

Company registration number 00123414 (England and Wales)

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JULY 2022

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SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

COMPANY INFORMATION

Directors	Mr. R Chaudhari Mr. R E Hernreich Mr. H M Jenkins Mr. J Levien Mr. M W Morgan Mr. G Davies Mr. J Silverstein Mr. J Winter Mr. S Porter Dr S E Davies	(Appointed 8 August 2022)
Secretary	Mr G Davies	
Company number	00123414	
Registered office	Swansea.com Stadium Landore Swansea Wales SA1 2FA	
Auditor	Azets Audit Services Charter Court Phoenix Way Enterprise Park Swansea United Kingdom SA7 9FS	

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

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SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

STRATEGIC REPORT

FOR THE YEAR ENDED 31 JULY 2022

The directors present the strategic report for the year ended 31 July 2022.

Business Review

The 2021/22 financial year proved to be a year of change and consolidation for the Club. Amid the backdrop of defeat in the EFL Championship Play-Off final in May 2021; and a season whereby supporters were prevented from attending any of the Club's fixtures until the final Play-Off phase of the season, the Club immediately was in the position of recruiting a replacement Head Coach following the departure of former Head Coach, Steve Cooper, in July 2021. Following a thorough recruitment process, Russell Martin, who was known for adopting a possession based playing style was deemed to be perfectly aligned with the Club's well established playing philosophy. Russell Martin was duly appointed as the Club's new Head Coach early in August 2021, just a few days before the first game of the new EFL Championship season.

Russell and the rest of the backroom staff immediately set about to change the style of play which the Club had adopted over the course of the past few seasons. As is often the case in these situations, the initial results were inconsistent as the team grew accustomed with the new tactical requirements. However in October 2021, the team managed to win three consecutive home fixtures, including an impressive 3-0 victory over local rivals, Cardiff City FC. A further period of inconsistency followed, before the Club embarked on a nine game unbeaten streak in March 2022, including a further victory over Cardiff City FC, this time winning 4-0 at the Cardiff City Stadium and in doing so becoming the first of either Club to win both League fixtures in a domestic season. Ultimately the Club finished the League season in 15th place with 61 points (2021: 4th place with 80 points). Given the magnitude of the changes which affected the team during the season, this was considered to be a respectable conclusion to a season where the Club was not significantly threatened by the prospect of relegation out of the Division, and often produced performances that, if maintained over the course of season, would have seen the Club challenging for promotion.

The changes encountered during the year were not solely applicable to the footballing side of the business. The financial side was also affected by a significant change in that the 2021/22 financial year was the Club's fourth year in the EFL Championship following relegation out of the FA Premier League, and therefore the Club no longer benefitted from the Parachute Payments awarded to relegated Clubs. Consequently, Turnover for the year of £19.7m was considerably lower than achieved during the prior year (2021: £27.6m). The loss of Parachute Payments places considerable pressures on the operating cash flows of the business. Total operating costs, including player amortisation costs of £2.7m (2021: £4.7m) amounted to £43.0m (2021: £47.8m). The Club has traditionally followed a player trading model, whereby investment in the playing squad is focussed on younger players with a view to making a return on the investment via a future onward sale. A recent example of this working successfully is in the case of Flynn Downes who was acquired from Ipswich Town in August 2021 prior to being sold to Premier League club West Ham United FC in July 2022 for a considerable return on the initial investment. Overall, at the end of the 2021/22 financial year the Club made a profit on sales of player registrations of £10.9m (2021: £12.5m)

Despite the Club's success in its player trading model, it alone is not sufficient to meet the operating cash requirements of the Club, and for a second financial year in succession, the Club has benefitted from the financial support of its Directors and wider ownership Group. During the year, £2m of long term funding was provided by its Directors and wider ownership group by way of Convertible Loan Notes which were issued by the Parent company. In addition, the Club secured a 12-month €9m term loan facility with Fasanara Capital Limited in July 2022.

Youth Academy

The Club operated a Category 2 status Academy throughout the 2021/2022 season and will continue to operate at this Category for the 2022/23 season. Youth Development is at the forefront of the Club's footballing strategy, and whilst the Club endeavors to provide adequate facilities and resources in order to generate talent suitable for the Senior Team environment, the Academy status will continue to be evaluated to ensure that the Academy is delivering an appropriate return to the Club overall.

Swansea City Ladies F.C.

Our affiliated team, Swansea City Ladies F.C, were successful in defending their Adran Premier Championship (formerly the Welsh Premier Women's League Championship) title in the 2021/22 season. The Club is committed to developing a close working affiliation with Swansea City Ladies F.C. and will continue to provide funding as appropriate. In September 2022 the Club staged a Swansea City Ladies F.C. fixture at the Swansea.com Stadium for the first time. At the time, this drew a record crowd for a women's domestic game in Wales. A further fixture was staged at the Stadium in December 2022.

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

Principal Risks and Uncertainties

Relegation

The main risk continues to be relegation from the EFL Championship. The Directors are committed to facilitating the provision of funding necessary for investment in players, coaches and management to ensure the team is competitive. However this funding is dependent on player trading and / or external investment. In the event of relegation then the Directors will address this risk by divesting members of their playing squad to strive to achieve an appropriate cost base for the League Division they are competing in. The Club has taken steps to mitigate the financial impact of relegation by ensuring that so far as possible, player contracts incorporate a salary reduction clause in the event of relegation. The risk of reduced matchday and commercial revenues is mitigated by ensuring that Season Tickets are offered for sale well in advance of the conclusion of the previous League season, and that wherever possible commercial contracts are multi-year in duration.

COVID-19 Pandemic

It is with great pleasure that we can report that with the exception of one fixture, the entire 2021/22 season was completed without any significant restrictions being placed on the Club's ability to admit supporters into the Stadium. In respect of the one fixture which was played without the presence of supporters, the Club received financial support from the Welsh Assembly Government to compensate for the loss of net matchday revenue. Despite the absence of any significant restrictions, matchday revenues did not return to pre-pandemic levels owing mainly to discounts offered to existing season ticket holders.

Whilst we hope that the impact of the Covid-19 Pandemic is now permanently behind us, the Club has demonstrated an ability to adapt quickly to the restrictions and considers it well placed to respond should the outlook change in future.

There are also a number of other risks and uncertainties but the board believes that adequate controls and key performance indicators are in place to minimise these.

Key performance indicators

Key performance indicators are:-

Financial

	2022	2021
Cash Flow (Annual movement in cash at bank and In hand balance)	+ £0.3m	- £7.3m
Turnover	£19.7m	£27.6m
Operating loss before profit on disposals of player registrations	£23.2m	£16.8m
Profit on disposals of player registrations	£10.9m	£12.5m

Non-financial: playing squad performance.

The performance of our playing squad has been commented on within the Business Review.

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

Financial risk management

The company's operations expose it to a wide variety of financial risks.

Price risk

The Company's principal financial instruments comprise bank balances, loans, trade debtors and creditors and finance lease agreements. The main purpose of these instruments is to finance the Company's operations. Due to the nature of the financial instruments used by the Company there is no exposure to price risk. The Company's approach to managing other risks applicable to the financial instruments concerned is shown below.

Liquidity risk

In respect of bank balances, the liquidity risk is managed by maintaining cash reserves sufficient to meet the short term cash requirements of the business

In respect of loans, these are comprised of loans from various sources. The Company prepares regular forecasts of cash flow and liquidity, and any requirement for additional funding is managed as part of the overall liquidity requirement to ensure there are sufficient funds to meet the payments as they fall due.

The Company is a lessee in respect of finance lease assets. The liquidity risk in respect of these is managed in the same way as loans.

Credit risk

Trade debtors are managed in respect of credit and cashflow risk by policies concerning the credit offered to customers and the regular monitoring of amounts outstanding for both time and credit risk. The risk of debtor default from UK football clubs is mitigated by the preferential football creditor rules. The credit-worthiness of non UK football debtors is considered on a case by case basis prior to concluding any major transactions with these potential customers.

Appropriate terms are negotiated with suppliers. Trade creditors liquidity risk is managed by ensuring sufficient funds are available to meet amounts due.

Currency risk

Currency risk is managed by careful monitoring of the exchange rates and the maintenance of bank accounts in foreign currencies.

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

Section 172 statement

The board of directors of The Swansea City Association Football Club Limited (the Club) consider, both individually and as a collective, that they have acted in the way they consider 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 s172(1)(a-f) of the Companies Act 2002) in the decisions taken during the year ended 31 July 2022.

The Directors recognise that, as stewards of such a historic and prestigious football club, it is vital that the long term interests of the valued supporters are considered in every key decision made by the Directors. Regular dialogue is maintained with the Club's supporters via a range of methods. For example, meetings are held with representatives of the Swansea City Supporters Trust and there are also opportunities for supporters to address the Directors directly via Fans Forum events which are held on a regular basis. The Chief Executive also addresses supporters directly via communications published on the official Club website, and the matchday programme. These are just a small number of examples in which two way dialogue is maintained between the Football Club and its supporters.


Our employees are fundamental to the success of our business. We aim to be a responsible employer in our approach to the pay and benefits our employees receive. We also recognise the need to consider the wellbeing of our employees, and we regularly reach out to employees on such matters via a number of initiatives.

The Club is also supported by a reliable supplier base. We value our suppliers extremely highly, and we aim to act responsibly and fairly in how we engage with our suppliers. We also aim to ensure suppliers are paid promptly.

The Club is viewed as a representative of the local community; the Directors therefore recognise the importance of the Club in being active in supporting the local community. This is primarily achieved by working closely and in conjunction with the affiliated Swansea City Foundation which works hard to promote sport and education in the local community. The Club provides human and financial resource to the Foundation to ensure that they remain well supported in this regard.

It is the intention of the Directors to behave responsibly and ensure that management operate the business in a responsible manner, operating within the high standards of business conduct and good governance expected for a business such as the Club.

On behalf of the board


Mr. J Winter
Director

Date: 16/03/2023

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 JULY 2022

The directors present their annual report and financial statements for the year ended 31 July 2022.

Principal activities

The principal activity of the company continued to be the operation of a professional football club, together with associated activities.

Results and dividends

The results for the year are set out on page 11.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr. R Chaudhari

Mr. R E Hernreich

Mr. H M Jenkins

Mr. J Levien

Mr. S J McDonald

(Resigned 3 August 2021)

Mr. M W Morgan

Mr. G Davies

Mr. J Silverstein

Mr. J Winter

Mr. S Porter

Mr. T S Sinnett

(Appointed 24 August 2021 and resigned 8 August 2022)

Dr S E Davies

(Appointed 8 August 2022)

Disabled persons

Applications for employment by disabled persons are always fully considered, bearing in mind the abilities of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment within the company continues and that the appropriate training is arranged. It is the policy of the company that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

Employee involvement

The company places considerable value on the involvement of its employees and has continued to keep them informed on matters affecting them as employees and on the various factors affecting the performance of the company. This is achieved through formal and informal communications issued to staff. Employee representatives are consulted regularly on a wide range of matters affecting their current and future interests.

The Strategic Report contains details on how directors have engaged with employees and taken account of their interests as part of the wider Stakeholder Engagement note contained in that report.

Post reporting date events

Material post balance sheet events are disclosed in note 30 of the financial statements.

Future developments

The strategy and future developments in the business are set out in the Strategic Report.

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

Auditor

In accordance with the company's articles, a resolution proposing that Azets Audit Services be reappointed as auditor of the company will be put at a General Meeting.

Energy and emissions report

UK Greenhouse gas emissions and energy use data for the period 1 August to 31 July

	2022	2021
UK Energy use, kWh	1,366,935 kWh	1,380,037 kWh
Associated Greenhouse gas Emissions, Tonnes CO equivalent	329.94 tCO ₂ e	339.82 tCO ₂ e
Intensity Ratio, Emissions per employee	0.65 tCO ₂ e	1.39 tCO ₂ e

Associated Greenhouse gases have been calculated following the HM Government Environmental Reporting Guidelines. We have also used the GHG Reporting Protocol – Corporate Standard and have used the 2022 UK Government's Conversion Factors for Company Reporting. The club recognises its responsibility to ensure a safe and healthy environment and always endeavours to maintain sound environmental performance through the continued maintenance of our environmental management system, which is integrated into our overall business activities. The club remains focused on wherever possible improving energy efficiency and reducing carbon emissions.

Statement of directors' responsibilities

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of disclosure to auditor


So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

On behalf of the board


.....
Mr. J Winter
Director

Date: 16/03/2023
.....

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

Opinion

We have audited the financial statements of Swansea City Association Football Club Limited (The) (the 'company') for the year ended 31 July 2022 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation 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 company's affairs as at 31 July 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- 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 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, 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.

Material uncertainty related to going concern.

We draw attention to note 1 to the financial statements concerning the company's ability to continue as a going concern. Should the forecasts prepared by the board, which include receipts from player trading, operating cost reductions, continuation of external facilities and further shareholder finance, not be realised, the company would need to find further sources of funding in order to bridge its cash flow position. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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, based on the work undertaken in the course of our 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.

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its 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, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the 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.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above and on the Financial Reporting Council's website, to detect material misstatements in respect of irregularities, including fraud.

We obtain and update our understanding of the entity, its activities, its control environment, and likely future developments, including in relation to the legal and regulatory framework applicable and how the entity is complying with that framework. Based on this understanding, we identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. This includes consideration of the risk of acts by the entity that were contrary to applicable laws and regulations, including fraud.

In response to the risk of irregularities and non-compliance with laws and regulations, including fraud, we designed procedures which included:

- Enquiry of management and those charged with governance around actual and potential litigation and claims as well as actual, suspected and alleged fraud;
- Reviewing minutes of meetings of those charged with governance;
- Assessing the extent of compliance with the laws and regulations considered to have a direct material effect on the financial statements or the operations of the company through enquiry and inspection;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations;
- Performing audit work over the risk of management bias and override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for indicators of potential bias.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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.



Paul Bowden (Senior Statutory Auditor)
For and on behalf of Azets Audit Services

Date: **16/03/2023**

Chartered Accountants
Statutory Auditor

Charter Court
Phoenix Way Enterprise Park
Swansea
United Kingdom
SA7 9FS

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 JULY 2022

	Notes	Operations excluding player amortisation & trading	Player amortisation & trading	2022 £	2021 £
Turnover	3	19,690,433	10,000	19,700,433	27,557,105
Operating expenses		(40,372,255)	(2,662,815)	(43,035,070)	(47,820,611)
Other operating income		118,232	-	118,232	3,479,628
Operating loss before profit on disposal of player registrations	5	(20,563,590)	(2,652,815)	(23,216,405)	(16,783,878)
Profit on disposal of player registrations			10,878,312	10,878,312	12,482,884
(Loss)/profit on ordinary activities before interest and taxation		(20,563,590)	8,225,497	(12,338,093)	(4,300,994)
Interest receivable and similar income	8			302,270	257,619
Interest payable and similar expenses	9			(1,183,701)	(604,159)
(Loss) before taxation				(13,219,524)	(4,647,534)
Tax on loss	10			690,713	547,160
(Loss) for the financial year				(12,528,811)	(4,100,374)

The profit and loss account has been prepared on the basis that all operations are continuing operations.

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

BALANCE SHEET

AS AT 31 JULY 2022

	Notes	2022 £	£	2021 £	£
Fixed assets					
Intangible assets	12	6,297,094		3,770,421	
Tangible assets	13	18,409,160		19,519,859	
Investments	14	50,001		50,001	
		<u>24,756,255</u>		<u>23,340,281</u>	
Current assets					
Stocks	17	760,200		575,487	
Debtors falling due after more than one year	18	5,769,876		5,142,365	
Debtors falling due within one year	18	10,478,354		8,992,024	
Cash at bank and in hand		9,580,612		9,314,545	
		<u>26,589,042</u>		<u>24,024,421</u>	
Creditors: amounts falling due within one year	19	<u>(28,187,022)</u>		<u>(15,546,050)</u>	
Net current (liabilities)/assets			<u>(1,597,980)</u>		<u>8,478,371</u>
Total assets less current liabilities			<u>23,158,275</u>		<u>31,818,652</u>
Creditors: amounts falling due after more than one year	20		<u>(24,031,376)</u>		<u>(19,967,241)</u>
Provisions for liabilities					
Provisions	23	1,300,010		-	
Deferred tax liability	24	1,950,975		3,446,686	
		<u>(3,250,985)</u>		<u>(3,446,686)</u>	
Net (liabilities)/assets			<u>(4,124,086)</u>		<u>8,404,725</u>
Capital and reserves					
Called up share capital	26	4,699,989		4,699,989	
Profit and loss reserves		(8,824,075)		3,704,736	
Total equity		<u>(4,124,086)</u>		<u>8,404,725</u>	

The financial statements were approved by the board of directors and authorised for issue on 16/03/2023 and are signed on its behalf by:

Mr. J Winter
Director

Company Registration No. 00123414

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 JULY 2022

	Share capital £	Profit and loss reserves £	Total £
Balance at 1 August 2020	4,699,989	7,805,110	12,505,099
Year ended 31 July 2021:			
Loss and total comprehensive income for the year	-	(4,100,374)	(4,100,374)
Balance at 31 July 2021	4,699,989	3,704,736	8,404,725
Year ended 31 July 2022:			
Loss and total comprehensive income for the year	-	(12,528,811)	(12,528,811)
Balance at 31 July 2022	4,699,989	(8,824,075)	(4,124,086)

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 JULY 2022

1 Accounting policies

Company information

Swansea City Association Football Club Limited (The) is a private company limited by shares incorporated in England and Wales. The registered office is Swansea.com Stadium, Landore, Swansea, Wales, SA1 2FA.

1.1 Accounting convention

These financial statements have been prepared in accordance 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 £.

The financial statements have been prepared under the historical cost convention, modified, where detailed, to include certain financial instruments at fair value. The principal accounting policies adopted are set out below.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 4 'Statement of Financial Position': Reconciliation of the opening and closing number of shares;
- Section 7 'Statement of Cash Flows': Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues': Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;

The financial statements of the company are consolidated in the financial statements of the parent undertaking, Swansea City Football 2002 Limited. These consolidated financial statements are available to the public and may be obtained from the Registrar at Companies House, Crown Way, Cardiff, CF14 3UZ.

Further the company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

1 Accounting policies

(Continued)

1.2 Going concern

These financial statements are prepared on a going concern basis. The directors have a reasonable expectation that the company will continue in operational existence for the foreseeable future. However, the directors are aware of certain material uncertainties which may cause doubt on the company's ability to continue as a going concern.

The directors acknowledge the difficult financial and operational conditions the company, along with other Championship football clubs, are experiencing. The Championship division is extremely competitive, with Championship Clubs seeking to assemble a squad of players capable of achieving promotion to the Premier League. Consequently, player costs are driven up placing considerable pressure on operational cash flows. The Club mitigates this pressure to some extent by following a player trading business model, with a track record of generating significant profits on disposals of player registrations. However player trading alone is not sufficient to sustain the company in the long term; and the company is reliant on ownership funding and other external sources of finance in order to satisfy liquidity requirements.

The directors ensure that the company's financial position is continually monitored by preparing detailed profit and loss, balance sheet and cashflow forecasts each financial year considering a range of reasonably foreseeable scenarios and material uncertainties in relation to income and costs.

The current football transfer market remains strong and the company believes that forecasted player trading is reasonably achievable. Despite this, the company would need to both maintain existing and find further sources of funding in order to bridge its cash flow position this season which is included in the forecasts in the form of further support from shareholders. The directors have received confirmation of the intended provision of the required financial support based on the forecasts in place, however at the time of approving these financial statements a facility for the entirety of the committed financing has not been formally approved. These factors therefore represent a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern.

Based on these forecasts, which include expectations for net player trading and the expected availability and use of external financing, the directors remain confident the company will generate sufficient resources to meet its liabilities as they fall due and the board has concluded it is appropriate for the financial statement to be prepared on a going concern basis.

1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. Principal sources of income include broadcasting and media, match day income, commercial activities and grants. Revenue is recognised when the underlying event or service takes place.

Advanced season ticket sales, broadcasting/media and advertising/sponsorship income is included within deferred income and is recognised as turnover in the relevant season.

In the instance of merchandise sales, revenue is recognised on the transfer of goods to customers, which is usually on delivery or on-site purchase.

Income arising from the temporary transfer of a player registration is recognised over the period of the temporary transfer and presented within player amortisation and trading in the Statement of Comprehensive Income.

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

1 Accounting policies

(Continued)

1.4 Intangible fixed assets other than goodwill

Patents and licences

Patents and licences owned by the Company are capitalised as intangible fixed assets and initially measured at cost less amortisation.

Signing-on fees

Players' contracts of employment may include a signing on fee payable in equal instalments over the period of the contract. Where a player's registration is transferred, any signing-on fees payable in respect of future periods may be effectively cancelled. Therefore such fees are charged to the Statement of Comprehensive Income as they fall due under the terms of the contract.

Players' registration fees

The costs associated with the acquisition of players' registrations are capitalised as intangible fixed assets, with cost discounted to present value where payments are deferred. Cost of players' registrations are comprised of transfer fees, transfer levies, intermediary fees and solidarity payments. These costs are fully amortised in equal instalments over the period of the players' individual contracts. Where a player's contract is extended beyond its initial period, amortisation is calculated over the period of the extended contract from the date the extension is signed. Players' registrations are written down for impairment in certain circumstances when the carrying amount is assessed as exceeding the amount recoverable through use or sale.

The profit or loss on disposal of a player's registration is calculated as the difference between the present value of the transfer fee receivable less the net book value at the date of sale and less any direct costs of the transfer. Receipts of transfer fees based on the future performance of the transferred player or the buying club are recognised when the future criteria are met or are virtually certain to be met. Similarly, payments of transfer fees based on future performance criteria are recognised when the criteria are assessed as being probable that they will be met.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Patents and licences	10 years
Players' registration costs	In accordance with terms of the contract

1.5 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Land	Not depreciated
Buildings	25-50 years
Stadium fittings	25 years
Plant and equipment	5 years
Fixtures and fittings	5 years

Assets in the course of construction are not depreciated.

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

1 Accounting policies

(Continued)

1.6 Fixed asset Investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the company holds a long-term interest and where the company has significant influence. The company considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

Entities in which the company has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

1.7 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets 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 is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The directors do not consider it possible to determine the value in use of an individual player in isolation, as that player cannot generate cash flows independently. However, in circumstances where it is apparent that as at the period end the player would not be available for selection to play for the Club, the player is taken outside of the wider cash generating-unit ("CGU") and valued on a recoverable amount basis being the directors' best estimate of the player's fair value less cost to sell, with any resulting impairment charge being made in operating expenses.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing 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 cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) 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 (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Where there is an impairment of a particular player's registration costs consideration is given to whether there is simultaneously an onerous contract arising. Where onerous contracts exists, a provision is recognised equal to the minimum net cost of practically exiting from the contract.

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

1 Accounting policies

(Continued)

1.8 Stocks

Stocks are stated at the lower of cost and net realisable value. Cost comprises purchase price less discounts where applicable. Net realisable value is based on estimated selling price.

Provision is made for obsolete and slow moving items where appropriate.

1.9 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.10 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Other financial assets

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

1 Accounting policies

(Continued)

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Other financial liabilities

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

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

1.11 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.12 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

1 Accounting policies

(Continued)

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.13 Provisions

Provisions are recognised when the company has a legal or constructive present obligation as a result of a past event, it is probable that the company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation. Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value. When a provision is measured at present value, the unwinding of the discount is recognised as a finance cost in profit or loss in the period in which it arises.

1.14 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

1 Accounting policies

(Continued)

1.15 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

Where the company participates in a defined benefit plan, which is a multi-employer plan that is accounted for as if the plan were a defined contribution plan, and the Company has entered into an agreement with the multi-employer plan that determines how the Company will fund a deficit, the Company recognises a liability for the contributions payable that arise from the agreement and a resulting expense in the Statement of Comprehensive Income.

A provision has also been made to cover the Company's share of the liabilities of the Football League Limited Pension and Life Assurance Scheme. This is a defined benefit scheme which has been closed to new contributions since 31 August 1995.

1.16 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessees. All other leases are classified as operating leases.

Assets held under finance leases are recognised as assets at the lower of the assets fair value at the date of inception and the present value of the minimum lease payments. The related liability is included in the balance sheet as a finance lease obligation. Lease payments are treated as consisting of capital and interest elements. The interest is charged to profit or loss so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leases asset are consumed.

1.17 Government grants

Government grants are recognised at the fair value of the asset received or receivable when there is reasonable assurance that the grant conditions will be met and the grants will be received.

A grant that specifies performance conditions is recognised in income when the performance conditions are met. Where a grant does not specify performance conditions it is recognised in income when the proceeds are received or receivable. A grant received before the recognition criteria are satisfied is recognised as a liability.

1.18 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

1.19 Deferred Income

Deferred income comprises amounts received on sales of season tickets, sponsorship, broadcasting and other commercial contracts prior to the period end in respect of the current and future football seasons. These amounts will be released to the Statement of Comprehensive Income over the period to which the income relates.

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

2 Judgements and key sources of estimation uncertainty

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 estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Impairment of Capitalised Player Registration Costs

The carrying values of capitalised player registration costs, where removed from the wider football club CGU, are subject to impairment tests on a player-by-player basis. On performing the individual tests of impairment, the Company primarily considers the following factors:

- Injury - Where the medical opinion provided suggests that a player has suffered a career ending injury then an impairment loss will be recognised in full less any anticipated insurance receivable, against the carrying value of that particular player. Career threatening injuries may also result in impairment losses depending on the medical opinion received and other external factors.
- Loss of player form - The assessment of player form is considered to be highly subjective and accordingly it is unlikely that the loss of player form will result in an impairment loss unless there is firm intention to release the player without further first team performance subsequent to the period end for a fee less than his carrying amount.
- Transfer of a player's registration after the end of an accounting period - Where a player is sold after the end of an accounting period, consistent with management's intentions at the year end date, without further first team action for an amount lower than the carrying value this is strong indicator of impairment and accordingly an impairment loss will be recognised in the accounting period if there is sufficient evidence that the underlying impairment existed as at the accounting period end date.

Revenue Recognition

The company's primary source of revenue during the financial year ended 31 July 2022 was The English Football League (EFL). The quantum of income received directly from the EFL each year is set out in the EFL annual budget which is revised periodically throughout the financial year. Any additional income is only recognised either on receipt of cash consideration, or when the entitlement to additional income is formally communicated by the EFL in a Shareholders' Meeting of the EFL or can otherwise be reliably measured at the financial reporting period end date. In the event of the EFL needing to recover revenue which was previously distributed then provision is made for the full value of the recovery as soon as the intention is notified by the EFL. Where the fundamental event which triggered the recovery can be established, then provision is made in the period in which the fundamental event occurred.

Leases

Determining whether leases entered into by the company either as a lessor or a lessee are operating or finance leases. These decisions depend on an assessment of whether the risks and rewards of ownership have been transferred from the lessor to the lessee on a lease by lease basis.

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

2 Judgements and key sources of estimation uncertainty

(Continued)

Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

Tangible Fixed Assets

Tangible fixed assets are depreciated over their useful lives taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on a number of factors. In re-assessing asset lives, factors such as technological innovation, product life cycles and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

Player registrations and impairment

In accordance with the accounting policy, the Directors have continued to amortise the cost of player registrations on a straight line basis over the period of their respective contracts.

Player impairment is considered annually by the Directors. The Directors have considered factors such as player's age, injury record and whether the player is likely to contribute to future cashflows in giving their assessment of player impairments.

Corporation taxes

The determination of the Company's provision for corporation tax as well as deferred tax assets and liabilities involves significant judgements and estimates on certain matters and transactions, for which the ultimate outcome may be uncertain. If the final outcome differs from the Company's estimates, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

3 Turnover and other revenue

	2022 £	2021 £
Turnover analysed by class of business		
Sale of goods		
Commercial	2,089,477	1,865,482
Media	3,707	3,498
Rendering of services		
Media	9,295,406	21,678,882
Match	4,239,387	1,792,536
Commercial	3,255,085	1,280,202
Other	817,371	936,505
	<u>19,700,433</u>	<u>27,557,105</u>
	2022 £	2021 £
Other significant revenue		
Interest income	302,271	257,619
Grants received	-	95,133
Insurance proceeds received	-	3,341,172
	<u></u>	<u></u>

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

4 Auditor's remuneration

	2022	2021
	£	£
Fees payable to the company's auditor and associates:		
For audit services		
Audit of the financial statements of the company	17,250	16,500
For other services		
Audit-related assurance services	6,375	7,300
Taxation compliance services	1,950	1,850
Other taxation services	3,000	8,038
	<u>11,325</u>	<u>17,188</u>

5 Operating loss

	2022	2021
	£	£
Operating loss for the year is stated after charging/(crediting):		
Exchange losses	80,681	79,851
Depreciation of owned tangible fixed assets	1,189,736	1,280,197
Depreciation of tangible fixed assets held under finance leases	107,073	50,595
(Profit)/loss on disposal of tangible fixed assets	-	70,426
Amortisation of intangible assets	2,572,816	4,683,696
Profit on disposal of intangible assets	(10,878,312)	(12,482,884)
Operating lease charges	44,088	66,137
Inventory recognised as an expense	<u>1,397,102</u>	<u>1,070,155</u>

6 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2022	2021
	Number	Number
Football, Stadium and Maintenance	236	176
Administrative (including directors)	18	16
Commercial	46	33
Media	10	7
Catering	<u>200</u>	<u>12</u>
Total	<u>510</u>	<u>244</u>

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

6 Employees (Continued)

Their aggregate remuneration comprised:

	2022	2021
	£	£
Wages and salaries	23,264,095	24,635,665
Social security costs	2,714,776	3,068,367
Pension costs	87,987	87,958
	<u>26,066,858</u>	<u>27,791,990</u>

7 Directors' remuneration

	2022	2021
	£	£
Remuneration for qualifying services	475,872	555,149
Company pension contributions to defined contribution schemes	8,530	12,720
	<u>484,402</u>	<u>567,869</u>

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 2 (2021 - 2).

Remuneration disclosed above include the following amounts paid to the highest paid director:

	2022	2021
	£	£
Remuneration for qualifying services	<u>142,381</u>	<u>142,381</u>

8 Interest receivable and similar income

	2022	2021
	£	£
Interest income		
Interest on bank deposits	160,519	13,967
Finance income on unwinding of discount of player receivables	141,752	243,652
Total income	<u>302,271</u>	<u>257,619</u>

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

9 Interest payable and similar expenses

	2022	2021
	£	£
Interest on bank overdrafts and loans	2,625	2,794
Other interest on financial liabilities	1,088,912	582,300
Interest on finance leases and hire purchase contracts	27,779	4,373
Finance charges on unwinding of discount on player liabilities	64,385	14,692
	<u>1,183,701</u>	<u>604,159</u>

10 Taxation

	2022	2021
	£	£
Current tax		
UK corporation tax on profits for the current period	804,999	(202,779)
Deferred tax		
Origination and reversal of timing differences	(1,457,321)	(344,381)
Adjustment in respect of prior periods	(38,391)	-
Total deferred tax	<u>(1,495,712)</u>	<u>(344,381)</u>
Total tax credit	<u>(690,713)</u>	<u>(547,160)</u>

The actual credit for the year can be reconciled to the expected credit for the year based on the profit or loss and the standard rate of tax as follows:

	2022	2021
	£	£
Loss before taxation	<u>(13,219,524)</u>	<u>(4,647,534)</u>
Expected tax credit based on the standard rate of corporation tax in the UK of 19.00% (2021: 19.00%)	(2,511,710)	(883,031)
Tax effect of expenses that are not deductible in determining taxable profit	94,909	95,925
Gains not taxable	-	(202,739)
Adjustments in respect of prior years	(38,391)	-
Other permanent differences	-	(41,584)
Rate changes	(543,588)	484,269
Enhanced allowances	(13,030)	-
Other timing differences	146,297	-
Deferred tax asset not recognised	2,174,800	-
Taxation credit for the year	<u>(690,713)</u>	<u>(547,160)</u>

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

10 Taxation

(Continued)

A deferred tax asset of £2,174,800 (2021: £nil) relating to losses has not been recognised due to uncertainty over the future recoverability of the asset. An increase in the UK Corporation Tax rate to 25% for profits arising on or after 1 April 2023 as set out in the Finance Bill 2021 was substantively enacted on 24 May 2021. The calculation of the unrecognised deferred tax liability as at 31 July 2022 reflects this rate.

11 Impairments

Impairment tests have been carried out where appropriate and the following impairment losses have been recognised in profit or loss:

	Notes	2022 £	2021 £
In respect of:			
Intangible assets	12	93,656	-
Recognised in:			
Administrative expenses		93,656	-

The impairment recognised relates to an assessment of the carrying values of capitalised player registration costs.

12 Intangible fixed assets

	Patents and licences £	Players' registration costs £	Total £
Cost			
At 1 August 2021	58,990	7,077,037	7,136,027
Additions	-	6,885,886	6,885,886
Disposals	-	(2,763,322)	(2,763,322)
At 31 July 2022	58,990	11,199,601	11,258,591
Amortisation and impairment			
At 1 August 2021	40,391	3,325,215	3,365,606
Amortisation charged for the year	3,657	2,569,159	2,572,816
Impairment losses	-	93,656	93,656
Disposals	-	(1,070,581)	(1,070,581)
At 31 July 2022	44,048	4,917,449	4,961,497
Carrying amount			
At 31 July 2022	14,942	6,282,152	6,297,094
At 31 July 2021	18,599	3,751,822	3,770,421

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

13 Tangible fixed assets

	Freehold land buildings £	Leasehold land buildings £	Stadium fittings £	Plant and equipment £	Fixtures and fittings £	Total £
Cost						
At 1 August 2021	8,885,062	11,278,861	1,122,537	6,836,001	619,079	28,741,540
Additions	-	-	-	132,455	53,655	186,110
Transfers	-	-	-	(85,500)	85,500	-
At 31 July 2022	8,885,062	11,278,861	1,122,537	6,882,956	758,234	28,927,650
Depreciation and impairment						
At 1 August 2021	1,599,726	1,573,063	228,690	5,238,596	581,606	9,221,681
Depreciation charged in the year	211,200	247,330	24,104	739,140	75,035	1,296,809
At 31 July 2022	1,810,926	1,820,393	252,794	5,977,736	656,641	10,518,490
Carrying amount						
At 31 July 2022	7,074,136	9,458,468	869,743	905,220	101,593	18,409,160
At 31 July 2021	7,285,336	9,705,798	893,847	1,597,405	37,473	19,519,859

The net carrying value of tangible fixed assets includes the following in respect of assets held under finance leases or hire purchase contracts.

	2022 £	2021 £
Plant and equipment	437,555	539,014

14 Fixed asset investments

	Notes	2022 £	2021 £
Investments in subsidiaries	15	50,000	50,000
Investments in associates	16	1	1
		50,001	50,001

15 Subsidiaries

Details of the company's subsidiaries at 31 July 2022 are as follows:

Name of undertaking	Address	Nature of business	Class of shares held	% Held Direct	Indirect
Swansea Stadium Management Company Limited	1	Stadium management company	Ordinary £1 shares	100.00	-

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

15 Subsidiaries

(Continued)

Registered office addresses (all UK unless otherwise indicated):

1 Swansea.com Stadium, Landore, Swansea, SA1 2FA

The aggregate capital and reserves and the result for the year ended 31 July 2022 of the subsidiaries noted above was as follows:

Name of undertaking	Capital and Reserves £	Profit/(Loss) £
Swansea Stadium Management Company Limited	531,613	27,661

16 Associates

Details of the company's associates at 31 July 2022 are as follows:

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held Direct Indirect
Swansea Stadium Premier Club Limited	Swansea.com Stadium, Landore, Swansea, SA1 2FA	Hospitality management	Ordinary £1 shares	50.00 -

17 Stocks

	2022 £	2021 £
Finished goods and goods for resale	760,200	575,487

The value of impaired stock as at 31 July 2022 was £27,434 (2021: £nil).

18 Debtors

	2022 £	2021 £
Amounts falling due within one year:		
Trade debtors	1,027,661	713,927
Amounts owed by group undertakings	1,872,165	554,986
Other debtors	6,241,623	6,485,120
Prepayments and accrued income	1,336,905	1,237,991
	<u>10,478,354</u>	<u>8,992,024</u>

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

18 Debtors (Continued)

	2022 £	2021 £
Amounts falling due after more than one year:		
Other debtors	5,769,876	5,142,365
Total debtors	16,248,230	14,134,389

Other debtors due within and after one year include amounts receivable on disposal of player registrations.

19 Creditors: amounts falling due within one year

	Notes	2022 £	2021 £
Obligations under finance leases	21	142,183	120,788
Other borrowings	22	13,249,605	1,582,933
Trade creditors		2,849,612	1,860,644
Amounts owed to group undertakings		987,398	987,397
Corporation tax		804,999	-
Other taxation and social security		3,130,763	1,796,342
Other creditors		3,019,777	2,838,043
Accruals and deferred income		4,002,685	6,359,903
		28,187,022	15,546,050

20 Creditors: amounts falling due after more than one year

	Notes	2022 £	2021 £
Obligations under finance leases	21	156,590	262,509
Other borrowings	22	22,157,029	19,557,822
Other creditors		1,717,757	146,910
		24,031,376	19,967,241

Other creditors due within and after one year include amounts payable on purchase of player registrations.

21 Finance lease obligations

	2022 £	2021 £
Future minimum lease payments due under finance leases:		
Within one year	142,183	120,788
In two to five years	156,590	262,509
	298,773	383,297

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

21 Finance lease obligations

(Continued)

Hire purchase contract liabilities are secured on the underlying fixed assets.

22 Loans and overdrafts

	2022 £	2021 £
Loans from group undertakings	16,483,692	13,615,088
Other loans	18,922,942	7,525,667
	<u>35,406,634</u>	<u>21,140,755</u>
Payable within one year	13,249,605	1,582,933
Payable after one year	<u>22,157,029</u>	<u>19,557,822</u>

During 2020 the company applied for a loan made available by the English Football League. At 31 July 2022 the amount payable was £389,400 (2021: £584,000). An interest rate of 2% above base rate is applied but only if the company was to default on any repayments.

During 2021 the company applied for a loan made available by the English Football League. At 31 July 2022 the amount payable is £5,553,334 (2021: £6,941,667). Interest is only payable if the Company wish to extend the loan beyond the Termination Date.

During 2021 and 2022 finance has been raised in the parent company Swansea City Football 2002 Ltd by way of convertible loan notes. As a result this company received a loan from its parent company which incurs interest at 5% per annum. As at 31 July 2022 a balance of £16,483,692 (2021: £13,615,088) is outstanding and includes interest charged of £865,199 (2021: £467,750).

During 2022 the company entered into a loan with Macquarie Bank Limited. The loan is secured against the amounts receivable on disposal of player registrations and incurs interest at 4.3% per annum. At 31 July 2022 the amount payable is £5,232,274 (2021: £nil) and includes interest charged of £144,391 (2021: £nil).

During 2022 the company entered into a loan agreement with Fasanara Securitisation SA. At the balance sheet date the loan is unsecured, it is the intention that it will become secured in the event of the assignment of any future player sales up to 125% of the total loan value. Interest is currently charged at 6% plus Euribor 3 month rate per annum. At 31 July 2022 the amount payable is £7,747,934 (2021: £nil) and includes interest charged of £nil (2021: £nil) due to the proximity of the drawdown to the year end.

23 Provisions for liabilities

	2022 £	2021 £
Onerous contracts	<u>1,300,010</u>	<u>-</u>

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

23 Provisions for liabilities (Continued)

Movements on provisions:

Onerous
contracts
£

Additional provisions in the year 1,300,010

The provision for onerous contracts is expected to be utilised within one year.

24 Deferred taxation

The following are the major deferred tax liabilities and assets recognised by the company and movements thereon:

	Liabilities 2022 £	Liabilities 2021 £
Balances:		
Accelerated capital allowances	1,972,513	422,938
Capital gains	-	3,118,737
Other short term timing differences	(21,538)	(94,989)
	<u>1,950,975</u>	<u>3,446,686</u>
Movements in the year:		2022 £
Liability at 1 August 2021		3,446,686
Credit to profit or loss		(1,495,711)
Liability at 31 July 2022		<u>1,950,975</u>

25 Retirement benefit schemes

	2022 £	2021 £
Defined contribution schemes		
Charge to profit or loss in respect of defined contribution schemes	<u>87,987</u>	<u>87,958</u>

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

26 Share capital

	2022 Number	2021 Number	2022 £	2021 £
Ordinary share capital Issued and fully paid				
Ordinary shares of 50p each	<u>9,399,978</u>	<u>9,399,978</u>	<u>4,699,989</u>	<u>4,699,989</u>

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

26 Share capital

(Continued)

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

27 Financial commitments, guarantees and contingent liabilities

Under the terms of certain contracts for the purchase of players' registrations, future payments may be due, dependent on the future success of the team and/or the future team selection and performance of individual players. As at 31 July 2022 the maximum that could be payable is £7,105,556 (2021: £5,243,485). Signing on fees of £449,777 (2021: £673,848) will become due to certain players if they are still in the service of the Company on specific future dates. In accordance with the Company's stated accounting policies these amounts have not been recognised as liabilities as at 31 July 2022.

28 Operating lease commitments

Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2022 £	2021 £
Within one year	71,225	100,822
Between two and five years	33,391	78,280
	<u>104,616</u>	<u>179,102</u>

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

29 Pension commitments

Certain members of the playing squad are members of The Professional Footballers Pension Scheme. This scheme is compulsory for all members of the Professional Footballers Association, unless the member decides to opt-out of the scheme. The company does not make any contributions into the scheme and does not share in any of the scheme's assets or liabilities. Accordingly, no provision for the scheme is made in these financial statements.

In addition, certain former staff of the Company were members of the Football League Limited Pension and Life Assurance Schemes (FLLPLAS), a funded multi-employer defined benefit scheme, with 92 participating employers, and where members may have periods of service attributable to several participating employers. The FLLPLAS comprises both defined benefit and defined contribution sections.

Following a review of the Minimum funding requirements (MFR) of the FLLPLAS, accrual of benefits of the final salary section of the scheme was suspended as at 31 August 1995. In light of the exceptional circumstances affecting the scheme, the trustees of the scheme commissioned an independent actuary's report on the MFR position and a substantial deficit was identified. Under the terms of participating in the FLLPLAS, the Company is required to contribute to the deficit of the scheme. The company is unable to identify its share of the assets and the liabilities of the FLLPLAS and therefore accounts for its contributions as if they were paid to a defined contribution scheme. The amount owed by the company at the balance sheet date was £14,976 (2021: £21,517). During the period, contributions of £6,541 (2021: £5,211) have been made to the scheme.

The last formal actuarial valuation was carried out at 31 August 2020. The key assumptions used to calculate the deficit at 31 August 2020 actuarial valuation are:

Discount rate:	2.7% p.a.
RPI inflation:	3.15% p.a.
Pension increases:	3.55% p.a.
Mortality (pre-retirement):	No allowance
Mortality (post-retirement):	S3PXA CMI 2019 with long term improvements of 1.5%

The Company pays monthly contributions based on a national split of the total expenses and deficit contributions of the FLLPLAS.

The Company currently has two former employees who are members of the scheme (2021: two) and pays contributions of £583 per month which increase at 5% p.a. Based on the actuarial valuation assumptions detailed above, these contributions will be sufficient to pay off the Company's share of the deficit by 31 May 2024. Under the terms and conditions of the multi-employer plan, the entity cannot be liable to the plan for other entities' obligations.

30 Events after the reporting date

Subsequent to the balance sheet date, the Company sold certain player registrations for a total consideration of £nil (2021: £4,500,150). In addition the Company acquired new player registrations and extended the registrations of existing players for a total consideration of £nil (2021: £4,581,416).

Further subsequent to the balance sheet date, amounts owed to the parent company, Swansea City Football 2002 Limited have been partially settled through the allotment of additional share capital in the company. £10,000,000 and £7,061,168 of shares issued at par value were allotted on 10 November 2022 and 27 February 2023 respectively.

31 Related party transactions

Remuneration of key management personnel

Total compensation of key management personnel (including the directors) in the period amounted to £484,402 (2021: £567,869).

SWANSEA CITY ASSOCIATION FOOTBALL CLUB LIMITED (THE)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JULY 2022

31 Related party transactions

(Continued)

Transactions with related parties

During the year the company entered into the following transactions with related parties:

	Sales 2022 £	Sales 2021 £	Purchases 2022 £	Purchases 2021 £
Entities over which the entity has control, joint control or significant influence	4,349,438	3,601,498	3,067,609	3,231,142
Key management personnel	3,398	1,108	-	-
Other related parties	133,675	-	54,838	43,607
	<u>4,486,511</u>	<u>3,602,606</u>	<u>3,122,447</u>	<u>3,274,749</u>
	Receivables outstanding 2022 £	Receivables outstanding 2021 £	Creditors outstanding 2022 £	Creditors outstanding 2021 £
Entities with control, joint control or significant influence over the company	-	-	17,471,089	14,602,485
Entities over which the entity has control, joint control or significant influence	1,872,165	554,986	-	-
Key management personnel	561	-	-	-
Other related parties	132,000	-	1,690	-
	<u>1,872,726</u>	<u>554,986</u>	<u>1,690</u>	<u>-</u>

32 Ultimate controlling party

In the opinion of the directors, the Company's ultimate parent company and ultimate controlling party is Swansea Football LLC, a company incorporated in the United States of America. Swansea Football LLC is the parent company of the largest group which includes the company. The parent undertaking of the smallest such group is Swansea City Football 2002 Limited. The consolidated financial statements of the Swansea City Football 2002 Limited are available from the Registrar at Companies House, Crown Way, Cardiff, CF14 3UZ.