SUPPLEMENT

dated 27 April 2023 to the Prospectus dated 25 January 2023 issued in respect of an offer of up to 7,700,000 ordinary shares of a nominal value of €0.16 per share at an Issue Price of €0.97 per share in

THE CONVENIENCE SHOP (HOLDING) PLC

a public limited liability company registered and incorporated in terms of the Companies Act with company registration number C 87554 and having its registered office at Marant Food Products, Mdina Road, Zebbug ZBG 9017, Malta

This supplement (the '**Supplement**') to the Prospectus constitutes a supplement to the prospectus for the purposes of Article 23 of the Regulation and is prepared in connection with the offer of up to 7,700,000 ordinary shares having a nominal value of €0.16 at an Issue Price of €0.97 per share by The Convenience Shop (Holding) p.l.c. and is to be read in conjunction with the Prospectus and the supplement published by the Issuer on the 27 March 2023.

Terms defined in the Prospectus have the same meaning when used in this Supplement. This Supplement has been approved by the MFSA as competent authority under the Regulation. The MFSA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Regulation. Such approval should not be considered as an endorsement of the Issuer or the quality of the securities that are the subject of the Prospectus and this Supplement and prospective investors should make their own assessment as to the suitability of investing in the securities.

The Issuer has taken all reasonable care to ensure that the information contained in this Supplement as a supplement to the Prospectus dated 25 January 2023 and the supplement dated 27 March 2023 is, to the best of its knowledge, in accordance with the fact and contains no omission likely to affect its import and accepts responsibility accordingly. Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus capable of affecting the assessment of securities issued pursuant to the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus (as supplemented at the date hereof) by the Issuer.

Purpose

The Issuer has prepared this Supplement pursuant to Article 23 of the Regulation for the purposes of incorporating by reference the Issuer's audited financial statements for the financial period ended 31 December 2022 which were filed with the Malta Business Registry and published on the website of the MSE and the Issuer. To this effect, a number of changes to the Prospectus are deemed to be necessary. The Issuer premises that, in light of the above, any reference in the Prospectus to the forecasts for the financial year ended 31 December 2022 in Annex II to the Registration Document are to be replaced in their entirety by the actual results published in the Issuer's audited financial statements as published by the Issuer. Moreover, any references in the Prospectus to projections or forecasts for the financial year 2023 are now being replaced in their entirety by the information published herein as well as the Financial Sustainability Forecasts published by the Issuer on the 12 April 2023 which is being incorporated by reference herein.

(i) Summary

Section 2.2 of the Summary is being replaced by the following:

2.2 What is the key financial information regarding the Issuer?

The key financial information regarding the Issuer on a consolidated basis is set out below:

TCS Group - Extracts from the Consolidated Income Statements

€'000s	FY22	FY21	FY20	FY19
	12 months	*12 months*	*12 months*	*17 months*
	Audited	*Audited*	*Audited*	*Audited*
Revenue	42,431	35,181	32,916	39,566
EBITDA	5,234	4,079	3,210	4,244
Adjusted EBITDA (excl. IFRS 16)	4,043	3,006	2,095	3,280
Profit for the financial year	1,920	847	538	727
Earnings per share* (€)	0.062	0.028	0.018	0.024
Total TCS store network revenue	74,745	63,302	59,768	71,233

* Earnings per share and dividends per share figures are based on the number of ordinary shares outstanding as at the date of the Registration Document.

TCS Group - Extracts from the Consolidated Statements of Financial Position

€'000s	Dec-22	Dec-21	Dec-20	Dec-19
	Audited	*Audited*	*Audited*	*Audited*
Total assets	33,617	34,519	33,631	25,848
Total liabilities	25,956	31,392	31,052	25,147
Total equity	7,661	3,127	2,579	700

TCS Group - Extracts from the Consolidated Statements of Cash Flows

€'000s	FY22	FY21	FY20	FY19
	12 months	*12 months*	*12 months*	*17 months*
	Audited	*Audited*	*Audited*	*Audited*
Net cash from operating activities	3,548	4,646	3,630	6,894
Net cash flows from / (used in) investing activities	(820)	(2,395)	(1,182)	(13,537)
Net cash flows from / (used in) financing activities	(2,892)	(1,950)	(3,202)	8,463
Net cash increase/decrease in cash and cash equivalents	**(165)**	**301**	**(754)**	**1,819**
Cash and cash equivalents at beginning of year	1,366	1,065	1,819	-
Cash and cash equivalents at end of year	**1,201**	**1,366**	**1,065**	**1,819**

(ii) Registration Document

Following publication of The Convenience Shop (Holding) p.l.c.'s audited financial statements for the year ended 31 December 2022 and the financial sustainability forecasts ("FSFs") for the year to 31 December 2023, the following sections of the Registration Document dated 25 January 2023 may be supplemented by reference to the respective pages and/or notes within the published audited financial statements and FSFs.

Registration Document	Reference to supplementary information
Section 3 – Revenue segmentation table	Note 5 to the financial statements (p. 45 of the 2022 annual report)
Section 5.2 – Actual results for 2022	Page 32 of the 2022 annual report
Section 5.2 – Profit forecasts for 2023	Page 6 of the FSFs
Section 9.6 – Related party transactions	Note 28 to the financial statements (p. 62 of the 2022 annual report)
Annex II – Profit Forecasts	Pages 1-6 of the FSFs covering the year to 31 December 2023

Section 3 of the Registration Document, sub-headed "Material investments" shall be replaced in its entirety by the following information:

The Group's material investments are primarily focused on its own store operations and head office structure, together with the acquisition of the Convenience Shop business and brand.

From its incorporation in July 2018 up to the period ended 31 December 2022, the Group's material investments included the following:

- In 2018, the Group acquired the Convenience Shop business and related subsidiaries from a number of sister entities which previously operated the business for a total cost of €11.8 million – of which €3.1 million represented the value net assets acquired, €3.1 million represented the value of supplier agreements acquired, and €5.6 million in goodwill. This transaction was previously disclosed to the public and is described in further detail in the Company Admission Document published by the Issuer on the 8th March 2019 and accessible on the Issuer's website.
- In December 2020, the Group entered into an agreement with Jin Limited (C 45048) for the transfer of The Convenience Shop trademark held by the latter under its name for a consideration of €4.0 million. The business operations of Jin Limited are, therefore, centred around owning of all intellectual property relating to The Convenience Shop trademark and any rights attached, accessory or ancillary thereto or connected therewith.
- Since incorporation, the Group has invested in the following capital expenditure as part of its normal course of operations and efforts to grow the business:
    - €0.8 million in software, IT and office equipment;
    - €0.9 million in plant and machinery, predominantly in the form of refrigeration equipment, air conditioners and other machinery used to equip its outlets; and
    - €0.9 million in furniture and fittings, predominantly pertaining to shop shelving, shop fittings and other equipment.

There are no environmental issues which may affect the Issuer's utilisation of its tangible fixed assets.

There has been no material adverse change in the prospects of the Issuer since the date of its last published financial statements and neither has there been any significant change in the financial performance of the Group since the last financial period for which financial information has been published to the date of this Registration Document.

Section 5.2 of the Registration Document shall be supplemented by the following information:

The Issuer's prospectus dated 25 January 2023 included profit forecasts for the years 2022 to 2025. Following the publication of the Group's audited financial statements for the year ended 31 December 2022 and the financial sustainability forecasts ("FSFs") for the year to 31 December 2023, the table below provides:

- The replacement of the FY22 forecasts column with the FY22 actual results as per the audited financial statements; and
- The replacement of the FY23 projections column with the FY23 updated projections aligned with the FSFs.

TCS Group - Projected Consolidated Income Statements

€'000s	FY22	FY23
	Audited	*Projected*
Revenue	42,431	46,088
Cost of sales[1]	(34,621)	(37,579)
Gross profit	**7,810**	**8,509**
Administrative expenses[1]	(2,972)	(3,357)
Other income	396	633
EBITDA[2]	**5,234**	**5,785**
Depreciation and amortisation	(1,800)	(2,027)
EBIT[2]	**3,434**	**3,758**
Loss on acquisition of subsidiaries	-	-
Gain on disposal of subsidiaries	131	-
Share of the loss of associate	-	-
Net finance costs	(972)	(857)
Profit before tax	**2,592**	**2,902**
Tax charge	(672)	(826)
Profit for the financial year	**1,920**	**2,076**
Earnings per share[3]	0.062	0.067
Dividends declared	1,300	1,509
Dividends declared per share[3]	0.042	0.049
EBITDA (after rent / excl. IFRS 16)[4]	**4,043**	**4,384**
% EBITDA (excl. IFRS 16) margin	*9.5%*	*9.5%*
Own store revenue[5]	38,408	41,487
Franchise store revenue[6]	36,338	40,851
Total TCS store network revenue[7]	**74,745**	**82,338**
% Contribution margin: own stores[8]	*11.1%*	*11.3%*
% Group income of franchise store revenue[9]	*5.9%*	*5.9%*

[1] Cost of sales and administrative expenses are shown exclusive of depreciation and amortisation charges
[2] EBITDA – earnings before interest, taxation, depreciation and amortisation, EBIT – earnings before interest and taxation
[3] Earnings per share and dividends per share figures are based on the number of ordinary shares outstanding as at the date of the Registration Document for FY21 and inclusive of the New Shares from FY22 onwards. Dividends per share are shown net of tax.
[4] EBITDA (after rent / excl. IFRS 16) – EBITDA less rent cost paid. This represents an EBITDA figure which is not affected by the depreciation on right of use assets and interest cost on lease liability figures brought about by the IFRS 16 treatment of leases.
[5] Own store revenue – sales generated by the Group's own operated stores.
[6] Franchise store revenue – sales generated by stores which are owned and operated by the Group's franchisees. Note that this is extracted from the Group's franchise management systems and is not audited.
[7] Total TCS store network revenue – the sum of own store revenue and franchise store revenue. This represents the market share served by "The Convenience Store" branded stores).
[8] % Contribution margin: own stores – Own store revenue less own store cost of goods sold, labour cost, rent costs and store related overheads. This represents the contribution margin before any head office costs.
[9] % Group income of franchise store revenue – Group revenue from franchisees in the form of franchisee and other fees and income divided by the franchise store revenue. This represents the percentage contribution from franchise store revenues to the Group's income statement.

The Issuer expects no significant changes to the profit forecasts for 2024 and 2025 at this stage.

Group revenue for 2022 amounted to €42.4 million, or €0.8 million higher than included in the original profit forecasts, and is projected to increase to €46.1 million in 2023. The projected growth in revenue is expected to be driven by:

- 2 new own operated stores
- New franchise store openings adding an extra €2.0 to €3.0 million in franchised store network revenue during FY23
- Full ramp up of stores opened or taken over mid-way through FY22

Total TCS store network revenue from sale of goods amounted to €74.7 million in FY22. The €0.5 million increase over the original profit forecasts was driven by own store revenue. Total TCS store network revenue is expected to reach *circa* €82.3m in FY23.

Cost of sales mainly include the purchase cost of the goods sold in own shops and all labour related costs. Actual gross profit for FY22 exceeded forecasts by c. €165,000 and is projected to reach €8.5 million in FY23. This increase in gross profit is driven by the Group's continuous efforts to obtain better pricing from suppliers as well as its recent preference for opening larger own stores, resulting in improved margins due to economies of scale.

Administrative expenses include all non-labour overhead costs. Actual administrative expenses in FY22 came in *circa* €79,000 lower than forecast and are projected to reach €3.3 million in FY23.

From an operational perspective, the Group registered own store contribution margin (after rent paid) of 11.1% in FY22 (vs. 10.3% forecast) and is projected to grow this further in FY23 predominantly driven by improvements in economies of scale brought about by larger new own stores. Actual Group income from franchisees was aligned with forecasts at 5.9% of franchise store revenue from sale of goods throughout the forecast period. This is expected to remain at 5.9% for FY23.

EBITDA for FY22 exceeded forecasts by *circa* €72,000 and is forecast to increase from €5.2 million in FY22 to €5.8 million in 2023 as driven by the aforementioned improvements in revenue and margins. These figures translate to €4.0 million in FY22 and €4.4 million in FY23 when excluding the impact of IFRS16 (i.e. – after deducting rent paid).

Depreciation and amortisation charges include depreciation on right of use assets and amortisation on key money paid.
Finance costs are projected at €0.86 million in 2023, decreasing from €1.0 million in FY22 as bank borrowings and lease liabilities are paid down.

Profit after tax for FY22 exceeded forecasts by €0.28 million driven by the above mentioned improvements and a lower than forecast tax charge. Profit after tax is expected to reach €2.07 million in FY23 – translating to an increase in EPS from €0.062 in FY22 to €0.067 in FY23.

Dividend declared in relation to FY23 earnings is expected to remain as originally forecast.

Section 9.1 of the Registration Document shall be replaced in its entirety with the below:

The Company's audited financial statements for the financial period ended 31 December 2019 (17 months starting on the 26 July 2018), and the financial years ended 31 December 2020, 31 December 2021 and 31 December 2022, were filed with the Malta Business Registry and shall be deemed to be incorporated by reference in, and form part of, this Registration Document. The condensed unaudited interim financial statements for the six-month period ended 30 June 2022 are also being incorporated by reference in, and form part of, this Registration Document.

Key references	**Page number in annual reports**				**Page number in condensed unaudited interim financial statements**
Information incorporated by reference in the Prospectus	Financial period ended 31 December 2019	Financial year ended 31 December 2020	Financial year ended 31 December 2021	Financial year ended 31 December 2022	Six-month period ended 30 June 2022 (including comparatives for the six-month period ended 30 June 2021)
Statement of financial position	28	25	26	33	6
Statement of comprehensive income	27	24	25	32	5
Statement of changes in equity	29	26-27	27-28	34	7-8
Statement of cash flows	30	28	29	35	9
Notes to the financial statements	31-59	29-62	30-62	36-66	10
Independent auditor's reports	21-26	18-23	20-24	26-31	N.A.

This document contains references to the annual consolidated financial statements of the Group. These refer to the annual consolidated financial statements of the Group for the period ended 31 December 2019, and the years ended 31 December 2020, 2021, and 2022.

These financial statements have been drawn up in accordance with International Financial Reporting Standards (''IFRS'') as adopted by the EU. The financial statements have been audited by RSM Malta and the auditor's report thereon comprises an unqualified audit opinion.

Furthermore, the tables and discussions included in this section contain certain alternative performance measures (as defined by the European Securities and Markets Authority ("ESMA")). These non-IFRS financial measures are presented as supplemental information as (i) they represent measures that the Directors believe may be relevant for certain investors, securities analysts and other parties in assessing the Company's operating and financial performance and may contribute to a fuller understanding of the Group's cash generation capacity and the growth of the combined business; and (ii) they may be used by the Company's management as a basis for strategic planning and forecasting.

The annual and interim financial statements are available for inspection at the Company's registered office and on the Company's website (https://www.theconvenienceshop.com/investor-information/) as set out in section 13 of this Registration Document.

There has been no significant change in the financial position or performance of the Company since 31 December 2022 (being the end of the last financial year in respect of which the Company has published audited financial statements).

Section 9.2 of the Registration Document shall be supplemented with the following information:
The table below sets out the consolidated income statements of the Group for the year ended 31 December 2022.

TCS Group - Consolidated Income Statements

€'000s	FY22
	12 months
	Audited
Revenue	42,431
Cost of sales[1]	(34,621)
Gross profit	**7,810**
Administrative expenses[1]	(2,972)
Other income	396
EBITDA[2]	**5,234**
Depreciation and amortisation	(1,800)
EBIT[2]	**3,434**
Loss on acquisition of subsidiaries	-
Gain on disposal of subsidiaries	131
Share of the loss of associate	-
Net finance costs	(972)
Profit before tax	**2,592**
Tax charge	(672)
Profit for the financial year	**1,920**

Earnings per share[3]	0.062
Dividends declared	1,300
Dividends declared per share[3]	0.042

EBITDA (after rent / excl. IFRS 16)[4]	**4,043**
% EBITDA (excl. IFRS 16) margin	*9.5%*

Own store revenue[5]	38,408
Franchise store revenue[6]	36,338
Total TCS store network revenue[7]	**74,745**

No. of owned stores as at end of period	40
No. of new owned store openings during the period	1

No. of franchised stores as at end of period	43
No. of franchised store openings during the period	6

% Contribution margin: own stores[8]	*11.1%*
% Group income of franchise store revenue[9]	*5.9%*

[1] Cost of sales and administrative expenses are shown exclusive of depreciation and amortisation charges
[2] EBITDA – earnings before interest, taxation, depreciation and amortisation, EBIT – earnings before interest and taxation
[3] Earnings per share and dividends per share figures are based on the number of ordinary shares outstanding as at the date of the Registration Document. Dividends per share are shown net of tax.
[4] EBITDA (after rent / excl. IFRS 16) – EBITDA less rent cost paid. This represents an EBITDA figure which is not affected by the depreciation on right of use assets and interest cost on lease liability figures brought about by the IFRS 16 treatment of leases.
[5] Own store revenue – sales generated by the Group's own operated stores.
[6] Franchise store revenue – sales generated by stores which are owned and operated by the Group's franchisees. Note that this is extracted from the Group's franchise management systems and is not audited.
[7] Total TCS store network revenue – the sum of own store revenue and franchise store revenue. This represents the market share served by "The Convenience Store" branded stores).
[8] % Contribution margin: own stores – Own store revenue less own store cost of goods sold, labour cost, rent costs and store related overheads. This represents the contribution margin before any head office costs.
[9] % Group income of franchise store revenue – Group revenue from franchisees in the form of franchisee and other fees and income divided by the franchise store revenue. This represents the percentage contribution from franchise store revenues to the Group's income statement.

The Group’s revenue predominantly includes (i) sale of goods from own operated stores, (ii) fees, commissions and other revenues (“FCOR”). The fees and other revenues relate to the franchise store operations, whereas commissions and rebates are received from suppliers in relation to Group purchases for both own and franchised stores.

During FY22 the Group generated own store revenue and FCOR of €38.4 million and €4.0 million respectively. This represents an increase in total revenue of €7.2 million over FY21 (+20.6%). The improvement was predominantly driven by the ramping up of stores opened in FY21, takeover of a new own store, the takeover of a franchised store and 6 new franchised stores opened during the period. Total TCS store network revenue increased from €63.3 million in FY21 to €74.7 million in FY22 (+18.1%).

The Group’s gross profit grew from €6.2 million in FY21 to €7.8 million in FY22. Gross profit margin also grew from 17.4% in FY21 to 18.4% in FY22. This growth was predominantly driven by:

- The abovementioned new store openings, especially the franchise store openings which contribute to the Group’s revenue without any corresponding incremental costs;
- The Group’s strategy to open or take over new ‘larger format’ own stores whose economies of scale drive better margins;
- Improved supplier agreements negotiated by the management, which resulted in better own store margins and Group income from franchised stores.

The above led to an improvement in own store contribution margin (after rent) from 10.0% in FY21 to 11.1% in FY22.

Group income from franchisees increased from 5.6% of franchise store revenue in FY21 to 5.9% in FY22. This was driven by the abovementioned improvements in supplier agreements and agreements with franchisees.

Administrative expenses include all non-labour overhead costs and have increased from €2.5 million in FY21 to €3.0 million in FY22 as the Group continued to expand its store network, strengthen its head office structure and invest in IT systems.

Other income includes income from shelving agreements with suppliers, grants from suppliers, income from vending machines and other similar income.

EBITDA increased from €4.1 million in FY21 to €5.2 million in FY22 driven by the increase in sales and the aforementioned improvements in gross profit margins. These figures translate to €3.0 million and €4.0 million for FY21 and FY22 respectively when excluding the impact of IFRS 16.

Depreciation and amortisation expenses (inclusive of depreciation on right of use assets) increased from €1.6 million in FY21 to €1.8 million in FY22 as a result of the acquisition of own stores.

Net finance costs increased from €0.8 million in FY21 to €1.0 million in FY22. Such finance costs were mostly incurred on bond interest, Interest on bank facilities and interest on lease liabilities.

Consistent with the factors outlined above, profit after tax generated by the Group increased from €0.8 million in FY21 to €1.9 million in FY22 reflecting an increase in adjusted Earnings per Share (”EPS”) from €0.028 in FY21 to €0.062 in FY22.

Section 9.3 of the Registration Document shall be supplemented by the following information:

The table below sets out the consolidated statements of financial position of the Group as at 31 December 2022.

TCS Group - Consolidated Statements of Financial Position

€'000s	Dec-22
	Audited
Property, plant and equipment	3,624
Intangible assets	13,467
Right-of-use asset	8,789
Deferred tax assets	-
Non-current assets	**25,880**
Inventories	3,160
Trade and other receivables	3,366
Cash and cash equivalents	1,211
Current assets	**7,737**
Total assets	**33,617**
Share capital	4,768
Share premium	729
Retained earnings	2,190
Non-controlling interest	(26)
Total equity	**7,661**
Interest bearing loans and borrowings	5,706
Lease liability	9,169
Trade and other payables	352
Deferred tax liability	156
Non-current liabilities	**15,383**
Current tax payable	153
Interest bearing loans and borrowings	138
Bank overdraft	10
Lease liability	741
Trade and other payables	9,531
Current liabilities	**10,573**
Total liabilities	**25,956**
Total equity and liabilities	**33,617**

The Group's non-current assets as at 31 December 2022 amounted to €25.9 million (31 December 2021: €26.8 million) and predominantly comprised:

- property, plant and equipment (PPE) of €3.6 million, comprising the carrying value of the Group's improvement to store and head office premises, store fixtures and fittings.
- intangible assets of €13.5 million, which include:
    i. €5.1 million relates to goodwill on acquisition of the Convenience Shop business following the re-organisation transaction which led to the Group's formation in 2018;
    ii. €3.1 million relates to the value of key supplier agreements;
    iii. €4.0 million relates to intellectual property, specifically 'The Convenience Shop' brand which was acquired from Jin Limited in 2020;
    iv. €1.2 million relates to key money paid to take over store leases and/or own store operations from third parties.
- right-of-use asset of €8.8 million which primarily relates to the leases of own operated stores and the Group's head office.

The Group's current assets as of 31 December 2022 amounted to €7.7 million (31 December 2021: €7.7 million) and predominantly comprised:

- inventories of €3.2 million;
- trade and other receivables of €3.4 million, which includes trade debtors in the form of rebates and franchise fees receivable, indirect tax receivable/payable and other prepayments; and
- cash and cash equivalents of €1.2 million.

The assets of the Group were funded through €7.7 million in total equity and €25.9 million in total liabilities as at 31 December 2022. The Group's liabilities as at 31 December 2022 predominantly included:

- interest bearing loans and borrowings of €5.8 million, of which:
    i. €4.8 million relates to the Group's outstanding bond issue which bears interest at 5.0% p.a., matures on the 8 March 2029 and is callable from 2026 onwards.
    ii. €1.0 million relates to bank facilities borrowed across the subsidiaries of the Group. The bank facilities mature at different stages between 2023 and 2031 and incur interest at rates ranging between 3.5% and 5.4%.
- lease liability of €9.9 million relating to the leases of own operated stores and the Group's head office.
- current tax payable of €0.1 million.
- trade and other payables of €9.8 million, of which:
    i. €7.5 million relates to trade payables to suppliers;
    ii. €0.2 million relates to VAT payable balances;
    iii. €1.2 million relates to accruals; and
    iv. €0.9 million in other payables, of which *circa* €56,000 are due to shareholders and *circa* €90,000 are due to related parties following the re-organisation transaction which led to the formation of the Group.

Section 9.4 of the Registration Document shall be supplemented by the following information:

The table below sets out the consolidated statements of cash flows of the Group for the year ended 31 December 2022.

TCS Group - Consolidated Statements of Cash Flows

€'000s	FY22
	12 months
	Audited
Receipts from customers	41,877
Payments to suppliers and employees	(36,811)
Other revenue	396
Income tax paid	(1,914)
Net cash from operating activities	**3,548**
Acquisition of investments in subsidiaries	-
Acquisition of investments in associates	-
Acquisition of property, plant and equipment	(588)
Acquisition of intangible assets	(222)
Payments to acquire business	-
Disposal of subsidiary net of cash disposed of	(10)
Proceeds from disposal of PPE	-
Net cash flows from / (used in) investing activities	**(820)**
Proceeds from issuance of share capital	
Advances from / (payments to) shareholders / ultimate beneficial owners	(494)
Repayment of / net proceeds from interest bearing loans	(141)
Interest on borrowings	(191)
Interest on Bond issued	(250)
Proceeds from bond issuance	-
Payment of lease liability	(1,192)
Dividends paid	(625)
Net cash flows from / (used in) financing activities	**(2,892)**
Net cash increase/decrease in cash and cash equivalents	**(165)**
Cash and cash equivalents at beginning of year	1,366
Cash and cash equivalents at end of year	**1,201**

Note: The cash and cash equivalents at end of year are shown net of any bank overdraft balance.

Net cash from operating activities decreased from €4.6 million in FY21 to €3.5 million despite the Group's growth due to a €1.9 million tax payment in FY22 which also covered outstanding tax payable balances at the time.

Net cash flows used in financing activities increased from €1.9 million in FY21 to €2.9 million in FY22 as the Group settled part of its shareholders' loan balances via the disposal of subsidiaries and also increased its dividend payment.

Section 9.6 of the Registration Document is being replaced by the following:

As the Group adopts IFRS when preparing its financial statements, related party transactions that the Group has entered into during the financial period ended 31 December 2019, and the financial years ended 31 December 2020, 31 December 2021 and 31 December 2022 have been included in the financial statements of the respective year as shown below:

Historical Financial Period	Note to the Accounts
Financial period ended 31 December 2019	25
Financial year ended 31 December 2020	27
Financial year ended 31 December 2021	27
Financial year ended 31 December 2022	28

Section 10 of the Registration Document shall be supplemented by the following information:

The Group's operations are financed through a mix of equity and reserves, existing bank loans, bond in issue, leases, amounts due to related parties, shareholders and third parties. The following table sets out the consolidated capital resources of the Group as at 31 December 2022:

The Convenience Shop (Holding) p.l.c. - Group Consolidated Capital Resources

€'000s	Dec-22
	Audited
Bonds in issue	4,824
Bank loans	1,021
Amounts due to related parties	90
Amounts due to third parties	150
Total financial debt (excl. shareholders loans; leases)	**6,085**
Shareholders' loans	56
Other payables to shareholders	-
Total financial debt (excl. leases)	**6,141**
Lease liability	9,909
Total financial debt (incl. leases)	**16,050**
Cash and cash equivalents	(1,211)
Net debt / (cash)	**14,839**
Total equity	**7,661**
Total funding	**22,499**

At the end of 2022, the Group's capital resources included the following:

- Bonds in issue: being the book value of the €5.0 million callable bonds repayable in 2026-2029 as issued on the Prospects MTF market in 2019.
- Bank loans include €1.0 million in bank facilities borrowed across the subsidiaries of the Group. The bank facilities mature at different stages between 2023 and 2031 and incur interest at rates ranging between 3.5% and 5.4%.
- Amounts due to related parties relate to amounts due to companies which operated The Convenience Shop business prior to the re-organisation transaction which led to the Group's formation in 2018.
- Amounts due to third parties include amounts payable to prior shareholders in Aynic & Co. Limited following the Group's acquisition of the company's shares in 2018.
- Shareholders' loans following the amount capitalized in November 2022 and other shareholder balances settled via the disposal of the G Bake subsidiaries.
- Lease liability reflects the Group's lease arrangements in relation to the Group's head office premises and the own shops operated by the Group.
- Equity includes share capital and premium, as well as any retained earnings after the distribution of dividends.

Going forward, the Directors expect the Group's working capital and funding requirements, including for future store openings and/or take overs, and the eventual repayment of debt, to be predominantly met by a combination of the following sources of finance: equity and retained earnings, cash generated from operations, as well as additional debt and/or equity financing.

Section 13 of the Registration Document shall be replaced in its entirety by the following information:

For the duration of this Registration Document, the following documents shall be available for inspection at the registered address of the Company during office hours:

i. the Memorandum and Articles of Association of the Issuer;
ii. the audited consolidated financial statements of the Issuer for the financial years ended 31 December 2019, 2020, 2021 and 2022; and
iii. the interim unaudited financial statements of the Issuer for the six-month period 1 January to 30 June 2022.

The documents listed above are also available for inspection in electronic form on the Issuer's website: www.theconvenienceshop.com

(iii) Securities Note

Section 3.2 of the Securities Note shall be replaced in its entirety by the below:

This section summarises the capitalisation and indebtedness of the Group as at 31 December 2021 and 31 December 2022.

TCS Group - Consolidated Statement of Capitalisation

€'000s	Dec-21	Dec-22
	Audited	*Audited*
Total current debt (including current portion of non-current debt)		
Bank debt (guaranteed; secured)	155	148
Lease liability (unsecured)	633	741
Other payables to shareholders (unsecured)	75	-
Total current debt	**863**	**889**
Non-current debt (excluding current portion of non-current debt)		
Bank debt (guaranteed; secured)	1,008	882
Bond in issue (unsecured)	4,995	4,824
Lease liability (unsecured)	9,696	9,169
Shareholders' loans (unsecured)	4,093	56
Amounts due to related parties (unsecured)	163	90
Amounts due to third parties (unsecured)	346	150
Total non-current debt	**20,302**	**15,171**
Shareholders' equity		
Share capital	70	4,768
Share premium	2,188	729
Retained earnings	927	2,190
Non-controlling interest	(59)	(26)
Total equity	**3,127**	**7,661**
Total capitalisation	**24,292**	**23,720**

As at 31 December 2022, the Group's total capitalisation amounted to €23.7 million, comprising €1.0 million in secured bank borrowings, €4.8 million in unsecured bonds in issue, €9.9 million in lease liabilities, *circa* €56,000 million in unsecured shareholders' loans, €0.24 million in other payables to related parties and third parties, and €7.7 million in shareholders' funds following the capitalisation of shareholders' loans in November 2022.

TCS Group - Consolidated Statement of Indebtedness

€'000s	Dec-21	Dec-22
	Audited	*Audited*
Cash and bank balances	(1,368)	(1,211)
Liquidity	**(1,368)**	**(1,211)**
Current portion of non-current financial bank debt	155	148
Current portion of non-current financial debt (leases)	633	741
Current other payables	75	-
Current financial indebtedness	**863**	**889**
Net current financial indebtedness / (net liquidity)	**(505)**	**(322)**
Non-current bank debt	1,008	882
Non-current bonds in issue	4,995	4,824
Non-current financial debt (leases)	9,696	9,169
Non-current financial debt (shareholders' loans)	4,093	56
Non-current other payables	509	240
Non-current financial indebtedness	**20,302**	**15,171**
Net financial indebtedness	**19,797**	**14,848**
Less: Lease related financial debt	(10,329)	(9,909)
Net financial indebtedness (excl. lease liabilities)	**9,468**	**4,939**

As at 31 December 2022, the Group's net financial indebtedness amounted to €14.8 million, which represents a decrease from €19.8 million as at 31 December 2021. The decrease in net financial indebtedness is predominantly attributable to:

- Settlement of the majority of shareholders' loan balances during 2022 as a result of the capitalisation of shareholder's loans in November 2022 and the set-off on the disposal of the G Bake companies.
- A decrease in bank debt; and
- A decrease in current and non-current other payables.

The Group's net financial indebtedness after excluding lease liabilities amounted to €4.9 million as at 31 December 2022.

Section 6 of the Securities Note shall be replaced into by the following:

Selling Shareholders and Dilution Following Share Offers

As at the date of this Securities Note, the Selling Shareholders hold in the aggregate 29,800,000 Shares of a nominal value of €0.16 each in the Company, representing the entirety of the issued share capital of the Company.

Following completion of the New Shares Issue, the Selling Shareholders will hold, in the aggregate, 75% of the issued share capital of the Company.

The net asset value per ordinary share of the Company as of the 31 December 2022, being the date of the latest balance sheet is €0.257. This increases to €0.280 per share following the New Shares Offer. The offering price per share is of €0.97 per share (or such lower amount as may be applicable to the individual Locked-In Applicants as specified in section 5.1 of this Securities Note).

Additionally, given that the basis of acceptance as specified in the Prospectus and as amended by means of the supplement published by the Issuer on the 27 March 2023 (the 'Supplement') shall be officially announced following the expiration of the right of withdrawal specified hereunder, the expected timetable contained in section 5.14 of the Securities Note and section 4.1 of the Summary, both forming part of the Prospectus issued by the Company and dated 25 January 2023 as amended by means of the Supplement, and anywhere else in the document, will be updated as follows:

1. Application Forms available to Locked-In Applicants and the general public	1 February 2023
2. Offer Period (may close earlier as determined by the Issuer)	1 February 2023 – 6 April 2023 at 15:00 CET
3. Announcement of basis of acceptance	4 May 2023
4. Refunds of unallocated monies (if any)	4 May 2023
5. Expected admission of the Shares on the MSE	10 May 2023
6. Commencement of trading on MSE	11 May 2023

Right of Withdrawal

In accordance with Article 23(2)(a) of the Regulation, investors who subscribed for the Offer Shares before 28 April 2023, are entitled to withdraw their Application within three (3) Business Days following the publication of this Supplement. Applicants who wish to avail themselves of the right to withdraw their Application, need to contact their respective Authorised Financial Intermediary with which the Application Form has been lodged within the timelines stipulated above

The final date of such right of withdrawal is 3 May 2023. No withdrawals will be accepted after such date.

APPROVED BY THE DIRECTORS

Kevin Deguara	**Benjamin Muscat**	**Charles Scerri**

signing in their own capacity as directors of the Issuer and on behalf of each of Ivan Calleja, Joseph Pace and Manuel Piscopo as their duly appointed agents.