841	49	Non-retailer
Mississippi Manufacturing	1209 Orange Street, Wilmington, New Castle County, Delaware	LLC 3470413	100	Non-retailer
QUENTIN INVESTMENTS S.L.	C.C Puerto Venecia, local 84, Trav Jardines Reales 7, 50021, Zaragoza, Spain	B88542733	100	Non-retailer
MySale Group plc	L 3 120 Old Pittwater Road, Brookdale New South Wales 2100	602 567 546	100	Retailer
MYSale Group PLC (Jersey)	Ogier House, The Esplanade, 44 Esplanade Street, Helier, JE4 9WG, Jersey	00115584	100	Non-retailer
2CARE4 LIMITED	Church Bridge House, Henry Street, Accrington, United Kingdom, BB5 4EE	03806485	100	Retailer
MySale Holdings Pty Limited	Level 3 120 Old Pittwater Road, Brookdale New South Wales 2100	623 223 094	100	Non-retailer
SDI 2300 Collins LLC	Corporation Trust Centre, 1209 Orange Street, Wilmington, New Castle, 19801	06870031	100	Non-retailer
SDI 735 Collins LLC	Corporation Trust Centre, 1209 Orange Street, Wilmington, New Castle, 19801	06870028	100	Non-retailer
BRANDS HOLDINGS LIMITED	Shirebrook[1]	04087435	100	Non-retailer
SDI Malta Holdco Limited	Level 1, LM Complex, Brewery Street, Zone 3 Central Business District, Birkirkara, CBD3040, Malta	C102352	100	Non-retailer
NZ Sale Limited	25 Barrys Point Road Takapuna Auckland, AUCKLAND, 0622 New Zealand	9429032200874	100	Retailer
SDI Property (Bitburg) BV	Van Konijnenburgweg 45, 4612PL, Bergen op Zoom, Netherlands	82495807	100	Non-retailer
SDI Property (Europe) BV	Van Konijnenburgweg 45, 4612PL, Bergen op Zoom, Netherlands	69042594	100	Non-retailer
OzSale Pty Limited	42 Queen Victoria Street, Fremantle Western Australia 6160	118 610 987	100	Retailer
CATCHBEST LIMITED	Shirebrook[1]	02611299	100	Retailer
SDI Ventures LLC	1209 Orange Street, Wilmington, New Castle County, Delaware	687 0023	100	Non-retailer

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OzSale SDN BHD	1-2B Blk C Jln Pju 1/3B Sunwaymas Cmmrcl Centre PETALING JAYA, Selangor, 47301 Malaysia	1007716A	100	Retailer
SIA SIG Logistics	A. Deglava, str 50, Riga, LV-1035, Latvia	40203110076	60	Non-retailer
SIA Sportland	A. Deglava, str 50, Riga, LV-1035, Latvia	40003530961	60	Retailer
SIA Sportsdirect.com	A. Deglava, str 50, Riga, LV-1035, Latvia	40103932873	60	Retailer
Rhapsody Investments (Europe) SA	1 Cote d'Eich, L-1450, Luxembourg	B21.60X	100	Non-retailer
SC Sports (SG) PTE	9 Raffles Place, #26-01, Republic Plaza, Singapore (048619)	198203096N	100	Retailer
0010 ROSEMOSSLEYFIT (LEASECO) LIMITED	Shirebrook[(1)]	12372368	100	Non-retailer
SDI (Corrib Shopping Centre) Limited	HEATON HOUSE, IDA BUSINESS PARK, WHITESTOWN, TALLAGHT, DUBLIN 24, Ireland	00715322	100	Non-retailer
Sport Eybl & Sports Experts Logistikbetriebs GmbH	Flugplatzstraße 30, 4600, Wels, Austria	FN96024M	100	Non-retailer
Sport Eybl Holding GmbH	Flugplatzstraße 30, 4600, Wels, Austria	FN180095X	100	Non-retailer
0015 MANSFIELDFITNESS2 (LEASECO) LIMITED	Shirebrook[(1)]	12822245	100	Non-retailer
0023 BROMBROUGHFIT (LEASECO) LIMITED	Shirebrook[(1)]	12823786	100	Non-retailer
Sportmaster Danmark ApS	Baltorpbakken 5, 2750 Ballerup, Denmark	34479526	100	Retailer
SDI Holdings USA Inc	CORPORATION TRUST CENTER 1209 ORANGE ST, WILMINGTON, New Castle, DE, 19801	06651201	100	Non-retailer
Sports Direct MALAYSIA SDN.BHD.	LEVEL 15-2, BANGUNAN FABER IMPERIAL COURT, JALAN SULTAN ISMAIL, 50250 WILAYAH PERSEKUTUAN, KUALA LUMPUR, Malaysia	925166-M	75	Retailer
SDI Properties (USA) INC	1209 Orange Street, Wilmington, New Castle County, Delaware	535872	100	Non-retailer
Sports World The Netherlands BV	Van Konijnenburgweg 45, 4612 PL Bergen op zoom, Netherlands	34056291	100	Retailer
Sportsdirect.com (Asia) Limited	Unit 1903B & 1905, Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong	01216339	100	Retailer
Sportsdirect.com (Iceland) EHF	Skogarlind 2, 201, Kopavogur, Iceland	6301121760	100	Retailer
Sportsdirect.com (Shanghai) Limited	Room 315, 3rd Floor Building 2, No 239 Gang'ao Road, China (Shanghai) Pilot Free Zone, Shanghai, China	91310115MA1K463A6B	95	Retailer
SDI Property US Inc.	Corporation Trust Centre, 1209 Orange Street, Wilmington, New Castle, 19801	68700024	100	Non-retailer
Sportsdirect.com Austria GmbH	Flugplatzstraße 30, 4600, Wels, Austria	FN309738Y	100	Retailer
Sportsdirect.com Belgium SA	Parc Industriel, Avenue Ernest, Solvay 29 1480 Saintes, Belgium	416268471	100	Retailer
Sportsdirect.com China PTE Limited	C25, 3rd Floor, ASEAN Building, 690 Minzhi Avenue, Xinniu Community, Minzhi Street, Longhua District, Shenzhen, China	91440300579987503D	100	Retailer
Sportsdirect.com Cyprus Limited	Miltiades Stylianou 34B, Shop 2, 8577 Tala, Paphos, Cyprus	00230340	100	Retailer
Sportsdirect.com Czech Republic s.r.o	Prague 1 - Nove Mesto, Na Porici 1079/3a, 100 00, Czech Republic	24268933	100	Retailer
Sportsdirect.com France	Zac des Copistes, Boulevard du Havre, 95220, Herblay, France	FR27379062813	100	Retailer
FOREVER MEDIA LIMITED	Shirebrook[(1)]	08249185	100	Non-retailer
Sportsdirect.com Immobilien GmbH	Flugplatzstraße 30, 4600, Wels, Austria	FN104151P	100	Non-retailer
SDI Sports Group Americas LLC	Corporation Trust Centre, 1209 Orange Street, Wilmington, New Castle, 19801	02047393	100	Non-retailer

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Sportsdirect.com Malta Limited	Level 1, LM Complex, Brewery Street, Zone 3 Central Business District, Birkirkara CBD, 3040, Malta	C92278	100	Retailer
Sportsdirect.com OU	Parnu mnt 139c, Kesklinna, Tallinn, 11318, Estonia	12845837	60	Retailer
SDIL S.A	Parc Industriel, Avenue Ernest, Solvay 29 1480 Saintes, Belgium	810198636	100	Retailer
Sportsdirect.com Retail (Europe)	Parc Industriel, Avenue Ernest, Solvay 29 1480 Saintes, Belgium	458883046	100	Retailer
Sportsdirect.com Slovakia s.r.o	Vysoka 2/B, 81106, Bratislava, Slovakia	47 240 458	100	Retailer
SingSale Pte Limited	7 STRAITS VIEW, #12-00, MARINA ONE EAST TOWER, SINGAPORE (018936)	20092030W	100	Retailer
SNO Sport Vertriebs - GmbH	Flugplatzstraße 30, 4600, Wels, Austria	FN272671M	100	Retailer
SSG Sport GmbH	Vornholzstr. 48, 94036, Passau, Germany	HRBH34	100	Retailer
SUPLAY INVESTMENTS S.L.	C.C Puerto Venecia, local 84, Trav Jardines Reales 7, 50021, Zaragoza, Spain	B88542691	100	Non-retailer
Swimmo Eupen SPRL	Parc Industriel, Avenue Ernest, Solvay 29 1480 Saintes, Belgium	878673906	100	Retailer
Ten Gallon Corporation	Corporation Service Ltd, 251 Little Falls Drive, Wilmington, New Castle, Delaware, 19808	07227398	49	Non-retailer
Tessuti (Ireland) Limited	HEATON HOUSE, IDA BUSINESS PARK, WHITESTOWN, TALLAGHT, DUBLIN 24, IRELAND	00726070	100	Retailer
The Antigua Group Inc	Incorp Services INC, 3773 Howard Hughes PKWY STE 500S	7343-1994	100	Retailer
The Flannels Group (ROI) Limited	Heaton House, IDA Business Park, Whitestown, Tallaght, Dublin, Ireland, D24E932, Ireland	00707468	100	Retailer
UAB SDI (Gedimino) LT	Vilniaus m. sav. Vilniaus m. S, Seimyniskkiu g. 3/, Lithuania	304584281	100	Non-retailer
0027 OXFORDTFIT (LEASECO) LIMITED	Shirebrook(1)	12830411	100	Non-retailer
UAB Sportsdirect.com	Seimyniskiu g.3, Vilnius, LT-09312, Lithuania	304155613	51	Retailer
Westminster Manufacturing LLC	2 Office Park Court, Suite 103, Columbia, SC 29233, USA	44358	100	Non-retailer
Sports Direct (Singapore) Pte Limited	6 Eu Tong Sen Street, #11-09, The Central, 059817, Singapore	2020045427	75	Retailer
Zaparoh Sp. z.o.o	ul. ŻERNICKA, No. 22, office, place ROBAKOWO, CODE 62-02, Poland	KRS 0000459435	100	Retailer
Sports Direct Spain SLU	Centro Comercial Puerto Venecia, Local 84, Travesía de los Jardines Reales n° 7, 50021, Zaragoza, Spain	B86567880	100	Retailer
FRASERS PERSONALISATION LIMITED	Shirebrook(1)	15525683	100	Retailer
0035 BRISTOLFIT (LEASECO) LIMITED	Shirebrook(1)	12930938	100	Non-retailer
TYMIT LTD	5 Merchant Square, London, England, W2 1DP	10827757	100	Non-retailer
0050 NOTTSFIT (LEASECO) LIMITED	Shirebrook(1)	13030175	100	Non-retailer
Sportsdirect.com (Taiwan) Limited	17F.-5, No.500, Shizheng Rd. Xitun District, 40757, Taiwan	82770619	95	Retailer
0139 TRAFFORD MISSG (FREEHOLDCO) LIMITED	Shirebrook(1)	13808689	100	Non-retailer
0140 BOUCHER SP BELFAST (FREEHOLDCO) LIMITED	Shirebrook(1)	13808700	100	Non-retailer
SDI LIFESTYLE LIMITED	Shirebrook(1)	08293614	100	Retailer

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FRASERS GROUP FINANCIAL SERVICES LIMITED	Church Bridge House, Henry Street, Accrington, United Kingdom, BB5 4EE	00718151	100	Retailer
GAME DIGITAL LIMITED	Unity House, Telford Road, Basingstoke, Hampshire, RG21 6YJ	09040213	100	Retailer
0167 COLNE BOUNDARY RP (FREEHOLDCO) LIMITED	Shirebrook(1)	15089413	100	Non-retailer
0171 NN12ET NORTHAMPTON LIMITED	Shirebrook(1)	15089417	100	Non-retailer
0276 NEWPORTIOW (FREEHOLDCO) LIMITED	Shirebrook(1)	12578944	100	Non-retailer
HOFCO (INVEST CO) LIMITED	Shirebrook(1)	08319960	100	Non-retailer
INTERNATIONAL BRAND MANAGEMENT LIMITED	Shirebrook(1)	05142123	100	Retailer
J32 CASTLEFORD (FREEHOLDCO) LIMITED	Shirebrook(1)	04161209	100	Non-retailer
RUNNEL LIMITED	Shirebrook(1)	09336830	100	Retailer
STUDIO RETAIL HOLDINGS LIMITED	Shirebrook(1)	14134781	100	Non-retailer
STUDIO RETAIL FINANCIAL SERVICES LIMITED	Shirebrook(1)	14156254	100	Non-retailer
PROPERTYCO (STUDIO) LIMITED	Shirebrook(1)	14156309	100	Non-retailer
148 BLUEW (LEASECO) LIMITED	Shirebrook(1)	14156546	100	Non-retailer
PSYCHE HOLDINGS LIMITED	Shirebrook(1)	03438665	100	Non-retailer
SDI FITNESS (NORTHFIELD) LIMITED	Shirebrook(1)	09039412	100	Non-retailer
SDI (PROPCO 52) LIMITED	Shirebrook(1)	11526972	100	Non-retailer
SDI (PROPCO 70) LIMITED	Shirebrook(1)	11572933	100	Non-retailer
FG USA TRADE GROUP LIMITED	Shirebrook(1)	13216390	100	Retailer
1133 SALEFIT (LEASECO) LIMITED	Shirebrook(1)	12372303	100	Non-retailer
2019 DARLINGTON (FREEHOLDCO) LIMITED	Shirebrook(1)	14845734	100	Non-retailer
2037 LOCHLOMONDSHORES FREEHOLDCO LIMITED	Shirebrook(1)	11531532	100	Non-retailer
SDI (PROPCO 141) LIMITED	Shirebrook(1)	13808701	100	Non-retailer
SDI (THE HOUSE YARM) LIMITED	Shirebrook(1)	12332871	100	Non-retailer
2663 LLANELLIFIT (LEASECO) LIMITED	Shirebrook(1)	12820382	100	Non-retailer
ALPHA DEVELOPMENTS STOCKPORT LTD	Shirebrook(1)	12662564	100	Non-retailer
JACK WILLS PROPERTY LIMITED	Shirebrook(1)	11775643	100	Non-retailer
SDI (PROPCO 101) LIMITED	Shirebrook(1)	11773466	100	Non-retailer
SDI (PROPCO 107) LIMITED	Shirebrook(1)	11775706	100	Non-retailer
SDI (PROPCO 111) LIMITED	Shirebrook(1)	11775722	100	Non-retailer
SDI (PROPCO 117) LIMITED	Shirebrook(1)	12332456	100	Non-retailer
SDI (PROPCO 96) LIMITED	Shirebrook(1)	11730503	100	Non-retailer
COVENTRY ARENA RETAIL LIMITED	Shirebrook(1)	11689119	100	Non-retailer
SDI RETAIL SERVICES LIMITED	Shirebrook(1)	08143303	100	Retailer
GIEVES & HAWKES RETAIL LIMITED	Shirebrook(1)	11689077	100	Retailer
2734 GALWAYCORRIB (FREEHOLDCO) LIMITED	Shirebrook(1)	12332859	100	Non-retailer
3233 CHICHESTER EAST STREET (FREEHOLDCO) LIMITED	Shirebrook(1)	14846358	100	Non-retailer
SDI (STOKE LONGTON) LIMITED	Shirebrook(1)	07853877	100	Non-retailer
SDI (WAKEFIELD) LIMITED	Shirebrook(1)	08483711	100	Non-retailer
UNIVERSAL CYCLES LIMITED	Shirebrook(1)	01339667	100	Retailer

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SDI (WATFORD) LIMITED	Shirebrook[1]	06328505	100	Non-retailer
SDI FITNESS (COLCHESTER) LIMITED	Shirebrook[1]	09039011	100	Non-retailer
SDI FITNESS (SALE) LIMITED	Shirebrook[1]	09039405	100	Non-retailer
3442 MIDDLESBROUGH LINTHORPE (FREEHOLDCO) LIMITED	Shirebrook[1]	13808704	100	Non-retailer
3443 LEEDS BRIGGATE (FREEHOLDCO) LIMITED	Shirebrook[1]	13808640	100	Non-retailer
WIT INVEST (INVEST CO) LIMITED	Shirebrook[1]	14492202	100	Non-retailer
3480 BOURNEMOUTH COMM RD (FREEHOLDCO) LIMITED	Shirebrook[1]	14634987	100	Non-retailer
3669 WINCHESTERGH (LEASECO) LIMITED	Shirebrook[1]	14634903	100	Non-retailer
TESSUTI STORES LIMITED	Shirebrook[1]	14469753	100	Retailer
SDI (STOCKPORT) LIMITED	Shirebrook[1]	06372181	100	Non-retailer
SDI SPORT LONDON LIMITED	Shirebrook[1]	09848767	100	Retailer
SDI (GLASGOW ARGYLE ST) LTD	Shirebrook[1]	11227937	100	Non-retailer
SDI (HANLEY) LIMITED	Shirebrook[1]	11228017	100	Non-retailer
SDI (PROPCO 51) LIMITED	Shirebrook[1]	11527237	100	Non-retailer
SDI (PROPCO 81) LIMITED	Shirebrook[1]	11641123	100	Non-retailer
SDI (PROPCO 93) LIMITED	Shirebrook[1]	11730253	100	Non-retailer
MTPK INVESTCO LIMITED	Shirebrook[1]	08560260	100	Non-retailer
COVENTRY ARENA OPCO LIMITED	Shirebrook[1]	14479916	100	Non-retailer
COVENTRY ARENA PROPCO LIMITED	Shirebrook[1]	14156565	100	Non-retailer
CRUISE CLOTHING LIMITED	Martin House, 184 Ingram Street, Glasgow, Scotland, G1 1DN, United Kingdom	SC382991	100	Retailer
EVANS CYCLES LIMITED	Shirebrook[1]	11577650	100	Retailer
KANGOL LIMITED	Shirebrook[1]	03343793	100	Retailer
MISSGUIDED RETAIL LIMITED	Shirebrook[1]	12298767	100	Retailer
GUL WATERSPORTS LIMITED	Shirebrook[1]	07589716	100	Retailer
I SAW IT FIRST LIMITED	Shirebrook[1]	10184572	100	Retailer
JACK WILLS RETAIL LIMITED	Shirebrook[1]	11634810	100	Retailer
LILLYWHITES LIMITED	Shirebrook[1]	00290939	100	Retailer
REPUBLIC.COM RETAIL LIMITED	Shirebrook[1]	08248997	100	Retailer
SDI FITNESS (DW) LIMITED	Shirebrook[1]	12298794	100	Non-retailer
SPORTSDIRECT.COM FITNESS LIMITED	Shirebrook[1]	09028577	100	Non-retailer
VAN MILDERT (LIFESTYLE) LIMITED	Shirebrook[1]	08319959	100	Retailer
3742 BIRMINGHAMGH (LEASECO) LIMITED	Shirebrook[1]	14469756	100	Non-retailer
NEWTOWNABBEY (FREEHOLDCO) LIMITED	Shirebrook[1]	09127266	100	Non-retailer
ACCRINGTON EXPRESS HOUSE (FREEHOLDCO) LIMITED	Shirebrook[1]	14156232	100	Non-retailer
LIVINGSTON ALMONDVALE RP (FREEHOLDCO) LIMITED	Shirebrook[1]	14156550	100	Non-retailer
WOODLANDSLOVE (INVEST CO) LIMITED	Shirebrook[1]	14492147	100	Non-retailer
GIULIO LIMITED	Shirebrook[1]	01631026	100	Retailer
NICHOLAS DEAKINS LTD.	Shirebrook[1]	03201284	100	Non-retailer

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CHOICE LIMITED	Shirebrook(1)	02812899	100	Retailer
TOPGRADE SPORTSWEAR LIMITED	Shirebrook(1)	03139070	100	Retailer
R. D. SCOTT LIMITED	Shirebrook(1)	01738894	100	Non-retailer
CLOTHINGSITES.CO.UK LIMITED	Shirebrook(1)	04432380	100	Retailer
TESSUTI GROUP LIMITED	Shirebrook(1)	08007909	100	Retailer
REDWOOD PROPERTYCO HOLDCO LIMITED	Shirebrook(1)	09340379	100	Non-retailer
CLOTHINGSITES HOLDINGS LIMITED	Shirebrook(1)	10075381	100	Non-retailer
THE WATCH SHOP HOLDINGS LIMITED	Shirebrook(1)	11640948	100	Non-retailer
8440 NORWICHDCWGH (LEASECO) LIMITED	Shirebrook(1)	14634777	100	Non-retailer
WHCO LIMITED	Shirebrook(1)	13376181	100	Non-retailer
8440 NORWICHGH (LEASECO) LIMITED	Shirebrook(1)	14456686	100	Non-retailer
HEATONS (N.I.) LIMITED	C/O Eversheds Sutherland, 4F Montgomery House, Montgomery Street, Belfast, BT1 4NX, United Kingdom	NI035599	100	Retailer
WARESHOP2 LIMITED	Shirebrook(1)	09870840	100	Non-retailer
HOUSE OF FRASER LIMITED	Shirebrook(1)	10686681	100	Retailer
PRIMA DESIGNER LIMITED	Shirebrook(1)	04781351	100	Retailer
AGAPANTHUS INVESTCO HOLDCO LIMITED	Shirebrook(1)	14492217	100	Non-retailer
MALL NOMINEE FOUR LIMITED	Shirebrook(1)	10482091	100	Non-retailer
ROTHERHAM PARKGATE SC (FREEHOLDCO) LIMITED	Shirebrook(1)	09888635	100	Non-retailer
SDI (DUNFERMLINE) LIMITED	Shirebrook(1)	08483679	100	Non-retailer
SDI (GLASGOW FRASERS) LIMITED	Shirebrook(1)	11531596	100	Non-retailer
SDI (SCUNTHORPE PARISHES CENTRE) LIMITED	Shirebrook(1)	11730442	100	Non-retailer
SDI (PROPCO 119) LIMITED	Shirebrook(1)	12332862	100	Non-retailer
ALDER PROPERTYCO HOLDCO LIMITED	Shirebrook(1)	14634974	100	Non-retailer
ALPHA BRAND HOLDCO LIMITED	Shirebrook(1)	11635011	100	Non-retailer
2786 BROOKFIELD CHESHUNT (FREEHOLDCO) LIMITED	Shirebrook(1)	11775717	100	Non-retailer
SDI (CORK) LIMITED	Shirebrook(1)	11775763	100	Non-retailer
SDI (PROPCO 99) LIMITED	Shirebrook(1)	11732772	100	Non-retailer
18 MONTROSE RETAIL LIMITED	Shirebrook(1)	11577636	100	Retailer
GRMNT LTD	Shirebrook(1)	11144039	100	Retailer
JACK WILLS IP LIMITED	Shirebrook(1)	11775495	100	Non-retailer
HUGO STORES LIMITED	Shirebrook(1)	11687276	100	Non-retailer
AMARA PROPERTY LIMITED	Shirebrook(1)	14634781	100	Non-retailer
BETA BRAND HOLDCO LIMITED	Shirebrook(1)	12299515	100	Non-retailer
FIR PROPERTYCO HOLDCO LIMITED	Shirebrook(1)	11775597	100	Non-retailer
SPORTS DIRECT INTERNATIONAL LIMITED	Shirebrook(1)	11775757	100	Non-retailer
2787 CHESHUNT BROOKFIELD (FREEHOLDCO) LIMITED	Shirebrook(1)	11775599	100	Non-retailer
SDB2 SA	Parc Industriel, Avenue Ernest, Solvay 29 1480 Saintes, Belgium	0848.964.388	100	Non-retailer
SDI (BANGOR) LIMITED	Shirebrook(1)	05529705	100	Non-retailer

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BLACKBURN TOWNSMOOR RP (FREEHOLDCO) LIMITED	Shirebrook[1]	14834655	100	Non-retailer
BORONIA INVESTCO HOLDCO LIMITED	Shirebrook[1]	14492165	100	Non-retailer
SDI (BETWS-Y-COED) LIMITED	Shirebrook[1]	06836673	100	Non-retailer
SDI (AYR) LIMITED	Shirebrook[1]	05528267	100	Non-retailer
SDI (COLCHESTER) LIMITED	Shirebrook[1]	05632790	100	Non-retailer
CASPIA INVESTCO HOLDCO LIMITED	Shirebrook[1]	11687376	100	Non-retailer
SDI (NORTHAMPTON) LIMITED	Shirebrook[1]	07852272	100	Non-retailer
SDI (SOUTHAMPTON) LIMITED	Shirebrook[1]	08512480	100	Non-retailer
SDI (BELFAST) LIMITED	Shirebrook[1]	09872471	100	Non-retailer
STIRLINGS (ARGYLE STREET) LIMITED	Martin House, 184 Ingram Street, Glasgow, G1 1DN, United Kingdom	SC088108	100	Retailer
SDI (REDCAR) LIMITED	Shirebrook[1]	02731452	100	Non-retailer
SDI (KEIGHLEY) LIMITED	Shirebrook[1]	06260239	100	Non-retailer
SDI (GAINSBOROUGH) LIMITED	Shirebrook[1]	06338907	100	Non-retailer
SDI (WISHAW) LIMITED	Shirebrook[1]	06656365	100	Non-retailer
SDI (NEWTON ABBOT) LIMITED	Shirebrook[1]	06836666	100	Non-retailer
SDI (ASHINGTON) LIMITED	Shirebrook[1]	07849231	100	Non-retailer
SDI (CLACTON) LIMITED	Shirebrook[1]	07852078	100	Non-retailer
SDI (TAUNTON) LIMITED	Shirebrook[1]	07852191	100	Non-retailer
SDI (NUNEATON) LIMITED	Shirebrook[1]	07852249	100	Non-retailer
SDI (OSWESTRY) LIMITED	Shirebrook[1]	07852363	100	Non-retailer
SDI (PETERLEE) LIMITED	Shirebrook[1]	07852401	100	Non-retailer
SDI (ROLLE ST) LIMITED	Shirebrook[1]	07852669	100	Non-retailer
SDI (NEATH) LIMITED	Shirebrook[1]	07853548	100	Non-retailer
SDI (LEICESTER) LIMITED	Shirebrook[1]	09127170	100	Non-retailer
SDI (WYTHENSHAWE) LIMITED	Shirebrook[1]	09659156	100	Non-retailer
SDI (LIVERPOOL) LIMITED	Shirebrook[1]	09888734	100	Non-retailer
SDI (ISLE OF MAN) LIMITED	Shirebrook[1]	09901745	100	Non-retailer
STUDIO RETAIL TRADING LIMITED	Church Bridge House, Henry Street, Accrington, BB5 4EE	03994833	100	Retailer
SDI (GLASGOW INGRAM STREET) LIMITED	Shirebrook[1]	09925519	100	Non-retailer
SDI SPORTS (STOKE) LIMITED	Shirebrook[1]	10163722	100	Retailer
SDI (THE LION HOTEL) LIMITED	Shirebrook[1]	06836880	100	Non-retailer
SDI (KENTISH TOWN) LIMITED	Shirebrook[1]	09901702	100	Non-retailer
SDI (KENDAL) LIMITED	Shirebrook[1]	06338918	100	Non-retailer
SDI (PLYMOUTH FLANNELS) LIMITED	Shirebrook[1]	09127387	100	Non-retailer
SDI (PLYMOUTH) LIMITED	Shirebrook[1]	09470468	100	Non-retailer
SDI (BIRKENHEAD) LIMITED	Shirebrook[1]	07849198	100	Non-retailer
SDI (ABERDEEN) LIMITED	Shirebrook[1]	08512592	100	Non-retailer
SDI (NEWPORT) LIMITED	Shirebrook[1]	08679118	100	Non-retailer
SDI (SUNDERLAND) LIMITED	Shirebrook[1]	08755347	100	Non-retailer

NAME	REGISTERED OFFICE ADDRESS	COMPANY NUMBER	PERCENTAGE OF ISSUED SHARE CAPITAL HELD	NATURE OF ENTITY
SDI (SOUTHAMPTON 2) LIMITED	Shirebrook(1)	09665889	100	Non-retailer
SDI (SWINDON) LIMITED	Shirebrook(1)	09888662	100	Non-retailer
SDI (STRABANE) LIMITED	Shirebrook(1)	09890243	100	Non-retailer
SDI (UXBRIDGE) LIMITED	Shirebrook(1)	10177276	100	Non-retailer
SDI (BERWICK) LIMITED	Shirebrook(1)	02739957	100	Non-retailer
SDI (ABERYSTWYTH) LIMITED	Shirebrook(1)	02789996	100	Non-retailer
SDI (BISHOP AUCKLAND) LIMITED	Shirebrook(1)	03004246	100	Non-retailer
SDI (CHATHAM) LIMITED	Shirebrook(1)	06836679	100	Non-retailer
SDI (ASHFORD) LIMITED	Shirebrook(1)	07848460	100	Non-retailer
SDI (SCUNTHORPE) LIMITED	Shirebrook(1)	07852055	100	Non-retailer
SDI (BRIDGWATER) LIMITED	Shirebrook(1)	07852061	100	Non-retailer
SDI (GALASHIELS) LIMITED	Shirebrook(1)	07852091	100	Non-retailer
SDI (KIRKCALDY) LIMITED	Shirebrook(1)	07852097	100	Non-retailer
SDI (STOKE NEWINGTON) LIMITED	Shirebrook(1)	07852207	100	Non-retailer
SDI (RAMSGATE) LIMITED	Shirebrook(1)	07852250	100	Non-retailer
SDI (STROOD) LIMITED	Shirebrook(1)	07852251	100	Non-retailer
SDI (ST HELENS) LIMITED	Shirebrook(1)	07852281	100	Non-retailer
SDI (ST AUSTELL) LIMITED	Shirebrook(1)	07852284	100	Non-retailer
SDI (WALSALL) LIMITED	Shirebrook(1)	07852289	100	Non-retailer
SDI (NEWARK) LIMITED	Shirebrook(1)	07853470	100	Non-retailer
SDI (STAFFORD) LIMITED	Shirebrook(1)	08568681	100	Non-retailer
SDI (HASTINGS) LIMITED	Shirebrook(1)	08625893	100	Non-retailer
SDI (LEEDS) LIMITED	Shirebrook(1)	09293515	100	Non-retailer
SDI (HULL) LIMITED	Shirebrook(1)	09638564	100	Non-retailer
SDI (HEREFORD) LIMITED	Shirebrook(1)	09888642	100	Non-retailer
SDI (DONCASTER) LIMITED	Shirebrook(1)	09888670	100	Non-retailer
SDI (FULHAM) LIMITED	Shirebrook(1)	07852037	100	Non-retailer
CHARLIE BRAND HOLDCO LIMITED	Shirebrook(1)	11795958	100	Non-retailer
SDI (GLOUCESTER) LIMITED	Shirebrook(1)	07852067	100	Non-retailer
SDI (PENZANCE) LIMITED	Shirebrook(1)	07852297	100	Non-retailer
SDI (SCARBOROUGH) LIMITED	Shirebrook(1)	06328463	100	Non-retailer
BRANDS HOLDINGS SPONSORSHIP LIMITED	Shirebrook(1)	10375418	100	Non-retailer
NO FEAR INTERNATIONAL LIMITED	Shirebrook(1)	05532482	100	Non-retailer
LSL HOLDINGS (LHFH) LIMITED	Shirebrook(1)	10161824	100	Non-retailer
COVENTG SHELTON ST (FREEHOLDCO) LIMITED	Shirebrook(1)	14634874	100	Non-retailer
SLAZENGER CARLTON (HOLDINGS) LIMITED	Shirebrook(1)	10463051	100	Non-retailer
SDI AVIATION LIMITED	Shirebrook(1)	09633152	100	Non-retailer
SDI FITNESS (GLASGOW) LIMITED	Shirebrook(1)	09038811	100	Non-retailer
SDI FOUR LIMITED	Shirebrook(1)	09719779	100	Non-retailer
SD EQUESTRIAN LIMITED	Shirebrook(1)	08692780	100	Retailer
SDI (NEWCASTLE) LIMITED	Shirebrook(1)	09127286	100	Non-retailer

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SDI (MANCHESTER DENTON) LIMITED	Shirebrook[1]	09127295	100	Non-retailer
SDI FITNESS (LINCOLN CITY) LIMITED	Shirebrook[1]	09039331	100	Non-retailer
SDI (UXBRIDGE 2) LIMITED	Shirebrook[1]	09127316	100	Non-retailer
SDI (DERBY) LIMITED	Shirebrook[1]	09310031	100	Non-retailer
SDI (IPSWICH) LIMITED	Shirebrook[1]	09788411	100	Non-retailer
SDI GOLF LIMITED	Shirebrook[1]	09083512	100	Retailer
SDI (OXFORD STREET) LIMITED	Shirebrook[1]	10046080	100	Non-retailer
SDI (SALISBURY) LTD	Shirebrook[1]	10107572	100	Non-retailer
SDI (SUTTON) LIMITED	Shirebrook[1]	11228011	100	Non-retailer
SDI (PROPCO 75) LIMITED	Shirebrook[1]	11577256	100	Non-retailer
SDI (TROWBRIDGE) LIMITED	Shirebrook[1]	12355661	100	Non-retailer
SDI (CARDIFF QS) LIMITED	Shirebrook[1]	12578045	100	Non-retailer
SDI (NORTHWICH) LIMITED	Shirebrook[1]	05656295	100	Non-retailer
SDI (EAST KILBRIDE) LIMITED	Shirebrook[1]	06656368	100	Non-retailer
HOT TUNA IP LIMITED	Shirebrook[1]	06836792	100	Non-retailer
SDI (CARLISLE) LIMITED	Shirebrook[1]	07851959	100	Non-retailer
SDI (LOWESTOFT) LIMITED	Shirebrook[1]	07852265	100	Non-retailer
SDI (KILMARNOCK) LIMITED	Shirebrook[1]	07853433	100	Non-retailer
YEOMANS OUTDOORS LIMITED	Shirebrook[1]	08058714	100	Non-retailer
COVENTRY ARENA IPCO LIMITED	Shirebrook[1]	14479914	100	Non-retailer
SDI (BURTON) LIMITED	Shirebrook[1]	08495632	100	Non-retailer
SDI PROPERTY LIMITED	Shirebrook[1]	02767493	100	Non-retailer
SDI (WIDNES) LIMITED	Shirebrook[1]	08576472	100	Non-retailer
SDI (STAFFORD RIVERSIDE) LIMITED	Shirebrook[1]	08972499	100	Non-retailer
SDI (DERRY) LIMITED	C/O Eversheds Sutherland, 4F Montgomery House, Montgomery Street, Belfast, BT1 4NX, United Kingdom	NI653340	100	Non-retailer
SDI (COVENTRY) LIMITED	Shirebrook[1]	09680128	100	Non-retailer
SDI (DUNDEE) LIMITED	Shirebrook[1]	09702004	100	Non-retailer
CROYDON PURLEY WC (FREEHOLDCO) LIMITED	Shirebrook[1]	14156557	100	Non-retailer
DAHILA INVESTCO HOLDCO LIMITED	Shirebrook[1]	10162904	100	Non-retailer
DELTA BRAND HOLDCO LIMITED	Shirebrook[1]	14532468	100	Non-retailer
DOGWOOD PROPERTYCO HOLDCO LIMITED	Shirebrook[1]	15089415	100	Non-retailer
ECHO BRAND HOLDCO LIMITED	Shirebrook[1]	11634915	100	Non-retailer
ELM PROPERTYCO HOLDCO LIMITED	Shirebrook[1]	15089419	100	Non-retailer
EVANS CYCLES PROPERTY LIMITED	Shirebrook[1]	11634939	100	Non-retailer
FG (AF HOLDINGS) LIMITED	Shirebrook[1]	13281983	100	Non-retailer
FOXTROT BRAND HOLDCO LIMITED	Shirebrook[1]	14553581	100	Non-retailer
FRASERS GROUP (EUROPEAN HOLDINGS) LIMITED	Shirebrook[1]	12903845	100	Non-retailer
FRASERS GROUP LOYALTY SERVICES LIMITED	Shirebrook[1]	13340837	100	Non-retailer
GIANT PROPERTYCO HOLDCO LIMITED	Shirebrook[1]	12300052	100	Non-retailer
SDI.COM FITNESS PARENT LIMITED	Shirebrook[1]	09082454	100	Non-retailer

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SMITH & BROOKS LIMITED	Shirebrook[(1)]	02073720	100	Retailer
SDI (EAST HAM) LIMITED	Shirebrook[(1)]	09810378	100	Non-retailer
SDI (ROMFORD) LIMITED	Shirebrook[(1)]	10071547	100	Non-retailer
SDI (K LYNN) LIMITED	Shirebrook[(1)]	10073076	100	Non-retailer
SDI (MIDDLESBROUGH) LIMITED	Shirebrook[(1)]	10081909	100	Non-retailer
SDI (ENFIELD) LIMITED	Shirebrook[(1)]	10086209	100	Non-retailer
SDI (HOUNSLOW) LIMITED	Shirebrook[(1)]	10086218	100	Non-retailer
SDI (NEWQUAY) LIMITED	Shirebrook[(1)]	10089800	100	Non-retailer
SDI (EDINBURGH) LIMITED	Shirebrook[(1)]	10100990	100	Non-retailer
SDI (CARDIFF FLANNELS) LIMITED	Shirebrook[(1)]	10177359	100	Non-retailer
SDI (READING) LIMITED	Shirebrook[(1)]	10422164	100	Non-retailer
SDI (MARKET ROAD) LIMITED	Shirebrook[(1)]	10799247	100	Non-retailer
SDI (CORBY) LIMITED	Shirebrook[(1)]	10885672	100	Non-retailer
SDI (DARLINGTON) LIMITED	Shirebrook[(1)]	10915193	100	Non-retailer
SDI (WREXHAM) LIMITED	Shirebrook[(1)]	10915200	100	Non-retailer
SDI (CARDIFF QS 2) LTD.	Shirebrook[(1)]	11227321	100	Non-retailer
SDI (NASSAU STREET) LIMITED	Shirebrook[(1)]	11227964	100	Non-retailer
SDI (YORK) LIMITED	Shirebrook[(1)]	11331391	100	Non-retailer
SDI (GREAT YARMOUTH) LIMITED	Shirebrook[(1)]	11732687	100	Non-retailer
SDI (IPSWICH 2) LIMITED	Shirebrook[(1)]	12578948	100	Non-retailer
SDI (PORTSMOUTH) LIMITED	Shirebrook[(1)]	12579294	100	Non-retailer
SDI (BRIGHTON) LIMITED	Shirebrook[(1)]	12579780	100	Non-retailer
SDI (PROPCO 37) LIMITED	Shirebrook[(1)]	11523343	100	Non-retailer
SDI (PROPCO 38) LIMITED	Shirebrook[(1)]	11523424	100	Non-retailer
SDI (PROPCO 40) LIMITED	Shirebrook[(1)]	11523489	100	Non-retailer
SDI (PROPCO 41) LIMITED	Shirebrook[(1)]	11523621	100	Non-retailer
SDI (PROPCO 46) LIMITED	Shirebrook[(1)]	11523748	100	Non-retailer
SDI (PROPCO 47) LIMITED	Shirebrook[(1)]	11530370	100	Non-retailer
SDI (PROPCO 50) LIMITED	Shirebrook[(1)]	11526182	100	Non-retailer
SDI FITNESS 38 LIMITED	Shirebrook[(1)]	09038724	100	Non-retailer
SDI FITNESS 39 LIMITED	Shirebrook[(1)]	09038768	100	Non-retailer
SDI FITNESS 41 LIMITED	Shirebrook[(1)]	09038839	100	Non-retailer
SDI FITNESS 42 LIMITED	Shirebrook[(1)]	09038943	100	Non-retailer
SDI FITNESS 43 LIMITED	Shirebrook[(1)]	09039023	100	Non-retailer
SDI FITNESS 44 LIMITED	Shirebrook[(1)]	09039343	100	Non-retailer
SDI (PROPCO 55) LIMITED	Shirebrook[(1)]	11527303	100	Non-retailer
SDI (PROPCO 56) LIMITED	Shirebrook[(1)]	11527382	100	Non-retailer
GLD INVEST (INVEST CO) LIMITED	Shirebrook[(1)]	14553950	100	Non-retailer
SDI (PROPCO 71) LIMITED	Shirebrook[(1)]	11574887	100	Non-retailer
SDI (PROPCO 83) LIMITED	Shirebrook[(1)]	11646302	100	Non-retailer
SDI (PROPCO 87) LIMITED	Shirebrook[(1)]	11649336	100	Non-retailer

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SDI (PROPCO 88) LIMITED	Shirebrook[1]	11674753	100	Non-retailer
SDI (PROPCO 91) LIMITED	Shirebrook[1]	11687077	100	Non-retailer
SDI FITNESS (NI 1) LIMITED	C/O Eversheds Sutherland, 4F Montgomery House, Montgomery Street, Belfast, BT1 4NX, United Kingdom	NI672034	100	Non-retailer
SDI FITNESS (NI 2) LIMITED	C/O Eversheds Sutherland, 4F Montgomery House, Montgomery Street, Belfast, BT1 4NX, United Kingdom	NI672033	100	Non-retailer
SDI FITNESS 1 LIMITED	Shirebrook[1]	12371923	100	Non-retailer
SDI FITNESS 2 LIMITED	Shirebrook[1]	12372165	100	Non-retailer
SDI FITNESS 3 LIMITED	Shirebrook[1]	12372169	100	Non-retailer
SDI FITNESS 7 LIMITED	Shirebrook[1]	12372218	100	Non-retailer
SDI FITNESS 14 LIMITED	Shirebrook[1]	12820516	100	Non-retailer
SDI FITNESS 13 LIMITED	Shirebrook[1]	12820585	100	Non-retailer
SDI FITNESS 12 LIMITED	Shirebrook[1]	12821058	100	Non-retailer
SDI FITNESS 16 LIMITED	Shirebrook[1]	12822564	100	Non-retailer
SDI FITNESS 17 LIMITED	Shirebrook[1]	12822692	100	Non-retailer
SDI FITNESS 18 LIMITED	Shirebrook[1]	12822794	100	Non-retailer
SDI FITNESS 19 LIMITED	Shirebrook[1]	12822856	100	Non-retailer
SDI FITNESS 22 LIMITED	Shirebrook[1]	12823510	100	Non-retailer
SDI FITNESS 21 LIMITED	Shirebrook[1]	12823572	100	Non-retailer
SDI FITNESS 20 LIMITED	Shirebrook[1]	12823728	100	Non-retailer
SDI FITNESS 25 LIMITED	Shirebrook[1]	12823926	100	Non-retailer
SDI FITNESS 24 LIMITED	Shirebrook[1]	12823986	100	Non-retailer
SDI FITNESS 28 LIMITED	Shirebrook[1]	12825356	100	Non-retailer
SDI FITNESS 29 LIMITED	Shirebrook[1]	12825569	100	Non-retailer
SDI FITNESS 30 LIMITED	Shirebrook[1]	12825721	100	Non-retailer
SDI FITNESS 31 LIMITED	Shirebrook[1]	12930743	100	Non-retailer
SDI FITNESS 33 LIMITED	Shirebrook[1]	12930826	100	Non-retailer
SDI FITNESS 32 LIMITED	Shirebrook[1]	12930838	100	Non-retailer
SDI FITNESS 37 LIMITED	Shirebrook[1]	12930944	100	Non-retailer
SDI FITNESS 36 LIMITED	Shirebrook[1]	12930954	100	Non-retailer
SDI FITNESS 48 LIMITED	Shirebrook[1]	13030107	100	Non-retailer
GOLF BRAND HOLDCO LIMITED	Shirebrook[1]	14553881	100	Non-retailer
SDI FITNESS 47 LIMITED	Shirebrook[1]	13030364	100	Non-retailer
SDI FITNESS 46 LIMITED	Shirebrook[1]	13030435	100	Non-retailer
SDI FITNESS (NI 3) LIMITED	C/O Eversheds Sutherland, 4F Montgomery House, Montgomery Street, Belfast, BT1 4NX, United Kingdom	NI672035	100	Non-retailer
SDI FITNESS 26 LIMITED	Shirebrook[1]	12825248	100	Non-retailer
HOUSE OF FRASER BRANDS LIMITED	Shirebrook[1]	10687367	100	Retailer
KANGOL HOLDINGS LIMITED	Shirebrook[1]	03317738	100	Non-retailer
SDI PROPERTY US LIMITED	Shirebrook[1]	11323420	100	Non-retailer
SPORTS DIRECT HOLDINGS LIMITED	Shirebrook[1]	06464317	100	Non-retailer

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SPORTS DIRECT INTERNATIONAL HOLDINGS LIMITED	Shirebrook[1]	06027131	100	Non-retailer
AMARA RETAIL LIMITED	Shirebrook[1]	12299584	100	Retailer
BSL INTERNATIONAL LIMITED	Shirebrook[1]	02800425	100	Retailer
GAME AR LIMITED	Basingstoke[2]	10142852	100	Retailer
GAME DIGITAL HOLDINGS LIMITED	Basingstoke[2]	07893832	100	Non-retailer
Sportsdirect.com Hungary	H-1053 Budapest, Karolyi Mihaly utca 12, Hungary	01-09-199366	100	Retailer
GAME DIGITAL SOLUTIONS LIMITED	Basingstoke[2]	09476209	100	Retailer
GAME SPAIN HOLDINGS LIMITED	Basingstoke[2]	10846702	100	Non-retailer
GAME SPAIN INVESTMENTS LIMITED	Basingstoke[2]	10863881	100	Non-retailer
LOVELL SPORTS LIMITED	Shirebrook[1]	04184358	100	Retailer
SOFA.COM BIDCO LIMITED	Shirebrook[1]	09341955	100	Retailer
SOFA.COM LTD	Shirebrook[1]	05222498	100	Retailer
GT-Lines B.V	Bert Haanstrakade 2, 1087DN, Amsterdam, Netherlands	17117820	100	Non-retailer
HAWTHORNE PROPERTYCO HOLDCO LIMITED	Shirebrook[1]	12298708	100	Non-retailer
Sportsdirect.com Luxembourg	Shirebrook[1]	27003200297	100	Retailer
HOH (INVEST CO) LIMITED	Shirebrook[1]	10161592	100	Non-retailer
HOTEL BRAND HOLDCO LIMITED	Shirebrook[1]	14553954	100	Non-retailer
INCENSE PROPERTYCO HOLDCO LIMITED	Shirebrook[1]	11649235	100	Non-retailer
CHESTER NEWGATE EASTGATE (FREEHOLDCO) LIMITED	Shirebrook[1]	14635087	100	Non-retailer
JERSEY HOLDING (FREEHOLDCO) LIMITED	Shirebrook[1]	10177028	100	Non-retailer
FGFS NO1 LIMITED	Shirebrook[1]	14606004	100	Non-retailer
LUTON MALL (FREEHOLDCO) LIMITED	Shirebrook[1]	14570159	100	Non-retailer
LUTON MALL 2 (FREEHOLDCO) LIMITED	Shirebrook[1]	14570336	100	Non-retailer
THE FLANNELS GROUP LIMITED	Shirebrook[1]	02318510	100	Retailer
SPORTSDIRECT.COM RETAIL LIMITED	Shirebrook[1]	03406347	100	Retailer
GAME RETAIL LIMITED	Basingstoke[2]	07837246	100	Retailer
JULIET BRAND HOLDCO LIMITED	Shirebrook[1]	14553947	100	Non-retailer
Sportsdirect.com Poland	ul. Skladowa 5, 61-897, Poznań, Poland	00452610	100	Retailer
LIVERPOOL CHURCH STREET (FREEHOLDCO) LIMITED	Shirebrook[1]	14846326	100	Non-retailer
MALL NOMINEE THREE LIMITED	Shirebrook[1]	10481999	100	Non-retailer
MANCTRAFFORDC (LEASECO) LIMITED	Shirebrook[1]	15089205	100	Non-retailer
Sportsdirect.com PTY Limited	c/o Norton Rose Fulbright, Level 6, 60 Martin Place, Sydney NSW 2000, Australia	603187319	100	Retailer
LOVELLS SP LIMITED	Shirebrook[1]	08907509	100	Non-retailer
FRASERS GROUP F&B JV LIMITED	Shirebrook[1]	12298852	100	Non-retailer
GAME BELONG LIMITED	Shirebrook[1]	12794477	100	Non-retailer
FRASERS GROUP CREDIT BROKING LIMITED	Shirebrook[1]	13191369	100	Non-retailer
NFSK (INVEST CO) LIMITED	Shirebrook[1]	10919102	100	Non-retailer
CAFE CLO LIMITED	Shirebrook[1]	13641982	100	Non-retailer

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LIVERPOOL F&B LIMITED	Shirebrook(1)	13905094	100	Non-retailer
OVERGATE DUNDEE (SCOT) (FREEHOLDCO) LIMITED	Shirebrook(1)	14155935	100	Non-retailer
PINE PROPERTYCO HOLDCO LIMITED	Shirebrook(1)	11578164	100	Non-retailer
RUGBYALPHA (FREEHOLDCO) LIMITED	Shirebrook(1)	11732700	100	Non-retailer
3741 CHESTERGH (LEASECO) LIMITED	Shirebrook(1)	14469758	100	Non-retailer
SCARBOROUGH WATERHOUSE (FREEHOLDCO) LIMITED	Shirebrook(1)	14845681	100	Non-retailer
SCOTTS SPOTPROP (LEASECO) LIMITED	Shirebrook(1)	14469755	100	Non-retailer
CRIMINAL CLOTHING LTD.	Shirebrook(1)	04184750	100	Non-retailer
ACTIVATOR BRANDS LIMITED	Shirebrook(1)	05344658	100	Non-retailer
BRANDS 001 LIMITED	Shirebrook(1)	05347540	100	Non-retailer
LA JOLLA (UK) LIMITED	Shirebrook(1)	05737550	100	Non-retailer
GELERT IP LIMITED	Shirebrook(1)	08576185	100	Non-retailer
GUL IP LIMITED	Shirebrook(1)	08612478	100	Non-retailer
FOREVER SPORTS LIMITED	Shirebrook(1)	09489811	100	Non-retailer
SLAZENGERS LIMITED	Shirebrook(1)	00116000	100	Non-retailer
JAMES LILLYWHITES LIMITED	Shirebrook(1)	00118840	100	Non-retailer
CARLTON SPORTS COMPANY LIMITED	Shirebrook(1)	00467686	100	Non-retailer
TESSUTI LTD	Shirebrook(1)	05640916	100	Retailer
WATERLINE ANGLING PRODUCTS LIMITED	Shirebrook(1)	02696374	100	Non-retailer
SKI AND OUTDOOR WAREHOUSE LIMITED	Shirebrook(1)	02917223	100	Non-retailer
THE TRADEMARK LICENSING COMPANY LIMITED	Shirebrook(1)	04477829	100	Non-retailer
STRAUB CORPORATION LIMITED	Shirebrook(1)	03003584	100	Non-retailer
LONSDALE BOXING LIMITED	Shirebrook(1)	03912303	100	Non-retailer
OLYMPUS VENTURES LIMITED	Shirebrook(1)	03945752	100	Non-retailer
SMITH AND BROOKS GROUP LIMITED	Shirebrook(1)	04079331	100	Non-retailer
OLD BROWN BAG CLOTHING LIMITED	Shirebrook(1)	04144718	100	Non-retailer
MUDDYFOX LIMITED	Shirebrook(1)	04187350	100	Non-retailer
ACTIVATOR PRODUCTS LIMITED	Shirebrook(1)	04204611	100	Non-retailer
LONSDALE SPORTS LIMITED	Shirebrook(1)	04430781	100	Non-retailer
STERLING RESOURCES (HOLDINGS) LIMITED	Shirebrook(1)	04651701	100	Non-retailer
SMITH AND BROOKS HOLDINGS LIMITED	Shirebrook(1)	04983573	100	Non-retailer
KARRIMOR LIMITED	Shirebrook(1)	05215974	100	Non-retailer
VOODOO DOLLS BRAND LIMITED	Shirebrook(1)	05323305	100	Non-retailer
CAMPRI LIMITED	Shirebrook(1)	05398677	100	Non-retailer
GETTHELABEL.COM LIMITED	Shirebrook(1)	06330132	100	Non-retailer
TOPGRADE SPORTSWEAR HOLDINGS LIMITED	Shirebrook(1)	06330487	100	Non-retailer
CHOICE 33 LIMITED	Shirebrook(1)	06344682	100	Non-retailer
GOLDDIGGA BRANDS LIMITED	Shirebrook(1)	06636173	100	Non-retailer
FIRETRAP LIMITED	Shirebrook(1)	06836684	100	Non-retailer
GIULIO FASHION LIMITED	Shirebrook(1)	06898449	100	Non-retailer

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GIULIO WOMAN LIMITED	Shirebrook[1]	06898487	100	Non-retailer
TESSUTI RETAIL LIMITED	Shirebrook[1]	07312882	100	Retailer
LONSDALE AUSTRALIA LIMITED	Shirebrook[1]	07665885	100	Non-retailer
NO FEAR USA LIMITED	Shirebrook[1]	07712470	100	Non-retailer
EVERLAST AUSTRALIA LIMITED	Shirebrook[1]	08103912	100	Non-retailer
KANGOL TRUSTEES LIMITED	Shirebrook[1]	03505512	100	Non-retailer
GELERT LIMITED	Shirebrook[1]	08576204	100	Non-retailer
LOVELL SPORTS (HOLDINGS) LIMITED	Shirebrook[1]	09608995	100	Non-retailer
UGGBUGG FASHION LTD	Shirebrook[1]	08918157	100	Retailer
Sportsdirect.com SLVN d.o.o	Planjava 4, 1236 Trzin, Slovenia	1198157000	100	Retailer
MUDDYFOX IP LIMITED	Shirebrook[1]	10246764	100	Non-retailer
MISSY EMPIRE LIMITED	Shirebrook[1]	11382398	100	Non-retailer
SDI (PROPCO 67) LIMITED	Shirebrook[1]	11572676	100	Non-retailer
SDI (PROPCO 85) LIMITED	Shirebrook[1]	11649632	100	Non-retailer
Sportsdirect.com Switzerland AG	Zeughausgasse 27, 3011 Bern, Switzerland	CHE331.683.991	100	Retailer
Sportsdirect.com Vienna North	Flugplatzstraße 30, 4600, Wels, Austria	FN104486G	100	Retailer
Sofa.com B.V	Flaas 4 V 6, Den Dungen, 5275HH, Netherlands	17196766	100	Non-retailer
Sportland Esti AS	Parnu mnt 139c, Kesklinna, Tallinn, 11317, Estonia	10677712	60	Retailer
LARCH PROPERTYCO HOLDCO LIMITED	C/O Eversheds Sutherland, 4F Montgomery House, Montgomery Street, Belfast, BT1 4NX, United Kingdom	NI672885	100	Non-retailer
JUNIPER PROPERTYCO HOLDCO LIMITED	C/O Eversheds Sutherland, 4F Montgomery House, Montgomery Street, Belfast, BT1 4NX, United Kingdom	NI672884	100	Non-retailer
Sportland International Group AS	Parnu mnt 139c, Kesklinna, Tallinn, 11317, Estonia	10993195	60	Retailer
BRIGHTON NWLK (FREEHOLDCO) LIMITED	Shirebrook[1]	12577378	100	Non-retailer
SIENNA DINING LIMITED	Shirebrook[1]	13629737	100	Non-retailer
TABLE TENNIS PRO EUROPE LTD	Shirebrook[1]	05003853	100	Non-retailer
NO FEAR BRAND LIMITED	Shirebrook[1]	05568043	100	Non-retailer
REPUBLIC IP LIMITED	Shirebrook[1]	05635015	100	Non-retailer
S&B BRANDS LIMITED	Shirebrook[1]	05635585	100	Non-retailer
THE MALL (LUTON) LIMITED PARTNERSHIP	Shirebrook[1]	LP017696	100	Non-retailer
USA PRO IP LIMITED	Shirebrook[1]	06497914	100	Non-retailer
SPORTS WORLD INTERNATIONAL LIMITED	Shirebrook[1]	06531266	100	Non-retailer
SONDICO IP LIMITED	Shirebrook[1]	06546121	100	Non-retailer
NEVICA IP LIMITED	Shirebrook[1]	06836778	100	Non-retailer
USC IP LIMITED	Shirebrook[1]	06836808	100	Non-retailer
QUEENSBERRY BOXING IP LIMITED	Shirebrook[1]	07929363	100	Non-retailer
MASTERS HOLDERS LIMITED	Shirebrook[1]	08787718	100	Non-retailer
WIGAN ROBIN PARK RP (FREEHOLDCO) LIMITED	Shirebrook[1]	09625631	100	Non-retailer
ZEE & CO ONLINE LIMITED	Shirebrook[1]	08047183	100	Retailer

NAME	REGISTERED OFFICE ADDRESS	COMPANY NUMBER	PERCENTAGE OF ISSUED SHARE CAPITAL HELD	NATURE OF ENTITY
SLAZENGERS AUSTRALIA LIMITED	Shirebrook(1)	09217319	100	Non-retailer
PUFFA IP LIMITED	Shirebrook(1)	10910124	100	Non-retailer
TESSUTI PROPERTY LIMITED	Shirebrook(1)	14847097	100	Non-retailer
SKINS IP LIMITED	Shirebrook(1)	12168568	100	Non-retailer
THE MALL (LUTON) (GENERAL PARTNER) LIMITED	Shirebrook(1)	10481615	100	Non-retailer
THORNBUSH PROPERTYCO HOLDCO LIMITED	Shirebrook(1)	13030173	100	Non-retailer
TRI YEOVIL UK LIMITED	Shirebrook(1)	10680690	100	Retailer
UAB Sportland LT	Seimyniskiu g. 3, Vilnius, LT-09312, Lithuania	135039836	51	Retailer
WARESHOP3 LIMITED	Shirebrook(1)	12299567	100	Non-retailer
Warrnambool Unlimited Company	Heaton House, IDA Business Park, Whitestown, Tallaght, Dublin 24, Ireland	00387014	100	Retailer
WHOLESALE BICYCLES (EU) LIMITED	Shirebrook(1)	11577670	100	Non-retailer
WIT FITNESS (ACQ CO) LIMITED	Shirebrook(1)	15415495	100	Non-retailer
0034 GLOUCESTERFIT (LEASECO) LIMITED	Shirebrook(1)	12930829	100	Non-retailer
WOODLANDSLOVE LIMITED	Shirebrook(1)	11940353	100	Retailer
XCM (INVEST CO) LIMITED	Shirebrook(1)	14492146	100	Non-retailer
ZEE & CO GROUP LIMITED	Shirebrook(1)	12559441	100	Retailer
SDI (STREATHAM) LIMITED	Shirebrook(1)	10066335	100	Non-retailer
SDI (NOTTINGHAM) LIMITED	Shirebrook(1)	10100609	100	Non-retailer
SDI (KINGSTON) LIMITED	Shirebrook(1)	10915209	100	Non-retailer
ZEE & CO. LIMITED	Shirebrook(1)	02604329	100	Retailer
ETAIL SERVICES LIMITED	Shirebrook(1)	05146997	100	Retailer
HEAVEN OR HELL LIMITED	Shirebrook(1)	05899282	100	Non-retailer
John Anthony (Swindon) Limited	Shirebrook(1)	01423814	100	Retailer
MTA John Anthony (Holdings) Limited	Shirebrook(1)	08836851	100	Non-retailer
Aphrodite Clothing Limited	Shirebrook(1)	04233675	100	Retailer
Yubei International Trade Co Limited	Room 5C, No561 Ouyang Road, Hongkou District, Shanghai	91310000MA1G5FKRX1	100	Retailer

(1) Unit A, Brook Park East, Shirebrook, NG20 8RY
(2) Unity House, Telford Road, Basingstoke, Hampshire, RG21 6YJ
* Direct shareholdings held by Frasers Group plc

Frasers Group plc intends to provide a parental guarantee for the following United Kingdom incorporated subsidiaries thus entitling them to exemption from statutory audit under section 479A of the Companies Act 2006.

COMPANY NAME	COMPANY NUMBER	COMPANY NAME	COMPANY NUMBER
Hot Tuna IP Limited	6836792	0271 Truro Rd St Austell (Freeholdco) Limited	7852284
SD Equestrian Limited	8692780	0317 K St St Helens (Freeholdco) Limited	7852281
MTPK Investco Limited	8560260	0430 Gaolgate Stafford (Freeholdco) Limited	8568681
0074 Union St Aberdeen (Freeholdco) Limited	8512592	1987 Riverside Rp Stafford (Freeholdco) Limited	8972499
0352 Pier St Aberystwyth (Freeholdco) Limited	2789996	0032 North End Fulham (Freeholdco) Limited	7852037
0325 H St Ashford (Freeholdco) Limited	7848460	0361 Silver St Gainsborough (Freeholdco) Limited	6338907
0308 Sycamore Woodhorn Ashington (Freeholdco) Limited	7849231	0282 Low Buckholmside Galashiels (Freeholdco) Limited	7852091
0329 Beresford Terrace Ayr (Freeholdco) Limited	5528267	1626 Argyle St Glasgow (Freeholdco) Limited	11227937
0034 Castle Place Belfast (Freeholdco) Limited	9872471	2025 Argyle Glasgow (Freeholdco) Limited	11531596
0410 Marygate Berwick Upon Tweed (Freeholdco) Limited	2739957	0797 Ingram St Glasgow (Freeholdco) Limited	9925519
0283 Borough Pavement Birkenhead (Freeholdco) Limited	7849198	0285 Northgate St Gloucester (Freeholdco) Limited	7852067
0368 Auckland House Bishop Auckland (Freeholdco) Limited	3004246	2214 K St Great Yarmouth (Freeholdco) Limited	11732687
0140 Boucher Sp Belfast (Freeholdco) Limited	13808700	0915 Prow Hanley (Freeholdco) Limited	11228017
0314 Cornhill Bridgwater (Freeholdco) Limited	7852061	0429 Wellington Place Hastings (Freeholdco) Limited	8625893
2784 Western Rd Brighton (Freeholdco) Limited	12579780	2180 Comm St Hereford (Freeholdco) Limited	9888642
0008 Popes Brixton (Freeholdco) Limited	9127300	Hoh (Invest Co) Limited	10161592
3628 Litchfield Street Burton Trent (Freeholdco) Limited	8495632	0373 H St Hounslow (Freeholdco) Limited	10086218
0790 Landmark Place Cardiff Fl (Freeholdco) Limited	10177359	1569 Ferensway Hull (Freeholdco) Limited	9638564
SDI (Cardiff Qs) Limited	12578045	3242 Buttermarket Ipswich (Freeholdco) Limited	9788411
0137 Cardiff Qstreet (Freeholdco) Limited	11227321	2123 Tavern St Ipswich (Freeholdco) Limited	12578948
0181 Scotch St Carlisle (Freeholdco) Limited	7851959	1587 Strand Sc Isleman (Freeholdco) Limited	9901745
0139 H St Chatham (Freeholdco) Limited	6836679	1122 North Lynn Ie Norfolk (Freeholdco) Limited	10073076
2786 Brookfield Cheshunt (Freeholdco) Limited	11775717	2788 Cavendish Rp Keighley (Freeholdco) Limited	6260239
2787 Cheshuntbrookfield (Freeholdco) Limited	11775599	0377 Sandes Av Kendal (Freeholdco) Limited	6338918
0272 Station Rd Clacton (Freeholdco) Limited	7852078	0152 Kentish Town Road Ldn (Freeholdco) Limited	9901702
0357 Head St Colchester (Freeholdco) Limited	5632790	0330 Portland St Kilmarnock (Freeholdco) Limited	7853433
3940 Q Sq Corby (Freeholdco) Limited	10885672	1013 Market Pl Kingston (Freeholdco) Limited	10915209
SDI (Cork) Limited	11775763	0315 H St Kirkcaldy (Freeholdco) Limited	7852097
2779 Precinct Market Coventry (Freeholdco) Limited	9680128	1333 Headrow Leeds (Freeholdco) Limited	9293515
0092 Cornmill Centre Darlington (Freeholdco) Limited	10915193	1747 Gallowtree Gate Leicester (Freeholdco) Limited	9127170
0639 St Peters Derby (Freeholdco) Limited	9310031	2781 Parker St Liverpool (Freeholdco) Limited	9888734
2735 Foyleside Sc Londonderry (Freeholdco) Limited	NI653340	0263 Ldn Rd North Lowestoft (Freeholdco) Limited	7852265
1561 Priory Walk Doncaster (Freeholdco) Limited	9888670	2741 The Courts Warren Street Stockport (Freeholdco) Limited	6372181
0124 Murraygate Dundee (Freeholdco) Limited	9702004	0275 Heathcot Rd Stoke Longton (Freeholdco) Limited	7853877
0343 H St Dumferline (Freeholdco) Limited	8483679	SDI (Stoke Newington) Limited	7852207
0041 H St East Ham (Freeholdco) Limited	9810378	0930 Lesley Rp Strabane (Freeholdco) Limited	9890243
1534 Law Place East Kilbride (Freeholdco) Limited	6656368	0365 Stanthorpe Rd Streatham (Freeholdco) Limited	10066335
1567 P St Edinburgh (Freeholdco) Limited	10100990	0370 H St Strood (Freeholdco) Limited	7852251
0015 Demandeville Rp Enfield (Freeholdco) Limited	10086209	0296 Fawcett St Sunderland (Freeholdco) Limited	8755347
1801 North Rp Manchester (Freeholdco) Limited	9127295	2134 Times Sq Sc Sutton (Freeholdco) Limited	11228011
0610 Market Rd London (Freeholdco) Limited	10799247	0107 Regent St Swindon (Freeholdco) Limited	9888662
1742 Linthorpe Rd Middlesbrough (Freeholdco) Limited	10081909	0808 East St Taunton (Freeholdco) Limited	7852191
1718 Nassau St London (Freeholdco) Limited	11227964	SDI (The House Yarm) Limited	12332871
0321 Qst Neath (Freeholdco) Limited	7853548	2374 Gateway Trowbridge (Freeholdco) Limited	12355661

COMPANY NAME	COMPANY NUMBER	COMPANY NAME	COMPANY NUMBER
0278 Cartergate Newark On Trent (Freeholdco) Limited	7853470	0162 H St Uxbridge (Freeholdco) Limited	9127316
2986 Northumbland St Newcastle (Freeholdco) Limited	9127286	0420 H Sr Uxbridge (Freeholdco) Limited	10177276
SDI (Newport) Limited	8679118	0420 Westgate Wakefield (Freeholdco) Limited	8483711
0078 Treloggan Rd Newquay (Freeholdco) Limited	10089800	0153 Park St Walsall (Freeholdco) Limited	7852289
0083 Qst Newton Abbot (Freeholdco) Limited	6836666	1837 H St Watford (Freeholdco) Limited	6328505
0293 Abington St Northampton (Freeholdco) Limited	7852272	1821 Albert Sq Sc Widnes (Freeholdco) Limited	8576472
1844 Barons Quay Northwich (Freeholdco) Limited	5656295	0419 Glasgow Rd Wishaw (Freeholdco) Limited	6656365
2785 Listergate Nottingham (Freeholdco) Limited	10100609	1846 Henblas Sq. Wrexham (Freeholdco) Limited	10915200
0309 Harefield Rd Nuneaton (Freeholdco) Limited	7852249	1419 Etrop Ct Wythenshawe (Freeholdco) Limited	9659156
0306 Cross St Oswestry (Freeholdco) Limited	7852363	2135 Coney St York (Freeholdco) Limited	11331391
1796 Academy Oxford Poland St London (Freeholdco) Limited	10046080	Four (Investco) Limited	9719779
0273 Market J St Penzance (Freeholdco) Limited	7852297	Frs Estates Limited	2767493
0290 Broadclose Peterlee (Freeholdco) Limited	7852401	SDI Sport London Limited	9848767
2190 Armada Way Plymouth (Freeholdco) Limited	9127387	Stirlings (Argyle Street) Limited	SC088108
2190 New George St Plymouth (Freeholdco) Limited	9470468	Accrington Express House (Freeholdco) Limited	14156232
2782 Commercial Rd Portsmouth (Freeholdco) Limited	12579294	Overgate Dundee (Scot) (Freeholdco) Limited	14155935
0075 Popes Road Brixton (Freeholdco) Limited	11577256	3442 Middlesbrough Linthorpe (Freeholdco) Limited	13808704
0115 Qns Square Middlesbrough (Freeholdco) Limited	12332862	0139 Trafford Missg (Freeholdco) Limited	13808689
0141 Church Hall Stdo Accrington (Freeholdco) Limited	13808701	3443 Leeds Briggate (Freeholdco) Limited	13808640
1091 Qst Ramsgate (Freeholdco) Limited	7852250	Livingston Almondvale Rp (Freeholdco) Limited	14156550
3845 Broad St Reading (Freeholdco) Limited	10422164	Rotherham Parkgate Sc (Freeholdco) Limited	9888635
0353 H St Redcar (Freeholdco) Limited	2731452	0276 Newportiow (Freeholdco) Limited	12578944
0185 Rolle St Exmouth (Freeholdco) Limited	7852669	Newtownabbey (Freeholdco) Limited	9127266
1658 Market Pl Romford (Freeholdco) Limited	10071547	Liverpool Church Street (Freeholdco) Limited	14846326
0082 Southampton Rd Salisbury (Freeholdco) Limited	10107572	3480 Bournemouth Comm Rd (Freeholdco) Limited	14634987
0253 H St Scunthorpe (Freeholdco) Limited	7852055	Blackburn Townsmoor Rp (Freeholdco) Limited	14834655
3424 Parishes Sc Scunthorpe (Freeholdco) Limited	11730442	Rugbyalpha (Freeholdco) Limited	11732700
1498 Above Bar Southampton (Freeholdco) Limited	9665889	XCM (Invest Co) Limited	14492146
0019 Abar Southampton (Freeholdco) Limited	8512480	WIT Invest (Invest Co) Limited	14492202
Woodlandslove (Invest Co) Limited	14492147	Dogwood Propertyco Holdco Limited	15089415
SDI Sports (Stoke) Limited	10163722	0171 Nn12Et Northampton Limited	15089417
Scarborough Waterhouse (Freeholdco) Limited	14845681	Coventg Shelton St (Freeholdco) Limited	14634874
2019 Darlington (Freeholdco) Limited	14845734	Chester Newgate Eastgate (Freeholdco) Limited	14635087
3233 Chichester East Street (Freeholdco) Limited	14846358	Luton Mall (Freeholdco) Limited	14570159
0167 Colne Boundary Rp (Freeholdco) Limited	15089413	Luton Mall 2 (Freeholdco) Limited	14570336
Elm Propertyco Holdco Limited	15089419		

COMPANY BALANCE SHEET

at 28 April 2024

Company number: 06035106

	Notes	As at 28 April 2024 (£'m)	As at 30 April 2023 (£'m)
FIXED ASSETS			
Investments	2	1,712.5	1,440.4
CURRENT ASSETS			
Debtors: amounts falling due within one year	4	235.7	365.3
Cash at bank and in hand		-	37.4
		235.7	**402.7**
Creditors: amounts falling due within one year	5	(775.1)	(883.2)
NET CURRENT LIABILITIES		**(539.4)**	**(480.5)**
Provisions	6	(3.0)	(3.0)
Deferred tax liability	7	(10.5)	(20.0)
NET ASSETS		**1,159.6**	**936.9**
CAPITAL AND RESERVES			
Called up share capital	8	64.1	64.1
Share premium		874.3	874.3
Treasury share reserve		(770.6)	(644.2)
Permanent contribution to capital		0.1	0.1
Capital redemption reserve		8.0	8.0
Own share reserve		(66.8)	(66.8)
Share based payment reserve		22.0	11.6
Profit and Loss account		1,028.5	689.8
SHAREHOLDERS' FUNDS		**1,159.6**	**936.9**

Frasers Group plc reported a profit after taxation for the 52 weeks ended 28 April 2024 of £382.4m (FY23: a profit of £66.2m).

The accompanying accounting policies and notes form part of these Financial Statements.

The Financial Statements were approved by the Board on 17 July 2024 and were signed on its behalf by:

Chris Wootton

Chief Financial Officer

COMPANY STATEMENT OF CHANGES IN EQUITY

For the 52 weeks ended 28 April 2024

	Called up share capital (£'m)	Share premium account (£'m)	Treasury share reserve (£'m)	Permanent contribution to capital (£'m)	Capital redemption reserve (£'m)	Own share reserve (£'m)	Share based payment reserve (£'m)	Profit & loss account (£'m)	Total (£'m)
As at 24 April 2022	**64.1**	**874.3**	**(488.9)**	**0.1**	**8.0**	**(66.8)**	**5.8**	**613.7**	**1,010.3**
Profit for the financial period	-	-	-	-	-	-	-	**66.2**	**66.2**
Fair value adjustment in respect of long-term financial assets – recognised	-	-	-	-	-	-	-	**9.9**	**9.9**
Share based payments	-	-	-	-	-	-	5.8	-	**5.8**
Share repurchase	-	-	(155.3)	-	-	-	-	-	**(155.3)**
As at 30 April 2023	**64.1**	**874.3**	**(644.2)**	**0.1**	**8.0**	**(66.8)**	**11.6**	**689.8**	**936.9**
Profit for the financial period	-	-	-	-	-	-	-	382.4	**382.4**
Fair value adjustment in respect of long-term financial assets – recognised	-	-	-	-	-	-	-	(43.7)	**(43.7)**
Share based payments	-	-	-	-	-	-	10.4	-	**10.4**
Share repurchase	-	-	(126.4)	-	-	-	-	-	**(126.4)**
As at 28 April 2024	**64.1**	**874.3**	**(770.6)**	**0.1**	**8.0**	**(66.8)**	**22.0**	**1,028.5**	**1,159.6**

The share premium account is used to record the excess proceeds over nominal value on the issue of shares. The permanent contribution to capital relates to a cash payment of £50,000 to the Company on 8 February 2007 under a deed of capital contribution. The capital redemption reserve arose on the redemption of the Company's redeemable preference shares of 10p each at par on 2 March 2007. The own shares and treasury reserves represent the cost of shares in Frasers Group plc purchased in the market and held by Frasers Group plc Employee Benefit Trust to satisfy options under the Group's Share Scheme. For further information see note 25 in the Group Notes to the financial statements.

NOTES TO THE COMPANY FINANCIAL STATEMENTS

For the 52 weeks ended 28 April 2024

1. ACCOUNTING POLICIES

Accounting Policies

Frasers Group plc (the "Company") (Company number: 06035106) is a company incorporated and domiciled in the United Kingdom, its shares are listed on the London Stock Exchange. The registered office is Unit A, Brook Park East, Shirebrook, NG20 8RY.

These financial statements have been prepared in compliance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in Sterling, which is the functional currency of the Company. Monetary amounts in these financial statements are rounded to the nearest £0.1m.

These accounts have been prepared in accordance with applicable United Kingdom accounting standards. A summary of the material accounting policies adopted is described below.

Basis of Accounting

The accounts have been prepared under the historical cost basis except for the modification to a fair value basis for certain financial instruments as specified in the accounting policies below.

As permitted by Section 408 of the Companies Act 2006, a profit and loss account of the Company is not presented. The Company's profit after taxation for the 52-week period ended 28 April 2024 was £382.4m (FY23: £66.2m).

As permitted by FRS 102 the Company has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments, presentation of a cash flow statement, share-based payments, the aggregate remuneration of key management personnel and related party transactions with other wholly-owned members of the Group. Where required, equivalent disclosures are given in the Group accounts of Frasers Group plc.

Principal Activity

The principal activity of Frasers Group plc is that of an investment holding company.

Investments

Fixed asset investments in subsidiaries are accounted for at cost less provision for impairment. In the Group accounts associates are accounted for under the equity method by which the Group's investment is initially recorded at cost and subsequently adjusted to reflect the Group's share of the net assets of the associate. As this is not permitted under FRS 102 as associates are accounted for at cost less provision for impairment. An assessment is made at each reporting date of whether there are indications that the Company's investment in subsidiaries or associates may be impaired or that an impairment loss previously recognised has fully or partially reversed. If such indications exist, the Company estimates the recoverable amount of the asset. Shortfalls between the carrying value of the investment and their recoverable amounts, being the higher of fair value less costs to sell and value-in-use, are recognised as impairment losses. Impairment losses are recognised in profit or loss.

The Company has followed the requirements of IFRS 9 for listed investments, as permitted by FRS 102 Section 12. The Company has made the irrevocable election available under IFRS 9 to account for the investments at fair value through other comprehensive income (FVOCI).

Fair Value Movements Through Other Comprehensive Income

Elections are made on an instrument-by-instrument basis to account for movements in selected instruments through other comprehensive income. The Company has elected to account for movements in its listed investments through other comprehensive income. These investments are not subject to impairment and gains and losses are not recycled to the profit and loss account on the disposal of listed investments. Dividend income is recognised in the profit and loss account.

This treatment does not apply to investments in the Company's subsidiaries and associates where movements are recognised in the profit and loss account and investments are subject to impairment.

Associates

An entity is treated as an associated undertaking where the Company exercises significant influence in that it has the power to participate in the operating and financial policy decisions.

Financial Assets

Financial assets, other than investments and derivatives, are initially measured at transaction price (including transaction costs) and subsequently held at cost, less any impairment. Provision for impairment is established when there is objective evidence that the Company will not be able to collect amounts due according to the original terms of the receivable. The Company applies a consistent accounting policy as the Group in terms of impairment of financial assets and the recognition of expected credit losses.

Financial Liabilities

Financial liabilities are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form. Financial liabilities, excluding convertible debt and derivatives, are initially measured at transaction price (after deducting transaction costs) and subsequently held at amortised cost.

Employee Benefit Trust

An Employee Benefit Trust has been established for the purposes of satisfying certain share based awards. The Group has 'de facto' control over the special purpose entity.

The cost of shares acquired by the Sports Direct Employee Benefit Trust is recognised within 'Own share reserve' in equity.

Deferred Taxation

Deferred tax is provided for on a full provision basis on all timing differences, which have arisen but not reversed at the balance sheet date. A deferred tax asset is not recognised to the extent that the transfer of economic benefit in the future is more unlikely than not.

Deferred tax is calculated on a non-discounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Foreign Currencies

Transactions in foreign currencies are initially recorded in the Company's functional currency by applying the spot exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Dividends

Dividends on the Company's ordinary shares are recognised as a liability in the Company's Financial Statements, and as a deduction from equity, in the period in which the dividends are declared. Where such final dividends are proposed subject to the approval of the Company's shareholders, the final dividends are only declared once shareholder approval has been obtained.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company, with the exception of those accounted for via merger relief available under Section 612 of the Companies Act 2006, are recorded at the proceeds received, net of any direct issue costs.

Income From Group Undertakings

Income from Group undertakings is recognised when qualifying consideration is received from the Group undertaking.

Related Party Transactions

The Company has taken advantage of the exemption contained in FRS 102 and has therefore not disclosed transactions or balances with wholly-owned subsidiaries which form part of the Group. See note 34 of the Group Financial Statements for further details of related party transactions.

Share-Based Payments

The Company issues from time to time equity-settled share-based payments to certain Directors and employees of the Company and its subsidiaries. These are measured at fair value at the date of grant, which is expensed to profit and loss on a straight-line basis over the vesting period, with the corresponding credit going to equity.

Non-market vesting conditions are not taken into account in determining grant date fair value. Instead, they are taken into account by adjusting the number of equity instruments to vest. At the end of each reporting period the Company revises its estimates of the number of options that are expected to vest based on the non market vesting and service conditions. Any revisions, if any, are recognised in profit and loss with an adjustment to equity.

Fair value is calculated using an adjusted form of the Black-Scholes model which includes a Monte Carlo simulation model that takes into account the exercise price, the term of the option, the impact of dilution (where material), the share price at grant date and the expected price volatility of the underlying share, the expected dividend yield, and the risk-free interest rate for the term of the scheme. The expected staff numbers used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

For cash-settled share-based payment transactions, the Company measures the services received and the liability incurred at the fair value of the liability. Until the liability is settled, the Company remeasures the fair value of the liability at the end of each reporting period and at the date of settlement, with any changes in fair value recognised in the Income Statement for the period.

The credit for the share based payment charge does not equal the charge per the profit and loss as it excludes amounts recognised in the balance sheet in relation to the expected national insurance contributions for the shares.

Climate Change

We have considered the potential impact of climate change in preparing these financial statements. Tackling climate change is a global imperative. Measures which support climate change initiatives and our wider ESG agenda continue to be key components of our strategic direction, supporting sustainability, the broader social agenda and consumer choice. The risks associated with climate change have been deemed to be arising in the medium to long term, however we are working to mitigate these risks as detailed within the TCFD section of this annual report.

We have considered climate change as part of our cash flow projections within going concern, impairment assessments and viability, and the impact of climate change is not deemed to have a significant impact on these assessments currently and therefore they are not deemed to be a key source of estimation uncertainty. The Company will continue to monitor the impacts of climate change over the coming years.

Critical Accounting Estimates and Judgements

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

The judgements, estimates and assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods.

The judgements, estimates and assumption which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are outlined below.

Critical Accounting Judgements

Control and Significant Influence Over Certain Entities

The Company holds greater than 20% of the voting rights of Mulberry Group plc, XXL ASA, ASOS plc, AO World plc, Boohoo Group plc and N Brown Group plc. The Company exercises the same judgements as per Note 2 of the Group financial statements on assessing whether it has control and significant influence over associates and joint ventures.

Critical Accounting Estimates

Impairment of Investments and Amounts Owed by Group Undertakings

At each period end management assess the future performance of entities with which the Company holds an investment in, or a debtor from, to ascertain whether there is objective evidence of impairment of these balances. Judgement is involved in the assessment of future performance, and this involves an element of estimation uncertainty. As at the period end the directors have reviewed the carrying value of its investments and have made impairments of £29.9m (FY23: £112.0m) as disclosed in Note 2 of the Company Financial Statements. As at the period end the Directors have reviewed the carrying value of the amounts owed by Group undertakings and have made an impairment reversal of £34.3m (FY23: impairment charge £42.5m).

2. INVESTMENTS

	Investments in subsidiaries (£'m)	Long-term financial assets (£'m)	Investment in associates (£'m)	Total (£'m)
As at 24 April 2022	**1,238.3**	**205.3**	**-**	**1,443.6**
Additions	26.0	252.2	-	**278.2**
Reclassifications	-	(11.9)	11.9	**-**
Impairments	(112.0)	-	(11.9)	**(123.9)**
Disposals	-	(169.6)	-	**(169.6)**
Amounts recognised through other comprehensive income	-	9.9	-	9.9
Exchange differences	-	2.2	-	**2.2**
As at 30 April 2023	**1,152.3**	**288.1**	**-**	**1,440.4**
Additions	96.4	382.6	-	**479.0**
Disposals	-	(133.3)	-	**(133.3)**
Impairment	(29.9)	-	-	**(29.9)**
Amounts recognised through other comprehensive income	-	(43.7)	-	**(43.7)**
As at 28 April 2024	**1,218.8**	**493.7**	-	**1,712.5**

The fair value of the long-term financial assets is based on bid quoted market prices at the balance sheet date or, where market prices are not available, at management's best estimate.

Long-term financial assets include various holdings including a 36.9% stake in Mulberry Group plc, 20.4% stake in N Brown Group plc and 20.2% stake in ASOS plc. For further details refer to Note 21 of the Group Financial Statements.

Investments in associates relates to an investment in Tymit Limited which was impaired during the prior period, for further details see note 2 of the Group Financial Statements.

For further disclosures in relation to investments in associates and long-term financial assets see note 20, 21 and 34 of the Group Financial Statements.

The Directors assess the value of the investments in subsidiaries at each period end for indicators of impairment. In the period there was a £29.9m (FY23: £112.0m) impairment loss recognised within the income statement for companies where the recoverable amount was less than the carrying value. The additions in the period relate to capitalisation of intercompany balances from FGEH, a subsidiary of the Company, amounting to £86.0m and the Fearless 1000 share scheme charge of £10.4m, see note 25 of the Group Financial Statements.

The Company is the principal holding company of the Group. The principal subsidiary undertakings of the Company are set out in note 38 of the Group Financial Statements.

The Group's policies for financial risk management are set out in Note 3 and Note 30 of the Group Financial Statements.

3. FINANCIAL INSTRUMENTS

Financial Assets and Liabilities by Category

The fair value hierarchy of financial assets and liabilities, which are principally denominated in Sterling or US Dollars, were as follows:

	As at 28 April 2024 (£'m)	As at 30 April 2023 (£'m)
FINANCIAL ASSETS		
Amortised cost:		
Trade and other receivables*	235.5	364.9
FVOCI:		
Long Term Financial Assets (Equity Instruments)	493.7	288.1
	729.2	**653.0**
FINANCIAL LIABILITIES		
Amortised cost:		
Trade and other payables**	714.9	828.5
Derivative financial Liabilities (FV):		
Derivative financial Liabilities – contracts for difference and equity options	53.9	40.9
	768.8	**869.4**

* Prepayments of £0.2m (FY23: £0.4m) and corporation tax assets of nil (FY23: nil) are not included as a financial asset.

** Corporation tax liabilities of £6.3m (FY23: £13.8m) are not included as a financial liability

4. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	As at 28 April 2024 (£'m)	As at 30 April 2023 (£'m)
Amounts owed by Group undertakings	92.9	170.0
Other debtors	142.6	194.9
Prepayments	0.2	0.4
	235.7	**365.3**

Other debtors includes £139.0m (FY23: £190.1m) of deposits in respect of derivative financial instruments which are collateral to cover margin requirements for derivative transactions held with counterparties. The collateral requirement changes with the market (which is dependent on share price and volatility) and further purchases/sales of underlying investments held.

Further information on derivative financial assets can be found in the Group consolidated accounts in the financial instruments note 30 and the financial risk management disclosure note 3.

Amounts owed by group undertakings include £19.0m (FY23: £95.4m) which are unsecured and repayable on demand; however the Directors consider it unlikely that repayment will arise in the short term.

5. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	As at 28 April 2024 (£'m)	As at 30 April 2023 (£'m)
Trade creditors	3.2	1.7
Amounts owed to Group undertakings	706.4	824.7
Derivative financial liabilities	53.9	40.9
Corporation tax	6.3	13.8
Other creditors	5.3	2.1
	775.1	**883.2**

The amount owed to Group undertakings mainly relates to an unsecured interest free loan with Sportsdirect.com Retail Limited which is repayable on demand.

Further information on derivative financial liabilities can be found in the Group consolidated accounts in the financial instruments note 30 and the financial risk management disclosure note 3.

6. PROVISIONS

	Legal and regulatory (£'m)	Total (£'m)
At 30 April 2023 and 28 April 2024	**3.0**	**3.0**

Frasers Group plc has provided a guarantee in relation to payments from Studio Retail Group plc to the three other sections of the Findel Group Pension Fund up to a maximum of £0.9m. See note 37 of the Group accounts.

7. DEFERRED TAX

	Other temporary differences (£'m)
At 24 April 2022	**6.1**
Charged to the profit and loss account	13.9
At 30 April 2023	**20.0**
Credited to the profit and loss account	(9.5)
At 28 April 2024	**10.5**

The tax rate used to measure the deferred tax assets and liabilities was 25% (FY23: 25%) on the basis that these were the tax rates that were substantively enacted at the balance sheet date for the periods when the assets and liabilities are expected to reverse.

8. CALLED UP SHARE CAPITAL

	As at 28 April 2024 (£'m)	As at 30 April 2023 (£'m)
Authorised		
999,500,010 ordinary shares of 10p each	100.0	100.0
499,990 redeemable preference shares of 10p each	-	-
Called up and fully paid		
640,602,369 (FY23: 640,602,369) ordinary shares of 10p each	64.1	64.1
Share capital	**64.1**	**64.1**

The company holds 190,286,334 ordinary shares in treasury as at the period end date (FY23: 151,240,174).

9. POST BALANCE SHEET EVENTS

Post balance sheet events impacting the Company are disclosed within note 36 in the Group Financial Statements.

10. PAYROLL COSTS

Frasers Group plc had no direct employees during the periods ended 28 April 2024 and 30 April 2023, and the Directors are remunerated through Sportsdirect.com Retail Limited. Details of the Directors' remuneration can be found in the Directors' Remuneration Report.

11. RELATED PARTY TRANSACTIONS

Related party transactions with the Company are disclosed within note 34 in the Group Financial Statements.

GLOSSARY

COMPANY DIRECTORY

REGISTRAR AND TRANSFER OFFICE

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BS99 6ZZ

Telephone: 0370 707 4030

COMPANY SECRETARY AND REGISTERED OFFICE

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Frasers Group Plc is registered in England and Wales (No. 06035106)

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Jefferies International Limited

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E14 5HQ

AUDITORS

RSM UK Audit LLP

25 Farringdon Street

London

EC4A 4AB

SHAREHOLDER INFORMATION

ANNUAL GENERAL MEETING

The date and time of the Annual General Meeting is to be announced in a separate notice. Each shareholder is entitled to attend and vote at the meeting, the arrangements for which are described in a separate notice.

RESULTS

For the year to 27 April 2025:

- Half year results announced: December 2024 (tbc)
- Preliminary announcement of full year results: July 2025 (tbc)
- Annual Report circulated: August 2025 (tbc)

SHAREHOLDER HELPLINE

The Frasers Group shareholder register is maintained by Computershare who are responsible for making dividend payments and updating the register, including details of changes to shareholders' addresses. If you have a query about your shareholding in Frasers Group plc, you should contact Computershare's Frasers Group Shareholder Helpline on: 0370 707 4030. Calls are charged at standard geographic rates, although network charges may vary.

Address:
The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ

Website:
www.computershare.com

WEBSITE

The Group website at www.frasers.group provides news and details of the Company's activities plus information for shareholders and contains real time share price data as well as the latest results and announcements.

UNSOLICITED MAIL

The Company is obliged by law to make its share register publicly available and as a consequence some shareholders may receive unsolicited mail, including from unauthorised investment firms.

For more information on unauthorised investment firms targeting UK investors, visit the website of the Financial Conduct Authority at www.fca.org.uk

If you wish to limit the amount of unsolicited mail you receive contact:

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FRASERS GROUP PLC

ANNUAL REPORT & ACCOUNTS 2024.